

No: 32/TTr-HĐQT

Thai Nguyen, May 26, 2025

SUBMISSION
Regarding the proposal to amend and supplement some contents of the
Company Charter

To: General Meeting of Shareholders of Thai Nguyen Clean Water Joint Stock Company

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to Law No. 03/2022/QH15 dated January 11, 2022;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Thai Nguyen Clean Water Joint Stock Company;

Pursuant to Resolution No. 26/NQ-ĐHĐCĐ dated June 28, 2024 of the Annual General Meeting of Shareholders of Thai Nguyen Clean Water Joint Stock Company in 2024;

Pursuant to Minutes No. 17/BB-HĐQT dated May 26, 2025 of the Board of Directors of Thai Nguyen Clean Water Joint Stock Company.

The Board of Directors submits to the General Meeting of Shareholders for consideration and approval of amendments and supplements to a number of contents of the Charter of Thai Nguyen Clean Water Joint Stock Company, specifically as follows:

(Draft Charter and Summary attached)

Respectfully submit to the General Meeting of Shareholders for consideration and approval./.

Recipient:

- As above;
- VT, Board of Directors

TM. BOARD OF DIRECTORS

**TUQ. CHAIRMAN
MEMBER**



Nguyen Xuan Hoc

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INTRODUCTION

Thai Nguyen Clean Water Joint Stock Company, formerly Tuc Duyen Water Plant, was established on December 25, 1962 with the main task of producing and supplying clean water to serve the people, agencies and units in Bac Thai province.

From June 1, 2006, the Company transformed its operating model into Thai Nguyen Clean Water Business One Member Limited Liability Company. Implementing the Government's policy of equitization of enterprises, Thai Nguyen Clean Water Business One Member Limited Liability Company was transformed into Thai Nguyen Clean Water Joint Stock Company. The first meeting of the Company's General Meeting of Shareholders was held on December 20, 2009. The Company officially operated under the model of a Joint Stock Company from January 1, 2010 to present.

This Charter was approved by the Company's General Meeting of Shareholders at the annual meeting on May 29, 2015, regulating the legal form, organizational structure and governance, management and control mechanisms of production and business activities of Thai Nguyen Clean Water Joint Stock Company (hereinafter referred to as the Company) for the maximum benefit of shareholders, on the basis of compliance with the provisions of law.

At the same time, the Charter is updated, amended, supplemented and approved at the Company's General Meeting of Shareholders, including:

- Resolution No. 36/NQ-ĐHĐCĐ dated April 26, 2016 of the 2015 Annual General Meeting of Shareholders (amending Clause 1, Article 46);

- Resolution No. 02/NQ-ĐHĐCĐ dated January 12, 2017 of the Extraordinary General Meeting of Shareholders (amending Clause 1, Article 3; Article 33 and Clause 1, Article 41);

- Resolution No. 25/NQ-ĐHĐCĐ dated May 5, 2018 of the Annual General Meeting of Shareholders for the fiscal year 2017 (amending Clause 1, Article 3);

- Resolution No. 26/NQ-ĐHĐCĐ dated December 2, 2019 of the Extraordinary General Meeting of Shareholders (amending Clause 1, Article 35 and Clause 2, Article 39).

- Resolution No. 24/NQ-ĐHĐCĐ dated June 27, 2025 of the Annual General Meeting of Shareholders in 2025, term 2025-2030 (amending and supplementing the Company Charter according to the Enterprise Law 2020).

The Charter of Thai Nguyen Clean Water Joint Stock Company includes the following contents:

Chapter I

DEFINITION OF TERMS IN THE ARTICLES

Article 1. Interpretation of terms

In this Charter, the following terms shall be construed as follows:

1. *A shareholder* is an individual or organization that owns at least one share of the Company.

2. *Dividend* is the net profit paid for each share in cash or other assets.

3. *Charter capital* is the total par value of shares sold and recorded in this Charter.

4. *Business Law* is the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.

5. *The Securities Law* is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.

6. *Business managers* are the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, and Chief Accountant.

7. *The business operators* are the General Director, Deputy General Director, Chief Accountant, Person in charge of administration, Chairman of the subsidiary, Head of branch, Head of representative office, Representative of the Company's capital in the enterprise, equivalent positions and other operators appointed by the Board of Directors.

8. *Related persons* is an individual or organization that has a direct or indirect relationship with an enterprise in the following cases:

a) Parent company, manager and legal representative of Parent company and person with authority to appoint manager of Parent company;

b) Subsidiaries, managers and legal representatives of Subsidiaries;

c) Individuals, organizations or groups of individuals and organizations that have the ability to control the operations of that enterprise through ownership, acquisition of shares, capital contributions or through decision-making of the Company;

d) Business manager, legal representative, Controller;

d) Wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law of the Company's manager, legal representative, Controller, member and shareholder owning capital contribution or controlling shares;

e) Individuals who are authorized representatives of the Company or organizations specified in points a, b and c of this clause;

g) Enterprises in which individuals, companies and organizations specified in points a, b, c, d, dd and e of this clause own enough to control the decision-making of the Company.

9. In this Charter, any reference to any provision or document shall include its amendments, supplements or replacement documents. In case there is a conflict between the Charter and legal documents issued by the State in the direction of mutual exclusion, the provisions of the legal documents shall be selected to apply.

Chapter II

NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATIONS AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company

1. Company Name

Vietnamese name: **THAI NGUYEN CLEAN WATER JOINT STOCK COMPANY**

English name: Thai Nguyen Water Supply Joint Stock Company

Abbreviation: TWACO

2. The Company is a joint stock company with legal status in accordance with current laws of Vietnam.

3. Head office, phone, fax, email, website, logo

Head office address: Group 1, Trung Vuong ward, Thai Nguyen city, Thai Nguyen province.

Fax: 0208 3852976

Phone: 0208 3855252; 0208 3851537

Email: vanthunstn@gmail.com

Website: nuocsachthainguyen.vn; thawaco.vn; thawaco.com.

Logo:

4. The Company may establish branches and representative offices at home and abroad in accordance with the provisions of law to carry out the Company's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.

5. Unless terminated, the term of operation of the Company is indefinite from the date of establishment.

Article 3. Legal representative of the Company

1. The Chairman of the Board of Directors is the legal representative of the Company.

2. The legal representative of the Company has the following responsibilities:

a) Exercise assigned rights and obligations honestly, carefully and to the best of one's ability to ensure the legitimate interests of the Company ;

b) Be loyal to the interests of the Company ; do not abuse position, title and use information, know-how, business opportunities, other assets of the Company for personal gain or to serve the interests of other organizations or individuals;

c) Timely, fully and accurately notify the Company about the enterprises in which he/she or his/her related persons own or have shares or capital contributions in accordance with the provisions of the Law on Enterprises .

Chapter III

**OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES
OF THE COMPANY**

Article 4. Business lines, objectives and scope of the Company:

1. Business lines

TT	Business Line	Industry code
1	Water exploitation, treatment and supply.	3600
2	Production of non-alcoholic beverages, mineral water.	1104
3	Installation of water supply, drainage, heating and air conditioning systems.	4322
4	Technical testing and analysis (water meter measurement and inspection services).	7120

5	Manufacturing, exploitation not classified elsewhere (manufacturing of water industry equipment).	3290
6	Construction of all kinds of houses.	4100
7	Construction of railway and road works.	4210
8	Construction of other civil engineering works (industrial, irrigation, technical infrastructure works).	4290
9	Electrical installation.	4321
10	Management consulting activities (investment project consulting, construction investment project management).	7020
11	Architectural activities and related technical consultancy. Details: Drilling for exploration and exploitation of underground water; surveying topography and geology of works; design of water supply and drainage systems for civil, industrial and agricultural works (factories, stations, camps, warehouses, auxiliary technical works); design of industrial works structures (factories, warehouses, auxiliary works), power works (power plants, power lines, transformer stations); supervision of construction of civil works, water supply and drainage, power lines and stations.	7110
12	Wholesale of other construction materials and installation equipment (sale of water industry chemicals except chemicals banned by the State).	4663
13	Other specialized wholesale not elsewhere classified (sale of water industry chemicals except chemicals banned by the State).	4669
14	Activities of general, specialized and dental clinics (activities of hospitals and clinics).	8620
15	Real estate business, land use rights owned, used or rented.	6810
16	Warehousing and storage of goods.	5210
17	Direct support service activities for rail and road transport (details: car parking lots or garages, bicycle and motorbike parking lots).	5221
18	Motor vehicle rental.	7710
19	Landscape care and maintenance services.	8130
20	Electricity generation.	3511
	Solar power.	35116
21	Transmission and distribution of electricity.	3512
	Power transmission.	35121
	Power distribution.	35122

2. The Company's operational objectives: Mobilize and use capital effectively in production and business to maximize profits, increase dividends for shareholders, create jobs and income for employees, contribute to the State budget, and develop the Company to become stronger and stronger.

3. Scope of business and operations : The Company is permitted to conduct business activities in the fields specified in this Charter, has registered, notified changes to registration contents to the business registration authority and has announced on the National Business Registration Information Portal.

Chapter IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 5. Charter capital

1. The Company's charter capital is: VND 160,000,000,000 (One hundred and sixty billion Vietnamese Dong).

The total charter capital of the Company is divided into: 16,000,000 shares, with par value of: VND 10,000/share.

2. The Company may increase or decrease its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

Article 6. Types of shares

1. On the date of adoption of this Charter, the Company has only one type of shares, which is common shares. Owners of common shares are common shareholders.

2. During its operations, the Company may issue additional types of preferred shares according to the decision of the General Meeting of Shareholders on the basis of the provisions of law. Owners of preferred shares are preferred shareholders. Preferred shares include the following types:

- a) Dividend preference shares;
- b) Redeemable preference shares;
- c) Voting preference shares;

d) Other preferred shares according to the decision of the General Meeting of Shareholders at the time of issuance and the law on securities.

3. The person entitled to purchase dividend preference shares, redeemable preference shares and other preference shares shall be decided by the General Meeting of Shareholders.

4. Each share of the same type gives the owner of that share equal rights, obligations and benefits.

5. Common shares cannot be converted into preferred shares. Preferred shares can be converted into common shares according to the resolution of the General Meeting of Shareholders.

6. Common shares used as underlying assets to issue non-voting depositary receipts are called underlying common shares. Non-voting depositary receipts have economic benefits and obligations corresponding to underlying common shares, except for voting rights.

Article 7. Voting preference shares, rights of shareholders owning voting preference shares

1. Voting preference shares are common shares with more votes than other common shares; the number of votes of a voting preference share is specified in the Company Charter.

2. Shareholders owning voting preference shares have the following rights:

- a) Vote on matters within the authority of the General Meeting of Shareholders with the number of votes as prescribed in Clause 1 of this Article;
- b) Other rights as common shareholders, except for the case specified in Clause 3 of this Article.

3. Shareholders owning voting preference shares may not transfer such shares to others, except in cases of transfer pursuant to a legally effective court judgment or decision or inheritance.

Article 8. Dividend preference shares and rights of shareholders owning dividend preference shares

1. Dividend preference shares are shares that pay dividends at a higher rate than the dividend rate of common shares or at a stable annual rate. Annual dividends include fixed dividends and bonus dividends. Fixed dividends do not depend on the Company's business results. The specific fixed dividend rate and the method of determining bonus dividends are stated on the dividend preference shares.

2. Shareholders owning dividend preference shares have the following rights:

- a) Receive dividends as prescribed in Clause 1 of this Article;
- b) Receive the remaining assets corresponding to the percentage of shares owned at the Company, after the Company has paid all debts and redeemable preferred shares when the Company is dissolved or bankrupt;
- c) Other rights as common shareholders, except for the case specified in Clause 3 of this Article.

3. Shareholders owning dividend preference shares do not have the right to vote, attend the General Meeting of Shareholders, nominate people to the Board of Directors and the Board of Supervisors, except for the case specified in Clause 6, Article 35 of this Charter.

Article 9. Redeemable preference shares and rights of shareholders owning shares cashback offer

1. Redeemable preference shares are shares whose capital contribution is redeemed by the Company upon request of the owner or under the conditions stated on the redeemable preference shares.

2. Shareholders owning redeemable preferred shares have other rights as common shareholders, except for the case specified in Clause 3 of this Article.

3. Shareholders owning redeemable preferred shares do not have the right to vote, attend the General Meeting of Shareholders, nominate people to the Board of Directors and the Board of Supervisors, except for the cases specified in Clause 5, Article 6 and Clause 6, Article 35 of this Charter.

Article 10. Shares

1. A share is a certificate issued by a joint stock company, a book entry or electronic data confirming ownership of one or more shares of that company. A share must include the following main contents:

- a) Name, business registration number, head office address of the Company;
- b) Number of shares and type of shares;
- c) Par value of each share and total par value of shares stated on the stock certificate;
- d) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders;
- d) Signature of the legal representative of the Company;
- e) Registration number in the Company's shareholder register and date of share issuance;

g) Other contents as prescribed in Articles 7, 8, 9 of this Charter for shares of preferred stock.

2. In case of any errors in the content and form of shares issued by the Company, the rights and interests of the owners of such shares shall not be affected. The legal representative of the Company shall be responsible for any damages caused by such errors.

3. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:

- a) Information about shares that have been lost, damaged or destroyed in any other way;
- b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

Article 11. Shareholder register

1. A joint stock company must establish and maintain a shareholder register from the date of issuance of the Business Registration Certificate. The shareholder register may be a paper document or an electronic data set recording information on the share ownership of the Company's shareholders.

2. The shareholder register must include the following main contents:

- a) Name and head office address of the Company;
- b) Total number of shares authorized to be offered, types of shares authorized to be offered and number of shares authorized to be offered of each type;
- c) Total number of shares sold of each type and value of contributed equity;
- d) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders;
- d) Number of shares of each type of each shareholder, date of share registration.

3. The shareholder register is kept at the Company's head office or the Securities Depository Center. Shareholders have the right to check, look up, extract, and copy the names and contact addresses of the Company's shareholders in the shareholder register or the Securities Depository Center.

4. In case a shareholder changes his/her contact address, he/she must promptly notify the Company to update the shareholder register. The Company is not responsible for not being able to contact the shareholder due to not being notified of the change of the shareholder's contact address.

5. The Company must promptly update changes in shareholders in the shareholder register upon request of relevant shareholders as prescribed in the Company Charter.

Article 12. Offering of shares

1. Share offering is when the Company increases the number of shares and types of shares it is allowed to offer to increase its charter capital.

2. Share offerings may be made in the following forms:

- a) Offering shares to existing shareholders;

b) Private offering of shares;

c) Public offering of shares.

3. Public offering of shares, offering of shares of public companies and other organizations shall comply with the provisions of the law on securities .

4. The company shall register changes to its charter capital within 10 days from the date of completion of the share sale.

Article 13. Transfer of shares

1. Shares are freely transferable, except in cases where shares are restricted from transfer according to the Resolution of the General Meeting of Shareholders at the time of issuance and are clearly stated in the certificate of the corresponding restricted transfer shares.

2. The transfer is made by contract or transaction on the stock market . In case of transfer by contract, the transfer documents must be signed by the transferor and the transferee or their authorized representatives. In case of transaction on the stock market , the transfer procedures are carried out in accordance with the provisions of the law on securities .

3. In case an individual shareholder dies, the heir according to the will or law of that shareholder becomes a shareholder of the Company.

4. In case an individual shareholder dies without an heir, the heir refuses to receive the inheritance or is deprived of the right to inherit, the number of shares of that shareholder shall be resolved according to the provisions of civil law.

5. Shareholders have the right to donate part or all of their shares in the Company to other individuals or organizations; use shares to pay debts. Individuals and organizations that are gifted or receive debt payment in shares will become shareholders of the Company.

6. Individuals and organizations receiving shares in the cases specified in this Article only become shareholders of the Company from the time their information specified in Clause 2, Article 11 of this Charter is fully recorded in the shareholder register.

7. Shares that have not been fully paid for cannot be transferred and cannot enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other rights as prescribed by law.

Article 14. Purchase of shares and bonds

Shares and bonds of a joint stock company can be purchased with Vietnamese Dong, freely convertible foreign currency, gold, land use rights, intellectual property rights, technology, technical know-how, and other assets as prescribed by law and must be paid in full at one time.

Article 15. Repurchase of shares at the request of shareholders

1. Shareholders who have voted against the resolution on the reorganization of the Company or the change of the rights and obligations of shareholders as stipulated in the Company's Charter have the right to request the Company to buy back their shares. The request must be in writing, stating clearly the name and address of the shareholder, the number of shares of each type, the intended selling

price, and the reason for requesting the Company to buy back. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passes the resolution on the matters stipulated in this clause.

2. The Company must repurchase shares at the request of shareholders as prescribed in Clause 1 of this Article at market price or price calculated according to the principles prescribed in the Company Charter within 90 days from the date of receipt of the request. In case If the parties cannot agree on the price, they may request a valuation organization to determine the price. The company will introduce at least 3 valuation organizations for shareholders to choose from, and that choice is the final decision.

Article 16. Share repurchase according to the Company's decision

The Company has the right to buy back no more than 30% of the total number of common shares sold, part or all of the preferred dividend shares sold according to the following provisions:

1. The Board of Directors has the right to decide to buy back no more than 10% of the total number of shares of each type sold within 12 months. In other cases, the share buyback is decided by the General Meeting of Shareholders.

2. The Board of Directors shall decide on the price of share repurchase. For common shares, the repurchase price shall not be higher than the market price at the time of repurchase, except in the case specified in Clause 3 of this Article. For other types of shares, unless otherwise provided in the Company Charter or unless otherwise 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 of each shareholder in proportion to their share ownership ratio in the Company according to the following order and procedures:

a) The Company's decision to repurchase shares must be notified in a manner that ensures it reaches all shareholders within 30 days from the date the decision is passed. The notification must include the name and head office address of the Company, the total number of shares and types of shares to be repurchased, the repurchase price or principles for determining the repurchase price, the procedures and payment terms, and the procedures and terms for shareholders to sell their shares to the Company;

b) Shareholders agreeing to resell their shares must send a written consent to sell their shares by a method that ensures it reaches the Company within 30 days from the date of notification. The written consent to sell shares must include the full name, contact address, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares owned and number of shares agreed to be sold; payment method; signature of the shareholder or the shareholder's legal representative. The Company will only repurchase shares within the above time limit.

Article 17. Conditions for payment and handling of repurchased shares

1. The Company shall only pay the repurchased shares to shareholders as prescribed in Articles 15 and 16 of this Charter if, immediately after paying for

all repurchased shares, the Company still ensures full payment of all debts and other financial obligations.

2. Shares repurchased in accordance with the provisions of Article 15 and Article 16 of this Charter shall be considered unsold shares in accordance with the provisions of the Enterprise Law . The Company must register a reduction in charter capital corresponding to the total par value of the shares repurchased by the Company within 10 days from the date of completion of payment for the repurchase of shares, unless otherwise provided by the law on securities .

3. The shares certifying the ownership of the shares that have been repurchased must be destroyed immediately after the corresponding shares have been fully paid. The Chairman of the Board of Directors and the General Director shall be jointly liable for damages caused by failure to destroy or delay in destroying the shares.

4. After paying for all the repurchased shares, if the total value of assets recorded in the Company's accounting books decreases by more than 10%, the Company must notify all creditors within 15 days from the date of paying for all the repurchased shares.

Article 18. Payment of dividends

1. Dividends paid on preferred shares are made according to the conditions applicable to each type of preferred shares.

2. Dividends paid on common shares are determined based on the net profit realized and the dividend payment is deducted from the Company's retained earnings. A joint stock company may only pay dividends on common shares when all of the following conditions are met:

a) The Company has fulfilled its tax obligations and other financial obligations as prescribed by law;

b) Has set aside Company funds and compensated for previous losses in accordance with the provisions of law and the Company Charter;

c) Immediately after paying all dividends, the Company still ensures full payment of debts and other financial obligations due.

3. Dividends may be paid in cash or in shares of the Company. If paid in cash, it must be made in Vietnamese Dong and in accordance with the payment methods prescribed by law.

