



THE VEGETEXCO PORT JOINT – STOCK COMPANY

CHARTER

THE VEGETEXCO PORT JOINT STOCK COMPANY

Address: No. 1 Nguyen Van Quy, Phu Thuan Ward, Ho Chi Minh City.

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Ho Chi Minh City, April 24, 2026

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

CHARTER

THE VEGETEXCO PORT JOINT STOCK COMPANY

- *Based on the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and the guiding documents for the implementation of the Securities Law;*
- *Based on the Law amending and supplementing a number of articles of the Securities Law, the Law on Accounting, the Law on Independent Auditing, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Management, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling Administrative Violations No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024;*
- *Based on the Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Based on Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022;*
- *Based on the Law amending and supplementing a number of articles of the Enterprise Law No. 76/2025/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025;*
- *This charter is drafted and adopted pursuant to Resolution No. ... of the General Meeting of Shareholders of the Company dated 24/04/2026*

CHAPTER I

DEFINITION OF TERMS IN THE CHARTER

ARTICLE 1. EXPLANATION OF TERMS

1. In this Charter, the following terms are understood as follows:

- a) *Registered capital* is the total par value of shares sold or subscribed for upon the establishment of the joint-stock company and as stipulated in Article 6 of this Charter;
- b) *Capital with voting rights* is shares, whereby the owner has the right to vote on matters within the authority of the General Meeting of Shareholders;
- c) *Enterprise Law* refers to the Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and subsequent amendments, supplements, and replacements.
- d) *Securities Law* refers to the Securities Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and subsequent amendments, supplements, and replacements.
- e) *Vietnam* is the Socialist Republic of Vietnam;



- f) *Date of establishment* is the date the Company was first issued its Business Registration Certificate (Business Registration Certificate and other equivalent documents).
- g) *Business executives* include the Director, Deputy Director, Chief Accountant, and other executives (if any) as stipulated in this Charter;
- h) *Business manager* is the company's manager, including the Chairman of the Board of Directors, members of the Board of Directors, and Directors;
- i) *People involved* are individuals or organizations as defined in Clause 46, Article 4 of the Securities Law;
- k) *Shareholders* are individuals or organizations that own at least one share of the Company;
- l) *Founding shareholders* are shareholders who own at least one ordinary share and sign the list of founding shareholders of the Company;
- m) *Major shareholder* is a shareholder who owns 5% or more of the Company's voting shares;
- n) *Term of operation* refers to the Company's term of operation as stipulated in Article 2 of this Charter and any extension period (if any) approved by the Company's General Meeting of Shareholders;
- o) *Stock exchange* refers to the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to one or more other regulations or documents, including amendments, supplements, or replacements.
3. The Chapter and Article headings of this Charter are used for convenience in understanding the content and do not affect the content of this Charter.

CHAPTER II
NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES,
BUSINESS LOCATIONS, TERM OF OPERATION, AND LEGAL
REPRESENTATIVE OF THE COMPANY

ARTICLE 2. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS AND TERM OF OPERATION OF THE COMPANY

1. Company Name:

- Company name in Vietnamese: **CÔNG TY CỔ PHẦN CẢNG RAU QUẢ**

- Company name in foreign language: **THE VEGETEXCO PORT JOINT STOCK COMPANY**

- Company name abbreviation: **VEGEPORT J.CO**

2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law.

3. Company's registered headquarters:

- Headquarters address: No. 1 Nguyen Van Quy Street, Phu Thuan Ward, Ho Chi Minh City

- Phone: 028 3773 1120

Fax:

- Email: [vegeportjco@gmail](mailto:vegeportjco@gmail.com)

Website: <https://vegeport.com.vn>

4. The company may establish branches and representative offices to achieve its operational objectives. The Board of Directors decides on the establishment of branches and representative offices within the limits permitted by law.

5. Unless the Company ceases operations ahead of time stipulated in Clause 2 of Article 57 or extends its operations as stipulated in Article 58 of this Charter, the Company's term of operation is indefinite since its establishment.

ARTICLE 3. LEGAL REPRESENTATIVE OF THE COMPANY

1. The company has 01 legal representative: The director is the legal representative of the company.
2. The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a party requesting the resolution of civil matters, plaintiff, defendant, or party with related rights and obligations before Arbitration, Courts, and other rights and obligations as prescribed by law.
3. The legal representative of the company must reside in Vietnam. When leaving Vietnam, the legal representative must authorize another individual residing in Vietnam in writing to exercise the rights and obligations of the legal representative. In this case, the legal representative is still responsible for the implementation of the authorized rights and obligations.

