

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

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TRANSLATION  
BẢN DỊCH

**CHARTER**  
**RAILWAY TRANSPORT JOINT STOCK**  
**COMPANY**

*Hanoi, April 2026*

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## GENERAL INTRODUCTION

### I. DEFINITIONS AND INTERPRETATION

#### Article 1. Definitions and Interpretation

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

- a) *Charter Capital* means the total par value of shares that have been sold or registered for subscription upon the establishment of the joint stock company and in accordance with Article 6 of this Charter;
- b) *Voting Capital* means share capital entitling its holder to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- e) *Vietnam* means the Socialist Republic of Vietnam;
- f) *Vietnam Railways Corporation* (hereinafter referred to as the Corporation) means the parent company in the parent company–subsidiary group of Vietnam Railways Corporation, converted from a state-owned company into a single-member limited liability company wholly owned by the State pursuant to Decision No. 973/QĐ-TTg dated June 25, 2010 of the Prime Minister;
- g) *Company* means Railway Transport Joint Stock Company;
- h) *Establishment Date* means the date on which the Company is first issued the Enterprise Registration Certificate (Business Registration Certificate or equivalent legal documents);
- i) *Executive Officer(s)* means the General Director, Deputy General Directors, Chief Accountant and other executives as prescribed in the Company's Charter;
- k) *Manager(s)* means the Company's managers, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors and the Chief Accountant;
- l) *Insider(s)* means the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, the Chief Accountant and equivalent positions elected by the General Meeting of Shareholders or appointed by the Board of Directors; the Head of the Board of Supervisors and members of the Board of Supervisors; the Company Secretary, the persons in charge of corporate governance, and the persons authorized to disclose information;
- m) *Related Person* means an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
- n) *Shareholder* means an individual or organization owning at least one share of the joint stock company;
- o) *Founding Shareholder* means a shareholder owning at least one ordinary share and whose

name appears on the list of founding shareholders of the joint stock company;

p) *Major Shareholder* means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

q) *Operating Term* means the duration of operation of the Company as specified in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders;

r) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

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

3. Headings (including Sections, Articles) in this Charter are for convenience of reference only and shall not affect the interpretation of this Charter.

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

### **Article 2. Name, Legal form, Head Office, Branches, Representative Offices, Business Locations and Terms of Operation of the Company**

1. Company name

- Name in Vietnamese: CONG TY CO PHAN VAN TAI DUONG SAT

- Name in English: RAILWAY TRANSPORT JOINT STOCK COMPANY

- Abbreviated name: TRARAVICO

2. The Company is a joint stock company with legal entity in accordance with the applicable laws of Vietnam.

3. Registered Head Office of the Company:

- Head Office Address: No. 130 Le Duan Street, Van Mieu – Quoc Tu Giam Ward, Hanoi City.

- Tel: (84-24) 3942 1117

- Fax: (84-24) 3822 4736

- E-mail: [congtycophanvantaiduongsat@gmail.com](mailto:congtycophanvantaiduongsat@gmail.com)

- Website: [cophanvantaiduongsat.vn](http://cophanvantaiduongsat.vn)

- Ho Chi Minh City branch: No. 136 Ham Nghi Street, Ben Thanh Ward, Ho Chi Minh City.

4. The Company may establish branches and representative offices in its business areas to implement the Company's objectives in accordance with decisions of the Board of Directors (BOD) and within the scope permitted by the applicable laws.

5. The Company's operating term is indefinite from the Establishment Date. The termination of operation or dissolution of the Company shall be decided by the General Meeting of Shareholders in accordance with this Charter and applicable laws.

### **Article 3. Legal representative of the Company**

The Company has one (01) legal representative, being the General Director. In the event that the position of General Director is vacant and the Company is in the process of consolidation,

the BOD shall consider and decide to assign one (01) Deputy General Director to be in charge of the Executive Board and to act as Acting General Director, serving as the legal representative of the Company. The period of such assignment shall not exceed twelve (12) months from the effective date of the assignment decision and shall not be counted toward the term of office if such person is subsequently appointed.

Rights and obligations of the legal representative:

- The legal representative of the Company is an individual representing the Company in exercising rights and performing obligations arising from transactions of the Company, representing the Company as petitioner in civil matters, plaintiff, defendant, person with related rights and obligations before Arbitration, Courts, and performing other rights and obligations as prescribed by the applicable laws.

- The legal representative of the Company has the following responsibilities:

- To exercise assigned rights and perform obligations honestly, prudently and to the best of his/her ability in order to ensure the lawful interests of the Company;
- To be loyal to the interests of the Company; not to abuse the position or authority or use information, know-how, business opportunities or other assets of the Company for personal gain or for the benefit of other organizations or individuals;
- To promptly, fully and accurately notify the Company of enterprises in which he/she or his/her related persons hold ownership, shares or contributed capital in accordance with this Law.

- The Company's legal representative shall be personally liable for damages caused to the Company due to any breach of the responsibilities prescribed in this Article.

### III. OBJECTIVES, BUSINESS LINES AND OPERATIONS OF THE COMPANY

#### Article 4. Objectives of the Company

1. Business lines of the Company:

No.	Business line	Code	Main business lines
1	Railway passenger transport	4911	X
2	Railway freight transport	4912	
3	Manufacture of other fabricated metal products not elsewhere classified; Details: Manufacture of metal items for kitchens, bathrooms and dining rooms; Manufacture of other fabricated metal products not elsewhere classified	2599 (Decision No. 27/2018/QD-TTg)	
4	Casting of iron and steel	2431	
5	Casting of non-ferrous metals (excluding those prohibited by the State)	2432	
6	Manufacture of structural metal products	2511	
7	Manufacture of metal tanks, reservoirs and	2512	

	containers		
8	Forging, pressing, stamping and roll-forming of metal; powder metallurgy	2591	
9	Machining; treatment and coating of metals	2592	
10	Processing and preserving of meat and meat products	1010	
11	Processing and preserving of fish and fish products	1020	
12	Processing and preserving of fruit and vegetables	1030	
13	Manufacture of prepared meals and dishes	1075	
14	Manufacture of other food products not elsewhere classified	1079	
15	Warehousing and storage	5210	
16	Service activities directly supporting inland waterway transport	5222	
17	Cargo handling (excluding air cargo handling)	5224	
18	Other supporting service activities for transport; Details: - Freight forwarding; - Cargo delivery; - Collection and issuance of transport documents or bills of lading; - Activities of customs clearance agents; - Other related activities such as packaging of goods for protection during transportation, loading and unloading, sampling, weighing of goods	5229 (Decision No. 27/2018/QĐ-TTg)	
19	Postal activities; Details: Provision of postal services	5310 Article 21, Law on Postal Services No. 49/2010/QH12	
20	Courier activities	5320	
21	Restaurants and mobile food service activities	5610	
22	Other food service activities	5629	
23	Beverage serving activities (excluding those prohibited by the State)	5630	
24	Other telecommunications activities; Details: Operation of internet access points	6190	
25	Manufacture of other transport equipment not elsewhere classified	3099	
26	Other manufacturing not elsewhere classified; Details: - Manufacture of safety protective equipment such as: + Fire-resistant clothing and protective wear; + Safety harnesses for electrical workers or other occupations; + Life jackets; + Hard plastic helmets and other personal	3290 (Decision No. 27/2018/QĐ-TTg)	

	<p>protective equipment (e.g., sports helmets);</p> <p>+ Asbestos clothing (e.g., fire protection suits);</p> <p>+ Metal helmets and other metal personal protective equipment;</p> <p>+ Earplugs and noise protection devices (for swimming and noise protection);</p> <p>+ Gas masks;</p> <p>- Manufacture of brooms, brushes including brushes as parts of machinery, manually operated mechanical floor brushes, mops, feather dusters, paint brushes, rollers, paint pads, and other brushes;</p> <p>- Manufacture of shoe and clothing brushes;</p> <p>- Manufacture of pens and pencils, mechanical or otherwise;</p> <p>- Manufacture of pencil leads;</p> <p>- Manufacture of numbering stamps, tagging and dating devices, hand-operated printing devices or embossing stamps, hand printing devices, printing ink ribbons and computer ribbons</p>		
27	Production and distribution of steam, hot water, air conditioning, and ice production.	3530	
28	Wholesale of foods	4632	
29	<p>Wholesale of beverages;</p> <p>Details: Wholesale of liquor;</p> <p>Wholesale of alcoholic beverages;</p> <p>Wholesale of non-alcoholic beverages</p>	<p>4633</p> <p>Article 12, Decree No. 105/2017/ND-CP on trading liquor</p>	
30	<p>Wholesale of other household goods;</p> <p>Details: Wholesale of luggage, bags, briefcases, wallets, leather and imitation leather goods;</p> <p>Wholesale of medical equipment;</p> <p>Wholesale of establishments of pharmaceuticals and pharmaceutical materials;</p> <p>Wholesale of perfumes, cosmetics and toiletries;</p> <p>Wholesale of ceramic, porcelain and glassware;</p> <p>Wholesale of electrical household appliances, lamps and lighting equipment;</p> <p>Wholesale of beds, wardrobes, tables, chairs and similar furniture;</p> <p>Wholesale of books, newspapers, magazines and stationery;</p> <p>Wholesale of sports equipment</p>	<p>4649</p> <p>Item d, Clause 2, Article 32 Law on Pharmaceuticals No. 105/2016/QH13 dated April 6, 2016</p>	
31	Urban and suburban passenger transport by road (excluding bus transport)	4931	
32	<p>Other passenger transport by road;</p> <p>Details:</p>	<p>4932</p> <p>Articles 4,6,7,8</p>	

	<ul style="list-style-type: none"> <li>- Passenger transportation business by fixed-route cars;</li> <li>- Passenger transportation business taxi;</li> <li>- Passenger transportation business based on contracts;</li> <li>- Passenger transportation business by cars;</li> </ul>	- Decree No. 10/2020/ND-CP dated January 17, 2020	
33	Freight transport by road; Details: Freight transport by cars	4933 Article 9 – Decree No. 10/2020/ND-CP dated January 17, 2020	
34	Other business support service activities not elsewhere classified (Excluding court reporting or stenography services; independent auction activities; repossession services); Export and import of goods	8299 (Article 28, Law on Trading 2005)	
35	Operation of sports facilities	9311	
36	Real estate activities with own or leased property; Details: Real estate business	6810 Article 9, Law on Real Estate Business dated November 28, 2023	
37	Architectural and engineering activities and related technical consultancy; Details: Topographic surveying; Engineering geological surveying; Urban planning design; Structural design; Mechanical and electrical system design related to electrical, mechanical, ventilation and thermal systems; Water supply and drainage design; Mining construction design; Transport construction design; Water supply and drainage construction design and solid waste treatment; Irrigation and dyke construction design; Construction supervision; Supervision of equipment installation; Construction valuation; Construction investment project management; Design of communication networks within construction works	7110  Article 67, Decree No. 15/2021/ND-CP dated March 3, 2021  Item g, Clause 1, Article 48, Decree No. 59/2015/ND-CP	
38	Technical testing and analysis (excluding police laboratory activities)	7120	
39	Advertising (excluding those prohibited by the State)	7310	