4. Dividends must be paid in full within 06 months from the date of closing of the Annual General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend amount paid for each share, the time limit and form of payment at least 30 days before each dividend payment. Notice of dividend payment shall be sent by means to ensure that it is sent to shareholders at the address registered in the shareholder register at least 15 days before the dividend payment is made. The notice must include the following contents:

a) Company name and head office address of the Company;

b) Full name, contact address, nationality, legal document number of the individual for individual shareholders;

c) Name, enterprise code or legal document number of the organization, head office address for shareholders that are organizations;

d) Number of shares of each type of shareholder; dividend rate for each share and total dividend that the shareholder receives;

d) Time and method of dividend payment;

e) Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.

5. In case a shareholder transfers his/her shares between the time of completion of the shareholder list and the time of dividend payment, the transferor shall be the person receiving the dividend from the Company.

6. In case of paying dividends in shares, the Company does not have to carry out procedures for offering shares according to the provisions of the Enterprise Law . The Company must register to increase its charter capital corresponding to the total par value of the shares used to pay dividends within 10 days from the date of completion of dividend payment.

Article 19. Recovery of payment for repurchased shares or dividends ; recovery of profits for unfair transactions

1. In case the payment for repurchased shares is contrary to the provisions in Clause 1, Article 17 of this Charter or the payment of dividends is contrary to the provisions in Article 18 of this Charter, the shareholders must return to the Company the amount of money or other assets received; in case the shareholders cannot return to the Company, all members of the Board of Directors must jointly be responsible for the debts and other financial obligations of the Company within the value of the amount of money or assets paid to the shareholders that has not been returned.

2. The Company has the right to recover all profits earned by members of the Board of Directors, General Director, Deputy General Director, financial officer, accountant and other managers in the Company's management apparatus from the purchase and sale or sale and purchase of the Company's securities within 06 months from the date of purchase or sale.

The Company or its shareholders have the right to file a lawsuit in Court to recover profits from unfair transactions specified in Clause 2 of this Article.

Article 20. Authorized representative of the Company's shareholder being an organization

1. The authorized representative of a Company shareholder that is an organization must be an individual authorized in writing to exercise the rights and obligations in the name of that shareholder as prescribed in this Charter.

2. The appointment of an authorized representative shall be carried out in accordance with the following provisions:

a) An organization that is a shareholder of the Company and owns less than 10% of the total number of common shares is authorized to have a maximum of 01 representative;

b) An organization that is a shareholder of the Company and owns from 10% to less than 20% of the total number of common shares may authorize a maximum of 02 representatives;

c) An organization that is a shareholder of the Company and owns from 20% to less than 30% of the total number of common shares may authorize a maximum of 03 representatives;

d) An organization that is a shareholder of the Company and owns from 30% to less than 40% of the total number of common shares may authorize a maximum of 04 representatives;

d) An organization that is a shareholder of the Company and owns from 40% to less than 50% of the total number of common shares may authorize a maximum of 05 representatives;

e) An organization that is a shareholder of the Company and owns 50% or more of the total common shares may authorize a maximum of 06 representatives.

3. In case the Company's shareholder is an organization and appoints multiple authorized representatives, the number of shares for each representative must be specifically determined. In case the Company's shareholder does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally among the number of authorized representatives.

4. The appointment of an authorized representative must be in writing and must be notified to the Company and shall only be effective for the Company from the date the Company receives the notification. The authorization document must contain the following main contents:

a) Name, business registration number, head office address of shareholder;

b) Number of authorized representatives and corresponding shareholding ratio of each authorized representative ;

c) Full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of each authorized representative;

d) The corresponding term of authorization of each authorized representative; clearly stating the date of authorization;

d) Full name and signature of the shareholder's legal representative and of the authorized representative.

5. The authorized representative must have the following qualifications and conditions:

a) Have full civil act capacity;

b) Not subject to prohibition from establishing and managing enterprises;

c) Shareholders of companies with more than 50% of charter capital held by the State are not allowed to appoint the spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or sibling of the Company's manager (Member of the Board of Directors, Controller, General Director, Deputy General Director, Chief Accountant) as authorized representatives at other companies.

Article 21. Responsibilities of the representative by authorization of the owner, member, shareholder of the Company is an organization

1. The authorized representative on behalf of the Company's shareholders shall exercise the rights and obligations of the General Meeting of Shareholders

in accordance with the provisions of this Charter. Any restrictions by shareholders on the authorized representative in exercising the rights and obligations of the respective shareholders at the General Meeting of Shareholders shall not be effective against third parties.

2. The authorized representative is responsible for fully attending the General Meeting of Shareholders; exercising the authorized rights and obligations honestly, carefully, and to the best of his/her ability, protecting the legitimate interests of the shareholder appointing the representative.

3. The authorized representative shall be responsible to the shareholder appointing the representative for any violation of the responsibilities prescribed in this Article. The owner, member, or shareholder appointing the representative shall be responsible to the third party for any responsibilities arising in relation to the rights and obligations exercised through the authorized representative.

Chapter V

ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 22. Organizational structure, administration and control

The Company's organizational, management, administration and control structure includes:

1. General meeting of shareholders.
2. Board of Directors.
3. Board of Control.
4. General Director.
5. The management apparatus is under the control of the General Director.

Chapter VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 23. Shareholders' rights popular

1. Common shareholders have the following rights:
 - a) Attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as prescribed by the Company Charter or the law. Each common share has one vote;
 - b) Receive dividends at the level decided by the General Meeting of Shareholders;
 - c) Priority to purchase new shares corresponding to the ratio of common shares owned by each shareholder in the Company;
 - d) Freely transfer his/her shares to others, except in cases where the shares are restricted from transfer according to the resolution of the General Meeting of Shareholders at the time of issuance;
 - d) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;
 - e) Review, look up, extract or photocopy the Company Charter, Minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;

g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company

2. Shareholders or groups of shareholders owning 5% or more of total common shares have the following rights:

a) Review, look up, and extract minutes, resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;

b) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3 of this Article. This ;

c) Request the Board of Supervisors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;

d) Other rights as prescribed by law and the Company Charter.

3. Shareholders or groups of shareholders specified in Clause 2 of this Article have the right to request the convening of a General Meeting of Shareholders in the following cases:

a) The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority;

b) Other cases as prescribed in the Company Charter.

4. The request to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3 of this Article must be in writing and must include the following contents: Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Company, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders. Attached to the request to convene a meeting must be documents and evidence of violations by the Board of Directors, the level of violations or decision beyond authority

5. Shareholders or groups of shareholders owning 10% or more of total common shares have the right to nominate people to the Board of Directors and Supervisory Board.

The nomination of people to the Board of Directors and the Board of Supervisors is regulated as follows:

a) Common shareholders forming a group must sign a written confirmation to nominate people to the Board of Directors and the Board of Supervisors and must send a written notice of the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders.

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people according to the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

6. Other rights as prescribed by law and the Company Charter.

Article 2 4. Obligations of shareholders

1. Pay in full and on time for the number of shares committed to purchase.

2. The capital contributed in the form of common shares shall not be withdrawn from the Company in any form, except in the case where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital in contravention of the provisions of this clause, that shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.

3. Comply with the Company's Charter and internal management regulations of the Company .

4. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Keep confidential the information provided by the Company according to the provisions of the Company Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:

a) Attend and vote directly at the meeting;

b) Authorize other individuals and organizations to attend and vote at the meeting;

c) Attend and vote via online conference, electronic voting or other electronic form;

d) Send voting ballots to the meeting via mail, fax, or email;

d) Send voting ballots by other means as prescribed in the Company Charter

7. Be personally responsible when performing one of the following acts on behalf of the Company in any form:

a) Violation of the law;

- b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Pay off debts that are not due before financial risks to the Company.
8. Fulfill other obligations as prescribed by current laws.

Article 25. Shareholders' General Meeting

1. The General Meeting of Shareholders shall meet once a year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The meeting location of the General Meeting of Shareholders shall be determined as the place where the chairman attends the meeting and must be within the territory of Vietnam.

2. The annual general meeting of shareholders must be held within 04 months from the end of the fiscal year. The Board of Directors decides to extend the annual general meeting of shareholders if necessary, but not more than 06 months from the end of the fiscal year.

3. The annual general meeting of shareholders discusses and approves the following issues:

- The Company's annual business plan ;
- b) Annual financial report;
- c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Board of Supervisors on the Company's business results, performance of the Board of Directors and General Director;
- d) Self-assessment report on performance of the Board of Supervisors and Supervisors;
- e) Dividend level for each share of each type;
- g) Other matters within authority.

Article 26. Convening of the General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 23 of this Charter;
- d) At the request of the Board of Supervisors;
- d) Other cases as prescribed by law.

2. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date of occurrence of the case specified in Point b, Clause 1 of this Article or receipt of a request to convene a meeting specified in Point c and Point d, Clause 1 of this Article . In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as

prescribed, the Chairman of the Board of Directors and members of the Board of Directors must compensate the Company for any damage arising.

3. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 2 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders as prescribed by the Law on Enterprises. In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Supervisory Board shall compensate the Company for any damages arising.

4. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Clause 3 of this Article, the shareholder or group of shareholders prescribed in Clause 2, Article 23 of this Charter shall have the right to represent the Company to convene the General Meeting of Shareholders as prescribed in this Charter.

5. The person convening the General Meeting of Shareholders must perform the following tasks:

- a) Prepare a list of shareholders entitled to attend the meeting;
- b) Providing information and resolving complaints related to the list of shareholders;
- c) Prepare meeting agenda and content;
- d) Prepare documents for the meeting;
- d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and Supervisors;
- e) Determine the time and place of the meeting;
- g) Send meeting invitations to each shareholder entitled to attend the meeting in accordance with the provisions of this Charter;
- h) Other work serving the meeting.

6. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clauses 2, 3 and 4 of this Article will be reimbursed by the Company.

Article 27. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Joint Stock Company.

2. The General Meeting of Shareholders has the following rights and obligations:

- a) Approving the Company's development orientation;
- b) Decide on the type of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;
- c) Elect, dismiss, remove members of the Board of Directors and members of the Board of Supervisors;
- d) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report;

- d) Decision to amend and supplement the Company Charter;
- e) Approval of annual financial reports;
- g) Decision to buy back more than 10% of total sold shares of each type;
- h) Review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- i) Decision to reorganize and dissolve the Company;
- k) Decide on total remuneration, bonuses and other benefits for the Board of Directors and Board of Supervisors;
- l) Approve the internal regulations on corporate governance ; regulations on the operation of the Board of Directors, regulations on the operation of the Board of Supervisors;
- m) Approve the list of independent auditing companies; decide on the independent auditing company to conduct inspection of the Company's operations, and dismiss the independent auditor when deemed necessary ;
- n) Other rights and obligations as prescribed by law and the Company Charter .

Article 28. Exercising the right to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of organizational shareholders may directly attend the meeting, authorize in writing one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms specified in Clause 3 of this Article.

2. The authorization for an individual or organization to represent them in attending the General Meeting of Shareholders must be made in writing. The authorization document must be made in accordance with the provisions of civil law and must clearly state the name of the authorized individual or organization and the number of authorized shares. The individual or organization authorized to attend the General Meeting of Shareholders must present the authorization document when registering to attend the meeting before entering the meeting room.

3. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases :

- a) Attend and vote directly at the meeting;
- b) Authorize other individuals and organizations to attend and vote at the meeting;
- c) Attend and vote via online conference, electronic voting or other electronic form;
- d) Send voting ballots to the meeting by mail, fax, or email as prescribed ;
- d) Send voting ballots by other means as prescribed in the Company Charter.

Article 29. List of shareholders entitled to attend the General Meeting of Shareholders

1. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared based on the Company's shareholder register. The list of

shareholders entitled to attend the General Meeting of Shareholders is prepared no later than 10 days before the date of sending the invitation to the General Meeting of Shareholders.

2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares of each type, number and date of shareholder registration of each shareholder.

3. Shareholders have the right to check, look up, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; request correction of incorrect information or addition of necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The Company's managers must promptly provide information in the shareholder register, correct and supplement incorrect information upon request of shareholders; and be responsible for compensating for damages arising from failure to provide or untimely or inaccurate provision of information in the shareholder register upon request. The order and procedures for requesting information in the shareholder register shall comply with the provisions of the Company's Charter.

Article 30. Agenda and content of the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting.

2. Shareholders or groups of shareholders specified in Clause 2, Article 23 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda.

3. In case the person convening the General Meeting of Shareholders refuses the proposal specified in Clause 2 of this Article, he/she must respond in writing and state the reasons no later than 02 working days before the opening date of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders may only refuse the proposal if it falls under one of the following cases:

- a) The petition is sent in violation of the provisions in Clause 2 of this Article;
- b) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders.

4. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 2 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 3 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 31. Invitation to General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date. The notice of meeting must include the name, head office address, enterprise code; name, contact address of shareholders, time, location of meeting and other requirements for meeting attendees.

2. The meeting notice shall be sent by a method that ensures it reaches the shareholders' contact addresses and posted on the Company's website; if deemed necessary by the Company, it shall be posted in a central or local daily newspaper.

3. The meeting notice must be accompanied by the following documents:

a) Meeting agenda, documents used in the meeting and draft resolutions for each issue in the meeting agenda;

b) Voting ballot.

meeting invitation as prescribed in Clause 3 of this Article can be replaced by posting them on the Company's electronic information page. In this case, the meeting invitation must clearly state where and how to download the documents.

Article 32. Conditions for holding a General Meeting of Shareholders

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

2. In case the first meeting does not meet the conditions for holding it as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

3. In case the second meeting does not meet the conditions for holding the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

4. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda sent with the meeting invitation as prescribed in Article 30 of this Charter.

Article 33. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting are present and registered in the following order:

a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and without

opinion. At the General Meeting, the cards in favor of the resolution shall be collected first, the cards against the resolution shall be collected later, and finally the total number of votes in favor or against shall be counted to make a decision. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting. The General Meeting shall elect persons responsible for counting or supervising the counting of votes at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting ;

b) Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The chairperson is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents previously voted on remains unchanged.

2. The election of the chairman, secretary and counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chairperson, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the meeting chairperson from among the attendees and the person with the highest number of votes shall chair the meeting;

b) Except for the case specified in point a In this clause, the person who signs the meeting convenes the General Meeting of Shareholders to conduct the General Meeting of Shareholders to elect the meeting chairman and the person with the highest number of votes shall chair the meeting;

c) The chairperson appoints one or more people to act as meeting secretaries;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairman.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the agenda.

4. The chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of the meeting attendees.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by collecting voting cards in favor of the resolution, then collecting voting cards against the resolution , and finally counting the votes in favor, against, and abstentions. The vote counting results are announced by the chairman immediately before the meeting closes.

6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents shall not change.

7. The person convening or chairing the meeting of the General Meeting of Shareholders has the following rights:

a) Require all meeting attendees to submit to inspection or other lawful, reasonable security measures;

b) Request competent authorities to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.

8. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:

a) The meeting location does not have enough convenient seating for all attendees;

b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;

c) There are attendees who obstruct or disrupt the meeting, creating a risk of preventing the meeting from being conducted fairly and legally.

9. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 34. Forms of passing resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders shall pass resolutions within its competence by voting at the meeting or by obtaining written opinions. The Annual General Meeting of Shareholders shall not obtain written opinions.

Article 35. Conditions for the Resolution of the General Meeting of Shareholders to be passed

1. Resolutions on the following contents shall be passed if approved by shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6 of this Article;

a) Type of shares and total number of shares of each type;

b) Change of industry, profession and business field;

- c) Change the Company's management structure;
- d) Investment project or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report ;
- d) Reorganize and dissolve the Company.

2. Resolutions are passed when approved by shareholders holding more than 50% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 1, 3, 4 and 6 of this Article.

3. Voting to elect members of the Board of Directors and the Supervisory Board must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Supervisory Board and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations or the Company's Charter.

4. In case of passing a resolution in the form of collecting written opinions, the resolution of the General Meeting of Shareholders shall be passed if it is approved by shareholders owning more than 50% of the total number of votes of all shareholders with voting rights .

5. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of approval; in case the Company has a website, the sending of the resolution can be replaced by posting it on the Company's website.

6. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

Article 36. Authority and procedures for obtaining shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining written opinions of shareholders to pass the Resolution of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when

deemed necessary for the benefit of the Company , including matters specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the voting ballot, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline for returning the voting ballot. The preparation of the list of shareholders to send the voting ballot shall be carried out in accordance with the provisions in Clauses 1 and 2, Article 29 of this Charter. The requirements and method of sending the voting ballot and accompanying documents shall be carried out in accordance with the provisions in Article 31 of this Charter.

3. The opinion form must have the following main contents:

a) Name, head office address, business registration number;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;

d) Issues requiring consultation for approval;

d) Voting options include approval, disapproval and no opinion ;

e) Deadline for returning completed opinion forms to the Company;

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send completed ballots to the Company by mail, fax or email according to the following provisions:

a) In case of sending a letter, the answered opinion form must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;

b) In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of vote counting;

c) Voting forms sent to the Company after the deadline specified in the voting form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid. Voting forms that are not returned are considered as non-voting forms.

5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness of the Board of Supervisors or of shareholders who do not hold management positions in the Company. The vote counting minutes must contain the following main contents:

a) Name, head office address, business registration number;

b) Purpose and issues to be consulted to pass the resolution;

c) Number of shareholders with total number of votes who participated in the vote, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in the vote;

- d) Total number of votes in favor, against and abstentions on each issue;
- d) The issue passed and the corresponding percentage of votes passed;
- e) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. The minutes of vote counting and resolutions must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the minutes of vote counting and resolutions can be replaced by posting them on the Company's website within 24 hours from the date of completion of vote counting.

7. The returned ballots, vote counting minutes, passed resolutions and related documents attached to the ballots must all be kept at the Company's head office.

8. Resolutions passed by way of obtaining shareholders' opinions in writing have the same value as resolutions passed at the General Meeting of Shareholders.

Article 37. Minutes of the General Meeting of Shareholders

1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must include the following main contents:

- a) Name, head office address, business registration number;
- b) Time and place of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full name of the chairman and secretary;
- d) Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- e) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;
- g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of shareholders attending the meeting;
- h) Issues passed and corresponding percentage of votes passed;
- i) Full name and signature of the chairman and secretary ;

In case the chairman and secretary refuse to sign the meeting minutes, the minutes shall be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairman and secretary to sign the meeting minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.

3. The chairman and secretary of the meeting or other person signing the minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

4. Minutes drawn up in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall prevail.

5. Minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the end of the meeting; sending the minutes of vote counting can be replaced by posting them on the Company's website .

6. Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting, resolutions passed and related documents sent with the meeting invitation must be kept at the Company's head office.

Article 38. Request to cancel Resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to obtain opinions of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 23 of this Charter has the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 2, Article 39 of this Charter.

2. The content of the resolution violates the law or this Charter.

Article 39. Validity of resolutions of the General Meeting of Shareholders

1. The resolution of the General Meeting of Shareholders shall take effect from the date of approval or from the effective date stated in such resolution.

2. A resolution of the General Meeting of Shareholders passed by 100% of the total number of voting shares is legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Company Charter and the Law on Enterprises.

3. In case a shareholder or group of shareholders requests the Court or Arbitration to annul the resolution of the General Meeting of Shareholders as prescribed in Article 38 of this Charter, such resolutions shall remain effective until the Court or Arbitration makes a different decision, except in cases where temporary emergency measures are applied according to the decision of a competent authority.

CHAPTER VII BOARD OF DIRECTORS

Article 40. Candidacy and nomination of members of the Board of Directors

1. In case the Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other management positions (including positions on the Board of Directors of other Companies);
- d) Benefits related to the Company and its related parties;
- e) Public companies must be responsible for disclosing information about the Companies in which candidates are holding positions as members of the Board of Directors, other management positions and the interests related to the Company of the candidates for the Board of Directors (if any).

2. Principles for nomination and candidacy for the Board of Directors:

- a) Shareholders or groups of shareholders holding from 10% to less than 20% of total common shares may nominate a maximum of 01 candidate;
- b) Shareholders or groups of shareholders holding from 20% to less than 30% of total common shares may nominate a maximum of 02 candidates;
- c) Shareholders or groups of shareholders holding from 30% to less than 40% of total common shares may nominate up to 03 candidates;
- d) Shareholders or groups of shareholders holding from 40% to less than 50% of total common shares may nominate up to 04 candidates;
- d) Shareholders or groups of shareholders holding from 50% to less than 60% of total common shares may nominate a maximum of 05 candidates;
- e) Shareholders or groups of shareholders holding from 60% to less than 70% of total common shares may nominate up to 06 candidates;
- g) Shareholders or groups of shareholders holding from 70% to less than 80% of total common shares may nominate a maximum of 07 candidates;
- h) Shareholders or groups of shareholders holding 80% or more of total common shares may nominate up to 08 candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required by regulations, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General

Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

4. The election of Board of Directors members is carried out by the cumulative voting method prescribed in Clause 3, Article 35 of this Charter.