CHAPTER III
COMPANY'S OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS

ARTICLE 4. COMPANY'S OPERATIONAL OBJECTIVES AND BUSINESS LINES

1. The company's business lines:

No.	Name of business lines	Code
01	Activities that directly support water transport services. Details: Port operations, mooring buoys.	5222 (Main)
02	Logging Details: Logging of planted forests (not operating at the headquarters)	0221
03	Manufacture of other ceramic products (Not operating at the headquarters)	2393
04	Manufacture of cement, lime, and gypsum (Not operating at the headquarters)	2394
05	Extraction of stone, sand, gravel, and clay. (Not operating at the headquarters)	0810
06	Road freight transport Details: Containerized road freight transport, freight transport by automobiles (excluding liquefied gas for transport)	4933
07	Coastal and ocean freight transport	5012
08	Inland waterway freight transport	5022
09	Rental of machinery, equipment and other tangible goods. Details: Lease of ships, marine equipment, and containers.	7730
10	Agents, brokers, auctioneers Details: Agents for vegetable and fruit seeds, processed vegetable and fruit products, agricultural and seafood products; machinery, equipment and consumer goods.	4610
11	Wholesale of foods Details: Trading in vegetable and fruit seeds, processed vegetable and fruit products, agricultural and seafood products, direct import and export: vegetables, fruits, vegetable and fruit seeds; vegetable and fruit products, agricultural, forestry, and aquatic products.	4632
12	Wholesale of automobiles and other motor vehicles. Details: Import and export of transport vehicles.	4511
13	Loading and unloading goods Details: Loading and unloading services. Loading and unloading goods. (excluding cargo handling at airports).	5224

14	Packaging services Details: Packaging of goods for import and export (excluding packaging of plant protection products).	8292
15	Other support services related to transportation Details: Shipping agents and maritime brokers. Shipping agency services. Sea freight forwarding agency services. Goods delivery and receipt. Activities of customs clearance agents. (excluding liquefaction of gas for transport and activities related to air transport)	5229
16	Financial service support activities not classified anywhere. Details: Investing in the construction of infrastructure for residential and industrial areas.	6619
17	Real estate consulting, brokerage, and auction services; land use rights auction services. Details: Real estate broker. Real estate services.	6820
18	Construction of other civil engineering works Details: Construction of civil and industrial buildings.	4290
19	Tour operator Details: Domestic and international travel business.	7912
20	Processing and preserving fruits and vegetables Details: Processing of agricultural, forestry, and aquatic products (excluding processing at the headquarters).	1030
21	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, and rattan) and live animals; details: - Buying and selling forest products; - Wholesale of feed and feed ingredients for livestock, poultry, and aquaculture (not operating at the headquarters).	4620
22	Wholesale of other building materials and installation equipment. Details: Wholesale of building bricks, roof tiles, stone, sand, gravel, paving tiles, and sanitary ware. Wholesale of bamboo, rattan, timber and processed wood.	4663
23	Wholesale of other household goods Details: - Wholesale of household electrical appliances, lamps and lighting fixtures; - Wholesale of beds, wardrobes, tables, chairs and similar furniture; - Wholesale of plastic household goods.	4649
24	Wholesale of metals and metal ores Details: Wholesale of iron and steel.	4662

25	Retail of household electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and electric lighting fixtures, and other household goods not elsewhere classified in specialized stores; details: - Retail of beds, wardrobes, tables, chairs and similar furniture; - Retail of plastic household goods.	4759
26	Retail of other new goods in specialized stores Details: Retail of souvenirs, wickerwork, and handicrafts.	4773
27	Production of animal feed, poultry feed, and aquatic feed. (Not operating at the headquarters).	1080
28	Manufacturing plastic products (Not operating at the headquarters).	2220
29	Manufacture of primary plastics and synthetic rubber Details: Manufacture of primary plastic granules (not operating at the headquarters).	2013
30	Business of real estate, land use rights belonging to the owner, user or lessee. Details: Warehouse and office rental business. House business	6810
31	Wholesale of other machinery, equipment and spare parts Details: Import and export of machinery, equipment, and spare parts. Wholesale of marine equipment.	4659
32	Manufacture of building materials from clay Details: Manufacture of floor tiles and wall tiles (not operating at the headquarters)	2392
33	Forest planting and forest care (Not operating at the headquarters)	0210
34	Other specialized wholesale not elsewhere classified Details: - Import and export of ornamental plants, spices, handicrafts, consumer goods, and chemical raw materials; - Wholesale of handicrafts and art products; - Wholesale of plastic granules and raw materials for the plastics industry. - Wholesale of ships and containers.	4669
35	Sawing, splitting, planing, and preserving wood. (Not operating at the headquarters)	1610