40	Specialized design activities (excluding construction design)	7410	
41	Renting and leasing of motor vehicles	7710	
42	Renting and leasing of recreational and sports goods	7721	
43	Tour operator activities	7912	
44	Installation of plumbing, heat and air-conditioning systems	4322	
45	Agents, brokers and auction of goods (excluding activities of auctioneers); Details: Sales agency; Commercial brokerage;	4610 Article 150, Commercial Law 2005	
46	Urban passenger transport by bus	4921	
47	Suburban and interprovincial passenger transport by bus	4922	
48	Other passenger transport by bus	4929	
49	Service activities directly supporting railway transport	5221	
50	Service activities directly supporting road transport	5225	
51	Event catering and other non-regular catering services	5621	
52	Renting and leasing of other machinery, equipment and tangible goods without operator;	7730	
53	Activities of insurance agents and brokers; Details: Insurance agency	6622	
54	Manufacture of non-alcoholic beverages and mineral water	1105	
55	Hotels and similar accommodation	5510	
56	Other short-term accommodation activities	5520	
57	Wholesale of solid, liquid and gaseous fuels and related products	4671	
58	Other specialized wholesale not elsewhere classified: <i>Details:</i> - Wholesale of fertilizers and agrochemical products; - Wholesale of industrial chemicals; - Wholesale of primary plastics; - Wholesale of rubber; - Wholesale of textile fibers; - Wholesale of garment and footwear accessories; - Wholesale of metal and non-metal waste and scraps;	4679	
59	Retail sale of foods	4722	
60	Manufacture of railway locomotives, train carriages and other rail transport equipment	3020	
61	Repair and maintenance of fabricated metal	3311	

	products		
62	Repair and maintenance of machinery and equipment	3312	
63	Repair and maintenance of other equipment	3319	
64	Repair and maintenance of motor vehicles and other motorized vehicles	9531	
65	Wholesale of parts and accessories for motor vehicles and other motorized vehicles	4662	
66	Retail sale of parts and accessories for motor vehicles and other motorized vehicles	4782	
67	Retail sale of foods	4721	
68	Retail sale of beverages	4723	
69	Retail sale of tobacco products <i>(Excluding electronic cigarettes, heated tobacco products and electronic cigarette liquids (e-liquids))</i>	4724	
70	Other amusement and recreation activities: <i>Details:</i> - Other amusement and recreation activities (excluding amusement and theme parks); - Operation of recreational areas, beaches including rental of facilities such as bathrooms, lockers, deck chairs, umbrellas etc.; - Operation of recreational transport facilities such as cruise trips; - Rental of leisure equipment as part of recreational facilities;	9329	
71	Washing and cleaning of textile and fur products	9610	
72	Other professional, scientific and technical activities not elsewhere classified	7499	
73	Travel agency activities	7911	
74	Retail sale of new goods not elsewhere classified (excluding automobiles, motorcycles and their parts and accessories) <i>(Excluding retail sale of gold bars, firearms, ammunition, stamps and coins)</i>	4773	
75	Retail sale of second-hand goods	4774	
76	Other tourism-related activities	7990	
77	Intermediation service activities for business support services not elsewhere classified (excluding financial intermediation) <i>Details: Ticket booking and ticket sales for theatrical, sports and other entertainment events.</i>	8240	
78	General cleaning of buildings	8121	
79	Other cleaning activities	8129	
80	Repair and maintenance of other transport equipment (excluding automobiles, motorcycles and other motor vehicles)	3315	

81	Retail sale of electrical household appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and lighting equipment, and other household items not elsewhere classified	4759	
82	Retail intermediation activities ( <i>excluding auction activities</i> )	4790	

2. Operational objectives:

- To mobilize and efficiently utilize resources to organize and conduct business operations in an effective manner, with a view to maximizing profits, improving working conditions, enhancing employees' income and both material and spiritual well-being, and ensuring maximum benefits for shareholders;
- To fulfill all obligations to the State Budget and contribute to national development.

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

The Company is entitled to conduct business activities in the business lines as stipulated in this Charter, which have been duly registered, notified for changes in registration contents with the business registration authority, and publicly disclosed on the National Business Registration Portal.

The Company shall formulate plans and carry out all business activities in accordance with the Business Registration Certificate and this Charter, consistent with the overall development strategy of the Corporation and applicable laws; and implement appropriate measures to achieve the Company's objectives.

**IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS**

**Article 6. Charter Capital, Shares and Founding Shareholders**

1. The Charter Capital of the Company is VND 1,303,689,700,000 (In words: One thousand three hundred and three billion six hundred and eighty-nine million seven hundred thousand Vietnamese Dong only).

The total Charter Capital of the Company is divided into 130,368,970 shares with a par value of VND 10,000 per share.

2. The Company may change its Charter Capital upon approval by the General Meeting of Shareholders (GMS) and in compliance with applicable laws.

3. As at the date of adoption of this Charter, the Company's shares comprise ordinary shares, of which shares owned by employees of the Company that were preferentially purchased based on commitments for long-term employment at the time of establishment of the pre-merger companies are subject to transfer restrictions during the committed period. Holders of such preferential shares based on long-term employment commitments shall have the same rights and obligations as ordinary shareholders, except for the right to transfer shares. Upon expiry of the commitment period, restrictions on the transfer of such shares shall be removed. The rights and obligations of shareholders holding ordinary shares are specified in Articles

11 and 12 of this Charter.

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

5. Ordinary shares must be offered for sale on a pre-emptive basis to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the GMS; any shares not subscribed for by shareholders shall be decided by the BOD. The BOD may allocate such shares to shareholders and other persons on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the GMS.

6. The Company may repurchase its own issued shares in accordance with the methods prescribed in this Charter and the applicable laws.

7. The Company may issue other types of securities in accordance with the applicable laws.

8. During the course of operation, the equity of Vietnam Railways Corporation in the Company may change. Any such change shall be planned by Vietnam Railways Corporation and submitted to the competent authority for approval.

9. The Company has no founding shareholders.

#### **Article 7. Share Certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.

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

3. Within 30 days from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations or within 60 days from the date of full payment for subscribed shares in accordance with the Company's Share Issuance Plan (or such other period as stipulated in the issuance terms), the holder of shares shall be issued a share certificate. Shareholders shall not be required to pay the Company for the printing cost of share certificates.

4. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon request. Such request must include the following details:

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

#### **Article 8. Other Securities Certificates**

Bond certificates or other securities certificates issued by the Company must bear the signature of the legal representative and the seal of the Company.

#### **Article 9. Transfer of Shares**

1. All shares are freely transferable except as otherwise provided in this Charter and by the applicable laws. Shares purchased by Employees under long-term employment commitments shall be freely transferable upon expiry of the committed period. In the event that the Company undertakes restructuring resulting in Employees having to terminate their labor contracts, resign or be made redundant in accordance with the Labor Code prior to the committed period, the additional shares purchased shall be converted into ordinary shares. In case Employees wish to sell such shares back to the Company, the Company shall be obliged to repurchase them at a price close to the prevailing market price.

In the event that an employee terminates his/her labor contract prior to the committed period, he/she must sell back to the Company all additional shares purchased at a price close to the market trading price but not exceeding the purchase price at the time of equitization of the pre-merger companies.

Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid for shall not be transferred and shall not benefit any related rights such as the right to receive dividends, the right to receive shares issued for capital increase from equity, the right to subscribe for newly offered shares, and other rights in accordance with the applicable laws.

## **V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND SUPERVISION**

### **Article 10. Organizational Structure, Governance and Supervision**

The Company's organizational structure for management, governance and supervision comprises:

1. General Meeting of Shareholders (GMS);
2. Board of Directors (BOD) and Board of Supervisors (BOS);
3. General Director.

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 11. Rights of Shareholders**

Ordinary shareholders shall have the following rights:

- a) To attend and speak at meetings of the GMS and exercise voting rights directly, through authorized representatives, or by other methods as prescribed by the Company's Charter and the applicable laws. Each ordinary share carries one vote;
- b) To receive dividends at the rate decided by the GMS;
- c) To be given pre-emptive rights to subscribe for new shares in proportion to their respective holdings of ordinary shares in the Company;
- d) To freely transfer their shares to others, except as provided in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and other relevant laws;
- e) To review, search, and extract information on names and contact addresses in the list of voting shareholders; to request correction of inaccurate personal information;

- f) To review, search, extract or copy the Company's Charter, minutes of GMS, and resolutions of the GMS;
- g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding;
- h) To request the Company to repurchase their shares in cases specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same class confers equal rights, obligations and benefits on its holder. Where the Company has preference shares, the rights and obligations attached to such shares must be approved by the GMS and fully disclosed to shareholders;
- j) To access full periodic and extraordinary information disclosed by the Company in accordance with law;
- k) To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the GMS or BOD in accordance with the Law on Enterprises;
- l) Other rights as prescribed by the applicable laws and this Charter.

2. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the following rights:

- a) To request the BOD to convene a GMS in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;
- b) To review, search, extract minutes, resolutions and decisions of the BOD, semi-annual and annual financial statements, reports of the BOS, contracts and transactions subject to approval by the BOD, and other documents, except those relating to trade secrets or business secrets of the Company;
- c) To request the BOS to inspect specific issues related to the management and operation of the Company where deemed necessary. Such request must be made in writing and include full name, contact address, nationality, legal identification of individual shareholders; name, enterprise code or legal identification, head office address for organizational shareholders; number of shares and registration time of each shareholder, total shares of the group and ownership ratio; issues to be inspected and purpose of inspection;
- d) To propose matters to be included in the Agenda of the GMS. Such proposal must be made in writing and submitted to the Company with no later than 03 working days prior to the opening date. It must specify the shareholder's name, number of shares by type, and the proposed agenda item;
- e) Other rights as prescribed by the applicable laws and this Charter.

3. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the BOD and BOS. Unless otherwise provided in the Charter, such nomination shall be conducted as follows:

- a) Ordinary shareholders forming a group for the purpose of nominating candidates to the BOD and the BOS must notify all attending shareholders of such group meeting prior to the opening of the GMS;

b) Based on the number of members of the BOD and the BOS, shareholders or groups of shareholders as specified in this clause shall be entitled to nominate one or more candidates, as determined by the GMS, for election to the BOD and the BOS. In the event that the number of candidates nominated by such shareholders or shareholder groups is fewer than the number of candidates they are entitled to nominate as determined by the GMS, the remaining candidates shall be nominated by the BOD, the BOS, and other shareholders.

#### **Article 12. Obligations of Shareholders**

Ordinary shareholders shall have the following obligations:

1. To pay in full and on time for the shares subscribed.
2. Not to withdraw the contributed capital in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or another party. In case a shareholder withdraws part or all of the contributed share capital in violation of this provision, such shareholder and related persons shall be jointly liable for the Company's debts and other asset obligations within the value of the withdrawn shares and any damages incurred.
3. To comply with the Company's Charter and internal management regulations.
4. To comply with resolutions and decisions of the GMS and the BOD.
5. To keep confidential information provided by the Company in accordance with the Charter and the applicable laws; to use such information only for exercising and protecting lawful rights and interests; and not to disclose, copy or send such information to any other organization or individual.
6. To attend meetings of the GMS and exercise voting rights through the following forms:
  - a) Attending and voting directly at the meeting;
  - b) Authorizing another individual or organization to attend and vote;
  - c) Attending and voting via online meeting, electronic voting or other electronic forms;
  - d) Sending voting ballots by post, fax or email;
  - e) Sending voting ballots by other means as prescribed in the Company's Charter.
7. To bear personal responsibility when acting in the name of the Company in any form to carry out the following acts:
  - a) Violating the law;
  - b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
  - c) Paying debts not yet due in the presence of financial risks to the Company.
8. To fulfill other obligations as prescribed by the applicable laws.

#### **Article 13. General Meeting of Shareholders (GMS)**

1. The GMS comprises all shareholders with voting rights and is the highest decision-making agency of the Company. The GMS shall convene annually at least once within four (04) months from the end of the fiscal year. The BOD may decide to extend the time for holding

the annual GMS where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, extraordinary meetings of the GMS may be convened. The location of the GMS shall be the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The BOD shall convene the annual GMS and select an appropriate venue. The annual GMS shall decide on matters as prescribed by the applicable laws and the Company's Charter, particularly the approval of audited annual financial statements. In cases where the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that conducted the audit to attend the annual GMS, and such representative shall be responsible for attending the meeting.

3. The BOD must convene an extraordinary GMS in the following cases:

- a) When it deems necessary for the interests of the Company;
- b) When the number of remaining members of the BOD or the BOS is less than the minimum number as prescribed by the applicable laws;
- c) Upon request of shareholders or a group of shareholders as specified in Clause 2 Article 115 of the Law on Enterprises. Such request must be made in writing, clearly stating the reason and purpose of the meeting, and bearing sufficient signatures of the relevant shareholders, or made in multiple documents with sufficient signatures collected;
- d) Upon request of the BOS;
- e) Other cases as prescribed by the applicable laws and this Charter.

4. Convening an extraordinary GMS

- a) The BOD must convene an extraordinary GMS within 30 days from the date on which the number of remaining BOD members, independent BOD members, or BOS members falls below the threshold specified in Point b, Clause 3 of this Article, or from the date of receipt of a request as prescribed in Points c and d, Clause 3 of this Article.
- b) In the event that the BOD fails to convene the GMS in accordance with Point a, Clause 4, within the subsequent 30 days, the BOS shall replace the BOD in convening the GMS in accordance with Clause 3, Article 140 of the Law on Enterprises.
- c) In the event that the BOS fails to convene the GMS as prescribed in Point b, Clause 4, shareholders or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the GMS in accordance with the Law on Enterprises.

In such case, shareholders or group of shareholders convening the GMS may request the business registration authority to supervise the order, procedures for convening, conducting the meeting, and adopting resolutions of the GMS. All expenses incurred for convening and conducting the GMS shall be reimbursed by the Company. Such expenses shall not include costs incurred by shareholders when attending the GMS, including accommodation and travel expenses.

d) Procedures for organizing the GMS shall comply with Clause 5, Article 140 of the Law on Enterprises.

#### **Article 14. Rights and Obligations of the General Meeting of Shareholders**

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

- a) To approve the Company's development orientation;
- b) To decide on classes of shares and the total number of shares of each class authorized for issuance; to decide the annual dividend rate for each class of shares;
- c) To elect, dismiss and remove members of the BOD and the BOS;
- d) To decide on investment or sale of assets with a value of 35% or more of the total asset value recorded in the latest financial statements of the Company;
- e) To approve contracts and transactions with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statements, involving:
  - Shareholders and their authorized representatives holding more than ten percent (10%) of the total shares of the Company and their related persons;
  - Members of the BOD, the General Director and their related persons;
  - Enterprises specified in Clause 2, Article 164 of the Law on Enterprises.

In such case, the legal representative of the Company signing the contract must notify the BOD and the BOS of the related persons involved in such contract or transaction, and simultaneously provide a draft contract or a summary of the principal terms of the transaction. The BOD shall submit the draft contract or an explanation of the principal terms of the transaction to the GMS for consideration at a meeting or for approval by way of written resolution. In this case, shareholders having related interests in the parties to the contract or transaction shall have no voting rights. The contract or transaction shall be approved if it is endorsed by shareholders representing sixty five percent (65%) or more of the total voting rights of the remaining shareholders attending and voting at the meeting; or, in the case of approval by written resolution, by shareholders holding more than fifty percent (50%) of the total voting rights of all remaining shareholders entitled to vote.

- f) To decide on amendments and supplements to the Company's Charter;
- g) To approve annual financial statements;
- h) To decide on repurchase of more than 10% of the total issued shares of each class;
- i) To review and handle violations by members of the BOD or BOS causing damage to the Company and its shareholders;
- j) To decide on reorganization or dissolution of the Company;
- k) To decide on budgets or total remuneration, bonuses and other benefits for the BOD and BOS;
- l) To approve internal governance regulations and operational regulations of the BOD and BOS;
- m) To approve the list of approved auditing firms; to appoint or dismiss the auditing firm when necessary;

- n) Other rights and obligations as prescribed by the applicable laws.
2. The GMS shall discuss and approve the following matters:
- a) Annual business plan of the Company;
  - b) Audited annual financial statements;
  - c) Reports of the BOD on governance and performance of the Board and its members;
  - d) Reports of the BOS on business performance and management activities of the BOD and the General Director;
  - e) Self-assessment reports of the BOS and its members;
  - f) Dividend level for each class of shares;
  - g) Number of members of the BOD and BOS;
  - h) Election, dismissal and removal of members of the BOD and BOS;
  - i) Budget or total remuneration, bonuses and other benefits for the BOD and BOS;
  - j) Approval of the list of approved auditing firms; decision for approved auditing firms to conduct audits of the Company's operations when deemed necessary;
  - k) Amendments and supplements to the Company's Charter;
  - l) Types and number of newly issued shares for each class and transfer of founding shareholders' shares within the first three (03) years from establishment;
  - m) Division, separation, consolidation, merger or conversion of the Company;
  - n) Reorganization, dissolution (liquidation) of the Company and appointment of liquidators;
  - o) Investment or sale of assets valued at 35% or more of total assets as recorded in the latest financial statements;
  - p) Repurchase of more than 10% of total issued shares of each class;
  - q) Approval of contracts/transactions with related parties as specified in Clause 1, Article 167 of the Law on Enterprises with value equal or higher than 35% of total assets of the Company recorded in the latest financial statements;
  - r) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020;
  - s) Approval of internal governance regulations and operational regulations of the BOD and BOS;
  - t) Other matters as prescribed by the applicable laws and this Charter.
3. All resolutions and matters included in the meeting Agenda must be discussed and voted on at the GMS.

#### **Article 15. Authorization to attend the GMS**

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person, or authorize one or more individuals or organizations to attend on their behalf, or participate in the meeting through any of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of an individual or organization to attend the GMS as a proxy in

accordance with Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the laws on civil matters and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content and scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized individual attending the GMS must submit the power of attorney upon registration for attendance. In the case of re-authorization, the attending person must additionally present the original power of attorney from the shareholder or the authorized representative of an institutional shareholder (if such document has not been previously registered with the Company).

3. A shareholder shall be deemed to attend and vote at the GMS in the following cases:

- a) Attending and voting in person;
- b) Authorizing another person/organization to attend and vote at the Meeting;
- c) Attending and voting via online meeting, electronic voting or other electronic means;
- d) Sending voting ballots by post, fax or email.

4. Voting ballots of authorized representatives shall remain valid within the scope of authorization even in the following cases, except where:

- a) The authorizing person has died, lost or had restricted legal capacity;
- b) The authorization has been revoked;
- c) The authority of the authorized person has been revoked.

This provision shall not apply if the Company has received notice of such events before the opening of the GMS or before the reconvened meeting.

#### **Article 16. Changes of Rights**

1. Any amendment or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing at least 65% of the total voting shares of all attending shareholders voting at the meeting. A resolution of the GMS that adversely affects the rights and obligations of holders of preference shares shall only be passed if approved by shareholders holding at least 75% of the total preference shares of the same class attending the meeting, or by shareholders holding at least 75% of the total preference shares of that class in case of written approval.

2. A meeting of shareholders holding a particular class of preference shares to approve changes to such rights shall be valid only when attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third ( $1/3$ ) of the total par value of the issued shares of that class. If the quorum is not met, a reconvened meeting shall be held within the following 30 days, and shareholders holding such class of shares present in person or by proxy (regardless of number or shareholding) shall be deemed sufficient for quorum. At such meetings, shareholders may request a secret ballot. Each share of the same class carries equal voting rights at such meetings.

3. Procedures for conducting such separate meetings shall be implemented in accordance with Articles 18, 19, and 20 of this Charter.

4. Unless otherwise provided in the share issuance terms, special rights attached to preference shares relating to distribution of profits or assets shall not be affected when the Company issues additional shares of the same class.

