

**CÔNG TY CỔ PHẦN BÁN LẺ
KỸ THUẬT SỐ FPT
FPT DIGITAL RETAIL
JOINT STOCK COMPANY**

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

Số/No: 37.2026/FRT-FAF

Hà Nội, ngày 17 tháng 07 năm 2026

Hanoi, July 17, 2026

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG
IRREGULAR INFORMATION DISCLOSURE**

Kính gửi/To: Ủy ban Chứng khoán Nhà nước/ *State Securities Commission*;
Sở Giao dịch Chứng khoán TP.HCM/ *Ho Chi Minh City Stock Exchange*.

1. Tên tổ chức/ Organization name: Công ty Cổ phần Bán lẻ Kỹ thuật số FPT/ *FPT Digital Retail Joint Stock Company*

- Mã chứng khoán/ *Ticker symbol*: FRT
- Địa chỉ trụ sở chính/ *Address*: 261 – 263 Khánh Hội, Phường Vĩnh Hội, Thành phố Hồ Chí Minh, Việt Nam/ *261-263 Khanh Hoi Street, Vinh Hoi Ward, HCMC, Vietnam*
- Điện thoại/ *Telephone*: 028 7302 3456 Fax: Không có/ *None*
- Email: investor@fpt.vn Website: <https://fpt.vn/>

2. Nội dung thông tin công bố/ Content of information disclosure:

Quyết định số 01.2026/QĐ-TGD/FRT ngày 17 tháng 07 năm 2026 thông qua việc cập nhật Điều lệ Công ty để phản ánh vốn điều lệ tăng thêm sau đợt phát hành cổ phiếu để trả cổ tức năm 2025; và Điều lệ của Công ty được cập nhật tại Khoản 1, Điều 6, Chương IV (chi tiết theo các file đính kèm)./ *Decision No. 01.2026/QĐ-TGD/FRT dated July 17, 2026 approving the update of the Company's Charter to reflect the charter capital increase following the share issuance for the 2025 dividend payment; and the Company's Charter as updated under Clause 1, Article 6, Chapter IV (as detailed in the attached files).*

3. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 17 tháng 07 năm 2026 tại đường dẫn: <https://fpt.vn/quan-he-co-dong> mục Thông tin tổng hợp.
This information was published on the Company's website on July 17, 2026, at the following link: <https://fpt.vn/en/investor-relations> under the General Information section.

Chúng tôi xin 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 certify that the information disclosed is accurate and we take full legal responsibility for the content of the published information./.

Nơi nhận/ Recipient:

- Như trên/ *As above*;
- Lưu/ *Archived by*: VT, FAF/ *Admin, FAF*.

Tài liệu đính kèm/ Attachments:

Quyết định số 01.2026/QĐ-TGD/FRT
ngày 17 tháng 07 năm 2026/ *Decision No.*
01.2026/QĐ-TGD/FRT dated July 17 ,
2026.

Điều lệ Công ty/ *Company's Charter*.

ĐẠI DIỆN TỔ CHỨC

ORGANIZATION REPRESENTATIVE

Người được uỷ quyền công bố thông tin

Authorized person for information disclosure

GIÁM ĐỐC TÀI CHÍNH

CHIEF FINANCIAL OFFICER



PHẠM DUY HOÀNG NAM

PHAM DUY HOANG NAM



Ho Chi Minh City, *July 17*, 2026

DECISION

CHIEF EXECUTIVE OFFICER OF FPT DIGITAL RETAIL JOINT STOCK COMPANY

- Pursuant to Law on Enterprises 2020, as amended and supplemented in 2025, and its implementing regulations;
- Pursuant to Law on Securities 2019, as amended and supplemented in 2024, and its implementing regulations;
- Pursuant to the Company Charter of FPT Digital Retail Joint Stock Company ("Company");
- Pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders No. 01.2026/NQ-DHĐCĐ/FRT dated April 17, 2026;
- Pursuant to the Resolution of the Board of Directors of the Company No. 04.2026/NQ-HĐQT/FRT dated May 27, 2026;
- Pursuant to the Report on the results of the share issuance for dividend payment for 2025 No. 31.2026/FRT-FAF dated July 9, 2026;
- Pursuant to the Dispatch of the State Securities Commission ("SSC") No. 6499/UBCK-QLCB dated July 14, 2026;

DECIDES:

Article 1. Update of Clause 1, Article 6, Chapter IV of the Company's Charter to reflect the charter capital increase following the share issuance for the 2025 dividend payment of FPT Digital Retail Joint Stock Company, as follows:

"Article 6. Charter capital, shares and founding shareholders

1. Charter capital of the Company is **VND 1,788,150,540,000** (One trillion seven hundred eighty-eight billion one hundred fifty million five hundred forty thousand Vietnamese Dong). Total charter capital of the Company is divided into **178,815,054 shares** (One hundred seventy-eight million eight hundred fifteen thousand fifty-four shares) with a par value of VND 10,000."

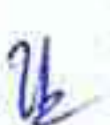
Article 2. Effectiveness

This Decision shall take effect from the date of signing.

Relevant departments shall be responsible for implementing of this Decision.

Recipients:

- *As per Article 2;*
- *Supervisory Board;*
- *Archived by: Admin.*

CHIEF EXECUTIVE OFFICER 



HOANG TRUNG KIEN



CHARTER
OF
FPT DIGITAL RETAIL JOINT STOCK COMPANY

July 2026

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PREAMBLE

This Charter of FPT Digital Retail Joint Stock Company (hereinafter referred to as the "Company") constitute the legal basis for the organization and operation of the Company in accordance with the Law on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020 and taking effect on 1 January 2021. This Charter, together with the Company's internal regulations and the resolutions of the General Meeting of Shareholders and the Board of Directors duly adopted in accordance with applicable laws, shall constitute the binding rules and regulations governing the organization and operation of the Company.

This Charter were duly adopted pursuant to a Resolution of the General Meeting of Shareholders of the Company adopted on 17 April 2024, and were subsequently amended and supplemented on 17 July 2026. This Charter comprise the following Chapters, Articles and Clauses:

Chapter I. DEFINITIONS OF TERMS USED IN THIS CHARTER

Article 1. Definitions

1. In this Charter, the following terms shall have the meanings set forth below:
 - a. **"Charter Capital"** means the aggregate par value of shares that have been sold or subscribed for upon the establishment of the Company, as specified in Article 6 of this Charter;
 - b. **"Voting Capital"** means the share capital in respect of which the holder is entitled to vote on matters falling within the authority of the General Meeting of Shareholders;
 - c. **"Law on Enterprises"** means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;
 - d. **"Law on Securities"** means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;
 - e. **"Vietnam"** means the Socialist Republic of Vietnam;
 - f. **"Date of Establishment"** means the date on which the Company was first issued with the Enterprise Registration Certificate (formerly the Business Registration Certificate or any equivalent document);

- g. **"Executive Officer"** means the General Director, Deputy General Director, Chief Financial Officer, Chief Accountant, and any other executive officer as prescribed by this Charter;
 - h. **"Manager"** means a manager of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the Director (General Director), and any other individual holding a managerial position as prescribed by this Charter;
 - i. **"Related Person"** means an individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
 - j. **"Shareholder"** means an individual or organization owning at least one share of the Company;
 - k. **"Founding Shareholder"** means a shareholder owning at least one ordinary share and whose name appears on the list of founding shareholders of the joint stock company;
 - l. **"Major Shareholder"** means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
 - m. **"Term of Operation"** means the period during which the Company is authorized to operate, as specified in Article 2 of this Charter, including any extension thereof approved by a Resolution of the General Meeting of Shareholders;
 - n. **"Stock Exchange"** means the Vietnam Stock Exchange (VNX) and its subsidiaries;
 - o. **"Independent Member of the Board of Directors" or "Independent Member"** means an independent member of the Board of Directors as prescribed in Clause 2, Article 155 of the Law on Enterprises;
- 2. References in this Charter to any provision of law or legal document shall include any amendment, supplement or replacement thereof.
 - 3. The headings of the Chapters and Articles of this Charter are inserted for convenience of reference only and shall not affect the interpretation or construction of this Charter.

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

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

1. Name of the Company:
 - Vietnamese name : CÔNG TY CỔ PHẦN BÁN LẺ KỸ THUẬT SỐ FPT
 - English name : FPT DIGITAL RETAIL JOINT STOCK COMPANY
 - Abbreviated name: FRT JSC
2. Head Office
 - Head office address: 261-263 Khanh Hoi, Vinh Hoi Ward, Ho Chi Minh City, Vietnam
 - Telephone: (84-28) 7302 3456
 - Email: investor@frt.vn
 - Website: http://frt.vn
3. The Company is a joint stock company with legal entity status established and operating in accordance with the laws of Vietnam.
4. The Company may establish branches and representative offices as necessary to achieve its business objectives, in accordance with resolutions of the Board of Directors and as permitted by applicable laws.
5. Unless the Company is dissolved in accordance with Article 58 of this Charter, its term of operation shall commence on the date of its establishment and shall continue for an indefinite period.

Article 3. Legal Representative of the Company

The General Director shall be the Legal Representative of the Company.

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

Article 4. Objectives of the Company

1. The Company's business lines include: (a) the business lines specified in the Enterprise Registration Certificate issued to the Company by the Department of Planning and Investment of Ho Chi Minh City (as amended from time to time); and (b) such other business activities as the Company may be permitted to conduct pursuant to Clause 2, Article 5 of this Charter.
2. The Company's operational objective is to carry out the business lines specified in Clause 1 of this Article.

Article 5. Business Lines and Scope of Operations of the Company

1. The Company is entitled to formulate plans for and carry out all business activities within its business lines as published on the National Business Registration Portal and in this Charter, in accordance with applicable laws, and to take all appropriate measures to achieve the Company's objectives.
2. The Company may conduct business activities in other business lines as permitted by law and approved by the General Meeting of Shareholders.

Chapter IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. The Charter Capital of the Company is **VND 1,788,150,540,000** (*In words: One trillion seven hundred eighty-eight billion one hundred fifty million five hundred forty thousand Vietnamese Dong*).

The total Charter Capital of the Company is divided into **178,815,054 shares** (*In words: One hundred seventy-eight million eight hundred fifteen thousand and fifty-four shares*) with a par value of VND 10,000.

2. The Company may increase or decrease its Charter Capital upon approval by the General Meeting of Shareholders or in other cases as prescribed by applicable laws.
3. The shares of the Company as of the date of approval of this Charter comprise ordinary shares and preference shares. The rights and obligations attached to each

class of shares shall be as provided in this Charter and in accordance with applicable laws.

- 3a. The Company may issue new shares to employees under a policy approved by the General Meeting of Shareholders. Shares issued to employees may be ordinary shares; however, the number of shares issued in any year shall not exceed 5% of the total outstanding shares of the Company.
4. The Company may issue other classes of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with applicable laws.
5. Ordinary shares shall be offered for sale to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company shall notify such share offering, which shall specify the number of shares offered and a reasonable subscription period (not less than twenty (20) working days) for shareholders to subscribe. Any shares not subscribed for by existing shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to other persons on terms and conditions it deems appropriate, provided that such shares shall not be offered on more favorable terms than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or in the case of shares sold through the Stock Exchange/Trading Center.
6. The Company may repurchase its own issued shares (including redeemable preference shares) in accordance with the methods provided in this Charter and applicable laws. Ordinary shares repurchased by the Company shall be treasury shares, and the Board of Directors may dispose of such treasury shares in accordance with this Charter, the Law on Securities, and relevant guiding regulations.
7. The Company may issue other types of securities in accordance with applicable laws.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares owned.
2. A share certificate is a type of security certifying the lawful rights and interests of its holder in a portion of the charter capital of the Company. A share certificate shall

contain all information required under Clause 1, Article 121 of the Law on Enterprises.