2. Company's operational objectives: Continuously develop production, business, trade, and service activities. Maximize the company's potential profits, improve working conditions, raise the income and living standards of employees, ensure shareholder benefits, and fulfill obligations to the state budget.

ARTICLE 5. SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

The company is permitted to conduct business activities in the registered business lines specified in this Charter, has notified the business registration authority of any changes to its registration, and has published this information on the National Business Registration Portal. In cases where the company engages in business activities subject to conditional investment regulations, it must meet all business conditions as stipulated in the Investment Law and relevant specialized laws.

CHAPTER IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

ARTICLE 6. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

1. The company's registered capital is **82,146,920,000** Vietnamese Dong (*In words: Eighty-two billion one hundred forty-six million nine hundred twenty thousand Vietnamese dong.*

a) Total number of shares in the Company: **8,214,692** shares.

b) Type of shares:

- Ordinary shares: **8,214,692** shares;

- Preferred shares: 0 shares.

c) Par value of shares: VND 10,000/share (*In words: Ten thousand Vietnamese dong.*

2. The company may change its charter capital with the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

3. The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of this Charter.

4. The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

5. The company was transformed from a state-owned enterprise, so it has no founding shareholders.

Ordinary shares must be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless the General Meeting of Shareholders decides otherwise. The Company's Board of Directors will decide on the number of shares that shareholders do not subscribe to. The Board of Directors may distribute those shares to shareholders and others under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares issued by itself in the manner prescribed in this Charter and applicable law.

7. The company may issue other types of securities as prescribed by law.

ARTICLE 7. STOCK CERTIFICATE

1. Shareholders of the Company are issued stock certificates corresponding to the number and type of shares they own.
2. A stock is a type of security that confirms the legal rights and interests of the owner in a portion of the company's share capital. Stock certificates must contain all the information as prescribed in Clause 1, Article 121 of the Enterprise Law.
3. Within 30 days from the date of submission of complete application documents for transfer of share ownership as prescribed by the Company or within 60 days after the full payment for the shares is made as stipulated in the Company's stock issuance plan (or another period as stipulated in the issuance terms), the shareholder will be issued a stock certificate. Shareholders are not required to pay the Company the cost of printing their stock certificates.
4. In the event of errors in the content or form of the stocks issued by the Company, the legal rights and interests of the shareholders will not be affected. The company's legal representative is liable for damages caused by such errors.
5. In the event that a stock certificate is lost, damaged, or otherwise destroyed, the shareholder will be reissued the certificate by the Company upon the shareholder's request. A shareholder's proposal must include the following:
 - a) Information about stocks that have been lost, damaged, or otherwise destroyed;
 - b) Commitment to assume responsibility for any disputes arising from the reissuance of new stocks.

ARTICLE 8. OTHER SECURITIES CERTIFICATES

The Company's bond certificates or other securities certificates are issued bearing the signature of the legal representative and the Company's seal.

ARTICLE 9. SHARE TRANSFER

1. All shares are freely transferable unless otherwise provided for by law. Shares listed and traded on the stock exchange are transferred in accordance with the regulations of the Securities Law and the securities market.
2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as stipulated by law.

ARTICLE 10. RECOVERY OF SHARES (IN CASE OF BUSINESS REGISTRATION)

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount and be liable for the Company's financial obligations arising from the failure to pay in full and on time, corresponding to the total par value of the registered shares.