Article 41. Term and number of members of the Board of Directors

1. The Board of Directors has 05 members.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. The number of members of the Board of Directors who must reside permanently in Vietnam for each term shall be decided by the General Meeting of Shareholders at the meeting to elect the Board of Directors for the corresponding term.

3. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

Article 42. Standards and conditions for membership in the Board of Directors

Board members must have the following qualifications and conditions:

1. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

2. University degree or higher, legal knowledge and professional qualifications, experience and business management capacity;

3. A member of the Board of Directors of a Company may concurrently be a member of the Board of Directors of another Company.

Article 43. Board of Directors

1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company that are not under the authority of the General Meeting of Shareholders.

2. The Board of Directors has the following rights and obligations:

a) Decide on the Company's strategy, medium-term development plan and annual business plan;

b) Propose and submit to the General Meeting of Shareholders on the types of shares and total number of shares of each type offered for sale;

c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;

d) Decide on the selling price of the Company's shares and bonds;

d) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 16 of this Charter;

e) Decide on investment plans and investment projects within the authority and limits prescribed by law;

g) Decide on solutions for market development, marketing and technology;

h) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial report ; except for contracts and transactions under the decision-making authority of the General Meeting of

Shareholders as prescribed in Point d, Clause 2 , Article 27 and Clauses 1 and 3, Article 67 of this Charter;

i) Elect, appoint, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director, Deputy General Director , Chief Accountant , Person in charge of administration, Secretary , Assistant, Chairman of the subsidiary, Head of branch, Head of representative office, Representative of the Company's capital in other enterprises, organizations and equivalent positions ; decide on salaries, remuneration, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of those people;

k) Approve the personnel plan for the General Director to sign the appointment decision for other management positions in the Company from the department head level and equivalent or lower;

l) Supervise and direct the General Director and other managers in the daily business operations of the Company;

m) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and capital contribution and purchase of shares of other enterprises;

n) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

o) Submit audited annual financial statements to the General Meeting of Shareholders;

p) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;

q) Propose the reorganization and dissolution of the Company; request the bankruptcy of the Company;

r) Decide to issue the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors after being approved by the General Meeting of Shareholders;

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.

3. The Board of Directors shall pass resolutions and decisions by voting at meetings, by obtaining written opinions or by other forms chosen by the Board of Directors. Each member of the Board of Directors shall have one vote.

4. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who agree to pass such resolution or decision shall jointly bear personal responsibility for such resolution or decision and shall compensate the Company for the damage; members who oppose the passage of the above resolution or

decision shall be exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the above resolution or decision.

Article 44. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The Company shall pay remuneration to members of the Board of Directors based on business results and efficiency. Remuneration and other benefits of members of the Board of Directors shall be paid according to the following provisions:

a) Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors member and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting;

b) Members of the Board of Directors are entitled to be paid for meals, accommodation, travel and other reasonable expenses they incur when performing their assigned duties.

2. The remuneration of the members of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax and must be shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 45. Chairman Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from among the members of the Board of Directors by the Board of Directors. The Chairman of the Board of Directors may not concurrently hold the position of General Director.

2. The Chairman of the Board of Directors has the following rights and obligations:

a) Develop programs and plans for the Board of Directors' activities;
b) Prepare agenda, content, and documents for meetings; convene, chair and preside over meetings of the Board of Directors;

c) Organize the adoption of resolutions and decisions of the Board of Directors;

d) Monitor the implementation of resolutions and decisions of the Board of Directors;

d) Chair the General Meeting of Shareholders;

e) After consulting with the Board of Directors, the Chairman of the Board of Directors shall propose to the Board of Directors the appointment, dismissal, removal, commendation and discipline of the following positions: General Director, Deputy General Director, Chief Accountant, Person in charge of administration, Secretary, Chairman of the Subsidiary, Head of Representative Office, Representative of the Company's capital management in other enterprises

and organizations and equivalent positions; propose their salaries, allowances and other benefits.

g) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

3. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles prescribed in the Company's Charter. In case there is no authorized person (or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity , has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work) , the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

4. When deemed necessary, the Board of Directors shall decide to appoint a Company Secretary to assist the Board of Directors and the Chairman of the Board of Directors in performing their duties within their authority as prescribed by law and the Company's Charter.

5. The Chairman of the Board of Directors may be dismissed by decision of the Board of Directors.

Article 4 6. Meeting of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:

- a) At the request of the Board of Supervisors;
- b) At the request of the Board of Directors or at least 05 other managers;
- c) There is a proposal from at least 02 members of the Board of Directors;
- d) There is a request from the Independent Auditor who is auditing the Company's Financial Statements.

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

Notice of Board of Directors' meeting may be sent by invitation, telephone, fax, electronic means or other methods as prescribed in the Company's Charter and guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the members of the Supervisory Board as to the members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, a second meeting shall be convened within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote via online conference, electronic voting or other electronic form;
- d) Send voting ballots to the meeting via mail, fax, or email;
- d) Sending ballots by other means.

10. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 working hour before the opening. The ballot may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize others to attend meetings and vote if approved by a majority of Board of Directors members.

12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Article 47. Person in charge of corporate governance (Assistant to the Chairman of the Board of Directors)

1. The Board of Directors of the Company shall appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary.

2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

b) Prepare meetings of the Board of Directors, Supervisory Board and General Meeting of Shareholders at the request of the Board of Directors or Supervisory Board;

c) Advice on meeting procedures;

d) Attend meetings;

d) Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal provisions;

e) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members and Supervisory Board members;

g) Monitor and report to the Board of Directors on the Company's information disclosure activities;

h) Be the point of contact with stakeholders;

i) Keep information confidential in accordance with the provisions of law and the Company's Charter ;

k) Other rights and obligations as prescribed by law .

Article 48. Company Secretary

1. The Board of Directors shall appoint one or more persons as Company Secretaries for the term of the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, but not contrary to the Labor Contract signed with them and current labor laws. The Company Secretary shall have the following rights and obligations:

a) Support the organization in convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;

b) Support Board members in performing assigned rights and obligations;

c) Support the Board of Directors in applying and implementing corporate governance principles;

d) Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;

d) Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and the Board of Supervisors;

e) Some other tasks assigned by the Chairman of the Board of Directors.

2. The Company Secretary is responsible for keeping information confidential in accordance with the provisions of law and the Company Charter.

Article 49. Minutes of Board of Directors meetings

1. Minutes of meetings of the Board of Directors must be recorded and may be recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be prepared in a foreign language, with the following main contents:

a) Name, head office address, business registration number;

b) Purpose, agenda and content of the meeting;

c) Time and place of meeting;

d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;

d) Issues discussed and voted on at the meeting;

e) Summarize the opinions of each member attending the meeting in the order of the meeting's progress;

g) Voting results, clearly stating the members who agree, disagree and have no opinion;

h) The matter has been approved;

i) Full name and signature of the chairman and the person taking the minutes.

2. In case the chairperson or the minutestaker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending and agreeing to sign the meeting minutes and having full contents as prescribed in Points a, b, c, d, dd, e, g and h, Clause 1 of this Article, then these minutes shall be valid. The meeting minutes shall clearly state that the chairperson or the minutestaker refuses to sign the meeting minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the minutestaker shall be personally responsible for damages incurred to the enterprise due to refusal to sign the meeting minutes in accordance with the provisions of the Law on Enterprises, the Company Charter and relevant laws.

3. The chairman, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.

4. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's head office.

5. Minutes drawn up in Vietnamese and in a foreign language have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.

Article 50. Dismissal, removal, replacement and addition of members of the Board of Directors

1. General Meeting of Shareholders dismisses members of the Board of Directors in the following cases:

a) Not meeting the standards and conditions as prescribed in Article 42 of this Charter;

b) Have a resignation letter and it is accepted;

c) A member of the Board of Directors is a shareholder but later transferred or donated his/her shares to another person and the remaining shares held by the shareholder do not meet the qualifications to be nominated or run for membership of the Board of Directors according to the provisions of the Company's Charter;

d) A member of the Board of Directors who is an authorized representative or nominee of a shareholder but has had his/her authorized representative or nominee status revoked or the shareholder has transferred or donated his/her shares to another person and the remaining shares held by the shareholder do not meet the criteria to be nominated or run for membership of the Board of Directors according to the provisions of the Company's Charter.

2. General meeting of shareholders dismisses members of the Board of Directors in the following cases:

a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure.

b) A member of the Board of Directors embezzles the Company's assets or intentionally violates the provisions of law and the Company's Charter, causing serious damage to the Company's assets, reputation and brand.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors, except in the cases specified in Clause 1 and Clause 2 of this Article.

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

a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) Except for the case specified in Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the most recent meeting.

Chapter VIII

CEO AND OTHER EXECUTIVE OFFICERS

Article 51. Organization of management apparatus

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by resolution or decision of the Board of Directors.

Article 52. General Director

1. The Board of Directors shall appoint one of its members or hire another person as General Director.

2. The General Director is the person who runs the daily business of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.

The term of office of the General Director shall not exceed 05 years; he/she may be reappointed for an unlimited number of terms.

Standards and conditions of General Director:

a) Have full civil act capacity and are not subject to prohibition from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) University degree or higher, knowledgeable about the law; have professional qualifications and experience in business administration of the Company;

c) Must be a shareholder owning at least 0.4% of the total number of voting shares of the Company, except in cases where the General Director is an authorized representative of a shareholder of the Company that is an organization or the Board of Directors has decided otherwise.

3. The General Director has the following rights and obligations:

a) Decide on matters related to the Company's daily business operations without requiring a decision from the Board of Directors;

b) Organize the implementation of resolutions of the Board of Directors;

c) Organize the implementation of the Company's business plan and investment plan;

d) Proposing organizational structure plan and internal management regulations of the Company;

d) Appoint, dismiss, and remove other management positions in the Company, except for positions under the authority of the Board of Directors after the Board of Directors has approved a specific personnel plan;

e) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

g) Labor recruitment;

h) Proposing plans to pay dividends or handle business losses ;

i) Other rights and obligations as prescribed by law, the Company Charter and resolutions of the Board of Directors.

4. The General Director must manage the Company's daily business in accordance with the provisions of law, the Company's Charter, the labor contract signed with the Company and the resolutions of the Board of Directors. In case of management contrary to these provisions causing damage to the Company, the General Director must be responsible before the law and must compensate the Company for the damage.

5. Unless otherwise decided by the Board of Directors, the General Director shall be dismissed or removed from office in the following cases:

a) No longer meeting the conditions and standards prescribed in Clause 2 of this Article;

b) Violating the law or the Company's Charter, causing serious damage or threatening to cause serious damage to the Company;

c) The Company's business operations are at a loss or fail to meet the Company's planned targets approved by the Board of Directors and the General Meeting of Shareholders.

Article 53. Salary and bonus of General Director

1. The General Director's salary and bonus are decided by the Board of Directors.

2. The salaries of the General Director and other managers are included in the Company's business expenses according to the provisions of the law on corporate income tax and are shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 54. Deputy General Director and other management staff

1. Deputy General Director:

a) The Company has from one to three Deputy General Directors, except in special cases decided by the Board of Directors. The Deputy General Directors assist the General Director in operating the Company in each area of work as assigned and authorized by the General Director. The Deputy General Directors are responsible to the General Director, the Board of Directors and before the law for the performance of assigned and authorized tasks.

The Deputy General Director is selected and proposed by the Chairman of the Board of Directors for appointment by the Board of Directors after consulting with the General Director.

b) The Deputy General Director is authorized to sign on behalf of the General Director for documents under the authority of the General Director within the scope and field of work that the General Director has assigned to the Deputy General Director and documents in other fields of work if authorized in writing by the General Director at the time of signing.

2. Other management staff:

Based on the requirements of production and business tasks and the organizational structure of the Company's management and operation apparatus at each time, the General Director develops a specific personnel plan to submit to the Board of Directors for approval and decision.

Chapter IX

BOARD OF SUPERVISION

Article 55. Candidacy and nomination of members of the Board of Supervisors

1. The nomination and candidacy of members of the Board of Supervisors is carried out as follows:

a) Shareholders or groups of shareholders holding from 10% to less than 20% of total common shares may nominate a maximum of 01 candidate;

b) Shareholders or groups of shareholders holding from 20% to less than 30% of total common shares may nominate a maximum of 02 candidates;

c) Shareholders or groups of shareholders holding from 30% to less than 40% of total common shares may nominate up to 03 candidates;

d) Shareholders or groups of shareholders holding from 40% to less than 50% of total common shares may nominate up to 04 candidates;

d) Shareholders or groups of shareholders holding from 50% to less than 60% of total common shares may nominate up to 05 candidates.

e) Shareholders or groups of shareholders holding from 60% to less than 70% of total common shares may nominate up to 06 candidates;

g) Shareholders or groups of shareholders holding from 70% to less than 80% of total common shares may nominate a maximum of 07 candidates;

h) Shareholders or groups of shareholders holding 80% or more of total common shares may nominate up to 08 candidates.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the provisions of law.

3. The election of members of the Board of Supervisors is carried out by the cumulative voting method prescribed in Clause 3, Article 35 of this Charter.

Article 56. Board of Supervisors

1. The Company's Board of Supervisors has 03 Supervisors. The term of office of a Supervisor shall not exceed 05 years and he/she may be re-elected for an unlimited number of terms.

2. The Head of the Supervisory Board is elected by the Supervisory Board from among the Supervisors; the election, dismissal, and removal are based on the majority principle. The rights and obligations of the Head of the Supervisory Board are stipulated in the Company's Charter. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a suitable major related to the business activities of the enterprise.

3. In case the term of the Controller ends at the same time and the new term Controller has not been elected, the term of the Controller whose term has expired shall continue to exercise rights and obligations until the new term Controller is elected and takes office.

Article 57. Standards and conditions of Controllers

1. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises.

2. Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major suitable for the business activities of the enterprise;

3. Not a family member of a member of the Board of Directors, General Director and other managers;

4. Not a manager of the Company; not necessarily a shareholder or employee of the Company.

5. Other standards and conditions as prescribed by other relevant laws and the Company Charter.

Article 58. Head of Supervisory Board

1. The Head of the Board of Supervisors has the following rights and obligations:

a) Convene a meeting of the Board of Supervisors;

b) Request the Board of Directors, General Director and other executives to provide relevant information to report to the Board of Supervisors;

c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

2. In case the Head of the Supervisory Board is absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and obligations of the Head of the Supervisory Board. In case no one is authorized, the remaining members shall elect one of the members to temporarily hold the position of Head of the Supervisory Board according to the majority principle.

3. The Head of the Board of Supervisors may be dismissed by decision of the Board of Supervisors.

Article 59. Rights and obligations of the Board of Supervisors

1. The Board of Supervisors supervises the Board of Directors and the General Director in the management and operation of the Company.

2. Check the reasonableness, legality, honesty and level of prudence in management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and financial reporting.

3. Assess the completeness, legality and truthfulness of the Company's business situation report, annual and 6-month financial reports, and the Board of Directors' management assessment report and submit the assessment report at the annual meeting of the General Meeting of Shareholders. Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on

contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

4. Review, inspect and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems.

5. Review the accounting books, accounting records and other documents of the Company, the management and operation of the Company when deemed necessary or according to the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 23 of this Charter.

6. Upon request by a shareholder or group of shareholders as stipulated in Clause 2, Article 23 of this Charter, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Board of Supervisors shall report and explain the issues requested for inspection to the Board of Directors and the shareholder or group of shareholders making the request.

The inspection by the Board of Supervisors prescribed in this clause must not hinder the normal operations of the Board of Directors and must not disrupt the Company's business operations.

7. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the Company's business activities.

8. When discovering that a member of the Board of Directors or the General Director violates the provisions of Article 65 of this Charter, it must immediately notify the Board of Directors in writing, request the violator to stop the violation and take measures to remedy the consequences.

9. Attend and participate in discussions at the General Meeting of Shareholders, Board of Directors and other meetings of the Company.

10. Use independent consultants and the Company's internal audit department to perform assigned tasks.

11. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

12. Other rights and obligations as prescribed by law, the Company Charter and resolutions of the General Meeting of Shareholders.

Article 60. Meeting of the Board of Supervisors

1. The Board of Supervisors must meet at least twice a year, with at least 2/3 of the members attending the meeting. Minutes of the Board of Supervisors meetings must be detailed and clear. The person taking the minutes and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. Minutes of the Board of Supervisors meetings must be kept to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of approved auditing organizations to attend and answer questions that need to be clarified.

Article 61. Right to information provision of the Board of Supervisors

1. Meeting invitations, voting forms for Board of Directors members and accompanying documents must be sent to the Supervisors at the same time and in the same manner as to Board of Directors members.

2. Resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors must be sent to the Supervisors at the same time and in the same manner as to shareholders and members of the Board of Directors.

3. The General Director's report to the Board of Directors or other documents issued by the Company shall be sent to the Controllers at the same time and in the same manner as to the members of the Board of Directors.

4. The Controller has the right to access the Company's records and documents kept at the head office, branches and other locations; has the right to visit the workplaces of the Company's managers and employees during working hours.

5. The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide complete, accurate, and timely information and documents on the management, operations, and business activities of the Company upon request of the Controller or the Board of Supervisors.

Article 62. Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors

1. Supervisors are paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonuses, other benefits and the annual operating budget of the Supervisory Board.

2. The Supervisor shall be paid for meals, accommodation, travel, and the use of independent consulting services at a reasonable level. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors are included in the Company's business expenses according to the provisions of the law on corporate income tax, other relevant legal provisions and must be recorded as a separate item in the Company's annual financial statements.

Article 63. Dismissal and removal of Controllers

1. The General Meeting of Shareholders dismisses the Controller in the following cases:

a) Not meeting the standards and conditions as prescribed in Article 57 of this Charter;

b) Have a resignation letter and it is accepted;

c) The controller is the authorized representative of an organizational shareholder but the representative authorization has been revoked or the represented organizational shareholder has transferred all shares to another person.

2. The General Meeting of Shareholders dismisses the Controller in the following cases:

- a) Failure to complete assigned tasks and work;
- b) Failure to exercise one's rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly and seriously violating the obligations of a Controller as prescribed by the Law on Enterprises and the Company Charter;
- d) Other cases according to the resolution of the General Meeting of Shareholders.

Chapter X

RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR AND OTHER MANAGERS

Article 64. Disclosure of related interests

The disclosure of the Company's interests and related persons shall be carried out in accordance with the following provisions:

1. The Company must compile and update the list of related persons of the Company as prescribed in Clause 8, Article 1. This Charter and their respective contracts and transactions with the Company .

2. Members of the Board of Directors, Supervisors, General Directors and other managers of the Company must declare to the Company their related interests, including:

- a) Name, enterprise code, head office address, business lines of the enterprise in which they own or own capital contributions or shares; ratio and time of ownership or ownership of such capital contributions or shares;

- b) Name, enterprise code, head office address, business lines of the enterprise in which their related persons own, jointly own or separately own capital contributions or shares of more than 10% of the charter capital .

3. The declaration specified in Clause 2 of this Article must be made within 07 working days from the date of arising of related interests; any amendment or supplement must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement .

4. The retention, disclosure, review, extraction and copying of the list of related persons and related interests declared as prescribed in Clause 1 and Clause 2 of this Article shall be carried out as follows:

- a) The Company must notify the list of related persons and related interests to the General Meeting of Shareholders at the annual meeting;

- b) The list of related persons and related interests is kept at the head office of the enterprise; if necessary, part or all of the above list can be kept at the Company's branches;

- c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Board of Supervisors, General Director and other managers have the right to review, extract and copy part or all of the declared content;

d) The Company must create conditions for the persons specified in Point c of this Clause to access, review, extract, and copy the list of related persons and related interests in the fastest and most convenient manner; it must not prevent or cause difficulties for them in exercising this right. The order and procedures for reviewing, extracting, and copying the content of the declaration of related persons and related interests shall be implemented according to the provisions of the Company Charter.