3. Within seven (07) days from the date of submission of a complete dossier for transfer of share ownership in accordance with the Company's regulations, or within two (02) months (or such longer period as provided in the share issuance terms) from the date of full payment for shares in accordance with the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay any costs for the share certificate to the Company.
4. Where only a portion of the registered shares recorded in a share certificate is transferred, the resulting increase or decrease in the number of shares shall be recorded in the share certificates of both the transferor and the transferee.
5. In the event that a share certificate is damaged, erased, lost, stolen, or destroyed, the shareholder may request reissuance of a new share certificate, provided that evidence of ownership is supplied and all related costs are paid to the Company.
6. The holder of a share certificate shall be solely responsible for its safekeeping, and the Company shall not be liable in the event that such certificate is lost, stolen, or used for fraudulent purposes.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates of the Company (excluding offering letters, temporary certificates, and similar documents) shall bear the seal and signature of the Legal Representative of the Company, unless otherwise provided in the terms and conditions of issuance.

Article 9. Transfer of Shares

1. All ordinary shares shall be freely transferable unless otherwise provided in this Charter or applicable laws. Shares listed on the Stock Exchange/Trading Center shall be transferred in accordance with the laws on securities and the securities market. Preference shares subject to transfer restrictions may only be transferred upon the expiration of such restrictions.
2. Shares that have not been fully paid shall not be transferred and shall not be entitled to related rights, including the right to receive dividends, the right to receive bonus shares issued from owners' equity, the right to purchase new shares offered for sale, and other rights as prescribed by applicable laws.

Article 10. Share Forfeiture

1. Where a shareholder fails to pay in full and on time the amount payable for subscribed shares, the Board of Directors shall issue a notice and shall be entitled to require such shareholder to pay the outstanding amount together with interest thereon and any expenses incurred by the Company as a result of such non-payment in accordance with regulations.
2. The payment notice referred to above must specify a new payment deadline (which shall not be less than seven (07) days from the date of dispatch of the notice), the place of payment, and must state that failure to comply with such requirement will result in forfeiture of the unpaid shares.
3. Where the requirements set out in the notice are not complied with, the Board of Directors shall have the right to forfeit such shares. The Board of Directors may accept the surrender of forfeited shares in accordance with Clauses 4, 5, and 6 of this Article and in other cases as provided in this Charter.
4. Forfeited shares shall be deemed shares available for offer in accordance with Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize others to sell, reallocate, or otherwise dispose of such forfeited shares to the former holder or other persons on such terms and conditions as it deems appropriate.
5. A shareholder holding forfeited shares shall cease to be a shareholder in respect of such shares but shall remain liable to pay all related amounts together with interest calculated at the basic interest rate announced by the State Bank of Vietnam at the time of forfeiture, as decided by the Board of Directors, from the date of forfeiture until the date of full payment. The Board of Directors shall have full authority to enforce payment of the full value of the shares at the time of forfeiture or to waive or reduce part or all of such payment obligation.
6. A forfeiture notice shall be sent to the holder of the forfeited shares prior to the forfeiture. The forfeiture shall remain valid notwithstanding any error or negligence in the delivery of such notice.

Article 11. Redemption of Shares at the Request of Shareholders

1. A shareholder who votes against a resolution on the reorganization of the Company or on changes to the rights and obligations of shareholders as provided in this Charter shall have the right to request the Company to redeem its shares. Such request must be made in writing and must specify the shareholder's name, address, number of

shares of each class, proposed selling price, and the reasons for the request. The request must be submitted to the Company within ten (10) days from the date on which the General Meeting of Shareholders adopts the resolution on the matters referred to in this Clause.

2. The Company shall redeem shares at the request of the shareholder as provided in Clause 1 of this Article at the market price or at a price determined in accordance with the principles set out in this Charter within ninety (90) days from the date of receipt of such request. Where the parties fail to agree on the price, the parties may sell the shares to another party, or the shareholder may request an Independent Professional Valuation Organization (selected from among three organizations proposed by the Company for approval by the General Meeting of Shareholders) to determine the price.

Article 12. Repurchase of Shares by Decision of the Company

The Company shall have the right to repurchase no more than thirty percent (30%) of the total issued ordinary shares and all or part of the issued dividend preference shares, in accordance with the following provisions:

1. The Board of Directors shall have the authority to decide the repurchase of up to ten percent (10%) of the total issued shares of each class within a period of twelve (12) months. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders;
2. The Board of Directors shall determine the repurchase price of shares. For ordinary shares, the repurchase price shall not exceed the market price at the time of repurchase, except as provided in Clause 12.3 of this Article. For other classes of shares, unless otherwise provided in this Charter or agreed between the Company and the relevant shareholder, the repurchase price shall not be lower than the market price;
3. The Company may repurchase shares from each shareholder in proportion to their ownership in the Company in accordance with the following order and procedures:
 - a) The resolution on share repurchase of the Company must be notified in a manner ensuring its receipt by all shareholders within thirty (30) days from the date such resolution is adopted. The notice must include the name and head office address of the Company; total number and class of shares to be repurchased; repurchase price or pricing principles; payment procedures and timeline; and procedures and deadline for shareholders to sell their shares to the Company;

b) A shareholder agreeing to sell their shares must send a written confirmation of sale in a manner ensuring its receipt by the Company within thirty (30) days from the date of receipt of such notice. The written confirmation must include the full name, contact address, and legal identification number of individual shareholders; or name, enterprise code or legal identification number, and head office address of organizational shareholders; number of shares owned and number of shares to be sold; payment method; and signature of the shareholder or its legal representative. The Company shall only repurchase shares within the above-mentioned period.

Chapter V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND SUPERVISION

Article 13. Organizational and Management Structure

The organizational and management structure of the Company shall comprise:

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

Chapter VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 14. Rights of Shareholders

1. A shareholder is the owner of the Company and shall have rights and obligations corresponding to the number and class of shares held. A shareholder shall be liable for the debts and other property obligations of the Company only within the scope of the capital contributed to the Company.
2. Holders of ordinary shares shall have the following rights:
 - a. To attend and express opinions at General Meetings of Shareholders and to exercise voting rights either in person, through an authorized representative, by remote voting, or by other methods as provided by law. Each ordinary share shall carry one (1) vote;
 - b. To receive dividends at the level determined by the General Meeting of Shareholders;

- c. To freely transfer fully paid-up shares in accordance with this Charter and applicable laws;
- d. To be entitled to priority in subscribing for new shares offered for sale in proportion to their ownership of ordinary shares;
- e. To inspect, access, and extract information regarding names and contact addresses in the list of voting shareholders; and to request correction of inaccurate information;
- f. To inspect, access, extract, or copy the Company's Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;
- g. In the event of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their ownership ratio after the Company has fully discharged all debts (including tax obligations to the State) and other obligations to creditors and holders of other classes of shares in accordance with law;
- h. To request the Company to redeem shares in accordance with Article 132 of the Law on Enterprises;
- i. To be treated equally. Each share of the same class shall confer equal rights, obligations, and interests. Where the Company has different classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j. To be fully provided with periodic and ad hoc information disclosed by the Company in accordance with applicable laws.
- k. To have their lawful rights and interests protected; and to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
- l. Other rights as provided in this Charter and applicable laws.

2a. Rights of holders of employee ordinary shares:

- a. Holders of employee ordinary shares shall have the same rights and obligations as ordinary shareholders, except as provided in Points (b) and (c) of this Clause.

- b. Employee ordinary shares shall not be transferable to other persons for a period of one (01), two (02), or three (03) years from the date of issuance, depending on each class of employee ordinary shares, except where such shares are repurchased by the Company in accordance with Point (c) of this Clause.
 - c. Where a shareholder ceases to be employed by the Company upon termination of the employment relationship with the Company, the Company shall have the right to repurchase all employee ordinary shares held by such shareholder at the issuance price as of the date of termination of employment. In such case, the Board of Directors shall have authority to decide related matters on behalf of the Company. If the shareholder fails to transfer such shares to the Company, the Company shall complete necessary procedures and notify the shareholder to receive payment. At the time of repurchase, the Board of Directors shall be entitled to implement necessary measures to dispose of the shares in accordance with applicable laws.
3. Rights of shareholders or groups of shareholders holding at least five percent (5%) of ordinary shares:
- a. To nominate members to the Board of Directors or the Supervisory Board in accordance with Articles 27 and 39 of this Charter;
 - b. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - c. To inspect, access, extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to the Company's trade secrets or business secrets;
 - d. To request the Supervisory Board to examine specific issues relating to the management and operation of the Company when necessary. Such request must be made in writing and must include full name, permanent address, nationality, citizen identification card, passport, or other lawful personal identification document for individual shareholders; name, enterprise code or legal identification number, and head office address for organizational shareholders; number of shares held and registration date of each shareholder; total shares held

- by the group and ownership percentage in the total shares of the Company; the matters subject to inspection; and the purpose of inspection;
- e. To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company at least three (03) working days prior to the opening date of the meeting. The proposal must specify the shareholder's name, number of each class of shares held, and the proposed matters;
 - f. Other rights as provided in this Charter.

Article 15. Obligations of Shareholders

Holders of ordinary shares shall have the following obligations:

- 1. To comply with the Company's Charter and internal regulations of the Company; and to implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
- 2. To keep confidential information provided by the Company in accordance with the Charter and applicable laws; and to strictly refrain from disclosing, copying, or transmitting such information, except where such disclosure is made solely for the purpose of exercising or protecting their lawful rights and interests.
- 3. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a. Direct participation and voting at the meeting;
 - b. Authorization of another person to attend and vote at the meeting;
 - c. Remote participation and voting via online meetings, electronic voting, or other electronic methods;
 - d. Submission of votes by post, fax, or email;
 - e. Submission of votes via online platforms or applications allowing meeting attendees to vote using such platform or application.
- 4. In addition to the obligations under Clause 15.2 of this Article, major shareholders shall not abuse their position to influence or affect the rights and interests of the Company or other shareholders in accordance with applicable laws and the Company's Charter; and shall comply with disclosure obligations in accordance with applicable laws.
- 5. To pay in full for shares subscribed for in accordance with subscription requirements;

6. To provide an accurate address when registering for share subscription;
7. To fulfill other obligations in accordance with applicable laws;
8. A shareholder shall bear personal liability when, under any form, acting in the name of the Company in any of the following cases:
 - a. Violation of law;
 - b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c. Premature repayment of debts not yet due when the Company faces potential financial risks;
 - d. To fulfill other obligations corresponding to different classes of shares as provided by applicable laws and this Charter.

Article 16. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall be held annually once a year within four (04) months from the end of the financial year. The Board of Directors may decide to extend the time for holding the Annual General Meeting of Shareholders where necessary, but such extension shall not exceed six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may be convened on an extraordinary basis. The venue of the General Meeting of Shareholders shall be determined as the place where the chairperson of the meeting is present and must be within the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and determine an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, in particular the approval of audited annual financial statements and the financial budget for the following financial year. Where the audit report of the Company's annual financial statements contains material qualifications, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.
3. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the following cases:

- a. When deemed necessary in the interest of the Company;
 - b. Where quarterly, semi-annual, or audited annual financial statements reflect that charter capital has been reduced by one-half compared to the beginning of the period;
 - c. Where the number of members of the Board of Directors, independent members of the Board of Directors, or Supervisory Board members falls below the minimum number required by law, or where the number of independent Board members is less than one-third (1/3) of the total number as prescribed in the Charter;
 - d. Where shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises request in writing the convening of the General Meeting of Shareholders in the cases provided under Clause 3, Article 115 of the Law on Enterprises. Such request must be made in writing and must include full name, contact address, nationality, and citizen identification card/passport or other lawful personal identification document for individual shareholders; name, enterprise code or legal identification number, and head office address for organizational shareholders; number of shares and registration date of each shareholder; total number of shares held by the group and ownership percentage in the Company's total shares; and grounds and reasons for the request. Supporting documents and evidence of violations by the Board of Directors or of resolutions exceeding its authority must be attached. The Supervisory Board may request the convening of a General Meeting of Shareholders if it has grounds to believe that members of the Board of Directors or company executives have seriously breached their duties under Article 165 of the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond its authority;
 - e. Other cases as prescribed by law and the Company's Charter.
4. Convening of an Extraordinary General Meeting of Shareholders
- a. The Board of Directors shall convene the General Meeting of Shareholders within thirty (30) days from the date on which the remaining number of members of the Board of Directors, independent members of the Board of Directors, or Supervisory Board members falls below the level prescribed in Point (c), Clause 16.3 of this Article, or from receipt of a valid request under Points (d) or (e), Clause 16.3 of this Article.