2. The aforementioned payment notice must clearly state the new payment deadline (at least 7 days from the date of sending the notice), the payment location, and must specify that in case of non-payment as required, any outstanding shares will be forfeited.
3. The Board of Directors has the right to reclaim shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.
4. Recalled shares are considered to be shares authorized for public offering as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors directly sells and redistributes the goods under the conditions and in the manner that the Board of Directors deems appropriate.
5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but remain liable for the Company's financial obligations arising at the time of repurchase, as decided by the Board of Directors, from the date of repurchase until the date of payment, in proportion to the total par value of the registered shares. The Board of Directors has the full authority to decide whether to enforce payment of the full value of the shares at the time of redemption.
6. The recall notice is sent to the holders of the recalled shares before the recall takes place. The repurchase of shares remains valid even in the event of errors or negligence in sending the notification.

CHAPTER V ORGANIZATION, GOVERNANCE AND CONTROL STRUCTURE

ARTICLE 11. ORGANIZATION, GOVERNANCE AND CONTROL STRUCTURE

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

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

CHAPTER VI SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

ARTICLE 12. SHAREHOLDER'S RIGHTS

1. Ordinary shareholders have the following rights:
 - a) To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed by this Charter and the law. Each ordinary share has one voting right;
 - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) Have priority for purchasing new shares in proportion to each shareholder's ownership of ordinary shares in the Company;

- d) Freely transfer one's shares to others, except as stipulated in Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law and other relevant legal provisions;
 - e) Review, search, and retrieve information regarding names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
 - f) Review, search, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g) When the Company is dissolved or goes bankrupt, receive a portion of the remaining assets in proportion to their shareholding in the Company;
 - h) Request the Company to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law;
 - i) Be treated equally. Each share of the same class gives the shareholder equal rights, obligations, and benefits. In cases where the Company has preferred shares, the rights and obligations associated with those preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
 - k) Have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
 - l) Have their legitimate rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;
 - m) Other rights as prescribed by law and this Charter.
2. Preferred shareholders (if any) have the rights and obligations as prescribed by law, as stated in their respective share certificates, and as stipulated in this Charter.
3. Shareholders or groups of shareholders owning 5% or more of the ordinary shares have the following rights:
- a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the regulations at Paragraphs 3 and 4 of Article 115 and Article 140 of the Enterprise Law;
 - b) Review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;
 - c) Request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: The following information must be included: full name, contact address, nationality, and legal document number for individual shareholders; name, business registration number or legal document number of the organization, and registered office address for organizational shareholders; the number of shares and registration date of each shareholder, the total number of shares of the entire

group of shareholders, and their ownership percentage in the total shares of the Company; the issue to be inspected and the purpose of the inspection;

d) Propose issues to be included in the agenda of the Shareholders' General Meeting. Proposals must be in writing and submitted to the Company no later than 3 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the meeting agenda.

e) Other rights as prescribed by law and this Charter.

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

a) The board of directors seriously violates the rights of shareholders, the duties of managers, or makes decisions exceeding its delegated authority;

b) Other cases as prescribed by law.

5. The request to convene a General Meeting of Shareholders as stipulated in Clause 4 of this Article must be in writing and must include the following contents: The following information must be provided for individual shareholders: full name, contact address, nationality, and legal document number; for organizational shareholders, the name, business registration number, or legal document number and registered office address; the number of shares and registration date of each shareholder, the total number of shares held by the entire group of shareholders, and their ownership percentage in the total shares of the Company; and the basis and reason for requesting the convening of the General Meeting of Shareholders. The request to convene a meeting must be accompanied by documents and evidence regarding violations by the Board of Directors, the extent of the violations, or decisions exceeding their authority. Shareholders, or groups of shareholders, are fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of a General Meeting of Shareholders.

6. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination process for the Board of Directors and the Supervisory Board is as follows:

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

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General

Meeting of Shareholders, the remaining candidates will be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

ARTICLE 13. SHAREHOLDER'S OBLIGATIONS

Ordinary shareholders have the following obligations:

1. Pay for the shares you committed to purchase in full and on time.
2. Capital contributed in the form of ordinary shares may not be withdrawn from the Company in any form, except in the case where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed share capital in violation of the provisions of this clause, that shareholder and any related parties in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.
3. Comply with the Company's Charter and Internal Management Regulations.
4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential the information provided by the Company in accordance with this Charter and the law; to use the provided information only to exercise and protect their legitimate rights and interests; and to strictly prohibit the dissemination, copying, or sending of information provided by the Company to other organizations or individuals.
6. Attend the General Shareholders' Meeting and exercise your voting rights through the following methods:
 - a) Attend and vote directly at the meeting;
 - b) Authorize other individuals or organizations to attend and vote at the meeting;
 - c) Attend and vote via online conference, electronic voting, or other electronic means;
 - d) Send voting ballots to the meeting via mail, fax, or email;
 - e) Submit voting ballots by other means not contrary to the law and approved by the General Meeting of Shareholders..
7. Individuals shall be held personally liable for any of the following acts committed in the name of the Company:
 - a) Violate the law;
 - b) Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Pay off debts that are not yet due in order to mitigate financial risks to the Company.
8. Fulfill other obligations as required by applicable law.

ARTICLE 14. GENERAL MEETING OF SHAREHOLDERS

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders is held annually, once a year, and within four months of the end of the fiscal year. The

Board of Directors may decide to postpone the Annual General Meeting of Shareholders if necessary, but not for more than 06 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location for the General Shareholders' Meeting is determined by where the chairperson attends the meeting, and it must be within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters in accordance with the law and this Charter, in particular approving the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that performed the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and the aforementioned representative of the approved auditing firm is obligated to attend the Company's Annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The remaining number of members of the Board of Directors and the Supervisory Board is less than the minimum number of members required by law;
- c) As requested by the shareholder or group of shareholders as stipulated in Clause 3, Article 12 of this Charter, the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, and bearing the signatures of all relevant shareholders, or the request must be made in multiple copies and include the signatures of all relevant shareholders.
- d) At the request of the Supervisory Board;
- d) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary general meeting of shareholders.

a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is as stipulated in point b, Clause 3 of this Article, or upon receiving the request as stipulated in points c and d, Clause 3 of this Article;

b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in paragraph 3 Article 140 of the Enterprise Law;

c) If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders specified in point c, clause 3 of this Article has the right to represent the Company in convening a General Meeting of Shareholders as prescribed in the Enterprise Law;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the Shareholders' General Meeting will be reimbursed by the Company. This cost excludes expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing a General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Enterprise Law.

ARTICLE 15. RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS

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

- a) Adopting the company's development strategy;
- b) Deciding on the types of shares and the total number of shares of each type authorized for sale; deciding on the annual dividend rate for each type of share;
- c) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
- d) Decisions to invest in or sell assets valued from 50% The total value of assets or more as recorded in the Company's most recent financial statement;
- e) Decisions to amend or supplement the Company's Charter;
- f) Adoption of annual financial statements;
- g) Decision to repurchase more than 10% of the total number of shares sold of each class;
- h) Reviewing and handling violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) Decisions on reorganizing or dissolving the Company;
- k) Decisions on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- L) Approval of the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;
- m) Approval of the list of approved auditing firms; decide which auditing firm is approved to conduct an audit of the Company's operations, and dismiss approved auditors when deemed necessary;
- n) Other rights and obligations as prescribed by law.

2. The Annual General Meeting of Shareholders discussed and approved the following matters:

- a) The company's annual business plan;
- b) Annual financial statements;

- c) Reports from the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors and the Director;
- e) Self-assessment report on the performance of the Supervisory Board and the Supervisors;
- f) The dividend rate per share for each class;
- g) Other matters falling within the authority of the General Meeting of Shareholders as prescribed by law and this Charter.

3. All resolutions and matters on the agenda must be discussed and voted on at the General Meeting of Shareholders.

ARTICLE 16. AUTHORIZATION TO ATTEND THE GENERAL MEETING OF SHAREHOLDERS

1. Shareholders, or authorized representatives of shareholders that are organizations, may attend the meeting in person or authorize one or more other individuals or organizations to attend on their behalf, or attend the meeting through one of the forms stipulated at Clause 6 of Article 13 of this Charter.

2. The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing. The power of attorney document must be prepared in accordance with the provisions of civil law 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 of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

Authorized representatives to attend the General Meeting of Shareholders must submit a letter of authorization when registering to attend. In the case of sub-authorization, the meeting participant must present the original authorization document from the shareholder, or the authorized representative of the shareholder (if not previously registered with the Company).