5. Members of the Board of Directors and the General Director, acting on their own behalf or on behalf of others, to perform work in any form within the scope of the Company's business operations must explain the nature and content of that work to the Board of Directors and the Supervisory Board and may only perform it with the approval of the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.

Article 65. Responsibilities of the Company's manager

1. Members of the Board of Directors, the General Director and other managers have the following responsibilities:

a) Exercise assigned rights and obligations in accordance with the provisions of law, the Company Charter, and resolutions of the General Meeting of Shareholders;

b) Exercise assigned rights and obligations honestly, carefully and to the best of our ability to ensure the maximum legitimate interests of the Company;

c) Be loyal to the interests of the Company and shareholders; do not use the Company's information, secrets, business opportunities, position, and assets for personal gain or to serve the interests of other organizations or individuals;

d) Timely, fully and accurately notify the Company of the contents specified in Clause 2, Article 64 of this Charter.

2. Other obligations as prescribed by law.

Article 66. Right to sue members of the Board of Directors and General Director

1. Shareholders or groups of shareholders owning at least 0.1 % of the total number of common shares have the right, on their own behalf or on behalf of the Company, to initiate a lawsuit for personal liability or joint liability against members of the Board of Directors or the General Director to request the return of benefits or compensation for damages to the Company or others in the following cases:

a) Violation of the responsibilities of the Company's manager as prescribed in Article 65 of the Company's Charter;

b) Failure to perform, incomplete performance, untimely performance or performance contrary to the provisions of law or the Company's Charter, resolutions and decisions of the Board of Directors regarding assigned rights and obligations;

c) Abuse of position, power and use of information, know-how, business opportunities and other assets of the Company for personal gain or to serve the interests of other organizations or individuals;

d) Other cases as prescribed by law.

2. The order and procedures for filing a lawsuit shall comply with the provisions of the law on civil proceedings. The costs of filing a lawsuit in the event that a shareholder or group of shareholders files a lawsuit on behalf of the Company shall be included in the Company's expenses, except in cases where the lawsuit request is rejected.

3. Shareholders and groups of shareholders as prescribed in this Article have the right to review, look up and extract necessary information according to the decision of the Court or Arbitration before or during the lawsuit process.

Article 67. Approval of contracts and transactions between the Company and related persons

1. The General Meeting of Shareholders or the Board of Directors approves contracts and transactions between the Company and the following related persons:

a) Shareholders, authorized representatives of shareholders being organizations owning more than 10% of the total common shares of the Company and their related persons;

b) Members of the Board of Directors, General Director and their related persons;

c) Members of the Board of Directors, Supervisors, General Directors and other managers of the Company must declare according to the provisions of Clause 2, Article 64 of this Charter.

2. The Board of Directors shall approve contracts and transactions as prescribed in Clause 1 of this Article and with a value of less than 35% of the total value of the enterprise's assets recorded in the most recent financial report or another smaller ratio or value if the Board of Directors deems it necessary. In this case, the representative of the Company signing the contract or transaction must notify the members of the Board of Directors and the Supervisory Board of the entities related to such contract or transaction and enclose a draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notification; members of the Board of Directors with interests related to the parties in the contract or transaction shall not have the right to vote.

3. The General Meeting of Shareholders approves the following contracts and transactions:

a) Contracts and transactions other than those specified in Clause 2 of this Article;

b) Contracts, transactions of borrowing, lending, selling assets with a value greater than 10% of the total value of the enterprise's assets recorded in the most recent financial report between the Company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.

4. In case of approval of a contract or transaction as prescribed in Clause 3 of this Article, the representative of the Company signing the contract or transaction must notify the Board of Directors and the Supervisory Board of the parties involved in the contract or transaction and send along a draft contract or a notice of the main content of the transaction. The Board of Directors shall submit a draft contract or transaction or explain the main content of the contract or transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with interests related to the parties to the contract or transaction shall not have the right to vote; the contract or transaction shall be approved as prescribed in Clause 1 and Clause 4, Article 35 of this Charter.

5. Contracts and transactions shall be invalidated by a Court decision and handled in accordance with the provisions of law when signed in violation of the provisions of this Article; the person signing the contract or transaction, the shareholder, member of the Board of Directors or the General Director involved must jointly compensate for any damages arising and return to the Company the profits gained from the performance of such contract or transaction.

6. The company must publicly disclose relevant contracts and transactions in accordance with relevant laws.

Chapter XI

RIGHT TO SEARCH COMPANY BOOKS AND RECORDS

Article 68. Right to search books and records

1. Common shareholders have the right to look up books and records, specifically as follows:

a) Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares or have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company

for purposes related to their positions, provided that this information must be kept confidential.

4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. The Company Charter must be published on the Company's website.

Chapter X II

EMPLOYEES AND UNIONS

Article 69. Employees and Trade Unions

1. Every year, the General Director must make a plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business executives.

2. The Company respects the rights and creates favorable conditions for employees to participate in trade union and union activities in accordance with the law. The Company ensures full payment of trade union fees in accordance with current law.

Chapter X III

PROFIT DISTRIBUTION

Article 70. Profit distribution

1. Profit distribution is carried out in accordance with the provisions of law and decided by the General Meeting of Shareholders. Every year, after fully fulfilling financial obligations to the State, compensating for previous year's losses, and other amounts as prescribed by law, after-tax profits are distributed and funds are set aside before dividend distribution as follows:

- a) Investment fund for production and business development: From 10% - 30%;
- b) Welfare and reward fund: Maximum 10%.

2. Dividend payment shall be made in accordance with the provisions of Articles 18 and 19 of this Charter and the provisions of the Law on Enterprises.

Chapter XI V

BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME

Article 71. Bank accounts

The Company opens accounts at Vietnamese banks and foreign banks to conduct financial transactions through the Company's accounts in accordance with current laws.

Article 72. Fiscal year

The Company's fiscal year begins on January 1 and ends on December 31 each year.

Article 73. Accounting regime

1. The accounting regime used by the Company is the Vietnamese Accounting System (VAS) or other accounting regimes approved by the Ministry of Finance.

2. The Company shall keep accounting books in Vietnamese. The Company shall maintain accounting records according to the type of business activities in which the Company is engaged. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.

3. The Company uses Vietnamese Dong (or freely convertible foreign currency in case approved by competent State agencies) as the currency used in accounting.

Chapter XV

**FINANCIAL REPORTS, ANNUAL REPORTS
AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

Article 74. Submission of annual reports

1. At the end of the fiscal year, the Board of Directors must submit to the General Meeting of Shareholders the following report:

- a) the Company's business results ;
- b) Financial statements;
- c) Company's management and operation ;
- d) Audit report of the Board of Supervisors.

2. The Company's annual financial statements must be audited before being submitted to the General Meeting of Shareholders for consideration and approval.

3. The reports specified in Points a, b and c, Clause 1 of this Article must be sent to the Board of Supervisors for appraisal no later than 30 days before the opening date of the Annual General Meeting of Shareholders .

4. The reports specified in Clauses 1, 2 and 3 of this Article, the appraisal report of the Board of Supervisors and the audit report must be kept at the Company's head office at least 10 days before the opening date of the annual General Meeting of Shareholders. Shareholders who have continuously owned shares of the Company for at least 01 year have the right to directly review the reports specified in this Article, either by themselves or together with lawyers, accountants or auditors with practice certificates.

Article 75. Information disclosure

1. The Company must submit annual financial reports approved by the General Meeting of Shareholders to competent State agencies in accordance with the provisions of law on accounting and relevant laws.

2. The Company publishes the following information on its website:

- a) Company Charter;

b) Resumes, educational qualifications and professional experience of members of the Board of Directors, Supervisors and General Director of the Company;

c) Annual financial reports approved by the General Meeting of Shareholders;

Annual performance evaluation report of the Board of Directors and the Board of Supervisors .

3. The Company must notify the Business Registration Office where the Company has its head office no later than 03 days after receiving information or changing information about the full name, nationality, passport number, permanent address, number of shares and type of shares of shareholders who are foreign individuals; name, enterprise code, head office address, number of shares and type of shares and full name, nationality, passport number, permanent address of the authorized representative of shareholders who are foreign organizations (if any).

4. The company must disclose and publicize information in accordance with the provisions of the law on securities .

Chapter X VI COMPANY AUDIT

Article 76. Auditing

1. At the annual General Meeting of Shareholders each year, the General Meeting of Shareholders will appoint an independent auditing company, legally operating in Vietnam and approved by the State Securities Commission to audit listed companies, to conduct the Company's auditing activities for the following fiscal year based on the terms and conditions agreed with the Board of Directors.

2. The Company shall prepare and submit annual financial statements to the Independent Auditing Company after the end of the fiscal year.

3. The independent auditing company shall examine, confirm and report on the annual financial statements showing the Company's revenues and expenditures, prepare an audit report and submit it to the Board of Directors within two months from the end of the fiscal year. The staff of the independent auditing company performing the audit for the Company must be approved by the State Securities Commission.

4. A copy of the audit report shall be attached to each annual accounting report of the Company.

5. The auditor performing the audit of the Company shall be allowed to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive notices and other information related to the General Meeting of Shareholders that the shareholders are entitled to receive and to express their opinions at the meeting on matters related to the audit.

Chapter XV II BUSINESS SEAL

Article 77. Enterprise seal

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures according to the provisions of law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form and content of the seal of the Company, branches and representative offices of the Company (if any).

3. The Board of Directors and General Director use and manage the seal in accordance with current laws.

Chapter XV III DISSOLUTION

Article 78. Cases and conditions for enterprise dissolution

1. The company is dissolved in the following cases:

a) According to the resolution and decision of the General Meeting of Shareholders;

Business Registration Certificate is revoked ;

c) Other cases as prescribed by law.

2. The Company shall only be dissolved when it has ensured payment of all debts and other financial obligations and is not in the process of resolving disputes at the Court or arbitration agency. The relevant manager and the Company specified in Point c, Clause 1 of this Article shall be jointly liable for the debts of the enterprise.

Article 79. Dissolution procedures

The dissolution of an enterprise in the cases specified in Points a and b, Clause 1, Article 78 of this Charter shall be carried out in accordance with the following provisions:

1. Passing a resolution or decision to dissolve the enterprise. The resolution or decision to dissolve the enterprise must include the following main contents:

a) Name and head office address of the enterprise;

b) Reason for dissolution;

c) Time limit and procedures for contract liquidation and payment of enterprise debts;

d) Plan to handle obligations arising from the labor contract;

d) Full name and signature of the Chairman of the Board of Directors.

2. The Board of Directors directly organizes the liquidation of corporate assets. or by the Company's Asset Liquidation Board in accordance with the provisions of Article 82 of this Charter.

3. Within 07 working days from the date of approval, the resolution, decision on dissolution and meeting minutes must be sent to the Business Registration Authority, tax authority, and employees of the Company . The resolution and decision on dissolution must be posted on the National Business Registration Information Portal and publicly posted at the head office, branches, and representative offices of the enterprise.

In case the Company has outstanding financial obligations, it must send the resolution, dissolution decision and debt settlement plan to the creditors, persons with related rights, obligations and interests. The debt settlement plan must

include the name and address of the creditor; the amount of debt, the deadline, location and method of payment of that debt; the method and time limit for resolving creditors' complaints.

4. The Company's debts shall be paid in the following order of priority:

a) Debts of wages, severance pay, social insurance, health insurance, unemployment insurance as prescribed by law and other benefits of employees according to the collective labor agreement and signed labor contract ;

b) Tax debt;

c) Other debts.

5. After paying the costs of dissolution of the enterprise and debts, the remainder is divided among shareholders according to the percentage of share ownership.

6. The legal representative of the Company shall submit the enterprise dissolution dossier to the Business Registration Authority within 05 working days from the date of full payment of all debts of the enterprise .

Article 80. Dissolution of a Company in case of revocation of the Certificate of Business Registration or by Court decision

The dissolution of an enterprise as prescribed in Point c, Clause 1, Article 78 of this Charter shall be carried out in accordance with the following order and procedures:

1. Within 10 days from the date of receipt of the decision to revoke the Certificate of Business Registration or the Court's decision that has come into legal effect, the Company must convene a meeting to decide on dissolution. The resolution, the decision to dissolve and a copy of the decision to revoke the Certificate of Business Registration or the Court's decision that has come into legal effect must be sent to the Business Registration Authority, the tax authority, the employees of the enterprise and must be publicly posted at the head office, branches, and representative offices of the enterprise. In cases where the law requires publication in newspapers, the resolution and decision to dissolve the enterprise must be published in at least 01 printed or electronic newspaper for 03 consecutive issues.

In case the Company has outstanding financial obligations, it must simultaneously send the Company's resolution, dissolution decision, and debt settlement plan to creditors, persons with related rights and obligations. The notice must include the name and address of the creditor; the amount of debt, the deadline, location and method of payment of that debt; the method and deadline for resolving creditors' complaints.

2. Payment of the Company's debts shall be made in accordance with the provisions of Clause 4, Article 79 of this Charter.

3. The legal representative of the Company shall submit the enterprise dissolution dossier to the Business Registration Authority within 05 working days from the date of payment of all debts of the Company.

4. The relevant Company Manager shall be personally liable for damages caused by failure to comply or improperly comply with the provisions of this Article.

Article 81. Prohibited activities from the date of dissolution decision

1. From the date of the decision to dissolve the enterprise, the Company and its managers are strictly prohibited from performing the following activities:

- a) Concealment and dispersal of assets;
- b) Waive or reduce the right to claim debt;
- c) Convert unsecured debts into secured debts using the Company's assets;
- d) Sign new contracts except for cases of dissolving the Company;
- d) Pledge, mortgage, donate, lease assets;
- e) Termination of performance of a contract that has come into effect;
- g) Capital mobilization in any form.

2. Depending on the nature and severity of the violation, individuals who violate Clause 1 of this Article may be subject to administrative sanctions or criminal prosecution in accordance with the provisions of law. If damage is caused, compensation must be paid.

Asset liquidation board

1. After the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three members. Two members shall be appointed by the General Meeting of Shareholders and one member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operating regulations. The members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.

2. From the time of establishment, the Liquidation Board will represent the Company in all matters related to the liquidation of the Company's assets before the Court and competent authorities.

Article 83. Enterprise bankruptcy

Enterprise bankruptcy is carried out in accordance with the provisions of the law on bankruptcy.

Chapter XIX

INTERNAL DISPUTE RESOLUTION

Article 84. Resolution of internal disputes

1. In case of any dispute or complaint arising related to the Company's operations or the rights of shareholders arising from the Charter or from any rights or obligations prescribed by the Enterprise Law or other laws or administrative regulations, between:

- a) Shareholders with the Company;
- b) Shareholders with the Board of Directors, Supervisory Board, General Director or management staff.

The parties shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and shall require each party to present the facts relating to the dispute within 10 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman

of the Board of Directors, any party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.

2. In case no conciliation decision is reached within 06 weeks from the start of the conciliation process or if the conciliation mediator's decision is not accepted by the parties, any party may bring the case to the competent People's Court of Thai Nguyen province for settlement in accordance with the provisions of law.

Chapter X X

TERMS OF IMPLEMENTATION

Article 85. Amendment and supplementation of the Charter

1. Any amendments or supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions of law related to the Company's operations that have not been mentioned in this Charter or in case there are new provisions of law that are different from the provisions in this Charter, the provisions of such law shall of course be applied to regulate the Company's operations.

Chapter XXI-

EFFECTIVE DATE

Article 86. Effective date

1. This Charter consists of 21 chapters and 86 articles, and takes effect immediately after being unanimously approved by the Company's General Meeting of Shareholders at the meeting on June 27, 2025 and jointly approving the full text of this Charter.

2. This Charter is the sole and official charter of the Company, kept at the Company's headquarters and submitted to the competent State agency as prescribed by law.

3. The legal representative and member of the Board of Directors of the Company jointly sign below./.

LEGAL REPRESENTATIVE OF THE COMPANY CHAIRMAN OF THE BOARD OF DIRECTORS



Nguyen Quang Mai

MEMBERS OF THE BOARD OF DIRECTORS

1. Mr. Nguyen Xuan Hoc

A handwritten signature in black ink, appearing to be "Xuan Hoc".

3. Mr. Nguyen Van Nam

A handwritten signature in black ink, appearing to be "Nguyen Van Nam".

2. Mr. Nguyen Van Tien

A handwritten signature in black ink, appearing to be "Nguyen Van Tien".

4. Mr. Le Quang Hai

A handwritten signature in black ink, appearing to be "Le Quang Hai".

SUMMARY OF AMENDMENTS AND SUPPLEMENTS
CHARTER OF THAI NGUYEN CLEAN WATER JOINT STOCK COMPANY

(Attached to Submission No. 32/TTr-HĐQT dated May 26, 2025 of the Board of Directors of Thai Nguyen Clean Water Joint Stock Company)

COMPANY CHARTER IN PROGRESS (2019)	DRAFT AMENDMENTS TO THE CHARTER ACCORDING TO ENTERPRISE LAW 2020	Note
<p style="text-align: center;">Chapter I GENERAL PROVISIONS</p> <p>Article 1. Definitions</p> <p>In this Charter, the following terms shall be construed as follows:</p> <ol style="list-style-type: none"> 1. <i>A shareholder</i> is an individual or organization that owns at least one share of the Company. 2. <i>Dividend</i> is the net profit paid for each share in cash or other assets from the Company's remaining profits after fulfilling financial obligations. 3. <i>Charter capital</i> is the total par value of shares sold and recorded in this Charter. 4. <i>The Enterprise Law</i> is the Enterprise Law No. 68/2014/QH13 passed by the National Assembly on November 26, 2014. 5. <i>Management staff</i> are members of the Board of Directors, General Director, Deputy General Director, Chief Accountant and other management positions in the Company approved and appointed by the Board of Directors. 6. <i>Related persons</i> are organizations or individuals that have direct or indirect relationships with enterprises in the following cases: <ol style="list-style-type: none"> a) Parent company, parent company manager and person with authority to appoint that manager for Subsidiary in the Group of Companies; b) Subsidiary of the Parent Company in the Group of Companies; 	<p style="text-align: center;">Chapter I DEFINITION OF TERMS IN THE CHARTER</p> <p>Article 1. Interpretation of terms</p> <p>In this Charter, the following terms shall be construed as follows:</p> <ol style="list-style-type: none"> 1. <i>A shareholder</i> is an individual or organization that owns at least one share of the Company. 2. <i>Dividend</i> is the net profit paid for each share in cash or other assets. 3. <i>Charter capital</i> is the total par value of shares sold and recorded in this Charter. 4. <i>Business Law</i> is the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020. 5. <i>The Securities Law</i> is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019. 6. <i>Business managers</i> are the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, and Chief Accountant. 7. <i>The business operators</i> are the General Director, Deputy General Director, Chief Accountant, Person in charge of administration, Chairman of the subsidiary, Head of branch, Head of representative office, Representative of the Company's capital in the enterprise, equivalent positions and other operators appointed by the Board of Directors. 	<p>- Updated according to Enterprise Law 2020.</p> <p>- Updated according to Securities Law 2019.</p> <p>- Supplement according to Clause 24, Article 4 of the Law on Enterprises 2020.</p> <p>- Supplement according to point g, clause 1, Article 1 of the Model Charter of Circular 116/2020/TT-BTC.</p>

c) A person or group of people who has the ability to influence the decision-making and operations of that enterprise through the enterprise management agency;

d) Business manager;

d) Wife, husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law of the Company's manager or of employees, shareholders owning capital contributions or controlling shares;

e) Individuals authorized to represent the persons and companies specified in points a, b, c, d and dd of this clause;

g) Enterprises in which the persons specified in points a, b, c, d, dd, e and h of this clause own enough to control the decision-making of the management bodies of that enterprise;

h) A group of people agree to coordinate to acquire capital contributions, shares or interests in the Company or to control the Company's decision-making.

7. " *Special Contract, Transaction* " means the Contract, Transaction specified in Clause 1, Article 64 of this Charter.

In this Charter, any reference to any provision or document shall include its amendments, supplements or replacements. In case there is a conflict between the Charter and legal documents issued by the State in the direction of mutual exclusion, the provisions of the legal documents shall of course be selected for application.