- b. Where the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point (a) of this Clause, within the following thirty (30) days, the Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises.
- c. Where the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point (b) of this Clause, within the following thirty (30) days, shareholders or groups of shareholders specified in Point (d), Clause 16.3 of this Article shall have the right to replace both the Board of Directors and the Supervisory Board to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In such case, the convening shareholders or group of shareholders may request the business registration authority to supervise the order and procedures for convening, conducting, and adopting resolutions of the General Meeting of Shareholders. All expenses for convening and holding the meeting shall be reimbursed by the Company, excluding expenses incurred by shareholders in attending the meeting, including accommodation and travel costs.

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

Article 17. Rights and Duties of the General Meeting of Shareholders

- 1. The Annual General Meeting of Shareholders shall have the right to discuss and approve:
 - a. The Company's annual business plan;
 - b. The annual financial statements;
 - c. The report of the Board of Directors on governance and the performance results of the Board of Directors and each member of the Board of Directors;
 - d. The report of the Supervisory Board on the Company's business performance and the performance of the Board of Directors and the Director or General Director;
 - e. The self-assessment report on the performance of the Supervisory Board and Supervisors;
 - f. Dividend levels for each class of shares;

- g. Other matters within its competence.
2. Both Annual and Extraordinary General Meetings of Shareholders may approve the following matters:
- a. Approval of audited annual financial statements;
 - b. The annual dividend level for each class of shares in accordance with the Law on Enterprises and the rights attached to such classes of shares. Such dividend level shall not exceed the level proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders;
 - c. The number of members of the Board of Directors and the Supervisory Board;
 - d. Selection of the independent auditing company;
 - e. Election, dismissal, and replacement of members of the Board of Directors and the Supervisory Board;
 - f. Total remuneration, bonuses, and other benefits of members of the Board of Directors, and the remuneration report of the Board of Directors;
 - g. Amendments and supplements to the Company's Charter;
 - h. Types and number of new shares to be issued for each class of shares.
 - i. Division, separation, consolidation, merger, or transformation of the Company;
 - j. Reorganization or dissolution (liquidation) of the Company and appointment of liquidators;
 - k. Inspection and handling of violations by the Board of Directors or Supervisory Board causing damage to the Company and its shareholders;
 - l. Decisions on sale of assets of the Company or its branches, or purchase transactions with a value of thirty-five percent (35%) or more of the total assets of the Company and its branches as recorded in the most recent audited financial statements;
 - m. Decisions on investment, capital contribution, joint ventures, or acquisition of shares in other enterprises with a value equal to or greater than thirty-five percent (35%) of the total assets of the Company as recorded in the most recent financial statements;
 - n. Repurchase by the Company of more than ten percent (10%) of any class of issued shares;

- o. Approval of contracts or transactions with persons specified in Clause 1, Article 167 of the Law on Enterprises where the value is equal to or greater than thirty-five percent (35%) of the total assets of the Company as recorded in the most recent financial statements, or transactions resulting in cumulative transaction value within twelve (12) months from the first transaction reaching or exceeding thirty-five percent (35%) of the total assets;
 - p. Approval of loan, lending, or asset sale transactions with a value exceeding ten percent (10%) of the Company's total assets as recorded in the most recent financial statements between the Company and shareholders holding fifty-one percent (51%) or more of voting shares or their related persons;
 - q. Approval of internal governance regulations of the Company, regulations on the Board of Directors, and regulations on the Supervisory Board;
 - r. Other matters as provided in this Charter and other internal regulations of the Company.
3. Shareholders shall not participate in voting in the following cases:
- a. Contracts or transactions specified in Clause 17.2 of this Article where such shareholder or its related person is a party to the transaction;
 - b. Purchase of shares from such shareholder or its related person, except where such repurchase is conducted proportionally among all shareholders or through stock exchange matching transactions or public tender offers in accordance with law.
4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 18. Authorization to Attend Meetings of the General Meeting of Shareholders

- 1. Shareholders entitled to attend the General Meeting of Shareholders may directly attend or authorize their representatives to attend on their behalf. Where more than one authorized representative is appointed, the specific number of shares and voting rights delegated to each representative must be clearly specified.
- 2. Authorization of a representative to attend the General Meeting of Shareholders must be made in writing in accordance with the provisions of civil law and must be signed by the relevant parties as follows:

- a. Where an individual shareholder grants authorization, the power of attorney must be signed by such shareholder and the authorized attendee;
 - b. Where an authorized representative of an institutional shareholder further grants authorization, the power of attorney must be signed by the authorized representative of the shareholder, the legal representative of the shareholder, and the authorized attendee;
 - c. In other cases, the power of attorney must be signed by the legal representative of the shareholder and the authorized attendee. The authorized attendee shall submit the power of attorney prior to entering the meeting room.
3. Where a lawyer signs a letter of appointment of a representative on behalf of the authorizing party, such appointment shall only be valid if such letter is presented together with the lawyer's power of attorney or a certified copy thereof (if not previously registered with the Company).
4. The voting ballot of an authorized attendee shall remain valid within the scope of authorization even in the occurrence of any of the following events:
 - a. The authorizing shareholder has died, lost civil act capacity, or has been restricted in civil act capacity;
 - b. The authorization has been revoked by the shareholder;
 - c. N The authority of the person granting the authorization has been revoked.

This provision shall not apply where the Company receives written notice of any of the above events before the opening of the General Meeting of Shareholders or before the reconvened meeting takes place.

Article 19. Variation of Rights

1. Any variation or cancellation of special rights attached to a class of preference shares shall become effective upon approval by shareholders representing at least sixty-five percent (65%) of the total voting shares of all attending shareholders at the General Meeting of Shareholders. A resolution of the General Meeting of Shareholders that results in an adverse change to the rights and obligations of holders of a particular class of preference shares shall only be adopted if it is approved by shareholders holding at least seventy-five percent (75%) of the total preference shares of such class attending the meeting, or by shareholders holding at least seventy-five percent (75%) of the total preference shares of such class in the case of adoption of a resolution in the form of written consultation.

2. Such a separate meeting shall be valid only if there are at least two (02) shareholders (or their authorized representatives) present and they hold at least one-third (1/3) of the total par value of the issued shares of that class. If such quorum is not met, the meeting shall be reconvened within thirty (30) days. At the reconvened meeting, shareholders of that class (regardless of the number of attendees or shares held), whether present in person or through authorized representatives, shall be deemed to constitute a valid quorum. At such separate meetings, attending shareholders or their authorized representatives may request a secret ballot, and each shareholder shall have one vote per share held of such class when voting by secret ballot.
3. The procedures for conducting such separate meetings shall be carried out in accordance with Articles 21, 22, and 23 of this Charter.
4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to any class of shares having preferential rights in respect of dividends or distribution of assets of the Company shall not be deemed varied by the issuance of additional shares of the same class.

Article 20. Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of Meeting

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the circumstances specified in Points (b) and (c), Clause 4, Article 16 of this Charter.
2. The person convening the General Meeting of Shareholders shall perform the following duties:
 - a. Prepare the list of shareholders eligible to attend and vote at the meeting. The Company shall disclose information on the record date for shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to such record date. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared not more than ten (10) days before the date of dispatch of the meeting invitation;
 - b. Prepare the meeting agenda and contents;
 - c. Prepare meeting materials;
 - d. Draft the resolutions of the General Meeting of Shareholders in accordance with the expected agenda of the meeting;

- e. Determine the time and venue of the meeting;
 - f. Notify and send meeting invitations to all shareholders entitled to attend the meeting;
 - g. Perform other tasks in service of the meeting.
3. Notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the contact address of shareholders entitled to attend the meeting. The shareholder's contact address includes any of the following information: registered office address (for organizations), permanent residence address, workplace address, telephone number, email address, or other contact details registered with the Company. Where the Company sends the meeting notice by email, the email address used shall be the one stored and provided by the Vietnam Securities Depository and Clearing Corporation, or the email address registered by the shareholder with the Company. In addition, the meeting notice shall be published on the Company's website and on the website of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convenor shall send the meeting notice to all shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the General Meeting of Shareholders (calculated from the date the notice is lawfully sent, dispatched, prepaid, or deposited in the postal system). The meeting agenda and related documents to be submitted for approval at the meeting shall be sent to shareholders and/or published on the Company's website. Where documents are not attached to the meeting notice, the notice must clearly indicate the link to access the full meeting documents, including:
- a. Meeting agenda and supporting materials;
 - b. List of candidates and detailed information in case of election of members of the Board of Directors or the Supervisory Board;
 - c. Voting ballots;
 - d. Forms of appointment of proxies for attending the meeting;
 - e. Draft resolutions for each item in the meeting agenda.
4. Shareholders or groups of shareholders referred to in Clause 4 of Article 14 of this Charter have the right to propose additional matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the

General Meeting of Shareholders. The proposal must include the full name of the shareholder, permanent address, nationality, citizen identification card, passport, or other lawful personal identification document for individual shareholders; and for organizational shareholders, the name, enterprise registration number or establishment decision number, and head office address; number and class of shares held; and the contents proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders may refuse proposals referred to in Clause 4 of this Article in the following cases:
 - a. The proposal is submitted after the prescribed deadline or is incomplete or invalid in form or content;
 - b. At the time of submission, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares;
 - c. The matter proposed does not fall within the competence of the General Meeting of Shareholders.
6. The convenor of the General Meeting of Shareholders shall accept and include proposals under Clause 4 of this Article in the draft agenda and meeting contents, except in the cases specified in Clause 5 of this Article. Such proposals shall be officially added to the agenda if approved by the General Meeting of Shareholders.
7. The Board of Directors shall prepare draft resolutions for each matter included in the meeting agenda.
8. Where all shareholders representing one hundred percent (100%) of the voting shares are present in person or through authorized representatives at the General Meeting of Shareholders, all resolutions unanimously approved by the General Meeting of Shareholders shall be deemed valid, regardless of whether the meeting was convened in accordance with proper procedures or whether the voting contents were included in the agenda.

Article 21. Conditions for Holding Meetings of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares.
2. Where the quorum specified in Clause 1 of this Article is not met within sixty (60) minutes from the scheduled opening time of the meeting, the meeting shall be

reconvened within thirty (30) days from the originally scheduled date of the first meeting. The reconvened General Meeting of Shareholders shall only proceed when shareholders and duly authorized representatives attending the meeting represent at least thirty-three percent (33%) of the total voting shares.

3. Where the second meeting fails to proceed due to the absence of the required quorum within sixty (60) minutes from the scheduled opening time, a third General Meeting of Shareholders may be convened within twenty (20) days from the scheduled date of the second meeting. In such case, the meeting shall proceed regardless of the number of attending shareholders or authorized representatives and shall be deemed valid and entitled to decide on all matters that the first General Meeting of Shareholders is entitled to approve.
4. The meeting agenda previously sent together with the meeting invitation in accordance with Article 20 of this Charter may be amended by the General Meeting of Shareholders upon the proposal of the Chairperson of the meeting.