3. The vote of an authorized representative attending the meeting within the scope of their authorization remains valid in the event that any of the following situations occur:

- a) The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;
- b) The person who granted the authorization has revoked the designation;
- c) The grantor has revoked the authority of the grantee.

This clause does not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

ARTICLE 17. CHANGE OF RIGHTS

1. Changes to or cancellations of special rights associated with a preferred stock take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning matters that adversely affect the rights and obligations of shareholders holding preferred shares shall only be adopted if it is approved by preferred shareholders of the same class present at the meeting, holding at least 75% of the total number of preferred shares of that class, or if approved by preferred shareholders of the same class holding at least 75% of the total number of preferred shares of that class in the case of a resolution adopted by written ballot.
2. The holding of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) and they hold at least one-third of the par value of the issued shares of that class. If the required number of delegates is not present, the meeting will be rescheduled within the following 30 days, and those holding shares of that class (regardless of the number of people or shares) who are present in person or through authorized representatives will be considered to have met the required number of delegates. At meetings of preferred shareholders as mentioned above, those holding such shares, either in person or through a representative, may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.
3. The procedure for conducting such separate meetings is carried out in accordance with the provisions of Articles 19, 20 and 21 of this Charter.
4. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets remain unchanged when the Company issues additional shares of the same class.

ARTICLE 18. CONVOCAION OF MEETING, MEETING AGENDA, AND NOTICE OF INVITATION TO THE GENERAL MEETING OF SHAREHOLDERS

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes an extraordinary general meeting of shareholders in accordance with the provisions of Clause 3Article 14 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders.
 - b) Prepare the program and content for the congress;
 - c) Prepare documents for the conference;
 - d) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and Supervisory Board;
 - e) Determine the time and location for holding the congress;

f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other tasks related to the congress.

3. The meeting notice must include the name, registered office address, and business registration number of the shareholder; the name and contact address of the shareholder; the time and place of the meeting; and any other requirements for attendees. The notice inviting shareholders to the General Meeting is sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and is also published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda for the General Shareholders' Meeting, and documents related to the issues to be voted on at the meeting, are sent to shareholders and/or posted on the Company's website. In cases where documents are not included with the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents so that shareholders can access them, including:

a) Meeting agenda and materials to be used in the meeting;

b) A list and detailed information of candidates in the case of electing members of the Board of Directors and members of the Supervisory Board;

c) Voting ballot;

d) Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 3, Article 12 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company no later than 3 working days before the start of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal stipulated in Clause 4 of this Article if it falls under one of the following cases:

a) The petition was submitted in violation of the provisions of Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as stipulated in Clause 3, Article 12 of this Charter;

c) The proposed issue falls outside the scope of authority of the General Meeting of Shareholders;

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

6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as provided in Clause 5 of this Article; the proposal shall be officially

added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

ARTICLE 19. CONDITIONS FOR CONDUCTING A GENERAL MEETING OF SHAREHOLDERS

1. A general meeting of shareholders is considered valid when the number of shareholders present represents more than 50% of the total voting rights.
2. If the first meeting fails to meet the quorum requirements as stipulated in Clause 1 of this Article, a notice inviting the second meeting shall be sent within 30 days from the date of the first scheduled meeting. The second General Meeting of Shareholders is held when the number of shareholders in attendance represents 33% or more of the total voting rights.
3. If the second meeting fails to meet the quorum requirements as stipulated in Clause 2 of this Article, a notice inviting the third meeting must be sent within 20 days of the date of the planned second meeting. The third General Meeting of Shareholders was conducted regardless of the total number of votes cast by the shareholders present.
4. Only the General Meeting of Shareholders has the right to decide on changes to the meeting agenda sent with the meeting invitation notice as stipulated in Article 18 of this Charter.

ARTICLE 20. PROCEDURES FOR CONDUCTING MEETINGS AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

1. Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:
 - a) When registering shareholders, the Company issues each shareholder or authorized representative with voting rights a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the shareholder's voting rights. The shareholders' general meeting discussed and voted on each item on the agenda. The voting was conducted using votes for, against, and abstentions. At the Congress, ballots approving the resolution are collected first, followed by ballots rejecting it. Finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count were announced by the Chairperson just before the meeting adjourned. The meeting elects those responsible for counting or supervising the vote count, as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;
 - b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of any previously voted-on items remains unchanged.