8. *Related persons* is an individual or organization that has a direct or indirect relationship with an enterprise in the following cases:

a) Parent company, manager and legal representative of Parent company and person with authority to appoint manager of Parent company;

b) Subsidiaries, managers and legal representatives of Subsidiaries;

c) Individuals, organizations or groups of individuals and organizations that have the ability to control the operations of that enterprise through ownership, acquisition of shares, capital contributions or through decision-making of the Company;

d) Business manager, legal representative, Controller;

d) Wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law of the Company's manager, legal representative, Controller, member and shareholder owning capital contribution or controlling shares;

e) Individuals who are authorized representatives of the Company or organizations specified in points a, b and c of this clause;

g) Enterprises in which individuals, companies and organizations specified in points a, b, c, d, dd and e of this clause own enough to control the decision-making of the Company.

9. In this Charter, any reference to any provision or document shall include its amendments, supplements or replacement documents. In case there is a conflict between the Charter and legal documents issued by the State in the direction of mutual exclusion, the provisions of the legal documents shall be selected to apply.

<p>Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company</p> <p>1. Company Name: Vietnamese name: THAI NGUYEN CLEAN WATER JOINT STOCK COMPANY English name: THAI NGUYEN WATER JOINT STOCK COMPANY Abbreviation: TWACO</p> <p>2. Head office, phone, fax, email, website, logo Head office address: Group 1, Trung Vuong ward, Thai Nguyen city, Thai Nguyen province. Phone: 0208 3855252; 0208 3851537 Fax: 0208 3852976 Email: nuocsachtn@gmail.com Website: nuocsachthainguyen.vn Logo:</p> <p>3. <i>(Separated into Article 3)</i></p> <p>4. Based on specific task requirements in each period, the Company may establish branches and representative offices at home and abroad in accordance with the provisions of law.</p>	<p>Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company</p> <p>1. Company Name Vietnamese name: THAI NGUYEN CLEAN WATER JOINT STOCK COMPANY English name: Thai Nguyen Water Supply Joint Stock Company Abbreviation: TWACO</p> <p><u>2. The Company is a joint stock company with legal status in accordance with current laws of Vietnam.</u></p> <p>3. Head office, phone, fax, email, website, logo Head office address: Group 1, Trung Vuong ward, Thai Nguyen city, Thai Nguyen province. Fax: 0208 3852976 Phone: 0208 3855252; 0208 3851537 Email: vanhuntn@gmail.com Website: nuocsachthainguyen.vn; thawaco.vn; thawaco.com.</p> <p>Logo:</p> <p>4. The company may establish branches and representative offices at home and abroad in accordance with the provisions of law .</p> <p><u>5. Unless terminated, the term of operation of the Company is indefinite from the date of establishment.</u></p>	<p>- Supplement according to Clause 2, Article 2 of the Model Charter of Circular 116/2020/TT-BTC.</p> <p>- Supplement according to Clause 5, Article 2 of the Model Charter of Circular 116/2020/TT-BTC.</p>
<p>Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company</p> <p>3. The Chairman of the Board of Directors is the legal representative of the Company. <i>(Separate Clause 3 of Article 2 into Article 3)</i></p>	<p>Article 3. Legal representative of the Company</p> <p>1. The Chairman of the Board of Directors is the legal representative of the Company.</p> <p><u>2. The legal representative of the Company has the following responsibilities:</u></p>	<p>- Supplement according to Article 13 of the Law on Enterprises.</p>

	<p>a) <u>Exercise assigned rights and obligations honestly, carefully and to the best of one's ability to ensure the legitimate interests of the Company ;</u></p> <p>b) <u>Be loyal to the interests of the Company ; do not abuse position, title and use information, know-how, business opportunities, other assets of the Company for personal gain or to serve the interests of other organizations or individuals;</u></p> <p>c) <u>Timely, fully and accurately notify the Company about the enterprises in which you or your related persons own or have shares or capital contributions in accordance with the provisions of the Law on Enterprises.</u></p>																																														
<p>Article 3. Business fields and operational objectives</p> <p>1. The Company's business areas are:</p> <table border="1"> <thead> <tr> <th>TT</th><th>Business Line</th><th>Industry code</th></tr> </thead> <tbody> <tr> <td>1</td><td>Water exploitation, treatment and supply.</td><td>3600</td></tr> <tr> <td>2</td><td>Production of non-alcoholic beverages, mineral water.</td><td>1104</td></tr> <tr> <td>3</td><td>Installation of water supply, drainage, heating and air conditioning systems.</td><td>4322</td></tr> <tr> <td>4</td><td>Technical testing and analysis (water meter measurement and inspection services).</td><td>7120</td></tr> <tr> <td>5</td><td>Manufacturing, exploitation not classified elsewhere (manufacturing of water industry equipment).</td><td>3290</td></tr> <tr> <td>6</td><td>Construction of all kinds of houses.</td><td>4100</td></tr> </tbody> </table>	TT	Business Line	Industry code	1	Water exploitation, treatment and supply.	3600	2	Production of non-alcoholic beverages, mineral water.	1104	3	Installation of water supply, drainage, heating and air conditioning systems.	4322	4	Technical testing and analysis (water meter measurement and inspection services).	7120	5	Manufacturing, exploitation not classified elsewhere (manufacturing of water industry equipment).	3290	6	Construction of all kinds of houses.	4100	<p>Chapter III</p> <p>OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY</p> <p>Article 4. Business lines, objectives and scope of the Company:</p> <p>1. Company's business lines:</p> <table border="1"> <thead> <tr> <th>TT</th><th>Business Line</th><th>Industry code</th></tr> </thead> <tbody> <tr> <td>1</td><td>Water exploitation, treatment and supply.</td><td>3600</td></tr> <tr> <td>2</td><td>Production of non-alcoholic beverages, mineral water.</td><td>1104</td></tr> <tr> <td>3</td><td>Installation of water supply, drainage, heating and air conditioning systems.</td><td>4322</td></tr> <tr> <td>4</td><td>Technical testing and analysis (water meter measurement and inspection services).</td><td>7120</td></tr> <tr> <td>5</td><td>Manufacturing, exploitation not classified elsewhere (manufacturing of water industry equipment).</td><td>3290</td></tr> <tr> <td>6</td><td>Construction of all kinds of houses.</td><td>4100</td></tr> <tr> <td>7</td><td>Construction of railway and road works.</td><td>4210</td></tr> </tbody> </table>	TT	Business Line	Industry code	1	Water exploitation, treatment and supply.	3600	2	Production of non-alcoholic beverages, mineral water.	1104	3	Installation of water supply, drainage, heating and air conditioning systems.	4322	4	Technical testing and analysis (water meter measurement and inspection services).	7120	5	Manufacturing, exploitation not classified elsewhere (manufacturing of water industry equipment).	3290	6	Construction of all kinds of houses.	4100	7	Construction of railway and road works.	4210	
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8	Construction of other civil engineering works (industrial, irrigation, technical infrastructure works).	4290	9	Electrical installation.	4321	
9	Electrical installation.	4321	10	Management consulting activities (investment project consulting, construction investment project management).	7020	
10	Management consulting activities (investment project consulting, construction investment project management).	7020	11	Architectural activities and related technical consultancy. Details: Drilling for exploration and exploitation of underground water; surveying topography and geology of works; design of water supply and drainage systems for civil, industrial and agricultural works (factories, stations, camps, warehouses, auxiliary technical works); design of industrial works structures (factories, warehouses, auxiliary works), power works (power plants, power lines, transformer stations); supervision of construction of civil works, water supply and drainage, power lines and stations.	7110	
11	Architectural activities and related technical consultancy. Details: Drilling for exploration and exploitation of underground water; surveying topography and geology of works; design of water supply and drainage systems for civil, industrial and agricultural works (factories, stations, camps, warehouses, auxiliary technical works); design of industrial works structures (factories, warehouses, auxiliary works), power works (power plants, power lines, transformer stations); supervision of construction of civil works, water supply and drainage, power lines and stations.	7110	12	Wholesale of other construction materials and installation equipment (sale of water industry chemicals except chemicals banned by the State).	4663	
12	Wholesale of other construction materials and installation equipment (sale of water industry	4663	13	Other specialized wholesale not elsewhere classified (sale of water industry chemicals except chemicals banned by the State).	4669	
			14	Activities of general, specialized and dental clinics (activities of hospitals and clinics).	8620	

	chemicals except chemicals banned by the State).		15	Real estate business, land use rights owned, used or rented.	6810	of Circular 116/2020/TT-BTC.
13	Other specialized wholesale not elsewhere classified (sale of water industry chemicals except chemicals banned by the State).	4669	16	Warehousing and storage of goods.	5210	
14	Activities of general, specialized and dental clinics (activities of hospitals and clinics).	8620	17	Direct support service activities for rail and road transport (details: car parking lots or garages, bicycle and motorbike parking lots).	5221	
15	Real estate business, land use rights owned, used or rented.	6810	18	Motor vehicle rental.	7710	
16	Warehousing and storage of goods.	5210	19	Landscape care and maintenance services.	8130	
17	Direct support service activities for rail and road transport (details: car parking lots or garages, bicycle and motorbike parking lots).	5221	20	Electricity generation.	3511	
18	Motor vehicle rental.	7710		Solar power.	35116	
19	Landscape care and maintenance services.	8130	21	Transmission and distribution of electricity.	3512	
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2. The Company's operational objectives are: Mobilizing and using capital effectively in production and business to maximize profits, increase dividends for shareholders, create jobs and income for employees and contribute to the State budget, and develop the Company to become stronger and stronger.			2. The Company's operational objectives: Mobilize and use capital effectively in production and business to maximize profits, increase dividends for shareholders, create jobs and income for employees, contribute to the State budget, and develop the Company to become stronger and stronger.			
3. <u>Scope of business and operations</u> : The Company is permitted to conduct business activities in the fields specified in this Charter, has registered, notified changes to registration contents to the business registration authority and has announced on the National Business Registration Information Portal.						
Chapter II CHARTER CAPITAL, SHARES, STOCKS, SHAREHOLDERS Article 5. Types of shares 1. On the date of adoption of this Charter, the Company has only one type of shares, which is			Chapter IV CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS Article 6. Types of shares 1. On the date of adoption of this Charter, the Company has only one type of shares, which is common shares. Owners of common shares are common shareholders.			

<p>common shares. Owners of common shares are common shareholders.</p> <p>2. During its operations, the Company may issue additional types of preferred shares according to the decision of the General Meeting of Shareholders on the basis of legal provisions. Owners of preferred shares are preferred shareholders.</p> <p>3. Preferred shares include the following types: voting preferred shares; dividend preferred shares; redeemable preferred shares; other preferred shares according to the decision of the General Meeting of Shareholders at the time of issuance.</p> <p>4. Each share of the same type gives its owner equal rights, obligations and benefits.</p> <p>5. Common shares cannot be converted into preferred shares. Preferred shares can be converted into common shares by decision of the General Meeting of Shareholders.</p>	<p>2. During its operations, the Company may issue additional types of preferred shares according to the decision of the General Meeting of Shareholders on the basis of the provisions of law. Owners of preferred shares are preferred shareholders. Preferred shares include the following types:</p> <ul style="list-style-type: none"> a) Dividend preference shares; b) Redeemable preference shares; c) Voting preference shares; d) Other preferred shares according to the decision of the General Meeting of Shareholders at the time of issuance and the law on securities. <p>3. The person entitled to purchase dividend preference shares, redeemable preference shares and other preference shares shall be decided by the General Meeting of Shareholders.</p> <p>4. Each share of the same type gives the owner of that share equal rights, obligations and benefits.</p> <p>5. Common shares cannot be converted into preferred shares. Preferred shares can be converted into common shares according to the resolution of the General Meeting of Shareholders.</p> <p><u>6. Common shares used as underlying assets to issue non-voting depositary receipts are called underlying common shares. Non-voting depositary receipts have economic benefits and obligations corresponding to underlying common shares, except for voting rights.</u></p>	<p>- Supplement according to Article 114 of the Law on Enterprises.</p>
<p>Article 8. Voting preference shares and voting preference shareholders' rights</p> <p>1. Voting preference shares are shares with more votes than common shares. The number of votes of a voting preference share is specified in the Company's Charter.</p> <p>2. Shareholders owning voting preference shares have the following rights:</p>	<p>Article 7. Voting preference shares, rights of shareholders owning voting preference shares</p> <p>1. Voting preference shares are common shares with more votes than other common shares; the number of votes of a voting preference share is specified in the Company Charter.</p> <p>2. Shareholders owning voting preference shares have the following rights:</p>	

<p>a) Vote on matters within the authority of the General Meeting of Shareholders with the number of votes as prescribed in Clause 1 of this Article;</p> <p>b) Other rights as common shareholders, except for the case specified in Clause 3 of this Article.</p> <p>3. Shareholders owning voting preference shares may not transfer those shares to others.</p>	<p>a) Vote on matters within the authority of the General Meeting of Shareholders with the number of votes as prescribed in Clause 1 of this Article;</p> <p>b) Other rights as common shareholders, except for the case specified in Clause 3 of this Article.</p> <p><u>3. Shareholders owning voting preference shares may not transfer such shares to others, except in cases of transfer pursuant to a legally effective court judgment or decision or inheritance.</u></p>	<p>- Supplement according to Clause 3, Article 116 of the Law on Enterprises.</p>
<p>Article 9. Dividend preference shares and rights of dividend preference shareholders</p> <p>1. Dividend preference shares are shares that pay dividends at a higher rate than the dividend rate of common shares or at a stable annual rate. Annual dividends include fixed dividends and bonus dividends; fixed dividends do not depend on the Company's business results. The specific fixed dividend rate and the method of determining bonus dividends are stated on the dividend preference shares.</p> <p>2. Shareholders owning dividend preference shares have the following rights:</p> <p>a) Receive dividends as prescribed in Clause 1 of this Article;</p> <p>b) Receive the remaining assets corresponding to the percentage of shares owned at the Company, after the Company has paid all debts and redeemable preferred shares when the Company is dissolved or bankrupt;</p> <p>c) Other rights as common shareholders, except for the case specified in Clause 3 of this Article.</p> <p>3. Shareholders owning dividend preference shares do not have the right to vote, attend the General</p>	<p>Article 8. Dividend preference shares and rights of shareholders owning dividend preference shares</p> <p>1. Dividend preference shares are shares that pay dividends at a higher rate than the dividend rate of common shares or at a stable annual rate. Annual dividends include fixed dividends and bonus dividends. Fixed dividends do not depend on the Company's business results. The specific fixed dividend rate and the method of determining bonus dividends are stated on the dividend preference shares.</p> <p>2. Shareholders owning dividend preference shares have the following rights:</p> <p>a) Receive dividends as prescribed in Clause 1 of this Article;</p> <p>b) Receive the remaining assets corresponding to the percentage of shares owned at the Company, after the Company has paid all debts and redeemable preferred shares when the Company is dissolved or bankrupt;</p> <p>c) Other rights as common shareholders, except for the case specified in Clause 3 of this Article.</p> <p>3. Shareholders owning dividend preference shares do not have the right to vote, attend the General Meeting of Shareholders, nominate people to the Board of Directors and the Board of Supervisors, <u>except for the case specified in Clause 6, Article 35 of this Charter.</u></p>	<p>- Supplement according to Clause 3, Article 117 of the Law on Enterprises.</p>

Meeting of Shareholders, or nominate candidates for the Board of Directors and the Board of Supervisors.		
<p>Article 10. Redeemable preference shares and rights of redeemable preference shareholders</p> <p>1. Redeemable preference shares are shares whose capital contribution is redeemed by the Company upon request of the owner or under the conditions stated on the redeemable preference shares.</p> <p>2. Shareholders owning redeemable preferred shares have other rights as common shareholders, except for the case specified in Clause 3 of this Article.</p> <p>3. Shareholders owning redeemable preferred shares do not have the right to vote, attend the General Meeting of Shareholders, or nominate candidates for the Board of Directors and the Board of Supervisors.</p>	<p>Article 9. Redeemable preference shares and rights of shareholders owning shares cashback offer</p> <p>1. Redeemable preference shares are shares whose capital contribution is redeemed by the Company upon request of the owner or under the conditions stated on the redeemable preference shares.</p> <p>2. Shareholders owning redeemable preferred shares have other rights as common shareholders, except for the case specified in Clause 3 of this Article.</p> <p>3. Shareholders owning redeemable preferred shares do not have the right to vote, attend the General Meeting of Shareholders, nominate people to the Board of Directors and the Board of Supervisors, <u>except for the cases specified in Clause 5, Article 6 and Clause 6, Article 35 of this Charter.</u></p>	<p>- Supplement according to Clause 3, Article 118 of the Law on Enterprises.</p>
<p>GENERAL MEETING OF SHAREHOLDERS</p> <p>Article 6. Rights of common shareholders</p> <p>1. Common shareholders have the following rights:</p> <p>a) Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or in other forms as prescribed by law or the Company's Charter. Each common share has one vote;</p> <p>b) Receive dividends at the level decided by the General Meeting of Shareholders;</p> <p>c) Priority to purchase newly offered shares corresponding to the ratio of common shares of each shareholder in the Company;</p>	<p>Chapter VI</p> <p>SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS</p> <p>Article 2 3. Shareholders' rights popular</p> <p>1. Common shareholders have the following rights:</p> <p>a) Attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as prescribed by the Company Charter or the law. Each common share has one vote;</p> <p>b) Receive dividends at the level decided by the General Meeting of Shareholders;</p> <p>c) Priority to purchase new shares corresponding to the ratio of common shares owned by each shareholder in the Company;</p> <p>d) Freely transfer his/her shares to others, except in cases where the shares are restricted from transfer according to the</p>	

<p>d) Freely transfer his/her shares to others, except in cases where the shares are restricted from transfer according to the resolution of the General Meeting of Shareholders at the time of issuance;</p> <p>d) Review, look up and extract information in the List of Shareholders with voting rights and request correction of inaccurate information;</p> <p>e) Review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;</p> <p>g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company;</p> <p>2. Shareholders or groups of shareholders owning 10% or more of total common shares for at least 06 consecutive months have the following rights :</p> <p>a) Nominate people to the Board of Directors and the Board of Supervisors;</p> <p>b) Review and extract the minutes and resolutions of the Board of Directors, mid-year and annual financial reports according to the form of the Vietnamese accounting system and reports of the Board of Supervisors;</p> <p>c) Request to convene a meeting of the General Meeting of Shareholders in the case specified in Clause 3 of this Article;</p> <p>d) Request the Board of Supervisors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing; must include the full name, permanent address, nationality, Citizen</p>	<p>resolution of the General Meeting of Shareholders at the time of issuance;</p> <p>d) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;</p> <p>e) Review, look up, extract or copy the Company Charter, minutes of the Shareholders' Meeting and Resolutions of the Shareholders' Meeting;</p> <p>g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company .</p> <p>2. Shareholders or groups of shareholders owning 5% or more of total common shares have the following rights:</p> <p>a) Review, look up, and extract minutes, resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;</p> <p>b) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3 of this Article. This ;</p> <p>c) Request the Board of Supervisors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total</p>	<p>- Update and edit according to Clause 2 , Article 115 of the Law on Enterprises.</p>
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Identification Card number, Identity Card, Passport or other legal personal identification for individual shareholders; name, permanent address, nationality, establishment decision number or business registration number for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;

d) Other rights as prescribed by law.

3. Shareholders or groups of shareholders specified in Clause 2 of this Article have the right to request the convening of a General Meeting of Shareholders in the following cases:

a) The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority;

b) The term of the Board of Directors has exceeded 06 months and a new Board of Directors has not been elected to replace it;

c) Other cases as prescribed in the Company Charter.

The request to convene a meeting of the General Meeting of Shareholders must be made in writing and must include the full name, permanent address, Citizen Identification Card number, Identity Card, Passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the

number of shares of the Company; issues to be inspected, purpose of inspection;

d) Other rights as prescribed by law and the Company Charter.

3. Shareholders or groups of shareholders specified in Clause 2 of this Article have the right to request the convening of a General Meeting of Shareholders in the following cases:

a) The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority;

b) Other cases as prescribed in the Company Charter.

4. The request to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3 of this Article must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Company, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders. Attached to the request to convene a meeting must be documents and evidence of violations by the Board of Directors, the level of violations or decision beyond authority

5. Shareholders or groups of shareholders owning 10% or more of total common shares have the right to nominate people to the Board of Directors and Supervisory Board.