Article 22. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

1. On the date of the General Meeting of Shareholders, the Company shall carry out shareholder registration procedures and shall continue such registration until all shareholders entitled to attend the meeting have registered.
2. Upon registration, the Company shall issue each shareholder or authorized representative with voting rights a voting card, which shall specify the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting shares of such shareholder. When voting at the General Meeting, voting cards in favor of a resolution shall be collected first, followed by voting cards against the resolution, and the total number of votes in favor or against shall be counted to determine the outcome. The total number of votes in favor, against, abstained, or invalid for each issue shall be announced by the Chairperson immediately after voting on such issue or prior to the closing of the meeting.
3. The General Meeting shall elect vote counters or supervisors of vote counting upon the proposal of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting based on the Chairperson's proposal.

4. Shareholders or their authorized representatives arriving late to the General Meeting shall be entitled to register immediately and thereafter participate in and vote at the meeting. The Chairperson shall not be obliged to adjourn the meeting to allow late shareholders to register, and votes conducted prior to the arrival of such late shareholders shall remain valid and unaffected.
5. The General Meeting of Shareholders shall be chaired by the Chairperson of the Board of Directors. Where the Chairperson is absent or unable to perform such duties, the Vice Chairperson or a person elected by the General Meeting shall preside over the meeting. Where none of the above persons is present, the most senior attending member of the Board of Directors shall convene a meeting to elect the Chairperson of the General Meeting; the Chairperson of the meeting is not required to be a member of the Board of Directors. The Chairperson or Vice Chairperson or the Chairperson elected by the General Meeting shall appoint a secretary to prepare the minutes of the meeting. Where the Chairperson is elected, the name of the elected Chairperson and the number of votes cast shall be announced.

Where no Chairperson can be elected, the Head of the Supervisory Board shall preside over the General Meeting to elect a Chairperson from among the attendees, and the candidate receiving the highest number of votes shall be elected as Chairperson.

In other cases, the person signing the notice convening the General Meeting shall preside over the meeting to elect the Chairperson, and the candidate receiving the highest number of votes shall be elected Chairperson.

6. The agenda and content of the meeting must be approved by the General Meeting at the opening session. The agenda shall clearly specify the time allocated for each item.
7. The Chairperson of the meeting may take such actions as necessary to conduct the General Meeting in an orderly and lawful manner in accordance with the approved agenda and to reflect the will of the majority of attendees.
8. The Chairperson of the General Meeting may adjourn the meeting, even if sufficient quorum is present, to another time and location determined by the Chairperson without obtaining approval of the General Meeting, if the Chairperson considers that: (a) attendees cannot be properly seated at the meeting venue, (b) disorderly conduct disrupts or is likely to disrupt the meeting, (c) adjournment is necessary to ensure the proper conduct of the meeting, or (d) communication facilities at the venue are insufficient to allow shareholders to participate, discuss, and vote. The Chairperson

may also adjourn the meeting upon consent or request of the General Meeting where quorum is satisfied. The adjournment shall not exceed three (03) days from the scheduled opening date. The resumed meeting shall only address matters that would have been lawfully resolved at the adjourned meeting.

9. Where the Chairperson adjourns or suspends the General Meeting in violation of Clause 22.8, the General Meeting may elect another attendee to replace the Chairperson to preside over the meeting until its conclusion, and all resolutions adopted at such meeting shall remain valid.
10. The Chairperson or Secretary of the meeting may undertake such actions as deemed necessary to ensure that the General Meeting is conducted lawfully, orderly, and reflects the will of the majority of attendees.
11. The Chairperson and/or the person convening the General Meeting may require shareholders or their authorized representatives to undergo inspection or security measures deemed appropriate by the Board of Directors. Any shareholder or authorized representative who fails to comply may, upon due consideration by the Chairperson, be refused entry or removed from the meeting.
12. The Chairperson and/or the person convening the General Meeting, upon due consideration, may implement such measures as deemed appropriate by the Board of Directors to:
 - a. regulate attendance at the main meeting venue;
 - b. arrange seating at the meeting venue;
 - c. ensure safety for all attendees;
 - d. facilitate shareholder participation (or continued participation) in the meeting.The Chairperson shall have full discretion to modify such measures as necessary, including issuance of entry passes or other selection mechanisms.
13. Where such measures are applied, the Board of Directors may determine the meeting location as follows:
 - a. announce that the meeting shall be held at the location stated in the notice, where the Chairperson will be present;
 - b. arrange facilities to allow shareholders or authorized representatives who cannot attend the main venue or who attend from other locations to participate simultaneously in the meeting.

The notice of meeting is not required to detail such arrangements.

14. Where the Company applies modern technology for conducting the General Meeting in the form of an online meeting, the Company shall ensure that shareholders may attend and vote via electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 guiding the implementation of the Law on Securities.
15. The Company shall hold at least one General Meeting of Shareholders annually. The Annual General Meeting of Shareholders shall not be conducted by way of written consultation.

Article 23. Adoption of Resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders on the following matters shall be adopted by voting at a meeting of the General Meeting of Shareholders:
 - a. The annual business plan of the Company;
 - b. The annual financial statements;
 - c. The report of the Board of Directors on the performance and operational results of the Board of Directors and each member of the Board of Directors;
 - d. The report of the Supervisory Board on the Company's business performance and on the performance of the Board of Directors and the General Director;
 - e. The election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
 - f. The self-assessment report on the performance of the Supervisory Board and each Supervisory Board member;
 - g. The dividend rate for each class of shares;
 - h. Amendments and supplements to this Charter;
 - i. The approval of the Company's development strategy;
 - j. Decisions on the classes of shares and the total number of shares of each class authorized for offering;
 - k. Decisions on investment projects or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as recorded in the most recent financial statements;

1. The reorganization or dissolution of the Company.
2. Resolutions of the General Meeting of Shareholders shall be adopted at meetings in accordance with the following voting thresholds and procedures:
 - a. A resolution shall be approved if it is adopted by shareholders representing more than fifty percent (50%) of the total voting rights of shareholders attending the meeting in person or through authorized representatives;
 - b. Resolutions relating to the classes of shares and the total number of shares of each class; changes to business lines and business sectors; changes to the organizational and management structure of the Company; amendments and supplements to this Charter; investment projects or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as recorded in the most recent financial statements; and the reorganization or dissolution of the Company shall be approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending the meeting, or by shareholders representing at least sixty-five percent (65%) of the total voting rights of all voting shareholders in the case of adoption of a resolution in the form of written consultation;
 - c. The election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. Each shareholder may allocate all or part of such votes to one or more candidates. Candidates receiving votes in descending order, starting from the candidate with the highest number of votes until the required number of members specified in this Charter is filled, shall be elected. Where two or more candidates receive the same number of votes for the final available position on the Board of Directors or the Supervisory Board, a re-election shall be conducted among those tied candidates, or the selection shall be made in accordance with the election regulations or this Charter.
3. Resolutions of the General Meeting of Shareholders adopted by shareholders representing one hundred percent (100%) of the total voting shares shall be lawful and valid notwithstanding that the procedures and formalities for the adoption of such resolutions were not carried out in accordance with the prescribed requirements.

4. A resolution of the General Meeting of Shareholders that adversely alters the rights and obligations of shareholders holding preference shares shall only be adopted if approved by shareholders attending the meeting and holding at least seventy-five percent (75%) of the total preference shares of the relevant class, or by shareholders holding at least seventy-five percent (75%) of the total preference shares of such class in the case of adoption of a resolution in the form of written consultation.

Article 24. Authority and Procedures for Collecting Written Opinions of Shareholders for the Adoption of Resolutions of the General Meeting of Shareholders

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

1. The Board of Directors shall have the authority to collect shareholders' written opinions for the adoption of resolutions of the General Meeting of Shareholders at any time whenever it considers such collection necessary for the interests of the Company.
2. The Board of Directors shall prepare the written opinion solicitation form, the draft resolution of the General Meeting of Shareholders, and explanatory documents relating to the draft resolution. The Board of Directors shall ensure that such documents are sent to or disclosed to shareholders within a reasonable period to allow them sufficient time for consideration and voting, and in any event at least ten (10) days prior to the deadline for returning the completed written opinion solicitation forms. The requirements and procedures for sending the written opinion solicitation forms and accompanying documents shall comply with Clause 3 of Article 20 of this Charter.
3. The written opinion solicitation form shall contain the following principal contents:
 - a. The name, head office address, and enterprise registration number of the Company;
 - b. The purpose of the solicitation of written opinions;
 - c. The full name, permanent residential address, nationality, citizen identification card, passport, or other lawful personal identification document of an individual shareholder; the name, enterprise registration number or establishment decision number, and head office address of an organizational shareholder; or the full

- name, permanent residential address, nationality, citizen identification card, passport, or other lawful personal identification document of the authorized representative of an organizational shareholder; together with the number of shares of each class and the corresponding voting rights of such shareholder;
- d. The matters on which shareholders' opinions are sought for approval;
 - e. The voting options, including "Approve," "Disapprove," and "No Opinion," for each matter submitted for consideration;
 - f. The deadline for returning the completed written opinion solicitation forms to the Company;
 - g. The full name and signature of the Chairperson of the Board of Directors;
 - h. The signature of the individual shareholder or of the authorized representative or legal representative of an organizational shareholder on the completed written opinion solicitation form.
4. Completed written opinion solicitation forms may be returned to the Company by one of the following methods:
- a. By post: The completed written opinion solicitation form must be placed in a sealed envelope, and no person shall be permitted to open the envelope before the vote counting takes place;
 - b. By fax or electronic mail: Written opinion solicitation forms returned by fax or electronic mail must be kept confidential until the vote counting commences.
- Written opinion solicitation forms received after the prescribed deadline specified therein, forms opened before vote counting in the case of postal submission, or forms disclosed before vote counting in the case of submission by fax or electronic mail shall be invalid. Written opinion solicitation forms that are not returned to the Company shall be deemed abstentions.
5. The Board of Directors shall conduct the vote counting and prepare the vote counting minutes in the presence of the Supervisory Board or a shareholder who is not a company executive. The vote counting minutes shall contain the following principal contents:
- a. The name, head office address, and enterprise registration number of the Company;
 - b. The purpose of the written consultation and the matters submitted for approval;

- c. The number of shareholders participating in the voting and the total number of voting rights represented, specifying the number of valid and invalid votes, together with an appendix containing the list of participating shareholders;
 - d. The total number of votes approving, disapproving, and expressing no opinion on each matter;
 - e. The resolutions adopted;
 - f. The full names and signatures of the Chairperson of the Board of Directors, the legal representative of the Company, the vote counters, and the vote counting supervisors;
 - g. Members of the Board of Directors, the vote counters, and the vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes and shall jointly bear liability for any damage arising from resolutions adopted as a result of dishonest or inaccurate vote counting.
6. The vote counting minutes or the resolution adopted shall be sent to all shareholders within fifteen (15) days from the date on which the vote counting is completed. Such delivery may be replaced by publication on the Company's website within twenty-four (24) hours from the completion of the vote counting.
7. The completed written opinion solicitation forms, the vote counting minutes, the full text of the adopted resolution, and all documents accompanying the written opinion solicitation forms shall be retained at the Company's head office.
8. A resolution adopted by written consultation of shareholders shall be valid when approved by shareholders representing more than fifty percent (50%) of the total voting shares and shall have the same validity and effect as a resolution adopted at a meeting of the General Meeting of Shareholders, except in the case specified in Point (b), Clause 2 of Article 23 of this Charter.

Article 25. Resolutions and Minutes of Meetings of the General Meeting of Shareholders

1. Every meeting of the General Meeting of Shareholders shall be recorded in minutes and may also be audio-recorded or recorded and retained in another electronic form. The minutes shall be prepared in Vietnamese and may also be prepared in English, and shall contain the following principal contents:

- a. The name, head office address, and enterprise registration number of the Company;
- b. The time and venue of the General Meeting of Shareholders;
- c. The meeting agenda and contents of the meeting;
- d. The full names of the Chairperson and the Secretary of the meeting;
- e. A summary of the proceedings of the meeting and the opinions expressed by shareholders with respect to each matter on the meeting agenda;
- f. The number of shareholders attending the meeting and the total number of voting rights represented, together with an appendix containing the list of registered attending shareholders and their representatives, specifying the number of shares held and the corresponding voting rights of each;
- g. The total number of votes cast for each matter submitted for voting, specifying the voting method, the total number of valid votes, invalid votes, votes approving, votes disapproving, and votes expressing no opinion, together with the corresponding percentages of the total voting rights represented by the attending shareholders;
- h. The resolutions adopted and the corresponding voting ratios for their approval;
- i. The signatures of the Chairperson and the Secretary of the meeting.