2. The election of the chairperson, secretary, and vote counting committee is regulated as follows:
- a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority vote. If no chairperson is elected, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a chairperson from among those present, and the person with the highest number of votes shall be the chairperson.
 - b) Except as provided in point a of this clause, the signatory convening the General Meeting of Shareholders shall preside over the meeting so that the General Meeting of Shareholders can elect the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting;
 - c) The chairperson appoints one or more people to act as meeting secretaries;
 - d) The General Meeting of Shareholders shall elect one or more members to the vote counting committee upon the recommendation of the meeting chairman.
3. The agenda and content of the meeting must be approved by the General Shareholders' Meeting during the opening session. The agenda must clearly and specifically define the time allocated to each item on the meeting agenda.
4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.
- a) Arrange seating at the venue for the Shareholders' General Meeting;
 - b) Ensure the safety of everyone present at the meeting venues;
 - c) Facilitate shareholders' attendance (or continued attendance) at the general meeting. The person convening the General Meeting of Shareholders has the full authority to change the aforementioned measures and apply all necessary measures. Measures that can be implemented may include issuing entry passes or using other alternative methods.
5. The shareholders' general meeting discussed and voted on each item on the agenda. The voting was conducted using votes for, against, and abstentions. The results of the vote count were announced by the Chairperson just before the meeting adjourned.
6. Shareholders or their authorized representatives who arrive after the meeting has commenced are still registered and have the right to participate in voting immediately after registration; in this case, the validity of any previously voted-on items remains unchanged.
7. The person convening or presiding over the General Meeting of Shareholders has the following rights:
- a) Require all meeting attendees to undergo security checks or other lawful and reasonable security measures;

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

8. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate in discussions and vote;
- c) Some attendees obstruct or disrupt the meeting, potentially preventing it from being conducted fairly and lawfully.

9. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective and enforceable.

ARTICLE 21. CONDITIONS FOR A RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS TO BE PASSED

1. The General Meeting of Shareholders approves all matters within its authority by direct voting at the meeting or by obtaining shareholder opinions in writing.

2. A resolution on the following matters shall be adopted if it is approved by shareholders representing 65% or more of the total voting rights of all shareholders present and voting at the meeting, except as provided for in provisions of Clauses 4, 5 and 6 of this Article:

- a) The type of shares and the total number of shares of each type;
- b) Changes in industry, occupation, and business sector;
- c) Changes to the company's organizational and management structure;
- d) Investment projects or sale of assets with a value of from 50% of total value of assets or more as recorded in the Company's most recent financial statement;
- d) Reorganizing or dissolving the Company;
- e) Amending, supplementing, or replacing the Company's Charter.

3. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present and voting at the meeting, except as provided in Clauses 2, 4, 5 and 6 of this Article.

4. In cases where a resolution is adopted through written consultation, the General Meeting of Shareholders' resolution is considered adopted if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

5. Voting for members of the Board of Directors and the Supervisory Board must be conducted using the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in this Charter is reached. In the event that two or more candidates receive the same number of votes for the last remaining member of the Board of Directors or the Supervisory Board, a re-election will be held among the candidates with the equal number of votes, or a selection will be made according to the criteria stipulated in the election regulations, ensuring compliance with the law and the Company's Charter.

6. A resolution of the General Meeting of Shareholders concerning matters that adversely affect the rights and obligations of shareholders holding preferred shares shall only be adopted if it is approved by preferred shareholders of the same class present at the meeting, holding at least 75% of the total number of preferred shares of that class, or if approved by preferred shareholders of the same class holding at least 75% of the total number of preferred shares of that class in the case of a resolution adopted by written ballot.

7. Resolutions passed by 100% of the total voting shares at the General Meeting of Shareholders are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and this Charter.

ARTICLE 22. AUTHORITY AND PROCEDURES FOR OBTAINING SHAREHOLDER OPINIONS IN WRITING TO APPROVE RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS

The authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.