The nomination of people to the Board of Directors and the Board of Supervisors is regulated as follows:

a) Common shareholders forming a group must sign a written confirmation to nominate people to the Board of

- Update, edit and supplement according to Clause 5, Article 115 of the Enterprise Law and the actual situation at the Company.

total number of shares of the Company, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders. Attached to the request to convene a meeting must be documents and evidence of violations by the Board of Directors, the level of violations or decisions beyond its authority.

4. In case the Company Charter does not provide otherwise, the nomination of people to the Board of Directors and the Board of Supervisors as prescribed in Point a, Clause 2 of this Article shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate people for the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in Clause 2 of this Article shall have the right to nominate one or several persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

5. Other rights as prescribed by law and the Company Charter.

Directors and the Board of Supervisors and must send a written notice of the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people according to the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

6. Other rights as prescribed by law and the Company Charter.

<p>Article 7. Obligations of shareholders</p> <p>1. Pay in full and on time for the number of shares committed to purchase.</p> <p>Capital contributed in common shares shall not be withdrawn from the Company in any form, except in cases where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital in violation of the provisions of this clause, that shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.</p> <p>2. Comply with the Company's Charter and internal management regulations.</p> <p>3. Comply with resolutions of the General Meeting of Shareholders and Board of Directors.</p> <p>4. Perform other obligations as prescribed by law and the Company Charter.</p> <p>5. Be personally responsible when performing one of the following acts on behalf of the Company in any form:</p> <ul style="list-style-type: none"> a) Violation of the law; b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals; c) Pay off debts that are not due in the face of possible financial risks to the Company. 	<p>Article 2 4. Obligations of shareholders</p> <p>1. Pay in full and on time for the number of shares committed to purchase.</p> <p>2. The capital contributed in the form of common shares shall not be withdrawn from the Company in any form, except in the case where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital in contravention of the provisions of this clause, that shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.</p> <p>3. Comply with the Company's Charter and internal management regulations of the Company .</p> <p>4. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.</p> <p>5. <u>Keep confidential the information provided by the Company according to the provisions of the Company Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations or individuals.</u></p> <p>6. <u>Attend the General Meeting of Shareholders and exercise voting rights through the following forms:</u></p> <ul style="list-style-type: none"> a) <u>Attend and vote directly at the meeting;</u> b) <u>Authorize other individuals and organizations to attend and vote at the meeting;</u> c) <u>Attend and vote via online conference, electronic voting or other electronic form;</u> d) <u>Send voting ballots to the meeting via mail, fax, or email;</u> d) <u>Send voting ballots by other means as prescribed in the Company Charter .</u> 	<p>- Supplement according to Clause 5, Article 13 of the Model Charter of Circular 116/2020/TT-BTC.</p> <p>- Supplement according to Clause 6, Article 13 of the Model Charter of Circular 116/2020/TT-BTC.</p>
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	<p>7. Be personally responsible when performing one of the following acts on behalf of the Company in any form:</p> <ul style="list-style-type: none"> a) Violation of the law; b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals; c) Pay off debts that are not due before financial risks to the Company. <p><u>8. Fulfill other obligations as prescribed by current laws.</u></p>	<p>- Supplement Clause 8, Article 13 of the Model Charter of Circular 116/2020/TT-BTC.</p>
<p>Article 25. General meeting of shareholders</p> <p>1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company.</p> <p>2. The General Meeting of Shareholders has the following rights and obligations:</p> <ul style="list-style-type: none"> a) Approve the Company's development orientation and long-term development plan; b) Decide on the type of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares; c) Elect, dismiss, remove members of the Board of Directors and Supervisors; d) Decision to invest or sell assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial report; d) Decision to amend and supplement the Company Charter; e) Approval of annual financial reports; g) Discuss and approve reports of the Board of Directors and the Board of Supervisors; 	<p>Article 27. Rights and obligations of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Joint Stock Company.</p> <p>2. The General Meeting of Shareholders has the following rights and obligations:</p> <ul style="list-style-type: none"> a) Approving the Company's development orientation; b) Decide on the type of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares; c) Elect, dismiss, remove members of the Board of Directors and members of the Board of Supervisors; d) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report; d) Decision to amend and supplement the Company Charter; e) Approval of annual financial reports; g) Decision to buy back more than 10% of total sold shares of each type; 	

<p>h) Decision on selecting an auditing company to audit the Company's financial statements;</p> <p>i) Decide on the remuneration of members of the Board of Directors and the Board of Supervisors;</p> <p>k) Decision to buy back more than 10% of total sold shares of each type;</p> <p>l) Review and handle violations by the Board of Directors and the Board of Supervisors that cause damage to the Company and its shareholders;</p> <p>m) Decision to reorganize and dissolve the Company;</p> <p>n) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.</p>	<p>h) Review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;</p> <p>i) Decision to reorganize and dissolve the Company;</p> <p>k) Decide on total remuneration, bonuses and other benefits for the Board of Directors and Board of Supervisors;</p> <p><u>l) Approve the internal regulations on corporate governance ; regulations on the operation of the Board of Directors, regulations on the operation of the Board of Supervisors;</u></p> <p><u>m) Approve the list of independent auditing companies; decide on the independent auditing company to conduct inspection of the Company's operations, and dismiss the independent auditor when deemed necessary.</u></p> <p>n) Other rights and obligations as prescribed by law and the Company Charter.</p>	<p>- Add point l, point m, clause 2, Article 138 of the Law on Enterprises.</p>
<p>Article 30. Exercising the right to attend the General Meeting of Shareholders</p> <p>1. Shareholders may attend the meeting in person, authorize another person in writing to attend the meeting or through one of the forms specified in Clause 2 of this Article. In case the shareholder is an organization that does not have an authorized representative as specified in Clause 4, Article 22 of this Charter, it shall authorize another person to attend the General Meeting of Shareholders.</p> <p>The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the form issued by the Company. The person authorized to attend the General Meeting of Shareholders must present the authorization document when registering to attend the meeting before entering the meeting room.</p>	<p>Article 28. Exercising the right to attend the General Meeting of Shareholders</p> <p><u>1. Shareholders and authorized representatives of organizational shareholders may directly attend the meeting, authorize in writing one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms specified in Clause 3 of this Article.</u></p> <p>2. The authorization for an individual or organization to represent them in attending the General Meeting of Shareholders must be made in writing. The authorization document must be made in accordance with the provisions of civil law and must clearly state the name of the authorized individual or organization and the number of authorized shares. The individual or organization authorized to attend the General Meeting of Shareholders must present the authorization document when registering to attend the meeting before entering the meeting room.</p>	<p>- Updated according to Clause 1, Article 144 of the Law on Enterprises.</p>

<p>2. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases :</p> <ul style="list-style-type: none"> a) Attend and vote directly at the meeting; b) Authorize another person to attend and vote at the meeting; c) Attend and vote via online conference, electronic voting or other electronic form; d) Send voting ballots to the meeting by mail, fax, or email. 	<p>3. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases :</p> <ul style="list-style-type: none"> a) Attend and vote directly at the meeting; b) Authorize other individuals and organizations to attend and vote at the meeting; c) Attend and vote via online conference, electronic voting or other electronic form; d) Send voting ballots to the meeting by mail, fax, or email ; d) Send voting ballots by other means as prescribed in the Company Charter. 	
<p>Article 27. List of shareholders entitled to attend the General Meeting of Shareholders</p> <p>1. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared based on the Company's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no earlier than 05 days before the date of sending the invitation to the General Meeting of Shareholders.</p> <p>2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of individual shareholders; name, enterprise code or establishment decision number, head office address of institutional shareholders; number of shares of each type, number and date of shareholder registration of each shareholder.</p> <p>3. Shareholders have the right to check, look up, extract and copy the list of shareholders entitled to attend the General Meeting of Shareholders; request to</p>	<p>Article 29. List of shareholders entitled to attend the General Meeting of Shareholders</p> <p>1. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared based on the Company's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared <u>no later than 10 days</u> before the date of sending the invitation to the General Meeting of Shareholders.</p> <p>2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares of each type, number and date of shareholder registration of each shareholder.</p> <p>3. Shareholders have the right to check, look up, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; request correction of incorrect information or addition of necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The Company's managers must promptly provide</p>	<p>- Amended according to Clause 1, Article 141 of the Enterprise Law</p>

<p>correct incorrect information or add necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The Company's managers must promptly provide information on the shareholder registration number, correct and supplement incorrect information upon request of shareholders; and at the same time, be responsible for compensating for damages arising from failure to provide or untimely and inaccurately providing information on the shareholder registration book upon request. The order and procedures for requesting information in the shareholder registration book shall comply with the provisions of the Company's Charter.</p>	<p>information in the shareholder register, correct and supplement incorrect information upon request of shareholders; and be responsible for compensating for damages arising from failure to provide or untimely or inaccurate provision of information in the shareholder register upon request. The order and procedures for requesting information in the shareholder register shall comply with the provisions of the Company's Charter.</p>	
<p>Article 28. Agenda and content of the General Meeting of Shareholders</p> <p>1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting.</p> <p>2. Shareholders or groups of shareholders specified in Clause 2, Article 6 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder or equivalent information, and the issues proposed to be included in the agenda.</p> <p>3. The person convening the General Meeting of Shareholders has the right to reject the proposal</p>	<p>Article 30. Agenda and content of the General Meeting of Shareholders</p> <p>1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting.</p> <p>2. Shareholders or groups of shareholders specified in Clause 2, Article 23 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda.</p> <p>3. In case the person convening the General Meeting of Shareholders refuses the proposal specified in Clause 2 of this Article, <u>he/she must respond in writing and state the reasons no later than 02 working days before the opening date of the General Meeting of Shareholders.</u> The person convening the</p>	<p>- Supplement according to Clause 3, Article 142 of the Law on Enterprises.</p>

<p>specified in Clause 2 of this Article if it falls under one of the following cases:</p> <p>a) The petition is not sent on time or is incomplete or incorrect in content;</p> <p>b) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders.</p> <p>4. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 2 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 3 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.</p>	<p>General Meeting of Shareholders may only refuse the proposal if it falls under one of the following cases:</p> <p>a) The petition is sent in violation of the provisions in Clause 2 of this Article;</p> <p>b) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders.</p> <p>4. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 2 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 3 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.</p>	
<p>Article 29. Invitation to the General Meeting of Shareholders</p> <p>1. The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders on the List of Shareholders entitled to attend the meeting at least 10 days before the opening date unless the Company's Charter stipulates a longer period. The notice of meeting must include the name, head office address, enterprise code; the name, permanent address of the shareholder, time, location of the meeting and other requirements for meeting attendees.</p> <p>2. The notice shall be sent by registered mail to the shareholders' contact address; and shall be posted on the Company's website and in a central or local daily newspaper, as deemed necessary.</p> <p>3. The meeting notice must be accompanied by the following documents:</p>	<p>Article 31. Invitation to General Meeting of Shareholders</p> <p>1. The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting <u>at least 21 days</u> before the opening date. The notice of meeting must include the name, head office address, enterprise code; name, contact address of shareholders, time, location of meeting and other requirements for meeting attendees.</p> <p>2. The meeting notice shall be sent by a method that ensures it reaches the shareholders' contact addresses and posted on the Company's website; if the Company deems it necessary, it shall be posted in a central or local daily newspaper in accordance with the provisions of the Company's Charter.</p> <p>3. The meeting notice must be accompanied by the following documents:</p> <p>a) Meeting agenda and documents used in the meeting;</p>	<p>- Amended according to Clause 1, Article 143 of the Law on Enterprises.</p>

<p>a) Meeting agenda, documents used in the meeting and draft resolutions for each issue in the meeting agenda;</p> <p>b) Voting ballot;</p> <p>c) Form of appointment of authorized representative to attend meeting.</p> <p>4. In case the Company has an electronic information page, the sending of meeting documents according to the invitation notice prescribed in Clause 3 of this Article can be replaced by posting on the Company's electronic information page. In this case, the meeting invitation notice must clearly state where and how to download the documents and the Company must send the meeting documents to shareholders if requested by shareholders.</p>	<p>b) List and detailed information of candidates in case of election of members of the Board of Directors and members of the Board of Supervisors;</p> <p>c) Voting ballot;</p> <p>d) Draft resolutions for each issue in the meeting agenda.</p> <p>meeting invitation as prescribed in Clause 3 of this Article can be replaced by posting them on the Company's electronic information page. In this case, the meeting invitation must clearly state where and how to download the documents.</p>	
<p>Article 31. Conditions for holding a General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents at least 51% of the total number of votes.</p> <p>2. In case the first meeting does not meet the conditions for holding it as prescribed in Clause 1 of this Article, a second meeting shall be convened within 30 days from the date of the first meeting, unless otherwise provided in the Company Charter. The second meeting of the General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents at least 33% of the total number of votes.</p> <p>3. In case the second meeting is not eligible to be held according to the provisions of Clause 2 of this Article, a third meeting shall be convened within 20 days from the date of the second meeting. In this case ,</p>	<p>Article 32. Conditions for holding a General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting <u>represents more than 50% of the total number of votes</u> .</p> <p>2. In case the first meeting does not meet the conditions for holding it as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.</p> <p>3. In case the second meeting does not meet the conditions for holding the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.</p>	<p>- Amended according to Clause 1, Article 145 of the Enterprise Law</p>

<p>the meeting of the General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.</p> <p>4. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda sent with the meeting invitation as prescribed in Article 29 of this Charter.</p>	<p>4. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda sent with the meeting invitation as prescribed in Article 30 of this Charter.</p>	
<p>Article 32. Procedures for conducting meetings and voting at the General Meeting of Shareholders</p> <p>The procedures for conducting meetings and voting at the General Meeting of Shareholders are as follows:</p> <p>1. Before opening the meeting, shareholders must be registered to attend the General Meeting of Shareholders;</p> <p>2. The election of the Chairman, Secretary and Counting Committee is regulated as follows:</p> <p>a) The Chairman of the Board of Directors chairs meetings convened by the Board of Directors; in case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle; in case no one can be elected as chair, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a chairperson of the meeting and the person with the highest number of votes shall chair the meeting;</p> <p>b) In other cases, the person who signs the meeting convenes the General Meeting of Shareholders to direct the General Meeting of Shareholders to elect a meeting chairman and the person with the highest number of votes shall chair the meeting;</p>	<p>Article 33. Procedures for conducting meetings and voting at the General Meeting of Shareholders</p> <p>1. Before opening the meeting, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting are present and registered in the following order:</p> <p><u>a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and without opinion. At the General Meeting, the cards in favor of the resolution shall be collected first, the cards against the resolution shall be collected later, and finally the total number of votes in favor or against shall be counted to make a decision. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting. The General Meeting shall elect those responsible for counting or supervising the counting of votes at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting.</u></p>	<p>- Supplement points a and b, clause 1, Article 20 of the Model Charter of Circular 116/2020/TT-BTC.</p>

c) The chairperson appoints one or more people to act as meeting secretaries;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairman.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the agenda.

4. The chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of the meeting attendees.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by collecting voting cards in favor of the resolution, then collecting voting cards against the resolution, and finally counting the votes in favor, against, and abstentions. The vote counting results are announced by the chairman immediately before the meeting closes.

6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents shall not change.

7. The person convening the General Meeting of Shareholders has the following rights:

a) Require all meeting attendees to submit to inspection or other lawful, reasonable security measures;

b) Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The chairperson is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents previously voted on remains unchanged.

2. The election of the chairman, secretary and counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chairperson, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the meeting chairperson from among the attendees and the person with the highest number of votes shall chair the meeting;

b) Except for the case specified in Point a of this Clause, the person who signs the meeting convenes the General Meeting of Shareholders to conduct the meeting so that the General Meeting of Shareholders can elect the meeting chairman and the person with the highest number of votes shall chair the meeting;

c) The chairperson appoints one or more people to act as meeting secretaries;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairman.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session.

<p>b) Request competent authorities to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.</p> <p>8. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees as prescribed to another time or change the meeting location in the following cases:</p> <p>a) The meeting location does not have enough convenient seating for all attendees;</p> <p>b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;</p> <p>c) There are attendees who obstruct or disrupt the meeting, creating a risk of preventing the meeting from being conducted fairly and legally.</p> <p>The maximum postponement period shall not exceed 03 days from the date the meeting is scheduled to open.</p> <p>9. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.</p>	<p>The agenda must clearly and specifically specify the time for each issue in the agenda.</p> <p>4. The chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of the meeting attendees.</p> <p>5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by collecting voting cards in favor of the resolution, then collecting voting cards against the resolution, and finally counting the votes in favor, against, and abstentions. The vote counting results are announced by the chairman immediately before the meeting closes.</p> <p>6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents shall not change.</p> <p>7. The person convening or chairing the meeting of the General Meeting of Shareholders has the following rights:</p> <p>a) Require all meeting attendees to submit to inspection or other lawful, reasonable security measures;</p> <p>b) Request competent authorities to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.</p> <p>8. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:</p> <p>a) The meeting location does not have enough convenient seating for all attendees;</p>	<p>- Supplement according to Clause 10, Article 20 of the Model Charter of Circular 116/2020/TT-BTC.</p>
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	<p>b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;</p> <p>c) There are attendees who obstruct or disrupt the meeting, creating a risk of preventing the meeting from being conducted fairly and legally.</p> <p>9. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.</p> <p><u>10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.</u></p>	
<p>Article 34. Conditions for resolution to be passed</p> <p>1. The resolution on the following content shall be passed if approved by shareholders representing at least 65% of the total votes of all shareholders attending the meeting:</p> <p>a) Type of shares and total number of shares of each type;</p> <p>b) Change of industry, profession and business field;</p> <p>c) Change the Company's management structure;</p>	<p>Article 35. Conditions for the Resolution of the General Meeting of Shareholders to be passed</p> <p>1. Resolutions on the following contents shall be passed if approved by shareholders representing 65% or more of the total votes of all shareholders <u>attending and voting at the meeting</u>, except for the cases specified in Clauses 3, 4 and 6 of this Article;</p> <p>a) Type of shares and total number of shares of each type;</p> <p>b) Change of industry, profession and business field;</p> <p>c) Change the Company's management structure;</p> <p>d) Investment project or sale of assets with value of 35% or more of total asset value recorded in the Company's most recent financial report .</p>	<p>- Add the phrase "attend and vote at the meeting" according to Clause 5, Article 7 of Law No. 03/2022.</p>

<p>approved by shareholders representing at least 51% of the total number of votes.</p> <p>5. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date the resolution is passed; in case the Company has a website, the sending of the resolution can be replaced by posting it on the Company's website.</p>	<p>resolution can be replaced by posting it on the Company's website.</p> <p>6. <u>A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.</u></p>	
<p>Article 41. Standards and conditions for membership in the Board of Directors</p> <p>1. Members of the Board of Directors must have the following standards and conditions:</p> <p>a) Have full civil act capacity and are not subject to prohibition from managing enterprises as prescribed in Clause 2, Article 18 of the Law on Enterprises;</p> <p>b) University degree or higher, legal knowledge and professional qualifications, experience and business management capacity;</p> <p>c) A member of the Board of Directors of a Company may concurrently be a member of the Board of Directors of another Company.</p> <p>2. Principles for nomination and candidacy for the Board of Directors:</p> <p>a) Shareholders or groups of shareholders holding from 10% to less than 20% of total voting shares for a continuous period of at least 06 months may nominate a maximum of 01 candidate;</p> <p>b) Shareholders or groups of shareholders holding from 20% to less than 30% of total voting shares for a</p>	<p><u>Article 40. Candidacy and nomination of members of the Board of Directors</u></p> <p>1. <u>In case the Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be disclosed includes:</u></p> <p>a) <u>Full name, date of birth;</u></p> <p>b) <u>Professional qualifications;</u></p> <p>c) <u>Work process;</u></p> <p>d) <u>Other management positions (including positions on the Board of Directors of other Companies);</u></p> <p>d) <u>Benefits related to the Company and its related parties;</u></p> <p>e) <u>Public companies must be responsible for disclosing information about the Companies in which candidates are</u></p>	<p>- Supplement according to Article 25 of the Model Charter of Circular 116/2020/TT-BTC.</p> <p>- Updated according to Clause 2, Article 25</p>