The Vietnamese and English versions of the minutes shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the English version, the Vietnamese version shall prevail.

2. The minutes of the General Meeting of Shareholders shall be completed and approved before the close of the meeting. The Chairperson and the Secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. The minutes of the General Meeting of Shareholders shall be published on the Company's website within twenty-four (24) hours after the conclusion of the meeting or sent to all shareholders within fifteen (15) days from the date of conclusion of the meeting.
4. The minutes of the General Meeting of Shareholders shall constitute conclusive evidence of the matters conducted at the meeting unless objections to the contents of

the minutes are duly raised in accordance with the prescribed procedures within ten (10) days from the date on which the minutes are sent.

5. The minutes of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting, the written authorizations to attend the meeting, and all related documents shall be retained at the Company's head office.

Article 26. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the vote counting minutes in respect of the written consultation of shareholders, any shareholder, member of the Board of Directors, General Director, or the Supervisory Board shall have the right to request the Court or an Arbitral Tribunal to review and annul a resolution of the General Meeting of Shareholders in either of the following circumstances:

1. The procedures for convening the General Meeting of Shareholders were not carried out in accordance with the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 4 of Article 23 of this Charter;
2. The procedures for adopting the resolution or the contents of the resolution violate the law or this Charter.

Chapter VII. BOARD OF DIRECTORS

Article 27. Self-nomination and Nomination of Members of the Board of Directors

1. Where candidates have been identified in advance, information relating to the candidates for the Board of Directors shall be included in the meeting materials of the General Meeting of Shareholders and published on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may review such candidates before casting their votes. Candidates for the Board of Directors shall provide a written commitment confirming the truthfulness, accuracy, and reasonableness of the personal information disclosed and shall undertake to perform their duties honestly if elected as members of the Board of Directors. The information disclosed in relation to candidates for the Board of Directors shall include at least the following:
 - a. Full name and date of birth;
 - b. Educational qualifications;

- c. Professional qualifications;
 - d. Employment history;
 - e. Companies in which the candidate currently holds the position of a member of the Board of Directors and/or other managerial positions;
 - f. An assessment report on the candidate's contributions to the Company, where the candidate is an incumbent member of the Board of Directors;
 - g. Interests related to the Company (if any);
 - h. Full name(s) of the shareholder or group of shareholders nominating such candidate (if any);
 - i. Other relevant information (if any).
2. Shareholders holding voting shares may aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares may nominate one (01) candidate; from ten percent (10%) to less than thirty percent (30%) may nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate up to four (04) candidates; from fifty percent (50%) to less than sixty-five percent (65%) may nominate up to five (05) candidates; and shareholders holding sixty-five percent (65%) or more may nominate a sufficient number of candidates to fill all positions to be elected.
3. Where the number of candidates for the Board of Directors nominated through nomination and self-nomination remains insufficient for the required number, the incumbent Board of Directors may nominate additional candidates or organize the nomination process in accordance with a mechanism prescribed by the Company. The nomination mechanism or the method by which the incumbent Board of Directors nominates additional candidates for the Board of Directors shall be clearly disclosed and approved by the General Meeting of Shareholders before the nomination process is carried out.

Article 28. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors shall consist of not fewer than three (03) and not more than eleven (11) members. The term of office of the Board of Directors shall be five (05) years. The term of office of each member of the Board of Directors shall not exceed five (05) years, and members of the Board of Directors may be re-elected for an

unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms.

2. The composition of the Board of Directors shall be as follows: independent members of the Board of Directors shall account for at least one-third (1/3) of the total number of members of the Board of Directors.
3. A member of the Board of Directors shall cease to hold office in any of the following circumstances:
 - a. Such member no longer satisfies the qualifications for serving as a member of the Board of Directors as prescribed by the Law on Enterprises or is prohibited by law from serving as a member of the Board of Directors;
 - b. Such member submits a written resignation to the Company's head office;
 - c. Such member suffers from a mental disorder, and the other members of the Board of Directors possess professional evidence demonstrating that such member no longer has the capacity to act;
 - d. Such member is absent from meetings of the Board of Directors for a continuous period of six (06) months, and during such period the Board of Directors has not approved such absence and has resolved that such member's office has become vacant;
 - e. Such member is removed from office as a member of the Board of Directors pursuant to a resolution of the General Meeting of Shareholders;
 - f. Such member has provided false personal information to the Company when submitting his or her candidature for election as a member of the Board of Directors.
4. A member of the Board of Directors is not required to be a shareholder of the Company.
5. A member of the Board of Directors of the Company shall not concurrently serve as a member of the Board of Directors of more than five (05) other companies.

Article 29. Rights and Duties of the Board of Directors

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

2. The Board of Directors shall be responsible for supervising the General Director and other corporate executives.
3. The rights and obligations of the Board of Directors are governed by law, this Charter, the Company's internal governance regulations, and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and duties:
 - a. To decide on the medium-term development strategy and annual business plan of the Company;
 - b. To determine operational objectives on the basis of strategic targets approved by the General Meeting of Shareholders;
 - c. To appoint and dismiss the General Director; and to appoint and dismiss Deputy General Directors, the Chief Financial Officer, and the Chief Accountant upon the proposal of the General Director;
 - d. To supervise and direct the General Director and other executive officers;
 - e. To resolve the Company's complaints against executive officers and decide on the appointment of the Company's representatives to handle legal proceedings related to such officers;
 - f. To decide on the organizational structure of the Company and its internal management regulations;
 - g. To decide on market development, marketing, and technology solutions;
 - h. To approve contracts for purchase, sale, borrowing, lending, and other transactions with a value equal to or greater than thirty-five percent (35%) of the total assets recorded in the Company's most recent audited financial statements. This provision shall not apply to contracts and transactions specified in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
 - i. To resolve the Company's complaints against executive officers and decide on the appointment of the Company's representatives to initiate or conduct legal proceedings against such officers;
 - j. To decide on the organizational structure of the Company, the establishment of subsidiaries, branches, and representative offices, and the Company's capital contribution or acquisition of shares in other enterprises;

- k. To propose the reorganization or dissolution of the Company;
 - l. To approve internal corporate governance regulations after they have been adopted by the General Meeting of Shareholders;
 - m. To approve the agenda, contents, and materials for meetings of the General Meeting of Shareholders; and to convene the General Meeting of Shareholders or collect shareholders' written opinions for approval of resolutions;
 - n. To propose types of shares to be issued and the total number of shares of each type to be issued;
 - o. To propose the issuance of bonds, convertible bonds, and warrants entitling holders to purchase shares at predetermined prices;
 - p. To determine the offering price of bonds, shares, and convertible securities;
 - q. To submit audited annual financial statements and corporate governance reports to the General Meeting of Shareholders;
 - r. To report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;
 - s. To dismiss, remove, or terminate the General Director, other executive officers, or the Company's representatives when deemed necessary in the best interests of the Company; such termination shall not violate any contractual rights of the affected persons (if any); and to decide on remuneration and other benefits of executive officers;
 - t. To propose annual dividend levels, determine interim dividends, and decide on dividend payment timing and procedures;
 - u. To exercise other rights and perform other duties as prescribed (if any).
4. The Board of Directors shall report its activities to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.
5. Unless otherwise provided by law or this Charter, the Board of Directors may authorize subordinate employees and executive officers to act on behalf of the Company in performing certain tasks.

Article 30. Remuneration, Salaries, and Other Benefits of Members of the Board of Directors

1. Members of the Board of Directors shall be entitled to remuneration for the performance of their duties in their capacity as Board members. The total remuneration of the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be allocated among the members of the Board of Directors in accordance with an agreement among the Board members or, failing such agreement, shall be distributed equally among them.
2. The total remuneration paid to members of the Board of Directors shall be itemized in detail in the Company's annual report.
3. Members of the Board of Directors holding executive positions (including the positions of Chairperson or Vice Chairperson), members serving on Board committees, or members performing other duties which, in the opinion of the Board of Directors, fall outside the scope of ordinary duties of a Board member, may receive additional remuneration in the form of a lump-sum payment per engagement, salary, commission, or a percentage of profits, or in such other forms as determined by the Board of Directors.
4. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meal expenses, and other reasonable expenses properly incurred in the performance of their duties, including expenses incurred in attending meetings of the Board of Directors, its committees, or the General Meeting of Shareholders.

Article 31. Chairperson and Vice Chairperson of the Board of Directors

1. The Board of Directors shall elect from among its members one Chairperson and one Vice Chairperson.
2. The Chairperson of the Board of Directors shall be responsible for convening and presiding over the General Meeting of Shareholders and meetings of the Board of Directors, and shall have such other rights and responsibilities as provided under this Charter and the Law on Enterprises. The Vice Chairperson shall exercise the rights and perform the duties of the Chairperson when duly authorized by the Chairperson, but only in cases where the Chairperson has notified the Board of Directors that he/she is absent, must be absent for force majeure reasons, or is otherwise unable to perform his/her duties. Where the Chairperson does not designate the Vice Chairperson to act in such capacity, the remaining members of the Board of Directors shall appoint the

Vice Chairperson. Where both the Chairperson and the Vice Chairperson are temporarily unable to perform their duties for any reason, the Board of Directors may appoint another member from among its members to perform the duties of the Chairperson by a simple majority vote.

3. The Chairperson of the Board of Directors shall ensure that the Board of Directors submits annual financial statements, the Company's annual report, audit reports, and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders.
4. In the event that both the Chairperson and the Vice Chairperson resign or are removed, the Board of Directors shall elect their replacements within ten (10) days.

Article 32. Meetings of the Board of Directors

1. The first meeting of the Board of Directors of each term for the election of the Chairperson and Vice Chairperson and for the adoption of other decisions within its authority shall be conducted within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened and presided over by the member receiving the highest number of votes. Where more than one member receives the highest equal number of votes, the members elected by majority shall designate one of them to convene the Board meeting.
2. Regular meetings: The Chairperson of the Board of Directors shall convene meetings of the Board of Directors, determine the agenda, timing, and venue, and provide at least five (05) days' prior notice before the expected meeting date. The Chairperson may convene meetings at any time deemed necessary, but meetings shall be held at least once every quarter.
3. Extraordinary meetings: The Chairperson shall convene a Board meeting without undue delay, unless there is a justified reason, upon receipt of a written request specifying the purpose and matters to be discussed from any of the following:
 - a. The General Director or at least five (05) executive officers;
 - b. At least two (2) members of the Board of Directors;
 - c. The Chairperson of the Board of Directors;
 - d. The Supervisory Board;
 - e. An independent member of the Board of Directors.

4. Meetings of the Board of Directors referred to in Clause 3 of this Article shall be held within seven (07) working days from the date of receipt of the request. Where the Chairperson refuses to convene a meeting as requested without valid reason, the Chairperson shall be liable for any damage incurred by the Company; the requesting persons referred to in Clause 3 of this Article may convene the Board meeting themselves.
5. Upon request of an independent auditor, the Chairperson of the Board of Directors shall convene a Board meeting to discuss the audit report and the Company's financial condition.
6. Venue of meetings: Meetings of the Board of Directors shall be held at the Company's registered office or at other locations in Vietnam or abroad as determined by the Chairperson and approved by the Board of Directors.
7. Notice and agenda: Notice of a Board meeting must be sent to all members at least five (05) days prior to the meeting date. Members may waive the notice requirement in writing, and such waiver may have retrospective effect. Notices must be made in Vietnamese and must include the agenda, time, venue, and necessary documents, together with voting ballots for members unable to attend.