**Article 17. Convening Meetings, Agenda and Notice of the GMS**

1. The BOD shall convene annual and extraordinary GMS. Extraordinary meetings shall be convened by the BOD in the cases specified in Clause 3, Article 13 of this Charter.

2. The convener of the GMS must perform the following tasks:

- a) Prepare the list of shareholders eligible to attend and vote at the GMS. The list of shareholders entitled to attend the GMS shall be prepared no more than 10 days prior to the date of sending the meeting notice. The Company must disclose information on the preparation of such list at least 20 days before the record date;
- b) Prepare the meeting agenda and contents;
- c) Prepare meeting documents;
- d) Draft resolutions of the GMS corresponding to the proposed agenda;
- e) Prepare the list and detailed information of candidates in case of election of members of the BOD or the BOS;
- f) Determine the time and venue of the meeting;
- g) Notify and send the meeting invitation to all shareholders entitled to attend;
- h) Perform other tasks serving the meeting.

3. The notice of invitation to the GMS must be sent to all shareholders by a method ensuring delivery to their registered contact addresses, and simultaneously published on the Company's website and the websites of the State Securities Commission (SSC) and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the notice to all shareholders in the list of eligible attendees no later than 21 days prior to the opening date (calculated from the date the notice is duly sent). The meeting Agenda and relevant documents for matters to be voted on shall be sent to shareholders and/or published on the Company's website. In cases where documents are not enclosed with the notice, the notice must clearly indicate the link to access all meeting documents, including:

- a) Meeting agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of voting members of the BOD and the BOS (if applicable);
- c) Voting ballots;
- d) Draft resolutions for each agenda item.

4. Shareholders or groups of shareholders as specified in Clause 2, Article 11 of this Charter have the right to propose matters to be included in the meeting agenda. Such proposals must be made in writing and submitted to the Company no later than 03 working days before the opening date. The proposal must specify the shareholder's name, number of shares by class,

and the proposed agenda item.

5. The convener has the right to reject proposals specified in Clause 4 of this Article in the following cases:

- a) The proposal is not submitted in accordance with Clause 4 of this Article;
- b) At the time of proposal, the shareholder or group does not hold at least 5% of the total ordinary shares as specified in Clause 2, Article 11 of this Charter;
- c) The proposed matter is beyond the decision-making authority of the GMS;
- d) Other cases as prescribed by the applicable laws and this Charter.

6. The convener must accept and include proposals specified in Clause 4 of this Article into the proposed Agenda and contents of the meeting, except in cases specified in Clause 5 of this Article. Such proposals shall be officially included if approved by the GMS.

#### **Article 18. Conditions for conducting the General Meeting of Shareholders**

- 1. The GMS shall be conducted when shareholders attending the meeting represent more than 50% of the total voting shares.
- 2. If the first meeting does not meet the quorum as prescribed in Clause 1 of this Article, a notice for the second meeting must be sent within 30 days from the intended date of the first meeting. The second GMS shall be conducted when shareholders attending represent at least 33% of the total voting shares.
- 3. If the second meeting does not meet the quorum as prescribed in Clause 2 of this Article, a notice for the third meeting must be sent within 20 days from the intended date of the second meeting. The third GMS shall be conducted regardless of the total voting shares represented by attending shareholders.

#### **Article 19. Procedures for conducting the Meetings and voting at the General Meeting of Shareholders**

- 1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and continue registration until all eligible attending shareholders have completed registration, in the following order:
  - a) Upon registration of shareholders, the Company shall issue to each attending shareholder or authorized representative voting ballots and/or voting cards corresponding to the matters to be approved (indicating the shareholder code and the number of voting shares of such shareholder). The voting value of each voting ballot or voting card held by a shareholder or authorized representative attending the GMS shall be proportional to the number of voting shares owned or represented by such shareholder relative to the total number of voting shares of all shareholders attending the meeting.

The GMS shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by way of approval, disapproval, or abstention. All matters on the agenda must be put to a vote of all attending shareholders by voting ballots or voting cards, in proportion to the number of shares owned or represented.

Where voting is conducted by voting ballots, such voting shall be carried out by secret ballot and must ensure transparency and fairness.

Where voting is conducted by voting cards, shareholders or their authorized representatives shall vote on each matter by raising their voting cards to indicate: approval, disapproval, or abstention. When voting, the front side of the voting card indicating the "Number of Shares" owned and/or represented must be directed towards the Chairman. Voting cards of the Chairman shall be directed towards the shareholders seated opposite.

The vote-counting results shall be announced by the Chairman immediately prior to the closing of the meeting. The GMS shall appoint persons responsible for vote counting or supervision of vote counting upon the proposal of the Chairman. The number of members of the vote-counting committee shall be decided by the GMS based on the Chairman's proposal; The voting and counting of votes for the election of members of the BOD and the BOS shall be conducted using the cumulative voting method in accordance with Clause 3, Article 148 of the Law on Enterprises.

b) Shareholders or their authorized representatives arriving after the opening of the meeting may register immediately and shall have the right to participate and vote after registration. The Chairman is not required to suspend the meeting for late arrivals, and previously adopted resolutions remain valid.

2. Election of the Chairman, Secretary and Vote Counting Committee:

a) The Chairman of the BOD shall act as Chairman or may authorize another member of the BOD to act as Chairman for meetings convened by the BOD. If the Chairman is absent or unable to perform duties, the remaining Board members shall elect one among them as Chairman by majority vote. If no Chairman is elected, the Head of the BOS shall preside for the GMS to elect a Chairman, and the person with the highest votes shall assume the role of the Chairman;

b) Except for the above case in Item a of this Clause, the person signing the decision to convene the GMS shall preside over the election of the Chairman, who is the person receiving the highest votes;

c) The Chairman shall appoint one or more persons as meeting secretaries;

d) The GMS shall appoint one or more persons to the Vote Counting Committee upon the Chairman's proposal.

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

4. The Chairman has the right to take necessary and reasonable measures to ensure the orderly conduct of the meeting in accordance with the approved agenda and reflecting the majority's will, including:

a) Arranging seating at the venue of GMS;

b) Ensuring safety for all attendees at the venue;

c) Facilitating shareholders' participation (or continued participation). The convener has full

authority to adjust such measures and apply necessary actions. Measures may include the issuance of entry passes or other selection methods.

5. The GMS shall discuss and vote on each agenda item. Voting shall be conducted in the forms of approval, disapproval, or abstention. Vote-counting results shall be announced by the Chairman before the meeting closes.

6. Shareholders or their authorized representatives arriving after the meeting has commenced may still register and vote; in this case, previously adopted resolutions remain unaffected.

7. The convener or Chairman of the GMS shall have the right to:

- a) Require all attendees to undergo security checks or other lawful and reasonable security measures;
- b) Request competent authorities to maintain order, and expel persons who fail to comply with the Chairman's authority, intentionally disrupt proceedings, obstruct the meeting, or violate security requirements.

8. The Chairman may adjourn a meeting that has met quorum for no more than three (03) working days from the scheduled opening date, and may only adjourn or change the venue in the following cases:

- a) The venue does not have adequate seating capacity;
- b) Technical facilities do not ensure proper participation, discussion, and voting;
- c) Disruptive behavior threatens the fairness and legality of the meeting.

9. If the Chairman adjourns or suspends the meeting contrary to Clause 8, the GMS shall elect another Chairman from among attendees to continue the meeting, and all resolutions passed shall remain valid.

10. Where the Company applies modern technology to organize the GMS via online meetings, the Company must ensure that shareholders can attend and vote electronically or other forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government on guiding the implementation of some articles of the Law on Securities.

## **Article 20. Conditions for Adoption of Resolutions of the General Meeting of Shareholders**

1. The GMS shall adopt resolutions within its authority either by voting at meetings or by collecting written opinions.

Resolutions of the GMS on the following matters must be adopted by voting at a GMS meeting:

- a) Amendments and supplements to the Company's Charter;
- b) Development orientation of the Company;
- c) Types of shares and the total number of shares of each class;
- d) Election, dismissal, or removal of members of the BOD and the BOS;
- e) Decisions on investment or sale of assets with a value equal to or exceeding 35% of the total assets recorded in the most recent financial statements of the Company, unless otherwise

stipulated in the Charter;

f) Approval of annual financial statements;

g) Reorganization or dissolution of the Company.

2. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting shares of all attending and voting shareholders, except as otherwise provided in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

a) Types of shares and total number of shares of each class;

b) Changes to business lines and sectors;

c) Changes to the organizational and management structure of the Company;

d) Investment projects or sale of assets valued at 35% or more of total assets as recorded in the latest financial statements;

e) Reorganization or dissolution of the Company.

3. Other resolutions shall be adopted if approved by shareholders representing more than 50% of the total voting shares of all attending and voting shareholders, except as provided in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

4. Resolutions adopted by 100% of the total voting shares shall be valid and effective even if the procedures for convening the meeting and adopting such resolutions do not comply with the Law on Enterprises and the Company's Charter.

5. The election of members of the BOD and the BOS shall be conducted using the cumulative voting method, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the BOD or the BOS. Each shareholder shall have the right to allocate all or part of such total votes to one or more candidates. Candidates shall be elected in descending order based on the number of votes received, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is filled. In the event that two or more candidates receive an equal number of votes for the final position on the BOD or the BOS, a re-election shall be conducted among those candidates with equal votes, or selection shall be made in accordance with the criteria set out in the election regulations or the Company's Charter.

5. Where a resolution is adopted by way of written ballots, a resolution of the GMS shall be deemed approved if it is supported by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote.

6. Resolutions of the GMS must be notified to shareholders entitled to attend the GMS within 15 days from the date of adoption. Where the Company has a website, such notification may be replaced by posting the resolutions on the Company's website.

7. A resolution of the GMS that adversely affects the rights and obligations of preference shareholders shall be approved only if it is consented to by shareholders attending the meeting who hold at least seventy-five percent (75%) of the total number of such class of preference shares, or by shareholders holding at least seventy-five percent (75%) of the total

number of such class of preference shares in the case of approval by written resolution.