<p>continuous period of at least 06 months may nominate up to 02 candidates;</p> <p>c) Shareholders or groups of shareholders holding from 30% to less than 40% of total voting shares for a continuous period of at least 06 months may nominate up to 03 candidates;</p> <p>d) Shareholders or groups of shareholders holding from 40% to less than 50% of total voting shares for a continuous period of at least 06 months may nominate up to 04 candidates;</p> <p>d) Shareholders or groups of shareholders holding from 50% to less than 60% of total voting shares for a continuous period of at least 06 months may nominate up to 05 candidates;</p> <p>e) Shareholders or groups of shareholders holding from 60% to less than 70% of total voting shares for a continuous period of at least 06 months may nominate up to 06 candidates;</p> <p>g) Shareholders or groups of shareholders holding from 70% to less than 80% of total voting shares for a continuous period of at least 06 months may nominate up to 07 candidates;</p> <p>h) Shareholders or groups of shareholders holding 80% or more of the total number of voting shares for a continuous period of at least 06 months may nominate up to 08 candidates.</p> <p>3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the incumbent Board of Directors may nominate additional candidates or organize nominations according to another mechanism according to the Election Regulations approved by the</p>	<p><u>holding positions as members of the Board of Directors, other management positions and the interests related to the Company of the candidates for the Board of Directors (if any).</u></p> <p>2. Principles for nomination and candidacy for the Board of Directors:</p> <p>a) Shareholders or groups of shareholders holding from 10% to less than 20% of total common shares may nominate a maximum of 01 candidate;</p> <p>b) Shareholders or groups of shareholders holding from 20% to less than 30% of total common shares may nominate a maximum of 02 candidates;</p> <p>c) Shareholders or groups of shareholders holding from 30% to less than 40% of total common shares may nominate up to 03 candidates;</p> <p>d) Shareholders or groups of shareholders holding from 40% to less than 50% of total common shares may nominate up to 04 candidates;</p> <p>d) Shareholders or groups of shareholders holding from 50% to less than 60% of total common shares may nominate a maximum of 05 candidates;</p> <p>e) Shareholders or groups of shareholders holding from 60% to less than 70% of total common shares may nominate up to 06 candidates;</p> <p>g) Shareholders or groups of shareholders holding from 70% to less than 80% of total common shares may nominate a maximum of 07 candidates;</p> <p>h) Shareholders or groups of shareholders holding 80% or more of total common shares may nominate up to 08 candidates.</p> <p>3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required by regulations , the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with <u>the provisions of the Company Charter,</u></p>	<p>of the Model Charter of Circular 116/2020/TT-BTC.</p> <p>Replace the phrase "having voting rights for a continuous period of at least 06 months" with the word "universal".</p> <p>- Updated according to Clause 3, Article 25 of the Model Charter of Circular 116/2020/TT-BTC;</p>
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<p>General Meeting of Shareholders before conducting the nomination.</p> <p>4. The election of Board of Directors members is carried out by the cumulative voting method prescribed in Clause 3, Article 34 of this Charter.</p>	<p><u>Internal Regulations on corporate governance and the Board of Directors' operating regulations. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.</u></p> <p>4. The election of Board of Directors members is carried out by the cumulative voting method prescribed in Clause 3, Article 35 of this Charter.</p>	
<p>Article 39. Board of Directors</p> <p>1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company that are not under the authority of the General Meeting of Shareholders.</p> <p>2. The Board of Directors has the following rights and obligations:</p> <p>a) Decide on the Company's strategy, medium-term development plan and annual business plan;</p> <p>b) Propose and submit to the General Meeting of Shareholders on the types of shares and total number of shares of each type offered for sale;</p> <p>(Amended in the Charter)</p> <p>c) Decision to sell new shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;</p> <p>d) Decide on the selling price of the Company's shares and bonds;</p> <p>d) Decision to repurchase shares as prescribed in Clause 1, Article 18 of this Charter;</p> <p>e) Decide on investment plans and investment projects within the authority and limits prescribed by law;</p>	<p>Article 43. Board of Directors</p> <p>1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company that are not under the authority of the General Meeting of Shareholders.</p> <p>2. The Board of Directors has the following rights and obligations:</p> <p>a) Decide on the Company's strategy, medium-term development plan and annual business plan;</p> <p>b) Propose and submit to the General Meeting of Shareholders on the types of shares and total number of shares of each type offered for sale;</p> <p>c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;</p> <p>d) Decide on the selling price of the Company's shares and bonds;</p> <p>d) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 16 of this Charter;</p> <p>e) Decide on investment plans and investment projects within the authority and limits prescribed by law;</p> <p>g) Decide on solutions for market development, marketing and technology;</p>	<p>- Update the names of points, clauses, and articles according to the new Charter.</p>

<p>g) Decide on solutions for market development, marketing and technology;</p> <p>h) Approve purchase, sale, loan, lending and other contracts with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial report. This provision does not apply to contracts and transactions specified in Point d, Clause 2, Article 25 and Clauses 1 and 3, Article 64 of this Charter;</p> <p>i) Elect, appoint, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director, Deputy General Director, Chief Accountant of the Company, General Director of the member company owned by the Company, heads of branches of the Company and equivalent positions; decide on salaries and other benefits of those appointed or contracted by the Board of Directors; send authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on the remuneration and other benefits of those people; appoint, dismiss the commercial representative, Lawyer of the Company, decide on their remuneration and other benefits;</p> <p>k) Approve the personnel plan for the General Director to sign the appointment decision for other management positions in the Company from the level of Department Head and equivalent or lower;</p> <p>l) Supervise and direct the General Director and other managers in the daily business operations of the Company;</p> <p>m) Decide on the organizational structure and internal management regulations of the Company,</p>	<p>h) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial report ; <u>except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 27, Clauses 1 and 3, Article 67 of this Charter;</u></p> <p>i) Elect, appoint, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director, Deputy General Director, Chief Accountant, Person in charge of administration, Secretary, Assistant, Chairman of the Subsidiary, Head of branch, Head of representative office, Representative of the Company's capital in other enterprises, organizations and equivalent positions ; decide on salaries, remuneration, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, decide on remuneration and other benefits of those people;</p> <p>k) Approve the personnel plan for the General Director to sign the appointment decision for other management positions in the Company from the department head level and equivalent or lower;</p> <p>l) Supervise and direct the General Director and other managers in the daily business operations of the Company;</p> <p>m) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and capital contribution and purchase of shares of other enterprises;</p> <p>n) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting</p>	<p>- Supplement according to point q clause 2 Article 27 Model Charter of Circular 116/2020/TT-BTC.</p>
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decide on the establishment of subsidiaries, branches, representative offices, and capital contribution and purchase of shares of other enterprises;

n) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass decisions;

o) Submit annual financial settlement report to the General Meeting of Shareholders;

p) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;

q) Proposing the reorganization, dissolution, and bankruptcy of the Company;

r) Other rights and obligations as prescribed by law and the Company Charter.

3. The Board of Directors shall pass decisions by voting at meetings, by obtaining written opinions or by other means chosen by the Board of Directors. Each member of the Board of Directors shall have one vote.

4. When performing its functions, rights and obligations, the Board of Directors shall comply with the provisions of law, the Company's Charter and resolutions of the General Meeting of Shareholders. In case a resolution passed by the Board of Directors is contrary to the provisions of law or the Company's Charter and causes damage to the Company, the members who approve the resolution shall jointly bear personal responsibility for the resolution and shall compensate the Company for the damage; members who oppose the resolution shall be exempted from liability. In this case, shareholders who have

of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

o) Submit audited annual financial statements to the General Meeting of Shareholders;

p) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;

q) Propose the reorganization and dissolution of the Company; request the bankruptcy of the Company;

r) Decide to issue the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors after being approved by the General Meeting of Shareholders;

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.

3. The Board of Directors shall pass resolutions and decisions by voting at meetings, by obtaining written opinions or by other forms chosen by the Board of Directors. Each member of the Board of Directors shall have one vote.

4. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who agree to pass such resolution or decision shall jointly bear personal responsibility for such resolution or decision and shall compensate the Company for the damage; members who oppose the passage of the above resolution or decision shall be exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the above resolution or decision.

<p>continuously owned shares of the Company for at least 01 year have the right to request the Board of Directors to suspend the implementation of the above resolution.</p>		
<p>Article 43. Board of Directors meeting</p> <p>1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within 07 working days from the date of completion of the Board of Directors' election for that term. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the Board of Directors' meeting.</p> <p>2. The Board of Directors may hold regular or extraordinary meetings. The Board of Directors shall meet at the Company's head office or elsewhere.</p> <p>3. Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors when deemed necessary, but must meet at least once a quarter.</p> <p>4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors when one of the following cases occurs:</p> <ul style="list-style-type: none"> a) At the request of the Board of Supervisors; b) At the request of the General Director or at least 05 other managers; c) At the request of at least 02 executive members of the Board of Directors; d) There is a request from the Independent Auditor who is auditing the Company's Financial Statements. 	<p>Article 46. Meeting of the Board of Directors</p> <p>1. Chairman The Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.</p> <p>2. The Board of Directors <u>must meet at least once a quarter</u> and may hold extraordinary meetings.</p> <p>3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:</p> <ul style="list-style-type: none"> a) At the request of the Board of Supervisors; b) At the request of the Board of Directors or at least 05 other managers; c) Requested by at least 02 members of the Board of Directors; <p>4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.</p> <p>5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the person making the request has the right to replace the Chairman</p>	<p>- Updated according to Clause 2, Article 157 of the Law on Enterprises.</p>

The proposal must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 4 of this Article. In case the Chairman fails to convene a meeting of the Board of Directors as requested, the Chairman shall be responsible for any damage caused to the Company; the person making the request has the right to convene a meeting of the Board of Directors on behalf of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date unless otherwise provided in the Company Charter. The meeting invitation must specify the time and location of the meeting, agenda, issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and voting ballots of the members.

The meeting notice shall be sent by post, fax, email or other means but must be ensured to reach the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the Supervisors as to the members of the Board of Directors.

of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

Notice of Board of Directors' meeting may be sent by invitation, telephone, fax, electronic means or other methods as prescribed in the Company's Charter and guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the members of the Supervisory Board as to the members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, a second meeting shall be convened within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

a) Attend and vote directly at the meeting;

Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be held when three-quarters or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this clause does not have the required number of members, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting as prescribed in Clause 10 of this Article.
- c) Attend and vote via online conference or other similar form;
- d) Send voting ballots to the meeting via mail, fax, or email.

In case of sending the ballot to the meeting by mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one hour before the opening. The ballot may only be opened in the presence of all attendees.

Resolutions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;

c) Attend and vote via online conference, electronic voting or other electronic form;

d) Send voting ballots to the meeting via mail, fax, or email;

d) Sending ballots by other means.

10. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize others to attend meetings and vote if approved by a majority of Board of Directors members.

12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

<p>10. Members must attend all meetings of the Board of Directors. Members may authorize another person to attend the meeting if approved by a majority of the Board of Directors.</p>		
	<p>Article 47. Person in charge of corporate governance (Assistant to the Chairman of the Board of Directors)</p> <p>1. The Board of Directors of the Company shall appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary.</p> <p>2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.</p> <p>3. The person in charge of corporate governance has the following rights and obligations:</p> <ul style="list-style-type: none"> a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders; b) Prepare meetings of the Board of Directors, Supervisory Board and General Meeting of Shareholders at the request of the Board of Directors or Supervisory Board; c) Advice on meeting procedures; d) Attend meetings; d) Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal provisions; e) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members and Supervisory Board members; g) Monitor and report to the Board of Directors on the Company's information disclosure activities; h) Be the point of contact with stakeholders; 	<p>- Supplement according to Article 32 of the Model Charter of Circular 116/2020/TT-BTC.</p>

	<p>i) Keep information confidential in accordance with the provisions of law and the Company's Charter;</p> <p>k) Other rights and obligations as prescribed by law.</p>	
<p>Article 52. Company Secretary</p> <p>1. The Board of Directors shall appoint one (or more) persons as Company Secretary for the term of the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, but not contrary to the Labor Contract signed with them and current labor laws. The Company Secretary shall have the following duties:</p> <p>a) Organize meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the order of the Chairman of the Board of Directors or the Head of the Supervisory Board;</p> <p>b) Record minutes of meetings;</p> <p>c) Advice on meeting procedures;</p> <p>d) Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and the Supervisory Board;</p> <p>d) And some other tasks assigned by the Chairman of the Board of Directors.</p> <p>2. The Company Secretary is responsible for keeping information confidential in accordance with the provisions of law and the Company Charter.</p>	<p>Article 48. Company Secretary</p> <p>1. The Board of Directors shall appoint one or more persons as Company Secretaries for the term of the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, but not contrary to the Labor Contract signed with them and current labor laws. The Company Secretary shall have the following rights and obligations:</p> <p>a) <u>Support the organization in convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;</u></p> <p>b) <u>Support Board members in performing assigned rights and obligations;</u></p> <p>c) <u>Support the Board of Directors in applying and implementing corporate governance principles;</u></p> <p>d) <u>Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;</u></p> <p>d) Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and the Board of Supervisors;</p> <p>e) Some other tasks assigned by the Chairman of the Board of Directors.</p> <p>2. The Company Secretary is responsible for keeping information confidential in accordance with the provisions of law and the Company Charter.</p>	<p>- Amended according to Clause 5, Article 156 of the Law on Enterprises.</p>
<p>Article 44. Minutes of Board of Directors meetings</p>	<p>Article 49. Minutes of Board of Directors meetings</p> <p>1. Minutes of meetings of the Board of Directors must be recorded and may be recorded, recorded and stored in other</p>	

<p>1. Minutes of meetings of the Board of Directors must be recorded and may be recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be prepared in a foreign language, with the following main contents:</p> <ul style="list-style-type: none"> a) Name, head office address, business registration number; b) Purpose, agenda and content of the meeting; c) Time and place of meeting; d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason; d) Issues discussed and voted on at the meeting; e) Summarize the opinions of each member attending the meeting in the order of the meeting's progress; g) Voting results, clearly stating the members who agree, disagree and have no opinion; h) Issues approved; i) Full name and signature of the chairman and the person taking the minutes. <p>The chairman and the minute taker shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.</p> <p>2. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's head office.</p> <p>3. Minutes drawn up in Vietnamese and foreign languages have equal validity. In case of differences in the content of the minutes in Vietnamese and foreign languages, the content in the minutes in Vietnamese shall prevail.</p>	<p>electronic forms. Minutes must be prepared in Vietnamese and may be prepared in a foreign language, with the following main contents:</p> <ul style="list-style-type: none"> a) Name, head office address, business registration number; b) Purpose, agenda and content of the meeting; c) Time and place of meeting; d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason; d) Issues discussed and voted on at the meeting; e) Summarize the opinions of each member attending the meeting in the order of the meeting's progress; g) Voting results, clearly stating the members who agree, disagree and have no opinion; h) The matter has been approved; i) Full name and signature of the chairman and the person taking the minutes. <p><u>2. In case the chairperson or the minutestaker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending and agreeing to sign the meeting minutes and having full contents as prescribed in Points a, b, c, d, dd, e, g and h, Clause 1 of this Article, then these minutes shall be valid. The meeting minutes shall clearly state that the chairperson or the minutestaker refuses to sign the meeting minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the minutestaker shall be personally responsible for damages incurred to the enterprise due to refusal to sign the meeting minutes in accordance with the provisions of the Law on Enterprises, the Company Charter and relevant laws.</u></p>	<p>- Supplement according to Clause 2, Article 158 of the Law on Enterprises and Clause 5, Article 7 of Law No. 03/2022.</p>
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	<p>3. The chairman, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.</p> <p>4. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's head office.</p> <p>5. Minutes drawn up in Vietnamese and in a foreign language have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.</p>	
<p>Article 46. Dismissal, removal and addition of members to the Board of Directors</p> <p>1. A member of the Board of Directors shall be dismissed in the following cases:</p> <p>a) Not meeting the standards and conditions as prescribed in Article 41 of this Charter;</p> <p>b) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;</p> <p>c) Have a resignation letter;</p> <p>d) A member of the Board of Directors is a shareholder but later transferred all his shares to another person;</p> <p>d) A member of the Board of Directors is an authorized representative of an organizational shareholder but has had his/her representative authorization revoked or the represented organizational shareholder has transferred all shares to another person.</p> <p>Board members in the cases mentioned in this clause are no longer eligible to be members of the Board of Directors from the time the Board of Directors officially confirms in writing without having</p>	<p>Article 50. Dismissal, removal, replacement and addition of members of the Board of Directors</p> <p><u>1. General Meeting of Shareholders dismisses members of the Board of Directors in the following cases:</u></p> <p>a) Not meeting the standards and conditions as prescribed in Article 42 of this Charter;</p> <p>b) Have a resignation letter <u>and it is accepted</u>;</p> <p>c) A member of the Board of Directors is a shareholder but later transferred or donated his/her shares to another person and the remaining shares held by the shareholder do not meet the qualifications to be nominated or run for membership of the Board of Directors according to the provisions of the Company's Charter.</p> <p>d) A member of the Board of Directors who is an authorized representative or nominee of a shareholder but has had his/her authorized representative or nominee status revoked or the shareholder has transferred or donated his/her shares to another person and the remaining shares held by the shareholder do not meet the criteria to be nominated or run for membership of the Board of Directors according to the provisions of the Company's Charter.</p> <p><u>2. General meeting of shareholders dismisses members of the Board of Directors in the following cases:</u></p>	<p>- Amend and supplement according to Clause 1, Article 160 of the Enterprise Law and the actual situation at the Company.</p> <p>- Amended according to Clause 2, Article 160 of the Law on Enterprises.</p>

to wait for the General Meeting of Shareholders to issue a resolution of dismissal.

The election of new members to replace members of the Board of Directors who have been dismissed or removed shall be carried out in accordance with the provisions of Point b, Clause 4 of this Article.

2. In case the Board of Directors leads the Company's business operations and makes continuous losses for more than half of its term, all members of that term will be dismissed; the General Meeting of Shareholders will hold a meeting to re-elect all members of the Board of Directors according to general procedures.

3. A member of the Board of Directors may be dismissed by resolution of the General Meeting of Shareholders. In case a member of the Board of Directors embezzles the Company's assets or intentionally violates the provisions of the law and the Company's Charter, causing serious damage to the Company's assets, reputation and brand, he/she will be dismissed immediately from the time the Board of Directors confirms in writing after collecting sufficient evidence proving the member's wrongdoing without having to wait for the General Meeting of Shareholders to issue a Resolution of dismissal, unless the General Meeting of Shareholders decides otherwise.

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

a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company's Charter. In

a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure.

b) A member of the Board of Directors embezzles the Company's assets or intentionally violates the provisions of law and the Company's Charter, causing serious damage to the Company's assets, reputation and brand.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors, except in the cases specified in Clause 1 and Clause 2 of this Article.

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

a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) Except for the case specified in Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the most recent meeting.

- Add Clause 3, Article 160 of the Law on Enterprises.

- Supplement according to point c, clause 4, Article 160 of the Law on Enterprises.