Notices may be sent by post, fax, email, or other means, provided that they are delivered to the registered contact address of each Board member.
8. Quorum: Board meetings shall be conducted and resolutions adopted only when at least three-fourths (3/4) of the members are present in person or through an authorized representative, including participation via in-person, online, or other legally permitted forms. If the quorum is not met, a second meeting shall be convened within seven (07) days from the originally scheduled date. In such case, the meeting may proceed if more than half of the Board members are present.
9. Voting:
 - a. Except as provided in Point b of this Clause, each Board member or authorized representative present in person shall have one vote;
 - b. A Board member shall not vote on contracts, transactions, or proposals in which such member or related persons have interests that conflict or may conflict with the Company's interests. Such member shall not be counted toward the quorum for matters in which they are not entitled to vote;

- c. Where a matter arises at a Board meeting concerning the extent of a member's interest or voting rights and is not resolved by voluntary abstention, such matter shall be referred to the Chairperson, whose ruling shall be final with respect to all other Board members, except where the nature or scope of the interest has not been properly disclosed;
 - d. A Board member benefiting from contracts specified in Points a, b, and c, Clause 3, Article 43 of this Charter shall be deemed to have a material interest in such contracts.
- 10. Disclosure of interests: A Board member who directly or indirectly benefits from a contract or transaction entered into or proposed with the Company and is aware of such interest shall disclose the nature and extent of such interest at the meeting where the Board first considers such contract or transaction. Alternatively, such disclosure may be made at the first Board meeting after the member becomes aware of the relevant interest.
- 11. Majority voting: The Board of Directors shall adopt resolutions and decisions based on the approval of the majority of members present (more than 50%). In the event of a tie, the Chairperson shall have the casting vote.
- 12. Meetings via telephone or other means: Board meetings may be conducted through discussions among members located in different places, provided that each participating member can:
 - a. Hear other participating members simultaneously;
 - b. If desired, speak to all other participating members simultaneously.

Communication may be conducted directly via telephone, electronic means, or other communication technologies (whether existing at the time of adoption of this Charter or later developed), or a combination thereof. A Board member participating in such a meeting shall be deemed "present" at the meeting. The meeting location shall be the place where the majority of participating members are gathered, or, if none, the location of the Chairperson.

Resolutions adopted in such meetings shall be effective immediately upon conclusion of the meeting but must be confirmed by signatures in the minutes of all participating members in accordance with this Charter.
- 13. Written resolutions: A written resolution shall be valid only when signed by all of the following:

- a. Members entitled to vote on the resolution;
- b. A number of members not less than the minimum quorum required for Board meetings.

Such resolutions shall have the same validity and effect as resolutions adopted at duly convened meetings. A resolution may be adopted using multiple copies of the same document, provided that each copy bears at least one signature.

14. Minutes of Board meetings. The Chairperson of the Board of Directors shall circulate the minutes of Board meetings to all members, and such minutes shall be deemed conclusive evidence of the proceedings of the meeting unless objections are raised within ten (10) days from the date of circulation. Minutes shall be prepared in Vietnamese and must bear the signatures of all members attending the meeting.

Article 33. SubCommittees under the Board of Directors

1. SubCommittees of the Board of Directors: The Board of Directors may establish and delegate authority to its subordinate committees. A subcommittee may comprise one or more members of the Board of Directors and one or more external members, as determined by the Board of Directors. In exercising the delegated authority, the subcommittees shall comply with the regulations issued by the Board of Directors. Such regulations may modify the composition of the subcommittees or permit the inclusion of non-Board members in such subcommittees and allow such persons to vote as subcommittee members, provided that: (a) The number of external members shall be less than one-half (1/2) of the total membership of the subcommittee; and (b) Resolutions of the subcommittees shall only be valid if a majority of the attending and voting members at the subcommittee meeting are members of the Board of Directors.
2. Legal validity of actions: Any actions taken to implement resolutions of the Board of Directors, or of any committee under the Board of Directors, or by any person acting in the capacity of a committee member shall remain legally valid, even in cases where the election or appointment of such committee members or Board members is found to contain procedural defects or irregularities..

Article 34. Person in Charge of Corporate Governance

1. The Board of Directors shall appoint at least one (01) person as the Person in Charge of Corporate Governance to assist in ensuring that the Company's corporate governance activities are conducted effectively. The term of office of the Person in

Charge of Corporate Governance shall be determined by the Board of Directors, but shall not exceed five (05) years.

2. The Person in Charge of Corporate Governance must satisfy the following criteria:
 - a. Have knowledge of laws;
 - b. Not concurrently work for the independent auditing firm that is currently auditing the Company's financial statements;
 - c. Meet other standards as prescribed by law, this Charter, and decisions of the Board of Directors.
3. The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that such dismissal is not contrary to applicable labor laws. The Board of Directors may appoint an Assistant to the Person in Charge of Corporate Governance from time to time.
4. The Person in Charge of Corporate Governance shall have the following rights and obligations:
 - a. Advise the Board of Directors on the organization of General Meetings of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;
 - b. Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
 - c. Advise on meeting procedures;
 - d. Attend meetings;
 - e. Advise on procedures for adopting resolutions of the Board of Directors in accordance with applicable law;
 - f. Provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and Supervisors;
 - g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h. Maintain confidentiality of information in accordance with applicable law and this Charter;

- i. Exercise and perform other rights and obligations as prescribed by law and this Charter.

Chapter VIII. GENERAL DIRECTOR, EXECUTIVE OFFICERS, AND COMPANY SECRETARY

Article 35. Management Organization

The Company shall establish a management structure under which the executive management body shall be responsible for and subject to the leadership and supervision of the Board of Directors. The Company shall have one (01) General Director, one (01) or more Deputy General Directors, one (01) Chief Accountant, and one (01) Chief Financial Officer, all of whom shall be appointed by the Board of Directors. The General Director and Deputy General Directors may concurrently serve as members of the Board of Directors and shall be appointed or removed by a duly adopted resolution of the Board of Directors.

Article 36. Executive Officers

1. Upon the proposal of the General Director, the Company may employ such number and categories of Executive Officers as are necessary or appropriate in accordance with the organizational structure and management practices of the Company as determined by the Board of Directors from time to time. Executive Officers shall exercise due care and diligence to ensure that the Company's operations and organization achieve the objectives set out by the Company.
2. The salary, remuneration, benefits, and other terms and conditions of the employment contract of the General Director shall be determined by the Board of Directors, and the terms and conditions of employment contracts with other Executive Officers shall be determined by the Board of Directors upon the proposal of the General Director.

Article 37. Appointment, Dismissal, Powers and Duties of the General Director

1. Eligibility Criteria: The General Director of the Company shall satisfy the following criteria and conditions:
 - a. Shall have full civil act capacity and not fall under the category of persons prohibited from establishing and managing enterprises under Clause 2, Article 17 of the Law on Enterprises;
 - b. Shall possess professional qualifications or practical experience in business administration or in the Company's core business lines;

- c. Shall not concurrently serve as General Director or Director of another company;
 - d. The capital contribution of the General Director shall not exceed five percent (5%).
2. Appointment The Board of Directors shall appoint one (01) member of the Board of Directors or another individual as the General Director in accordance with the provisions on salary, remuneration, benefits, and other terms and conditions of employment. Information regarding the salary, allowances, and benefits of the General Director shall be reported to the Annual General Meeting of Shareholders and included in the Company's annual report.
3. Term of Office: The General Director shall not concurrently hold the position of Chairperson of the Board of Directors. The term of office of the General Director shall be five (05) years, unless otherwise decided by the Board of Directors, and may be reappointed. The appointment may be terminated in accordance with the provisions of the employment contract.
4. Powers and Duties: The General Director shall have the following powers and duties:
- a. To implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, and to execute the business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;
 - b. To decide all matters that do not require a resolution of the Board of Directors, and to organize and manage the Company's day-to-day business operations in accordance with best management practices;
 - c. To propose the number and categories of Executive Officers to be employed by the Company for appointment or dismissal by the Board of Directors as necessary, and to advise the Board of Directors on remuneration, salary, benefits, and other terms and conditions of employment contracts of such Executive Officers;
 - d. The Board of Directors shall determine the maximum number of employees and the total payroll fund of the Company. The General Director shall be entitled to recruit employees within such limits. For key positions of the Company, including the Chief Accountant and other positions as determined by the Board of Directors, the General Director must obtain prior approval from the Board of Directors before appointment or execution of employment contracts;

- e. To consult with the Board of Directors in determining the number of employees, salary levels, allowances, benefits, appointments, dismissals, and other terms and conditions of their employment contracts;
 - f. On an annual basis, to submit to the Board of Directors for approval the detailed business plan for the following fiscal year, based on compliance with budgetary requirements and a five (05)-year financial plan;
 - g. To propose measures to improve the Company's business operations and management efficiency;
 - h. To prepare long-term, annual, and monthly budgets of the Company (hereinafter referred to as the "Budgets") for long-term, annual, and monthly management purposes in accordance with the business plan. The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year shall be submitted to the Board of Directors for approval and shall include information required under the Company's internal regulations;
 - i. To perform all other activities in accordance with this Charter, the Company's internal regulations, resolutions of the Board of Directors, the General Director's employment contract, and applicable laws.
5. Reporting to the Board of Directors and Shareholders: The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and shall report to such bodies upon request.
6. Dismissal: The Board of Directors may dismiss the General Director upon approval by at least two-thirds (2/3) of the members of the Board of Directors entitled to vote (excluding the vote of the General Director in such case) and shall take necessary actions to appoint a replacement General Director. The dismissed General Director shall have the right to raise objections to such dismissal at the next General Meeting of Shareholders.

Article 38. Company Secretary

The Board of Directors shall appoint one (01) person as the Company Secretary, with a term of office and terms and conditions as determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that such dismissal does not contravene applicable labor laws. The Board of

Directors may also appoint one (01) or more Assistant Company Secretaries from time to time. The roles and duties of the Company Secretary shall include:

- a. Organizing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as directed by the Chairperson of the Board of Directors or the Supervisory Board;
- b. Preparing minutes of meetings;
- c. Advising on meeting procedures;
- d. Providing financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Supervisory Board.

The Company Secretary shall be responsible for maintaining confidentiality of information in accordance with applicable laws and this Charter.

Chapter IX. BOARD OF SUPERVISORS

Article 39. Self-nomination and Nomination of Members of the Board of Supervisors

1. The nomination and self-nomination of candidates for the Board of Supervisors shall be conducted as follows:

Shareholders holding voting shares shall have the right to aggregate their voting rights to nominate candidates for the Board of Supervisors. A shareholder or group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares shall be entitled to nominate one (01) candidate; from ten percent (10%) to less than thirty percent (30%) shall be entitled to nominate up to two (02) candidates; from thirty percent (30%) to less than fifty percent (50%) shall be entitled to nominate up to three (03) candidates; from fifty percent (50%) to less than sixty-five percent (65%) shall be entitled to nominate up to four (04) candidates; and from sixty-five percent (65%) or more shall be entitled to nominate up to five (05) candidates.

2. In the event that the number of candidates for the Board of Supervisors nominated or self-nominated is insufficient to meet the required number of members, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination process in accordance with the procedures set out in this Charter and the Internal Regulations on Corporate Governance. Any mechanism for nomination of candidates

by the incumbent Board of Supervisors must be clearly disclosed and must be approved by the General Meeting of Shareholders prior to implementation.