### **Article 21. Authority and Procedures for Collecting Written Opinions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' written opinions to adopt GMS resolutions shall be as follows:

1. The BOD has the right to collect written opinions of shareholders to adopt GMS resolutions when deemed necessary for the Company's interest, except for matters specified in Clause 1, Article 20 of this Charter.
2. The BOD shall prepare voting ballots, draft resolutions of the GMS, and explanatory documents, and send them to all shareholders entitled to vote at least 10 days before the deadline for submission. Requirements and the method of delivery shall comply with Clause 3, Article 17 of the Charter.
3. An voting ballot must include the following main contents:
  - a) Name, head office address, and enterprise code;
  - b) Purpose of collecting opinions;
  - c) The full name, contact address, nationality, and legal document number of an individual shareholder; the name, business registration number or legal document number of an organization, and the head office address of an organization shareholder; or the full name, contact address, nationality, and legal document number of an individual representative of an organization shareholder; the number of shares of each class and the number of voting rights of the shareholder.
  - d) Issues to be voted on;
  - e) Voting options including approval, disapproval, or abstention for each issue;
  - f) Deadline for submission of voting ballots to the Company;
  - g) Full name and signature of the Chairman of the BOD.
4. Shareholders may return completed voting ballots to the Company by post, fax, or email in accordance with the following provisions:
  - a) In the case of submission by post, the completed voting ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of an institutional shareholder. Voting ballots sent to the Company must be enclosed in sealed envelopes and must not be opened by any person prior to the vote counting;
  - b) In the case of submission by fax or email, the voting ballots sent to the Company must be kept confidential until the time of vote counting;
  - c) Voting ballots received by the Company after the deadline specified in the voting ballot, or those that have been opened in the case of postal submission or disclosed in the case of fax or email submission, shall be deemed invalid. Voting ballots not returned shall be deemed as abstentions.
5. The BOD shall conduct the vote counting and prepare the vote counting minutes in the presence of the BOS or shareholders who do not hold managerial positions in the Company.

The vote counting minutes must include the following principal contents:

- a) Name, address of the head office, and business registration number;
- b) Purpose and matters to be voted on for the adoption of resolutions;
- c) Number of shareholders and total voting rights participating in the voting, including a breakdown of valid and invalid votes and the method of submission of voting ballots, attached with a list of shareholders participating in the voting;
- d) Total number of votes in favor, against, and abstentions for each matter;
- e) Matters approved and the corresponding voting ratios;
- f) Full names and signatures of the Chairman of the BOD, the vote counters, and the vote counting supervisors.

Members of the BOD, vote counters, and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes and jointly liable for any damages arising from decisions adopted due to dishonest or inaccurate vote counting.

6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the completion of the vote counting. The delivery of the vote counting minutes and resolutions may be replaced by publication on the Company's website within 24 hours from the completion of the vote counting.

7. Completed voting ballots, vote counting minutes, adopted resolutions, and related documents enclosed with the voting ballots must be retained at the Company's head office.

8. Resolutions adopted by way of written shareholder voting shall have the same validity as resolutions adopted at a meeting of the GMS.

## **Article 22. Resolutions and Minutes of the General Meeting of Shareholders**

1. Meetings of the GMS must be recorded in minutes and may be audio-recorded or otherwise recorded and stored in electronic form. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and must include the following principal contents:

- a) Name, address of the head office, and business registration number;
- b) Time and venue of the GMS;
- c) Meeting agenda and contents of the meeting;
- d) Full name of the chairman and the secretary;
- e) Summary of the proceedings of the meeting and opinions expressed at the GMS on each matter in the agenda;
- f) Number of shareholders and total voting rights of shareholders attending the meeting, the appendix listing registered shareholders and their representatives attending the meeting, including the number of shares and corresponding voting rights;
- g) Total number of votes for each matter put to vote, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; and the corresponding percentages of the total voting rights of shareholders attending and voting;

- h) Matters approved and the corresponding voting ratios;
  - i) Full names and signatures of the chairman and the secretary. In the event that the chairman and/or the secretary refuse to sign the minutes, such minutes shall be valid if signed by all other attending members of the BOD and contain all required contents as prescribed in this Clause. The minutes must clearly state the refusal of the chairman and/or the secretary to sign the minutes.
2. The minutes of the GMS must be completed and approved before the closing of the meeting. The chairman and the secretary of the meeting or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
4. Resolutions, minutes of the GMS, appendices listing shareholders registered to attend the meeting with shareholders' signatures, powers of attorney for attendance, all documents attached to the minutes (if any), and related documents enclosed with the meeting invitation must be disclosed in accordance with the laws on information disclosure on the securities market and must be retained at the Company's head office.

#### **Article 23. Request for Annulment of Resolutions of the General Meeting of Shareholders**

Within 90 days from the date of receipt of a resolution or minutes of the GMS or the minutes of vote counting results of the GMS conducted by written ballots, shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a court or an arbitral tribunal to review and annul a resolution or part thereof of the GMS in the following cases:

- 1. The order and procedures for convening the meeting and adopting resolutions of the GMS seriously violate the provisions of the Law on Enterprises and the Company's Charter, except as provided in Clause 3, Article 20 of this Charter.
- 2. The content of the resolution violates the law or this Charter.

### **VII. BOARD OF DIRECTORS**

#### **Article 24. Nomination and Candidacy for Members of the Board of Directors**

1. Where candidates for the BOD have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the GMS on the Company's website so that shareholders may review the candidates before voting. Candidates for the BOD must provide a written commitment on the truthfulness and accuracy of the disclosed personal information and must undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the BOD. The information relating to candidates for the BOD to be disclosed includes:

- a) Full name, date of birth;

- b) Professional qualifications;
- c) Working experience;
- d) Other managerial positions (including positions on the BOD of other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as prescribed in the Company's Charter;
- g) A public company must disclose information on companies in which the candidate is holding positions as a member of the BOD, other managerial positions, and interests related to such companies of the candidate for the BOD (if any).

2. Shareholders or groups of shareholders holding ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates to the BOD.

The number of candidates that each shareholder or group of shareholders is entitled to nominate shall depend on the number of candidates decided by the GMS and the ownership ratio of shares of each shareholder/group of shareholders, specifically as follows:

- Shareholders or groups of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares shall be entitled to nominate a maximum of one (01) candidate to the BOD;
- Shareholders or groups of shareholders holding from twenty percent (20%) to less than thirty percent (30%) of the total voting shares shall be entitled to nominate a maximum of two (02) candidates;
- Shareholders or groups of shareholders holding from thirty percent (30%) to less than forty percent (40%) of the total voting shares shall be entitled to nominate a maximum of three (03) candidates;
- Shareholders or groups of shareholders holding from forty percent (40%) to less than fifty percent (50%) of the total voting shares shall be entitled to nominate a maximum of four (04) candidates;
- Shareholders or groups of shareholders holding fifty percent (50%) or more of the total voting shares shall be entitled to nominate a full number of candidates to the BOD.

3. In the event that the number of candidates for the BOD nominated and self-nominated remains insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent BOD may introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the BOD. The introduction of additional candidates by the incumbent BOD must be clearly disclosed prior to the GMS voting to elect members of the BOD in accordance with the applicable laws.

4. Members of the BOD must satisfy the criteria and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

#### **Article 25. Composition and Term of Members of the Board of Directors**

1. The number of members of the BOD shall be five (05). The specific number of members

of the BOD for each term shall be decided by the GMS.

2. The term of office of a member of the BOD shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In the event that all members of the BOD simultaneously end their term, such members shall continue to act as members of the BOD until new members are elected to replace them and assume their duties.

3. The structure of the BOD shall be as follows:

The structure of the BOD of a public company must ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall limit to the maximum extent the concurrent holding of executive positions by members of the BOD in order to ensure the independence of the BOD.

4. A member of the BOD shall cease to hold office in cases of dismissal, removal, or replacement by the GMS in accordance with Article 160 of the Law on Enterprises, relevant legal conditions and standards, and the Company's internal regulations on personnel management.

5. The appointment of members of the BOD must be disclosed in accordance with the laws on information disclosure in the securities market.

6. A member of the BOD is not necessarily required to be a shareholder of the Company.

#### **Article 26. Rights and Obligations of the Board of Directors**

1. The BOD is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those falling within the authority of the GMS.

2. The rights and obligations of the BOD are prescribed by the applicable laws, the Company's Charter, and the GMS. Specifically, the BOD has the following powers and duties:

- a) To decide on strategies, medium-term development plans, and annual business plans of the Company;
- b) To propose types of shares and the total number of shares of each class authorized for offering;
- c) To decide on the sale of unsold shares within the authorized offering quota of each class and to decide on raising additional capital by other means;
- d) To decide on the selling price of shares and bonds of the Company;
- e) To decide on share repurchase in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f) To decide on investment plans and projects within its authority and legal limits;
- g) To decide on solutions for market development, marketing, and technology;
- h) To approve contracts for purchase, sale, borrowing, lending, and other transactions with a value of 35% or more of the total assets as recorded in the most recent financial statements of the Company, except those falling under the authority of the GMS according to provisions of

Item d, Clause 2, Article 138 and Clause 1, 2 of Article 137 of the Law on Enterprises;

i) To approve contracts and transactions with a value of less than 35% of total assets as recorded in the most recent financial statements of the Company with the following parties:

- Shareholders and their authorized representatives holding more than ten percent (10%) of the Company's ordinary shares and their related persons;
- Members of the BOD, the General Director, and their related persons;
- Enterprises specified in Clause 2, Article 164 of the Law on Enterprises.

In such cases, the Company's representative signing the contract must notify the BOD members and the BOS of the related parties involved, transactions, together with the draft contract or main transaction contents. The BOD shall decide on approval on contracts or transactions within fifteen (15) days from receipt of such notice. Members having related interests shall not have voting rights.

j) To elect, dismiss, or remove the Chairman of the BOD; to appoint, dismiss, enter into and terminate contracts with the General Director, Deputy General Directors, and Chief Accountant; to decide on remuneration, salaries, bonuses, and other benefits of such persons; to appoint authorized representatives to participate in Members' Councils or GMSs of other companies and decide their remuneration and benefits;

k) To supervise and direct the General Director and other managers in the daily business operations of the Company;

l) To decide on the organizational structure, internal management regulations; to establish subsidiaries, branches, representative offices, and decide on capital contributions or share acquisitions in other enterprises;

m) To approve agendas and materials for GMS meetings; to convene GMS meetings or collect shareholders' opinions for resolution adoption;

n) To submit audited annual financial statements to the GMS;

o) To propose dividend rates; to decide on the time and procedures for dividend payment or handling of business losses;

p) To propose reorganization, dissolution, or bankruptcy of the Company;

q) To promulgate the BOD's operational regulations, internal corporate governance regulations after approval by the GMS, and regulations on information disclosure;

r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.