<p>this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;</p> <p>b) In other cases, at the nearest meeting, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed.</p>		
<p>Article 54. Standards and conditions of Controllers</p> <p>2. Principles for nomination and candidacy for the Board of Supervisors:</p> <p>a) Shareholders or groups of shareholders holding from 10% to less than 20% of total voting shares for a continuous period of at least 06 months may nominate a maximum of 01 candidate;</p> <p>b) Shareholders or groups of shareholders holding from 20% to less than 30% of total voting shares for a continuous period of at least 06 months may nominate up to 02 candidates;</p> <p>c) Shareholders or groups of shareholders holding from 30% to less than 40% of total voting shares for a continuous period of at least 06 months may nominate up to 03 candidates;</p> <p>d) Shareholders or groups of shareholders holding from 40% to less than 50% of total voting shares for a continuous period of at least 06 months may nominate up to 04 candidates;</p> <p>d) Shareholders or groups of shareholders holding from 50% to less than 60% of total voting shares for a continuous period of at least 06 months may nominate up to 05 candidates;</p>	<p><u>Article 55. Candidacy and nomination of members of the Board of Supervisors</u></p> <p><u>1. The nomination and candidacy of members of the Board of Supervisors is carried out as follows:</u></p> <p>a) Shareholders or groups of shareholders holding from 10% to less than 20% of total common shares may nominate a maximum of 01 candidate;</p> <p>b) Shareholders or groups of shareholders holding from 20% to less than 30% of total common shares may nominate a maximum of 02 candidates;</p> <p>c) Shareholders or groups of shareholders holding from 30% to less than 40% of total common shares may nominate up to 03 candidates;</p> <p>d) Shareholders or groups of shareholders holding from 40% to less than 50% of total common shares may nominate up to 04 candidates;</p> <p>d) Shareholders or groups of shareholders holding from 50% to less than 60% of total common shares may nominate up to 05 candidates.</p> <p>e) Shareholders or groups of shareholders holding from 60% to less than 70% of total common shares may nominate up to 06 candidates;</p> <p>g) Shareholders or groups of shareholders holding from 70% to less than 80% of total common shares may nominate a maximum of 07 candidates;</p>	<p>- Updated according to Clause 1, Article 36 of the Model Charter of Circular 116/2020/TT-BTC. Replace the phrase "having voting rights for a continuous period of at least 06 months" with the word "universal".</p> <p>- Updated according to Clause 2, Article 36 of the Model Charter of Circular 116/2020/TT-BTC.</p>

<p>e) Shareholders or groups of shareholders holding from 60% to less than 70% of total voting shares for a continuous period of at least 06 months may nominate up to 06 candidates;</p> <p>g) Shareholders or groups of shareholders holding from 70% to less than 80% of total voting shares for a continuous period of at least 06 months may nominate up to 07 candidates;</p> <p>h) Shareholders or groups of shareholders holding 80% or more of the total number of voting shares for a continuous period of at least 06 months may nominate up to 08 candidates.</p> <p>3. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to another mechanism according to the Election Regulations approved by the General Meeting of Shareholders before conducting the nomination.</p> <p>4. The election of members of the Board of Supervisors is carried out according to the cumulative voting method prescribed in Clause 3, Article 34 of this Charter.</p>	<p>h) Shareholders or groups of shareholders holding 80% or more of total common shares may nominate up to 08 candidates.</p> <p>2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates <u>or organize nominations in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the provisions of law.</u></p> <p>3. The election of members of the Board of Supervisors is carried out by the cumulative voting method prescribed in Clause 3, Article 35 of this Charter.</p>	
<p>Article 5 3. Board of Control</p> <p>1. The Company's Board of Supervisors has 03 members, the term of office of the Supervisor is not more than 05 years and the Supervisor can be re-elected with an unlimited number of terms.</p> <p>2. The Supervisors shall elect one of them as the Head of the Supervisory Board by majority rule. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head of the Supervisory Board must be a professional</p>	<p>Article 5 6. Board of Supervisors</p> <p>1. The Company's Board of Supervisors has 03 Supervisors. The term of office of a Supervisor shall not exceed 05 years and he/she may be re-elected for an unlimited number of terms.</p> <p>2. <u>The Head of the Supervisory Board is elected by the Supervisory Board from among the Supervisors; the election, dismissal, and removal are based on the majority principle. The rights and obligations of the Head of the Supervisory Board are stipulated in the Company's Charter. The Supervisory Board must have more than half of its members residing in Vietnam.</u></p>	<p>- Amended according to Clause 2, Article 168 of the Enterprise Law</p>

<p>accountant or auditor and must work full-time at the Company.</p> <p>The number of members of the Board of Supervisors who must reside permanently in Vietnam for each term will be decided by the General Meeting of Shareholders at the meeting to elect the Board of Supervisors for the corresponding term.</p> <p>3. In case the term of the Controller ends at the same time and the new term Controller has not been elected, the term of the Controller whose term has expired shall continue to exercise rights and obligations until the new term Controller is elected and takes office.</p>	<p><u>The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a suitable major related to the business activities of the enterprise.</u></p> <p>3. In case the term of the Controller ends at the same time and the new term Controller has not been elected, the term of the Controller whose term has expired shall continue to exercise rights and obligations until the new term Controller is elected and takes office.</p>	
<p>Article 5 4. Standards and conditions of Controller</p> <p>1. Have full civil act capacity and not be prohibited from establishing and managing an enterprise according to the provisions of the Law on Enterprises;</p> <p>2. Not being the wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or sibling of a member of the Board of Directors, the General Director, or other managers under the appointment authority of the Board of Directors;</p> <p>3. Not allowed to hold management positions in the Company;</p> <p>4. Not a member of the Company's accounting and finance department and not a member or employee of the independent auditing company that is auditing the Company's financial statements;</p>	<p>Article 57. Standards and conditions of Controllers</p> <p>1. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises.</p> <p><u>2. Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major suitable for the business activities of the enterprise;</u></p> <p>3. Not a family member of a member of the Board of Directors, General Director and other managers;</p> <p>4. Not a manager of the Company; not necessarily a shareholder or employee of the Company.</p> <p>5. Other standards and conditions as prescribed by other relevant laws and the Company Charter.</p>	<p>- Updated according to Article 169 of the Enterprise Law.</p>

<p>5. When a Company lists its shares on the Stock Exchange, it must comply with the standards prescribed by the law on securities.</p>		
<p>Article 55. Head of the Board of Supervisors</p> <p>1. The Head of the Board of Supervisors has the following rights and obligations:</p> <ul style="list-style-type: none"> a) Develop programs and plans for the Board of Supervisors' activities; b) Prepare agenda, content, and documents for meetings; convene and chair meetings of the Board of Supervisors; c) Assign tasks to each Controller; d) Chair the General Meeting of Shareholders convened by the Board of Supervisors; d) Sign documents of the Board of Supervisors; e) Other rights and obligations as prescribed by this law and the Company Charter. <p>2. In case the Head of the Supervisory Board is absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and obligations of the Head of the Supervisory Board. In case no one is authorized, the remaining members shall elect one of the members to temporarily hold the position of Head of the Supervisory Board according to the majority principle.</p> <p>3. The Head of the Board of Supervisors may be dismissed by decision of the Board of Supervisors.</p>	<p>Article 58. Head of Supervisory Board</p> <p>1. The Head of the Board of Supervisors has the following rights and obligations:</p> <ul style="list-style-type: none"> a) Convene a meeting of the Board of Supervisors; b) Request the Board of Directors, General Director and other executives to provide relevant information to report to the Board of Supervisors; c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders. <p>2. In case the Head of the Supervisory Board is absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and obligations of the Head of the Supervisory Board. In case no one is authorized, the remaining members shall elect one of the members to temporarily hold the position of Head of the Supervisory Board according to the majority principle.</p> <p>3. The Head of the Board of Supervisors may be dismissed by decision of the Board of Supervisors.</p>	<p>- Amended according to Clause 2, Article 38 of the Model Charter of Circular 116/2020/TT-BTC/TT-BTC.</p>
	<p>Article 60. Meeting of the Board of Supervisors</p> <p>1. The Board of Supervisors must meet at least twice a year, with at least 2/3 of the members attending the meeting. Minutes of the Board of Supervisors meetings must be detailed and clear. The person taking the minutes and the members of the Board of</p>	<p>- Supplement according to Article 40 of the Model Charter of Circular</p>

	<p>Supervisors attending the meeting must sign the minutes of the meeting. Minutes of the Board of Supervisors meetings must be kept to determine the responsibilities of each member of the Board of Supervisors.</p> <p>2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of approved auditing organizations to attend and answer questions that need to be clarified.</p>	116/2020/TT-BTC/TT-BTC.
<p>Article 59. Dismissal and removal of Controllers</p> <p>1. A controller shall be dismissed in the following cases:</p> <p>a) No longer meeting the standards and conditions to be a Controller as prescribed in Article 54 of this Charter;</p> <p>b) Failure to exercise one's rights and obligations for 06 consecutive months, except in cases of force majeure;</p> <p>c) Have a resignation letter and it is accepted;</p> <p>d) The controller is the authorized representative of an organizational shareholder but the representative authorization has been revoked or the represented organizational shareholder has transferred all shares to another person.</p> <p>Supervisors in the cases mentioned in this clause will no longer be qualified as Supervisors from the time the Board of Supervisors officially confirms in writing without having to wait for the General Meeting of Shareholders to issue a resolution of dismissal.</p> <p>When an organizational shareholder withdraws the representative authorization of the Supervisor, the organizational shareholder may appoint another authorized representative to replace it; in this case, the</p>	<p>Article 63. Dismissal and removal of controllers</p> <p>1. The General Meeting of Shareholders dismisses the Controller in the following cases:</p> <p>a) Not meeting the standards and conditions as prescribed in Article 57 of this Charter;</p> <p>b) Have a resignation letter and it is accepted;</p> <p>c) The controller is the authorized representative of an organizational shareholder but the representative authorization has been revoked or the represented organizational shareholder has transferred all shares to another person.</p> <p>2. The General Meeting of Shareholders dismisses the Controller in the following cases:</p> <p>a) Failure to complete assigned tasks and work;</p> <p><u>b) Failure to exercise one's rights and obligations for 06 consecutive months, except in cases of force majeure;</u></p> <p>c) Repeatedly and seriously violating the obligations of a Controller as prescribed by the Law on Enterprises and the Company Charter;</p> <p>d) Other cases according to the resolution of the General Meeting of Shareholders.</p>	- Updated and supplemented according to Article 174 of the Enterprise Law.

<p>new authorized representative will be recognized as the Supervisor after receiving official confirmation from the Supervisory Board without having to wait for the General Meeting of Shareholders to pass a resolution.</p> <p>2. The controller shall be dismissed in the following cases:</p> <ul style="list-style-type: none"> a) Failure to complete assigned tasks and work; b) Seriously or repeatedly violating the obligations of the Controller as prescribed in the Company Charter and relevant laws; c) According to the decision of the General Meeting of Shareholders. 		
<p>Article 63. Right to sue members of the Board of Directors and General Director</p> <p>1. Shareholders or groups of shareholders owning at least 01% of common shares continuously for 06 months have the right, on their own or on behalf of the Company, to initiate civil liability lawsuits against members of the Board of Directors or General Director in the following cases:</p> <ul style="list-style-type: none"> a) Violation of the obligations of the Company's manager as prescribed in Article 61 of this Charter; b) Failure to properly perform assigned rights and obligations; failure to perform, incomplete or untimely implementation of resolutions of the Board of Directors; c) Exercise assigned rights and obligations contrary to the provisions of law, the Company Charter or resolutions of the General Meeting of Shareholders; d) Using the Company's information, secrets, and business opportunities for personal gain or to serve the interests of other organizations or individuals; 	<p>Article 66. Right to sue members of the Board of Directors and General Director</p> <p>1. Shareholders or groups of shareholders owning at least 01% of total common shares have the right, on their own or on behalf of the Company, to initiate a lawsuit for personal liability or joint liability against members of the Board of Directors or the General Director to request the return of benefits or compensation for damages to the Company or others in the following cases:</p> <ul style="list-style-type: none"> a) Violation of the responsibilities of the Company's manager as prescribed in Article 65 of the Company's Charter; b) Failure to perform, incomplete performance, untimely performance or performance contrary to the provisions of law or the Company's Charter, resolutions and decisions of the Board of Directors regarding assigned rights and obligations; c) Abuse of position, power and use of information, know-how, business opportunities and other assets of the Company for personal gain or to serve the interests of other organizations or individuals; d) Other cases as prescribed by law. 	<p>- Add Clause 3, Article 166 of the Law on Enterprises</p>

<p>d) Using position, title and using the Company's assets for personal gain or to serve the interests of other organizations or individuals;</p> <p>e) Other cases as prescribed by law.</p> <p>2. The order and procedures for filing a lawsuit shall be implemented in accordance with the provisions of the law on civil proceedings. The costs of filing a lawsuit in the event that a shareholder or group of shareholders files a lawsuit on behalf of the Company shall be included in the Company's expenses, except in the event that the filing member's lawsuit request is rejected.</p>	<p>2. The order and procedures for filing a lawsuit shall comply with the provisions of the law on civil proceedings. The costs of filing a lawsuit in the event that a shareholder or group of shareholders files a lawsuit on behalf of the Company shall be included in the Company's expenses, except in cases where the lawsuit request is rejected.</p> <p><u>3. Shareholders and groups of shareholders as prescribed in this Article have the right to review, look up and extract necessary information according to the decision of the Court or Arbitration before or during the lawsuit process.</u></p>	
<p>Article 64. Contracts and transactions must be approved by the General Meeting of Shareholders or the Board of Directors.</p> <p>1. Contracts and transactions between the Company and the following entities must be approved by the General Meeting of Shareholders or the Board of Directors:</p> <p>a) Shareholders, authorized representatives of shareholders owning more than 10% of the total common shares of the Company and their related persons;</p> <p>b) Members of the Board of Directors, General Director and their related persons;</p> <p>c) Enterprises specified in Clause 2, Article 60 of this Charter.</p> <p>2. The Board of Directors shall approve contracts and transactions with a value of less than 35% of the total value of the enterprise's assets recorded in the most recent financial report or another smaller percentage if the Board of Directors deems it necessary. In this case, the representative of the Company signing the contract must notify the members</p>	<p>Article 67. Approval of contracts and transactions between the Company and related persons</p> <p>1. The General Meeting of Shareholders or the Board of Directors approves contracts and transactions between the Company and the following related persons:</p> <p>a) Shareholders, authorized representatives of shareholders being organizations owning more than 10% of the total common shares of the Company and their related persons;</p> <p>b) Members of the Board of Directors, General Director and their related persons;</p> <p>c) Members of the Board of Directors, Supervisors, General Directors and other managers of the Company must declare according to the provisions of Clause 2, Article 64 of this Charter.</p> <p>2. The Board of Directors shall approve contracts and transactions as prescribed in Clause 1 of this Article and with a value of less than 35% of the total value of the enterprise's assets recorded in the most recent financial report or another smaller ratio or value if the Board of Directors deems it necessary. In this case, the representative of the Company signing the contract or transaction must notify the members of the Board of Directors and the Supervisory Board of the entities related to such contract</p>	

of the Board of Directors and the Supervisory Board of the entities related to that contract or transaction; and at the same time, attach a draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice; members with related interests shall not have the right to vote.

3. The General Meeting of Shareholders approves contracts and transactions other than those specified in Clause 2 of this Article. In this case, the representative of the Company signing the contract must notify the Board of Directors and the Supervisory Board of the entities involved in such contract or transaction; and at the same time, attach a draft contract or notify the main content of the transaction. The Board of Directors shall submit the draft contract or explain the main content of the transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with related interests shall not have the right to vote; the contract or transaction shall be approved when the number of shareholders representing 65% of the total remaining votes approve.

4. Contracts and transactions shall be void and handled in accordance with the law when they are signed or executed without approval as prescribed in Clause 2 and Clause 3 of this Article, causing damage to the Company; the person signing the contract, shareholders, members of the Board of Directors, and the General Director involved must jointly compensate for the damage arising and return to the Company the benefits gained from the execution of such contracts and transactions.

or transaction and enclose a draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notification; members of the Board of Directors with interests related to the parties in the contract or transaction shall not have the right to vote.

3. The General Meeting of Shareholders approves the following contracts and transactions:

a) Contracts and transactions other than those specified in Clause 2 of this Article;

b) Contracts, transactions of borrowing, lending, selling assets with a value greater than 10% of the total value of the enterprise's assets recorded in the most recent financial report between the Company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.

4. In case of approval of a contract or transaction as prescribed in Clause 3 of this Article, the representative of the Company signing the contract or transaction must notify the Board of Directors and the Supervisory Board of the parties involved in the contract or transaction and send along a draft contract or a notice of the main content of the transaction. The Board of Directors shall submit a draft contract or transaction or explain the main content of the contract or transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with interests related to the parties to the contract or transaction shall not have the right to vote; the contract or transaction shall be approved as prescribed in Clause 1 and Clause 4, Article 35 of this Charter.

5. Contracts and transactions shall be invalidated by a Court decision and handled in accordance with the provisions of law when signed in violation of the provisions of this Article; the person signing the contract or transaction, the shareholder,

- Add point b, clause 3 and clause 4, clause 6 according to Article 167 of the Law on Enterprises.

	<p>member of the Board of Directors or the General Director involved must jointly compensate for any damages arising and return to the Company the profits gained from the performance of such contract or transaction.</p> <p><u>6. The company must publicly disclose relevant contracts and transactions in accordance with relevant laws.</u></p>	
<p>Section 6 . RIGHT TO INSPECT COMPANY BOOKS AND RECORDS Article 65. Right to investigate books and records</p> <p>1. A shareholder or group of shareholders specified in Clause 2, Article 6 of this Charter has the right, directly or through a lawyer or authorized person, to submit a written request to inspect during working hours and at the Company's main business location the list of shareholders, the minutes of the General Meeting of Shareholders and to photocopy or extract such records. The request for inspection by the lawyer representing or other authorized representative of the shareholder must be accompanied by a power of attorney from the shareholder that person represents.</p> <p>2. Members of the Board of Directors, Supervisors, General Director and managers have the right to inspect the Company's shareholder register, list of shareholders and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.</p> <p>3. The Company shall keep this Charter and any amendments to the Charter, the Business Registration Certificate, regulations, documents proving ownership of assets, minutes of meetings of the General Meeting of Shareholders, the Board of Directors, reports of the</p>	<p>Article 68. Right to search books and records</p> <p><u>1. Common shareholders have the right to look up books and records, specifically:</u></p> <p><u>a) Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;</u></p> <p><u>b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares or have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.</u></p> <p><u>2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.</u></p> <p>3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for</p>	<p>- Supplement according to Clause 1, Clause 2 of the Model Charter of Circular 116/2020/TT-BTC/TT-BTC.</p>

<p>Board of Supervisors, annual financial statements, accounting books and other documents and papers of the Company as prescribed by law at the head office or another place as prescribed by the Company, but shall provide shareholders and the business registration authority with information when necessary about the storage location of these records and documents.</p> <p>4. Each shareholder of the Company has the right to be provided by the Company with at least one copy of the Company Charter and any amendments and supplements (if any) without having to pay any fees. This Charter must be published on the Company's website.</p>	<p>purposes related to their positions, provided that this information must be kept confidential.</p> <p>4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.</p> <p>5. The Company Charter must be published on the Company's website.</p>	
<p>Article 71. Annual report submission</p> <p>1. Within no more than 60 days from the end of the fiscal year, the Board of Directors must prepare the following reports and documents:</p> <ul style="list-style-type: none"> a) Company's business performance report (Annual report); b) Financial statements; c) Report on assessment of the Company's management and operation (Report on Company governance situation). <p>2. The Company's annual financial statements must be audited before being submitted to the General Meeting of Shareholders for consideration and approval.</p> <p>3. The reports and documents specified in Clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 30 days before the</p>	<p>Article 74. Submission of annual reports</p> <p><u>1. At the end of the fiscal year, the Board of Directors must submit to the General Meeting of Shareholders the following report:</u></p> <ul style="list-style-type: none"> the company 's business results ; b) Financial statements; c) Report on evaluation of the management and operation of the Company; <u>d) Audit report of the Board of Supervisors.</u> <p>2. The Company 's annual financial statements must be audited before being submitted to the General Meeting of Shareholders for consideration and approval.</p> <p>3. The reports specified <u>in Points a, b and c, Clause 1 of this Article</u> must be sent to the Board of Supervisors for appraisal no later than 30 days before the opening date of the Annual General Meeting of Shareholders .</p>	<p>- Updated according to Article 175 of the Enterprise Law.</p>

opening date of the annual meeting of the General Meeting of Shareholders.

4. Reports and documents prepared by the Board of Directors; appraisal reports of the Board of Supervisors and audit reports must be available at the Company's headquarters and branches at least 10 days before the opening date of the annual meeting of the General Meeting of Shareholders.

Shareholders who have continuously owned shares of the Company for at least 01 year have the right to directly review the reports specified in this Article by themselves or together with lawyers or accountants and auditors with practicing certificates within a reasonable time .

5. Within no more than 60 days from the end of the fiscal year, the Board of Supervisors must prepare the annual report on the Board of Supervisors' performance

4. The reports specified in Clauses 1, 2 and 3 of this Article , the appraisal report of the Board of Supervisors and the audit report must be kept at the head office of the Company at least 10 days before the opening date of the annual General Meeting of Shareholders. Shareholders who have continuously owned shares of the Company for at least 01 year have the right to directly review the reports specified in this Article, either by themselves or together with lawyers, accountants or auditors with practice certificates.