Article 40. Supervisors

1. The Company shall have three (03) Supervisors. The term of office of a Supervisor shall not exceed five (05) years, and a Supervisor may be re-elected for an unlimited number of terms.
2. A Supervisor must satisfy the qualifications and conditions prescribed in Clause 1, Article 169 of the Law on Enterprises, this Charter, and must not fall into any of the following circumstances:
 - a. Working in the accounting or finance department of the Company;
 - b. Being a member or employee of the independent auditing firm that has audited the Company's financial statements during the preceding three (03) consecutive years.
3. The Supervisors shall elect one (01) among themselves to serve as the Head of the Board of Supervisors by a majority vote. The Head of the Board of Supervisors must hold at least a bachelor's degree in economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Company's business activities. The Head of the Board of Supervisors shall have the following rights and duties:
 - a. To convene meetings of the Board of Supervisors;
 - b. To request the Board of Directors, the Director (General Director), and other Executive Officers to provide relevant information for reporting to the Board of Supervisors;
 - c. To prepare and sign reports of the Board of Supervisors, after consulting the Board of Directors, for submission to the General Meeting of Shareholders.
4. A Supervisor shall be removed from office in any of the following circumstances:
 - a. No longer satisfying the qualifications and conditions for serving as a Supervisor as prescribed by the Law on Enterprises;
 - b. Failing to perform his or her rights and duties for six (06) consecutive months, except in cases of force majeure;
 - c. Submitting a letter of resignation that is accepted;
 - d. Other cases as prescribed by applicable laws or this Charter.

5. A Supervisor shall be dismissed in any of the following circumstances:
 - a. Failing to satisfactorily perform the assigned duties and responsibilities;
 - b. Committing a serious breach or repeated breaches of the duties of a Supervisor as prescribed by the Law on Enterprises and this Charter;
 - c. Pursuant to a resolution of the General Meeting of Shareholders;
 - d. Other cases as prescribed by applicable laws or this Charter.

Article 41. Rights and Obligations of the Board of Supervisors

1. The Company shall have a Board of Supervisors. The Board of Supervisors shall have the powers and duties prescribed in Article 170 of the Law on Enterprises and this Charter, including, but not limited to, the following:
 - a. To recommend the appointment of an independent auditing firm, the audit fees, and any matters relating to the resignation or dismissal of the independent auditing firm;
 - b. To discuss with the independent auditor the nature and scope of the audit before the commencement of the audit engagement;
 - c. To obtain independent professional or legal advice and, where deemed necessary, ensure the participation of external experts possessing appropriate professional qualifications and experience in matters relating to the Company's operations;
 - d. To examine the annual, semi-annual, and quarterly financial statements before they are submitted to the Board of Directors;
 - e. To discuss any difficulties, deficiencies, or issues identified through interim or year-end audit findings, as well as any matters that the independent auditor wishes to raise;
 - f. To review the management letter issued by the independent auditor and the responses of the Company's management;
 - g. To review the Company's reports on its internal control systems before such reports are approved by the Board of Directors;
 - h. To review the results of internal investigations and the responses of the Company's management;
 - i. To exercise the right to obtain information, including:

- Receiving notices of meetings of the Board of Directors, written opinion solicitation forms, and all accompanying documents at the same time and in the same manner as members of the Board of Directors;
 - Receiving reports submitted by members of the Board of Management or the General Director to the Board of Directors, and other documents issued by the Company, at the same time and in the same manner as members of the Board of Directors;
 - Having the right to access the Company's records and documents maintained at its head office, branches, and other business locations, and to enter any premises where the Company's managers and employees perform their duties.
- j. To review the Internal Management Regulations before their issuance by the Board of Directors;
 - k. To exercise and perform other powers and duties as prescribed by the Law on Enterprises.
2. Members of the Board of Directors, the Board of Management, Executive Officers, and employees shall promptly provide the Board of Supervisors with complete and accurate information and documents relating to the Company's operations upon request. The Company Secretary shall ensure that copies of all financial information, other information provided to members of the Board of Directors, and copies of the minutes of meetings of the Board of Directors are provided to the Board of Supervisors at the same time as they are provided to the Board of Directors.
 3. The Board of Supervisors shall formulate its Charter of Operation and submit it to the General Meeting of Shareholders for approval. The Board of Supervisors shall meet at least two (02) times each year. A meeting of the Board of Supervisors shall be duly convened when attended by at least two-thirds (2/3) of the total number of Supervisors.
 4. The Board of Supervisors shall report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
 5. The aggregate remuneration payable to members of the Board of Supervisors shall be determined by the General Meeting of Shareholders. Members of the Board of

Supervisors shall also be entitled to reimbursement of reasonable travel, accommodation, and other out-of-pocket expenses incurred in attending meetings of the Board of Supervisors or in carrying out activities relating to the Company's business.

Chapter X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE DIRECTOR (GENERAL DIRECTOR), AND OTHER EXECUTIVE OFFICERS

Article 42. Duty of Care

Members of the Board of Directors, the General Director, and authorized Executive Officers shall perform their duties, including their duties as members of subcommittees under the Board of Directors, honestly and in the manner they reasonably believe to be in the best interests of the Company, exercising the degree of care that a prudent person would ordinarily exercise when holding an equivalent position and acting under similar circumstances.

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

1. Members of the Board of Directors, Supervisors, the General Director, and managerial officers shall not exploit business opportunities that may benefit the Company for their own personal interests. They shall not use information obtained by virtue of their positions for personal gain or for the benefit of any other organization or individual, and shall comply with Article 164 of the Law on Enterprises and other applicable laws.
2. Members of the Board of Directors, Supervisors, the General Director, and other Executive Officers shall disclose in writing to the Board of Directors and the Board of Supervisors any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than fifty percent (50%) of the charter capital, and such persons or their related persons in accordance with applicable law. For transactions requiring approval by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information regarding the relevant resolutions in accordance with the laws on securities disclosure.
3. The Company shall not provide loans, guarantees, or credit facilities to members of the Board of Directors, the General Director, Executive Officers, their family

members, or legal entities in which such persons have financial interests, unless otherwise approved by the General Meeting of Shareholders.

- a. A contract or transaction between the Company and one or more members of the Board of Directors, Supervisors, the General Director, Executive Officers, or their related persons, or any company, partnership, association, or organization in which one or more of such persons or their related persons are members or have financial interests, shall not be rendered invalid solely by reason of such relationship, or because such member of the Board of Directors or Executive Officer was present at or participated in the meeting considering or approving such contract or transaction, or because his or her vote was counted for such purpose, provided that:
- b. For contracts or transactions having a value of less than thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements, or transactions resulting in the aggregate value of transactions conducted within twelve (12) months from the date of the first transaction being less than thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements, the material particulars of the contract or transaction, together with the relevant interests and relationships of the Executive Officer or member of the Board of Directors, have been fully disclosed to the Board of Directors or the relevant subcommittee, and such contract or transaction has been approved in good faith by a majority of the disinterested members of the Board of Directors or such subcommittee; or
- c. For contracts or transactions having a value of thirty-five percent (35%) or more of the total assets recorded in the Company's most recent financial statements, or transactions resulting in the aggregate value of transactions conducted within twelve (12) months from the date of the first transaction being thirty-five percent (35%) or more of the total assets recorded in the Company's most recent financial statements, the material particulars of the contract or transaction, together with the relevant interests and relationships of the Executive Officer or member of the Board of Directors, have been fully disclosed to shareholders entitled to vote who have no related interests, and such shareholders have approved the contract or transaction;
- d. The contract or transaction has been determined by an independent professional adviser to be fair and reasonable in all material respects to the shareholders of

the Company at the time it was authorized, approved, or ratified by the Board of Directors, a subcommittee of the Board of Directors, or the shareholders.

Members of the Board of Directors, Supervisors, the General Director, Executive Officers, and their related persons shall not purchase, sell, or otherwise trade shares of the Company or its subsidiaries at any time when they possess information that is reasonably expected to materially affect the market price of such shares and that has not been made available to other shareholders.

Members of the Board of Directors, Supervisors, the Director (General Director), other Executive Officers, and organizations or individuals related to such persons shall not use undisclosed information of the Company, or disclose such information to any other person, in connection with transactions involving the Company's securities.

Article 44. Disclosure of Related Interests

1. Members of the Board of Directors, the Board of Supervisors, the Executive Management, and each Executive Officer of the Company shall disclose their related interests with the Company, including:
 - a. The name, head office address, business lines, number and date of issuance of the Enterprise Registration Certificate (or equivalent business registration certificate), and place of business registration of any enterprise in which they hold capital contributions or shares; together with the percentage and date of acquisition of such capital contributions or shares;
 - b. The name, head office address, business lines, number and date of issuance of the Enterprise Registration Certificate (or equivalent business registration certificate), and place of business registration of any enterprise in which their related persons jointly own or separately own shares or capital contributions representing more than ten percent (10%) of the charter capital.
2. Employees of the Company shall disclose their related interests with the Company in the same manner as the persons specified in Clause 44.1 of this Article if the relevant enterprise operates in the same or a related industry or business sector as the Company.
3. The disclosures required under Clauses 44.1 and 44.2 of this Article shall be made within seven (07) working days from the date on which the related interest arises. Any

amendment or supplementation thereto shall be disclosed to the Company within seven (07) working days from the date of such amendment or supplementation.

4. The disclosures required under Clauses 44.1 and 44.2 of this Article shall be notified to the Board of Supervisors. Shareholders, authorized representatives of shareholders, members of the Board of Directors, and the Director (General Director) shall have the right to review such disclosures at any time if deemed necessary. Any false, incomplete, or inaccurate disclosure shall be handled in accordance with applicable law

Article 45. Liability for Damages and Indemnification

1. Liability for Damages: Members of the Board of Directors, the General Director, and Executive Officers who breach their duty to act honestly, or who fail to perform their duties with due care, diligence, and professional competence, shall be liable for any damages arising from such breach.
2. Indemnification: The Company shall indemnify any person who is, has been, or is threatened to be made a party to any claim, action, lawsuit, prosecution, or proceeding, whether civil or administrative in nature (other than proceedings initiated by or on behalf of the Company), by reason of the fact that such person is or was a member of the Board of Directors, an Executive Officer, an employee, or an authorized representative of the Company (or any subsidiary of the Company), or is or was serving at the request of the Company (or any subsidiary of the Company) as a member of the board of directors, an executive officer, an employee, or an authorized representative of another company, partnership, joint venture, trust, or other legal entity. Indemnifiable expenses shall include expenses actually incurred (including attorneys' fees), court judgments, fines, penalties, and amounts reasonably paid in settlement of such proceedings, to the fullest extent permitted by law, provided that such person acted honestly, prudently, diligently, and with professional competence in a manner reasonably believed to be in, or not contrary to, the best interests of the Company, in compliance with applicable law, and provided further that there has been no determination or finding that such person has breached his or her duties. The Company may purchase and maintain insurance for such persons against liabilities arising from the performance of their duties and responsibilities as described above.

Chapter XI. RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 46. Right to Inspect Books and Records

1. Shareholders or groups of shareholders referred to in Clause 15.3 of this Charter shall have the right, either directly or through a lawyer or an authorized representative, to submit a written request to inspect, during normal business hours and at the Company's principal place of business, the register of shareholders, the minutes of the General Meeting of Shareholders, and to make copies or extracts thereof. Any request for inspection made by a lawyer or other authorized representative of a shareholder must be accompanied by the relevant power of attorney or a notarized copy thereof.
2. Members of the Board of Directors, members of the Board of Supervisors, and the General Director shall have the right to inspect the Company's register of shareholders, list of shareholders, books, records, and other documents of the Company for purposes relating to the performance of their duties, provided that such information is kept confidential.
3. The Company shall keep this Charter and all amendments thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and all other documents required by law at its head office or another location, provided that shareholders and the business registration authority are informed of such location.
4. Shareholders shall be entitled to receive one (01) copy of this Charter free of charge. This Charter shall also be published on the Company's website.