3. The BOD must report to the GMS on its performance in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government on detailing the performance of some articles of Law on Securities.

4. The BOD shall adopt resolutions and decisions by voting at meetings, by collecting written opinions, or by other methods as prescribed in the Charter. Each BOD member shall have one vote.

5. Where a resolution or decision adopted by the BOD is contrary to the applicable laws,

GMS resolutions, or the Charter and causes damage to the Company, members voting in favor shall be jointly and severally liable and must compensate the Company; dissenting members shall be exempt from liability. In such cases, shareholders have the right to request a Court to suspend or annul such resolution or decision.

6. A BOD member has the right to request the General Director, Deputy General Directors, and Chief Accountant to provide information and documents on the Company's financial status and business operations, including its subsidiaries. Such requests must comply with confidentiality and disclosure regulations under the applicable laws, this Charter, and internal rules of the Company.

The General Director, Deputy General Directors, and Chief Accountant are obligated to provide timely, full, and accurate information and documents as requested by the members of the BOD. The provision of information is carried out in accordance with the applicable laws, this Charter, and the Company's internal rules and regulations.

#### **Article 27. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the BOD based on business performance and efficiency.

2. Members of the BOD shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to perform their duties and a daily rate. The BOD shall determine the remuneration for each member on a consensus basis. The total remuneration and bonuses of the BOD shall be decided by the GMS at its annual meeting.

3. Remuneration of each BOD member shall be recorded as a business expense of the Company in accordance with corporate income tax regulations, separately presented in the annual financial statements, and reported to the GMS at the annual meeting.

4. BOD members holding executive positions, participating in BOD committees, or performing duties beyond the normal scope of a BOD member may receive additional remuneration in the form of lump-sum payments, salaries, commissions, profit percentages, or other forms as decided by the BOD.

5. BOD members are entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in performing their duties, including expenses for attending GMS meetings, BOD meetings, or BOD committees.

6. BOD members may be covered by liability insurance purchased by the Company, subject to approval by the GMS. Such insurance shall not cover liabilities arising from violations of the applicable laws or the Company's Charter.

#### **Article 28. Chairman of the Board of Directors**

1. The Chairman of the BOD shall be elected, dismissed, or removed by the BOD from among its members.

2. The Chairman of the BOD shall not concurrently hold the position of General Director.
  3. The Chairman of the BOD has the following rights and obligations:
    - a) To formulate programs and plans for activities of the BOD;
    - b) To prepare agendas, contents, and documents for meetings; to convene, preside over, and chair BOD meetings;
    - c) To organize the adoption of resolutions and decisions of the BOD;
    - d) To supervise the implementation of BOD resolutions and decisions;
    - e) To chair meetings of the GMS;
    - f) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.
  4. In case the Chairman resigns or is dismissed or removed, the BOD must elect a replacement within 10 days from the date of receipt of the resignation or decision.
  5. In the event that the Chairman of the Board of Directors is absent or unable to perform duties, the Chairman must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the BOD in accordance with the principles stipulated in the Company's Charter. In the absence of such authorization, or in the event that the Chairman of the BOD dies, is declared missing, is held in temporary detention, is serving a prison sentence, is subject to administrative handling measures at a compulsory detoxification establishment or compulsory education institution, absconds from his/her place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among them to act as Chairman of the BOD based on the principle of majority approval of the remaining members until a new decision of the BOD is made.
  6. Where necessary, the Chairman may appoint a Secretary to assist the BOD and the Chairman in performing their duties in accordance with the applicable law and the Charter. The Secretary must maintain confidentiality in accordance with regulations of the applicable laws and the Charter.
- The Company Secretary shall have the following rights and obligations:
- a) To assist in organizing GMS and BOD meetings and recording minutes;
  - b) To assist BOD members in performing their duties;
  - c) To assist the BOD in applying and implementing corporate governance principles;
  - d) To assist the Company in shareholder relations and protection of shareholders' lawful rights and interests;
  - e) To assist the Company in complying with information disclosure and administrative procedures;
  - f) Other rights and obligations as prescribed in the Company's Charter.

## **Article 29. Meeting of the Board of Directors**

1. The Chairman of the BOD shall be elected at the first BOD meeting within 07 working days from the end of the election of that BOD. This meeting shall be convened and chaired by the member having the highest number or highest percentage of votes. In the event that more than one member has the highest and equal number of votes or percentage of votes, the members shall vote by majority to select one of them to convene a meeting of the BOD.
2. The BOD shall meet at least once per quarter and may hold extraordinary meetings.
3. The Chairman shall convene a BOD meeting in the following cases:
  - a) At the request of the BOS or an independent BOD member;
  - b) At the request of the General Director or at least five (05) other managers;
  - c) At the request of at least two (02) BOD members;
  - d) Other cases as stipulated in the Company's Charter.
4. Requests for convening meetings as specified in Article 3 must be made in writing, clearly stating the purpose, issues to be discussed, and matters within the BOD's authority.
5. The Chairman must convene a meeting within 07 working days from receipt of a valid request as specified in Clause 3 of this Article. If the Chairman fails to convene the meeting, he/she shall be liable for any damages incurred by the Company; the requesting member has the right to convene the BOD meeting in replacement of the Chairman.
6. The Chairman of the BOD or the person convening the meeting of the BOD must send the notice of meeting invitation at least three (03) working days prior to the meeting date. The notice of meeting invitation must specify the time and venue of the meeting, the agenda, and the issues to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and voting ballots of members.

The notice of meeting invitation of the BOD may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, and must ensure delivery to the registered contact address of each member of the BOD at the Company.
7. The Chairman of the BOD or the convener shall send the notice of meeting invitation and accompanying documents to members of the BOS in the same manner as to members of the BOD. Members of the BOS have the right to attend meetings of the BOD and to participate in discussions but shall not have the right to vote.
8. A meeting of the BOD shall be conducted when at least three-quarters ( $3/4$ ) of the total number of members attend. In case the meeting convened in accordance with this clause does not have sufficient quorum, a second meeting shall be convened within five (05) days from the originally scheduled date. In such case, the meeting shall be conducted if more than half of the members of the BOD attend.
9. A member of the BOD Directors shall be deemed to attend and vote at the meeting in the following cases:
  - a) Attending and voting directly at the meeting;
  - b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;

- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax, or email;
- e) Sending voting ballots by other means as prescribed in the Company's Charter.

10. In the case of sending voting ballots to the meeting by mail, such ballots must be placed in a sealed envelope and delivered to the Chairman of the BOD no later than one (01) hour prior to the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the BOD. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the members of the BOD.

12. Resolutions and decisions of the BOD shall be adopted if approved by a majority of the attending members; in case of a tie vote, the final decision shall follow the opinion of the Chairman of the BOD.

### **Article 30. Subcommittees of the Board of Directors**

1. The BOD may establish subcommittees to be responsible for development policy, human resources, compensation, internal audit, and risk management. The number of members of a subcommittee is determined by the BOD and must be at least 3, including members of the BOD and external members. Independent members of the BOD/non-executive members of the BOD should constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by decision of the BOD. The activities of the subcommittee must comply with the regulations of the BOD. Resolutions of the subcommittee are only valid when a majority of members attend and vote to approve them at the subcommittee meeting.

2. The implementation of decisions of the BOD or its subcommittees must comply with the applicable laws, the Company's Charter, and internal corporate governance regulations.

### **Article 31. Person in charge of Corporate Governance**

1. The BOD must appoint at least one (01) person in charge of corporate governance to support governance activities of the Company. This person may concurrently act as the Secretary of the Company in accordance with Clause 5, Article 156 of the Law on Enterprises.

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

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

- a) To advise the BOD on organizing GMS meetings and matters related to relations between the Company and shareholders;
- b) To prepare meetings of the BOD, the BOS, and the GMS upon request;
- c) To advise on meeting procedures;
- d) To attend meetings;
- e) To advise on procedures for drafting BOD resolutions in compliance with regulations of

the applicable laws;

- f) To provide financial information, copies of minutes of BOD meetings, and other information to BOD members and BOS members;
- g) To monitor and report to the BOD on the Company's information disclosure activities;
- h) To act as the contact point for stakeholders;
- i) To maintain confidentiality in accordance with the applicable laws and the Company's Charter;
- j) Other rights and obligations as prescribed by the applicable laws and the Charter.

## **VIII. GENERAL DIRECTORS AND EXECUTIVES**

### **Article 32. Management structure**

The Company's management system must ensure that the management apparatus is accountable to the BOD and subject to its supervision and direction in daily business operations. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the BOD. The appointment, dismissal, and removal of such positions must be approved by resolutions or decisions of the BOD.

### **Article 33. Executives of the Company**

1. Executives of the Company include the General Director, Deputy General Directors, Chief Accountant, and other executives as decided by the BOD.
2. Upon the proposal of the General Director and approval of the BOD, the Company may recruit additional executives with appropriate quantity and qualifications in accordance with the Company's structure and management regulations set by the BOD. Executives must support the Company in achieving its operational and organizational objectives.
3. The General Director shall receive salary and bonuses as decided by the BOD.
4. Salaries of executives shall be recorded as business expenses in accordance with regulations on corporate income tax (CIT), presented separately in the annual financial statements, and reported to the GMS at its annual meeting.

### **Article 34. Appointment, Dismissal, Rights and Obligations of the General Director**

1. The BOD shall appoint one (01) member of the BOD or hire another person to serve as General Director.
2. The General Director is responsible for the daily business operations of the Company; is subject to the supervision of the BOD; and is accountable to the BOD and the applicable law for the performance of assigned rights and obligations.
3. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must satisfy qualifications and conditions as prescribed by the applicable laws and the Company's Charter.

4. Qualifications and conditions of the General Director:

- a) Not falling under cases prohibited from managing enterprises as stipulated in Clause 2, Article 17 of the Law on Enterprises;
- b) Having professional qualifications and experience in business administration of the Company;
- c) Not being a related person of managers of the Company, members of the BOS, or managers of Vietnam Railways Corporation;
- d) Other qualifications and conditions as prescribed by the applicable laws, the Company's Charter, and internal regulations on personnel management.

5. Rights and obligations of the General Director:

- a) To decide on matters relating to daily business operations not falling under the authority of the BOD;
- b) To implement resolutions and decisions of the BOD;
- c) To implement business plans and investment plans of the Company;
- d) To propose organizational structure and internal management regulations;
- e) To appoint, dismiss, or remove managerial positions within the Company, except those under the authority of the BOD;
- f) To decide salaries and other benefits of employees;
- g) To recruit employees;
- h) To propose dividend distribution plans or handling of business losses;
- i) Other rights and obligations as prescribed by the applicable laws, the Charter, and BOD resolutions and decisions.