Chapter XII. EMPLOYEES AND THE TRADE UNION

Article 47. Employees and the Trade Union

1. The Director (General Director) shall prepare plans for submission to the Board of Directors for approval regarding matters relating to the recruitment, dismissal, salaries, social insurance, welfare, rewards, and disciplinary measures applicable to Executive Officers.
2. The Director (General Director) shall prepare plans for submission to the Board of Directors for approval regarding the Company's relationship with trade union

organizations in accordance with best management practices, this Charter, the Company's internal regulations, and applicable laws.

Chapter XIII. PROFIT DISTRIBUTION

Article 48. Profit Distribution

1. Subject to a resolution of the General Meeting of Shareholders and applicable laws, dividends shall be declared and paid out of the Company's retained earnings.
2. Subject to the Law on Enterprises, the Board of Directors may resolve to pay interim dividends if it considers that such payment is justified by the Company's profitability.
3. No interest shall be payable by the Company in respect of any dividend or any other amount payable in relation to any class of shares.
4. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of any dividend by way of distribution of specific assets (including fully paid shares or bonds issued by another company), and the Board of Directors shall implement such resolution.
5. Where dividends or other amounts payable in relation to a class of shares are paid in cash, such payments shall be made in Vietnamese Dong and may be effected by cheque or payment order sent by post to the registered address of the entitled shareholder, in which case any risk arising from such delivery (based on the shareholder's registered address) shall be borne by the shareholder. Alternatively, cash dividends or other cash distributions in respect of a class of shares may be paid by bank transfer where the Company has received the shareholder's banking details sufficient to enable direct remittance. Where the Company has transferred such payment in accordance with the banking details provided by the shareholder, but the shareholder fails to receive the funds, the Company shall bear no responsibility for such payment. Payment of dividends in respect of shares listed on a Stock Exchange or Securities Trading Center may be made through a securities company or the Securities Depository.
6. Subject to the approval of the General Meeting of Shareholders, the Board of Directors may resolve and announce that holders of ordinary shares shall receive dividends in the form of fully paid ordinary shares instead of cash dividends. Such additional shares issued as dividends shall be deemed fully paid, and their aggregate value shall be equivalent to the cash dividend otherwise payable.

7. Pursuant to the Law on Enterprises, the Board of Directors may pass a resolution fixing a specific record date of the Company. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices, or other documents. The record date may be the same as, or precede, the date on which such entitlements are exercised. This shall not affect the rights of the parties to any transfer of shares or other relevant securities.
8. Any other matters relating to profit distribution shall be implemented in accordance with applicable laws.

Chapter XIV. BANK ACCOUNTS, APPROPRIATION FUNDS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM

Article 49. Bank Accounts

1. The Company shall open bank accounts with Vietnamese banks or foreign banks licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authorities, where necessary, the Company may open bank accounts overseas in accordance with applicable laws.
3. The Company shall conduct all payments and accounting transactions through Vietnam Dong or foreign currency accounts maintained with banks at which the Company has opened accounts in accordance with applicable laws.

Article 50. Appropriation of Funds

The appropriation to the reward and welfare funds shall be decided annually by the General Meeting of Shareholders based on the Company's business performance.

Article 51. Financial Year

The financial year of the Company shall commence on 1 January and end on 31 December of each calendar year. The Company's first financial year shall commence on the date on which the Company officially begins its operations and shall end on 31 December of the same year.

Article 52. Accounting System

1. The Company shall apply the Vietnamese Accounting Standards (VAS) or any other accounting system approved by the Ministry of Finance.

2. The Company shall maintain its accounting books and records in Vietnamese. The Company shall retain accounting records appropriate to the nature of the business activities in which it engages. Such records shall be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The Company shall use Vietnam Dong (VND) as its accounting currency.

Chapter XV. ANNUAL REPORTS, INFORMATION DISCLOSURE RESPONSIBILITIES, AND PUBLIC ANNOUNCEMENTS

Article 53. Annual, Semi-annual and Quarterly Reports

1. The Company shall prepare annual financial statements in accordance with applicable laws and the regulations of the State Securities Commission (upon the Company being listed on a stock exchange). Such financial statements shall be audited in accordance with Article 57 of this Charter. Following approval by the General Meeting of Shareholders, the audited annual financial statements shall be submitted to the competent tax authority, the State Securities Commission, and the Stock Exchange/Securities Trading Center. The submission deadlines shall comply with the applicable laws on taxation, securities, and other relevant laws.
2. The annual financial statements shall include an income statement fairly and accurately reflecting the Company's profits and losses during the financial year; a balance sheet fairly and accurately reflecting the Company's financial position as of the reporting date; a cash flow statement; and notes to the financial statements. Where the Company is a parent company, the annual financial statements shall also include consolidated financial statements reflecting the financial position of the Company and its subsidiaries as at the end of each financial year.
3. Upon the Company being listed on a stock exchange, it shall prepare semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and submit such reports to the State Securities Commission and the Stock Exchange/Securities Trading Center within the time limits prescribed by the applicable securities laws.
4. A summary of the audited annual financial statements shall be sent to all shareholders by appropriate means and published in a local daily newspaper and a central economic

newspaper for three (03) consecutive issues. Where the Company maintains its own website, the audited financial statements shall also be published on such website.

5. Any organization or individual shall be entitled to inspect or obtain copies of the Company's audited annual financial statements, semi-annual reports, and quarterly reports during the Company's business hours at its head office upon payment of a reasonable copying fee.

Article 54. Annual Report

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

Article 55. Information Disclosure and Public Announcements

The annual financial statements and all supporting documents shall be publicly disclosed in accordance with the regulations of the State Securities Commission, the Stock Exchange, the Vietnam Securities Depository and Clearing Corporation (VSDC), and other competent authorities, and shall be submitted to the competent tax authorities and the business registration authority in accordance with the Law on Enterprises.

Chapter XVI. AUDIT

Article 56. Audit

1. At the Annual General Meeting of Shareholders, the Company shall appoint an independent auditing firm that is lawfully operating in Vietnam and approved by the State Securities Commission of Vietnam to audit listed companies, to conduct the audit of the Company for the following financial year on such terms and conditions as may be agreed with the Board of Directors.
2. The Company shall prepare and submit its annual financial statements to the independent auditing firm following the end of each financial year.
3. The independent auditing firm shall examine, verify and report on the annual financial statements, including the Company's revenues and expenditures, prepare an audit report and submit such report to the Board of Directors within three (03) months from the end of the relevant financial year. Auditors performing the audit of the Company must be approved by the State Securities Commission of Vietnam.
4. A copy of the audit report shall be attached to each copy of the Company's annual financial statements.

5. The auditors conducting the audit of the Company shall be entitled to attend all General Meetings of Shareholders, receive all notices and other documents relating to such meetings that shareholders are entitled to receive, and express their opinions at such meetings on matters relating to the audit.

Chapter XVII. COMPANY SEAL

Article 57. Company Seal

1. The Company's seal shall consist of either a physical seal engraved by an authorized seal-making establishment or a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall determine the type, quantity, form and contents of the seals of the Company, its branches and representative offices.
3. The Board of Directors and the General Director shall use and manage the Company's seal in accordance with applicable law.
4. The management and safekeeping of the seal shall be governed by regulations issued by the Company, its branches, representative offices or other affiliated units having their own seals. The Company's seal shall be used in transactions in accordance with applicable laws.

Chapter XVIII. ESTABLISHMENT, REORGANIZATION, AND DISSOLUTION

Article 58. Termination of Operation

1. The Company may be dissolved or cease its operations in any of the following circumstances:
 - a. Upon expiry of the Company's operating term, including any extension thereof;
 - b. Early dissolution pursuant to a resolution of the General Meeting of Shareholders;
 - c. Revocation of the Enterprise Registration Certificate;
 - d. Other circumstances as prescribed by law.
2. Any early dissolution of the Company (including prior to the expiry of any extended operating term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution resolution shall be notified

to or approved by the competent authorities (where required) in accordance with applicable law.

Article 59. Deadlock between Members of the Board of Directors and Shareholders

Unless otherwise provided in this Charter, shareholders holding one-half (1/2) of the total voting shares in the election of members of the Board of Directors shall be entitled to petition a competent court for the dissolution of the Company on one (01) or more of the following grounds:

1. The members of the Board of Directors fail to reach agreement on the management of the Company's affairs, resulting in the Board of Directors being unable to obtain the votes required for its operation.
2. The shareholders fail to reach agreement and are therefore unable to obtain the votes required to elect members of the Board of Directors.
3. Internal disagreements and divisions among two (02) or more shareholder groups make the dissolution of the Company the most beneficial solution for all shareholders.

Article 60. Liquidation

1. Within no less than six (06) months following the adoption of a resolution for the dissolution of the Company, the Board of Directors shall establish a Liquidation Committee comprising three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall adopt its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent professionals. All expenses relating to the liquidation shall be paid by the Company in priority over all other liabilities.
2. The Liquidation Committee shall notify the business registration authority of the date of its establishment and the commencement of its operations. From such date, the Liquidation Committee shall represent the Company in all matters relating to the liquidation before the courts and competent administrative authorities.
3. The proceeds from the liquidation shall be applied in the following order of priority:
 - a. Liquidation expenses;
 - b. Salaries, wages and insurance expenses payable to employees;
 - c. Taxes and other tax-related obligations payable to the State;

- d. Loans (if any);
- e. Other liabilities of the Company;
- f. Any remaining balance after payment of all amounts specified in paragraphs (a) through (e) above shall be distributed to the shareholders. Preference shares shall have priority in payment over ordinary shares.

Chapter XIX. INTERNAL DISPUTE RESOLUTION

Article 61. Internal Dispute Resolution

1. In the event of any dispute or complaint relating to the operations of the Company or to the rights and obligations of shareholders arising under this Charter or under any rights or obligations prescribed by the Law on Enterprises, other applicable laws or administrative regulations, between:
 - a. A shareholder and the Company; or
 - b. A shareholder and the Board of Directors, the Board of Supervisors, the Director or General Director, or any Executive Officer.

The parties concerned shall first seek to resolve such dispute through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the resolution of the dispute and shall request each party to present the factual circumstances relating to the dispute within fifteen (15) working days from the date on which the dispute arises. Where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, either party may request the appointment of an independent expert to act as mediator for the dispute resolution process.

2. If no mediation decision is reached within six (06) weeks from the commencement of the mediation process, or if the mediation decision is not accepted by the parties, either party may submit the dispute to the Economic Arbitration Centre or the Economic Court.
3. Each party shall bear its own costs incurred in connection with the negotiation and mediation process. Court costs shall be borne by the party as determined by the court.

Chapter XX. AMENDMENTS TO THE CHARTER

Article 62. Amendments to the Charter

1. Any amendment or supplementation to this Charter shall be subject to the consideration and approval of the General Meeting of Shareholders.
2. Where any provisions of law relating to the operations of the Company are not addressed in this Charter, or where newly enacted legal provisions are inconsistent with the provisions of this Charter, such legal provisions shall automatically apply and govern the operations of the Company.

Chapter XXI. EFFECTIVE DATE

Article 63. Effective Date

1. This Charter consist of twenty-one (21) Chapters and sixty-three (63) Articles and were unanimously adopted by the General Meeting of Shareholders of FPT Digital Retail Joint Stock Company.
2. This Charter are executed in ten (10) originals of equal legal validity, all of which shall be kept at the Company's head office. This Charter constitute the sole and official Charter of the Company.
3. Any amendment or supplementation to this Charter shall be subject to the consideration and approval of the General Meeting of Shareholders. Where there are amendments to, or newly enacted, legal provisions relating to the operations of the Company that are inconsistent with the provisions of this Charter, such legal provisions shall automatically apply and govern the operations of the Company, except where such new legal provisions expressly permit the Charter to provide otherwise within the applicable legal framework, in which case the relevant provisions of this Charter shall continue to apply.
4. Copies or extracts of this Charter shall be valid only if signed by the Chairperson of the Board of Directors or by at least one-half (1/2) of the total number of members of the Board of Directors./.

LEGAL REPRESENTATIVE ✓