5. The BOD may dismiss the General Director if approved by a majority of attending voting members of the BOD and appoint a replacement.

6. The General Director must manage daily operations in compliance with the applicable laws, the Company's Charter, the labor contract signed with the Company, and BOD resolutions. If violations cause damage to the Company, the General Director shall be legally liable and must compensate for damages.

## **IX. BOARD OF SUPERVISORS**

The Company establishes a Board of Supervisors (BOS) in accordance with the Law on Enterprises, Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government guiding the implementation of certain provisions of the Law on Securities, and regulations specified from Articles 35 to 40 of this Charter.

### **Article 35. Nomination and Candidacy for Members of the Board of Supervisors (Supervisors)**

1. Where candidates for the BOS have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the GMS on the Company's website, to enable shareholders to review the candidates before voting.

Candidates must provide a written commitment on the truthfulness and accuracy of disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected. Disclosed information of candidates of the BOS includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working experience;
- d) Other managerial positions (including positions in other board of supervisors of other companies);
- e) Related interests with the Company and its related parties;
- f) Other information (if any) as stipulated in the Charter;
- g) For public companies, disclosure must include companies where candidates hold positions in BOS or management roles and their related interests (if any).

2. Shareholders or groups of shareholders holding 10% or more of total ordinary shares have the right to nominate candidates to the BOS.

The number of candidates that each shareholder or group of shareholders may nominate depends on the number of positions to be elected and their shareholding ratio, as follows:

- Shareholders or groups of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares shall be entitled to nominate a maximum of one (01) candidate to the BOS;
- Shareholders or groups of shareholders holding from twenty percent (20%) to less than thirty percent (30%) of the total voting shares shall be entitled to nominate a maximum of two (02) candidates;
- Shareholders or groups of shareholders holding from thirty percent (30%) to less than forty percent (40%) of the total voting shares shall be entitled to nominate a maximum of three (03) candidates;
- Shareholders or groups of shareholders holding from forty percent (40%) to less than fifty percent (50%) of the total voting shares shall be entitled to nominate a maximum of four (04) candidates;
- Shareholders or groups of shareholders holding fifty percent (50%) or more of the total voting shares shall be entitled to nominate a full number of candidates to the BOS.

3. Where the number of candidates nominated or self-nominated is insufficient, the incumbent BOS may nominate additional candidates or organize nominations in accordance with the Company's Charter, internal corporate governance regulations, and the BOS's operating regulations. The nomination of additional candidates by the incumbent BOS must be clearly announced before the GMS votes to elect members of the BOS as required by the applicable laws.

#### **Article 36. Composition of the Board of Supervisors**

1. The number of members of the BOS shall be at least three (03) and not more than five (05). The term of office of a member of the BOS shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. More than half of the Supervisors must reside in Vietnam.

2. Members of the BOS must meet the standards and conditions as prescribed in Article 169 of the Law on Enterprises, relevant laws, and the Company's internal personnel management regulations, and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an independent auditing firm that has audited the Company's financial statements within the preceding three (03) consecutive years.

3. A member of the BOS shall be dismissed in the following cases:

- a) No longer meeting the standards and conditions to serve as a member of the BOS as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter and having it approved;
- c) Other cases as stipulated in this Charter.

4. A member of the BOS shall be removed from office in the following cases:

- a) Failing to fulfill assigned duties and responsibilities;
- b) Failing to perform his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) Repeatedly violating or committing serious violations of the obligations of a member of the BOS in accordance with the Law on Enterprises and the Company's Charter;
- d) Other cases as decided by a resolution of the GMS.

#### **Article 37. Head of the Board of Supervisors**

1. The Head of the BOS shall be elected by the BOS from among its members; the election, dismissal, and removal shall be decided based on the principle of majority. More than half of the members of the BOS must reside in Vietnam. The Head of the BOS must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, laws, business administration, or other disciplines related to the Company's business operations.

2. The Head of the BOS has the following rights and obligations:

- a) To assign specific duties to BOS members in accordance with its internal regulations; to convene BOS meetings;
- b) To request the BOD, General Director, and other executives to provide relevant information for reporting to the BOS;
- c) To prepare and sign reports of the BOS after consulting the BOD for submission to the GMS;
- d) Other rights and obligations as stipulated in this Charter and by the applicable laws.

#### **Article 38. Rights and Obligations of the Board of Supervisors**

The BOS shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following:

1. To propose and recommend to the GMS for approval the list of approved auditing firms to audit the Company's financial statements; to decide on the approved auditing firm to inspect the Company's operations and to dismiss such auditors when necessary.
2. To be accountable to shareholders for its supervisory activities.
3. To supervise the financial status of the Company and the compliance with laws in the activities of members of the BOD, the General Director, and other managers.
4. To ensure coordination with the BOD, the General Director, and shareholders.
5. Upon detecting violations of the applicable laws or the Company's Charter by BOD members, the General Director, or other executives, the BOS must notify the BOD in writing within 48 hours, request the violating party to cease the violation, and propose remedial measures.
6. To develop its operating regulations and submit them to the GMS for approval.
7. To report to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government on guiding the implementation of certain provisions of the Law on Securities.
8. To access the Company's documents and records at the head office, branches, and other locations; and to visit workplaces of managers and employees during working hours.
9. To request the BOD, BOD members, the General Director, and other managers to provide full, accurate, and timely information and documents regarding management, administration, and business operations.
10. Other rights and obligations as prescribed by the applicable laws and this Charter.

#### **Article 39. Meetings of the Board of Supervisors**

1. The BOS shall meet at least twice a year, and the number of members attending a meeting must be at least two-thirds (2/3) of the total members of the BOS. Meeting minutes of the BOS must be prepared in a detailed and clear manner. The minute-taker and all attending members of the BOS must sign the meeting minutes. All minutes of the BOS meetings must be properly retained to determine the responsibilities of each member of the BOS.
2. The BOS has the right to request members of the BOD, the General Director, and representatives of the approved auditing organization to attend meetings and provide clarification on relevant matters.

#### **Article 40. Salary, Remuneration, Bonuses and other Benefits of members of the Board of Supervisors**

Salary, remuneration, bonuses, and other benefits of BOS members shall be implemented as follows:

1. Members of the BOS shall receive salary, remuneration, bonuses, and other benefits as decided by the GMS. The GMS shall determine the total remuneration, bonuses, other

benefits, and the annual operating budget of the BOS.

2. Members of the BOS shall be reimbursed for reasonable expenses for accommodation, travel, and independent consulting services. The total remuneration and expenses must not exceed the approved annual operating budget of the BOS, unless otherwise decided by the GMS.

3. Salaries and operating expenses of the BOS shall be recorded as business expenses of the Company in accordance with corporate income tax regulations and other relevant laws, and must be separately presented in the Company's annual financial statements.

#### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER EXECUTIVES**

Members of the BOD, BOS, the General Director, and other executives must perform their duties, including duties as members of subcommittees of the BOD, honestly and prudently in the best interests of the Company.

##### **Article 41. Duty of Honesty and Avoidances of Interest Conflicts**

1. Members of the BOD, BOS, the General Director, and other managers must disclose related interests in accordance with the Law on Enterprises and relevant documents of the applicable laws.

2. Members of the BOD, BOS, the General Director, managers and other related persons of these members may only use information obtained by virtue of their position for the benefit of the Company.

3. Members of the BOD, BOS, the General Director, and other managers are obliged to notify in writing the BOD and the BOS of any transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, with such persons or with their related persons in accordance with the applicable laws. For the above-mentioned transactions approved by the GMS or the BOD, the Company must disclose information on such resolutions in compliance with the laws on securities information disclosure.

4. Members of the BOD must not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the BOD, BOS, the General Director, other managers, and their related persons must not use or disclose internal information to conduct related transactions.

6. Transactions between the Company and one or more members of the BOD, members of the BOS, the General Director, other executives, and organizations or individuals related to such persons shall not be deemed invalid in the following cases:

a) For transactions with a value less than or equal to 20% of the total assets recorded in the most recent financial statements, the material contents of the contract or transaction, as well as the relationships and interests of the members of the BOD, members of the BOS, the General Director, and other executives, have been reported to the BOD and approved by a

majority vote of the members of the BOD who do not have related interests;

b) For transactions with a value exceeding 20%, or transactions that result in the total value of transactions arising within 12 months from the date of the first transaction reaching 20% or more of the total assets recorded in the most recent financial statements, the material contents of such transactions, as well as the relationships and interests of the members of the BOD, BOS, the General Director, and other executives, have been disclosed to shareholders and approved by the GMS through voting by shareholders without related interests.

#### **Article 42. Liability for Damage and Indemnification**

1. Members of the BOD, BOS, the General Director, and other executives who breach their duties of honesty and prudence or fail to perform their obligations shall be liable for damages caused by their violations.

2. The Company shall indemnify persons who are, have been, or may become parties to claims, lawsuits, or legal proceedings (including civil and administrative cases, but excluding cases initiated by the Company) if such persons are or were members of the BOD, BOS, the General Director, other executives, employees, or authorized representatives acting on behalf of the Company, provided that they acted honestly, prudently, in the best interests of the Company, in compliance with the law, and there is no evidence that they breached their duties.

3. Indemnification costs include judgments, fines, and actual expenses incurred (including legal fees) in resolving such matters within the limits permitted by the applicable laws. The Company may purchase insurance for such persons to cover the above liabilities.

### **XI. RIGHTS TO ACCESS THE COMPANY'S BOOKS AND RECORDS**

#### **Article 43. Rights to access books and records**

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

a) Ordinary shareholders have the right to inspect, review, and extract information on names and contact details in the list of voting shareholders; to request correction of inaccurate information; to inspect, review, extract, or copy the Company's Charter, minutes of GMS meetings, and GMS resolutions;

b) Shareholders or groups of shareholders holding 5% or more of total ordinary shares have the right to inspect, review, extract minutes books and resolutions/decisions of the BOD, semi-annual and annual financial statements, reports of the BOS, contracts and transactions subject to BOD approval, and other documents, except those relating to trade secrets and business secrets of the Company.

2. In cases where an authorized representative of a shareholder or a group of shareholders requests access to books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders represented by such person, or a notarized copy of such power of attorney.

3. Members of the BOD, BOS, the General Director, and other executives have the right to

access the shareholder register, shareholder list, and other records for purposes related to their duties, provided that confidentiality is maintained.

4. The Company must retain the Charter and its amendments, Business Registration Certificate, internal regulations, documents evidencing ownership of assets, GMS and BOD resolutions, minutes of meetings, reports of the BOD and BOS, annual financial statements, accounting books, and other documents as required by the law at the head office or another location, provided shareholders and the business registration authority are informed of such location.

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

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 44. Employees and Trade Union**

1. The General Director must prepare plans for approval by the BOD on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and disciplinary measures for employees and executives.

2. The General Director must prepare plans for approval by the BOD regarding the Company's relationship with trade unions in accordance with best practices, management policies set out in this Charter, internal regulations, and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 45. Profit Distribution**

1. The GMS shall decide on the annual dividend rate and form of dividend payment from retained earnings.

2. The Company shall not pay interest on dividends or any amounts payable relating to shares.

3. The BOD may recommend the GMS to approve payment of dividends, wholly or partly, in shares and such decision shall be decided by the BOD.

4. Where dividends or other amounts relating to shares are paid in cash, payment shall be made in Vietnamese Dong (VND). Payments may be made directly or via banks based on shareholder-provided account details. If the Company has transferred funds in accordance with provided details but the shareholder does not receive them, the Company shall not be liable for such amount. The payment for listed/registered shares, dividend payments may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the BOD shall pass a resolution or decision to determine a specific record date for finalizing the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, as well as notices or other documents.

6. Other matters relating to profit distribution shall comply with applicable laws.

#### **XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM**

##### **Article 46. Bank Accounts**

1. The Company shall open bank accounts at Vietnamese banks or foreign bank branches licensed to operate in Vietnam.
2. With prior approval from competent authorities, the Company may, if necessary, open bank accounts overseas in compliance with applicable laws.
3. All payments and accounting transactions shall be conducted through VND or foreign currency accounts opened by the Company.

##### **Article 47. Fiscal Year**

The fiscal year of the Company begins on January 1 and ends on December 31 each year. The first fiscal year shall commence on the date of issuance of the Business Registration Certificate and end on December 31 immediately following such date.

##### **Article 48. Accounting System**

1. The Company shall apply the enterprise accounting regime or a specialized accounting regime approved by competent authorities.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with accounting laws and relevant regulations. Such records must be accurate, up-to-date, systematic, and sufficient to verify and explain the Company's transactions.
3. The accounting currency shall be Vietnamese Dong (VND). If the Company has major transactions in a foreign currency, it may choose such currency as its accounting currency, subject to legal responsibility and notification to the directly managing tax authority.

#### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE OBLIGATIONS**

##### **Article 49. Annual, Semi-annual and Quarterly Financial Statements**

1. The Company shall prepare annual financial statements, which must be audited in accordance with the applicable laws. The audited annual financial statements shall be disclosed by the Company in compliance with regulations on information disclosure in the securities market and submitted to competent state authorities.
2. The annual financial statements must include all reports, appendices, and notes as required by accounting laws. Financial statements must present a true and fair view of the Company's operations.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations on information disclosure in the securities market and submit them to competent authorities.

##### **Article 50. Annual Reports**

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

## **XVI. COMPANY AUDIT**

### **Article 51. Audit**

1. The GMS shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the BOD to select one of them to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed with the BOD.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor auditing the Company's financial statements has the right to attend GMS meetings, receive notices and relevant information, and express opinions at the meeting on matters related to the audit.

## **XVII. COMPANY SEAL**

### **Article 52. Company Seal**

1. The Company seal includes a seal created by a seal-engraving establishment or a seal in the form of a digital signature in accordance with laws on electronic transactions.
2. The BOD shall decide on the type, quantity, form, and content of the Company's seal, as well as those of its branches and representative offices (if any).
3. The BOD and the General Director shall manage and use the seal in accordance with the applicable laws.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 53. Dissolution of the Company**

The Company may be dissolved in the following cases:

- a) By resolution or decision of the GMS;
  - b) Revocation of the Business Registration Certificate, except where otherwise provided by tax administration laws;
  - c) Other cases as prescribed by the applicable laws.
2. The early dissolution of the Company shall be decided by the GMS and implemented by the BOD. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with applicable regulations.

### **Article 54. Liquidation**

1. Within at least 06 months from the decision on dissolution, the BOD must establish a Liquidation Committee of 03 members, including 02 members appointed by the GMS and 01 member appointed by the BOD from an independent auditing firm. This Committee shall adopt its own operating regulations. Members of the Liquidation Committee may be selected from Company's employees or independent experts. All liquidation expenses shall be prioritized for payment before other debts.
2. The Liquidation Committee shall notify the business registration authority of its

establishment and commencement date. From that time, the Liquidation Committee shall represent the Company in all matters relating to liquidation before courts and administrative authorities.

3. Proceeds from liquidation shall be distributed in the following order:

- a) Liquidation expenses;
- b) Outstanding salaries, severance allowances, social insurance, and other employee benefits under collective labor agreements and employment contracts;
- c) Tax liabilities;
- d) Other debts of the Company;
- e) The remaining amount after payment of all items from (a) to (d) shall be distributed to shareholders. Preference shares shall be paid prior to ordinary shares.

## **XIX. INTERNAL DISPUTES AND SETTLEMENT**

### **Article 55. Internal Disputes and Settlement**

1. In case of disputes or complaints relating to the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, this Charter, other laws, or agreements between:

- a) Shareholders and the Company;
- b) Shareholders and the BOD, BOS, General Director, or other executives;

The relevant parties shall first attempt to resolve such disputes through negotiation and mediation. Except for disputes involving the BOD or its Chairman, the Chairman of the BOD shall preside over the resolution process and require each party to present relevant information within 10 working days from the date the dispute arises. For disputes involving the BOD or its Chairman, any party may request the BOS to appoint an independent expert as mediator.

2. If no settlement is reached within 06 weeks from the start of mediation, or if the mediator's decision is not accepted, any party may refer the dispute to Arbitration or Court.

3. Each party shall bear its own costs related to negotiation and mediation. Court costs shall be borne in accordance with the court's judgment.

## **XX. AMENDMENT AND SUPPLEMENTATION TO THE CHARTER**

### **Article 56. Charter of the Company**

1. Any amendment or supplementation to this Charter must be considered and approved by the GMS.

2. In cases where laws contain provisions related to the Company's operations that are not stipulated in this Charter, or where new legal provisions differ from those set out in this Charter, such legal provisions shall prevail and be applied to govern the Company's operations.

## **XXI. EFFECTIVENESS**

**Article 57. Effectiveness**

1. This Charter of Railway Transport Joint Stock Company consists of 21 sections and 57 articles, approved by the GMS on 17 April 2025 at the Company's head office, and fully effective as of such date.
2. The Charter is made in 15 originals of equal validity, including:
  - 03 originals are submitted to Vietnam Railways Corporation (the controlling institutional shareholder);
  - 12 originals retained at the Company's head office.
3. This is the sole and official Charter of the Company.
4. Copies or extracts of this Charter are valid when signed by the Chairman of the BOD or at least half of the total number of BOD members.

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**

**Dao Anh Tuan**

Tôi, Đinh Thị Hòe, CCCD số: 040192044082 Cục Cảnh sát Quản lý Hành chính về Trật tự Xã hội cấp ngày 09/12/2022; cam đoan đã dịch chính xác nội dung của giấy tờ/văn bản này từ **tiếng Việt sang tiếng Anh**.

*I, Dinh Thi Hoe, Citizen ID Card No. 040192044082 issued on 09/12/2022 by Police Department for Administrative Management of Social Order, commit that I exactly translated the content of this document from Vietnamese to English.*

Ngày 23 tháng 04 năm 2026

*April 23, 2026*

**Người dịch ký và ghi rõ họ tên**

**Signature and full name of the translator**

**Đinh Thị Hòe**

**Dinh Thi Hoe**

Ngày 23 tháng 04 năm 2026 (Bằng chữ: Ngày hai mươi ba, tháng tư, năm hai nghìn không trăm hai mươi sáu)

*April 23, 2026 (On the Twenty - third of April, two thousand and twenty-six)*

Tại Văn phòng Công chứng Nguyễn Việt Cường, địa chỉ tại số 184 Dương Bá Trạc, Phường Chánh Hưng, Thành phố Hồ Chí Minh.

*At Nguyen Viet Cuong Notary Office, address at No. 184 Duong Ba Trac, Chanh Hung ward, Ho Chi Minh city.*

Tôi, **Ngô Thúy Liên** là Công chứng viên, Văn phòng Công chứng Nguyễn Việt Cường, thành phố Hồ Chí Minh.

*I am, a Notary Public, Nguyen Viet Cuong Notary Office, Ho Chi Minh city.*

**Ngô Thúy Liên**

**CHỨNG THỰC/ HEREBY CERTIFY THAT**

- Bà Đinh Thị Hòe là người đã ký vào từng trang bản dịch này. Người thực hiện chứng thực đã đối chiếu chữ ký của người dịch trên bản dịch và nhận thấy phù hợp với chữ ký mẫu của cộng tác viên dịch thuật đã đăng ký tại Văn phòng Công chứng Nguyễn Việt Cường, thành phố Hồ Chí Minh.

- *Ms. Dinh Thi Hoe signed each page of this translation. The notary public has compared the translator's signature on the translation and found it to be consistent with the sample signature of the translator registered at Nguyen Viet Cuong Notary Office, Ho Chi Minh City.*

Văn bản chứng thực này được lập thành 12 bản gốc (mỗi bản gốc gồm 48 tờ, 48 trang), lưu 01 (một) bản gốc tại Văn phòng Công chứng Nguyễn Việt Cường, thành phố Hồ Chí Minh.

*This certified document is made into 12 original (each original includes 48 sheets, 48 pages), 01 (one) original is kept at Nguyen Viet Cuong Notary Office, Ho Chi Minh city.*

**Số chứng thực:**

**Certification No.:**

**000840**

**Quyển số: 01/2026 - SCT/CKND**

**Book No.: 01/2026 - SCT/CKND**

Người thực hiện chứng thực  
Ký, ghi rõ họ, tên và đóng dấu

*Certified by*

*Signature, full name and seal*

**CÔNG CHỨNG VIÊN  
NOTARY PUBLIC**



**Ngô Thúy Liên**