2. The Board of Directors must prepare ballots, draft resolutions for the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 10 days¹ before the feedback form must be returned. The requirements and procedures for submitting opinion forms and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The survey form must include the following key information:

a) Name, address of headquarters, business registration number;

b) Purpose of soliciting opinions;

c) Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and headquarters address of the organization shareholder; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder; number of shares of each class and voting rights of the shareholder;

d) Issues requiring consultation before a decision can be made;

e) The voting options include "approval" "disapproval" and "no comment" for each issue being considered;

f) Deadline for returning the answered feedback forms to the Company;

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

4. Shareholders may submit their completed opinion ballots to the Company by mail, fax, or email in accordance with the following regulations:

a) In the case of letters or opinion ballots that have been answered, the signatures of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder are required. The ballots sent to the Company must be enclosed in sealed envelopes, and no one is allowed to open them before the ballots are counted.

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

c) Opinion forms sent to the Company after the deadline specified in the form, or that have been opened (in the case of mail) or disclosed (in the case of fax or email), are invalid. Unreturned ballots will be considered as non-voting ballots.

5. The Board of Directors counts the votes and prepares a vote count report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting record must include the following key information:

a) Name, address of headquarters, business registration number;

b) The purpose and issues requiring consultation for the resolution to be adopted;

c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;

d) The total number of votes in favor, against, and abstentions for each issue;

d) The issue that was approved and the corresponding percentage of votes in favor;

e) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

6. The vote count minutes and resolutions must be sent to shareholders within 15 days of the completion of the vote count. Sending the vote count minutes and resolution may be replaced by posting them on the Company's website within 24 hours of the vote count completion.

7. The completed survey forms, vote counting records, adopted resolutions, and related documents accompanying the survey forms must all be kept at the Company's headquarters.

ARTICLE 23. RESOLUTIONS AND MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS

1. Shareholders' general meetings must be recorded in minutes and may also be audio-recorded or recorded and stored in other electronic forms. The minutes must be written in Vietnamese, and may also be written in a foreign language, containing the following main contents:

- a) Name, address of headquarters, business registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of the chairperson and secretary;
- e) Summary of the proceedings and the opinions expressed at the General Shareholders' Meeting on each item on the agenda;
- f) The number of shareholders and the total number of voting rights of shareholders attending the meeting, an appendix listing registered shareholders, and shareholder representatives attending the meeting with their respective shareholdings and voting rights;
- g) The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting;
- h) Issues that were approved and the corresponding percentage of votes in favor;
- i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and contain all the information as stipulated in this clause. The meeting minutes clearly state that the chairperson and secretary refused to sign the minutes.

2. The minutes of the General Shareholders' Meeting must be prepared and approved before the meeting concludes. The meeting chair and secretary, or any other person who signs the meeting minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.

3. Minutes is made in both Vietnamese and foreign languages with equal legal validity. In case of discrepancies in content between the minutes in Vietnamese and those in a foreign language, the content in the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's headquarters.

5. A resolution of the General Meeting of Shareholders takes effect from the date of its adoption or from the effective date specified in the resolution.

ARTICLE 24. REQUEST TO ANNUL THE RESOLUTION OF THE GENERAL SHAREHOLDER MEETING

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 3 of the Article 12 of this Charter grants the right to request a Court or Arbitration body to review and annul a resolution or part thereof of a resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violated the provisions of the Enterprise Law and this Charter, except as provided in Clause 7, Article 21 of this Charter.
2. The resolution's content violates the law or this Charter.

CHAPTER VII BOARD OF DIRECTORS

ARTICLE 25. NOMINATION AND CANDIDACY OF MEMBERS FOR THE BOARD OF DIRECTORS

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates on the Company's website at least 10 days before the opening of the General Meeting of Shareholders so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information regarding the board member candidates that has been released includes:

- a) Full name, date of birth (day, month, year);
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including board positions in other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as required by the Company;

g) The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests of the candidate in the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and this Charter.

3. In the event that the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient to meet the required number as stipulated in the regulations. Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors may nominate additional candidates or organizations in accordance with the provisions of this Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors, as required by law.

4. Members of the Board of Directors must meet the standards and conditions stipulated in Clause 1, Clause 2, Article 155 of the Enterprise Law and this Charter. A member of the Board of Directors may simultaneously be a member of the Board of Directors or the Board of Members in a maximum of 05 other companies.

ARTICLE 26. COMPOSITION AND TERMS OF OFFICE OF MEMBERS OF THE BOARD OF DIRECTORS

1. The number of members of the Board of Directors is 3 people.

2. The term of office for a member of the Board of Directors is 5 years, and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of a company's board of directors for no more than two consecutive terms. If all members of the Board of Directors complete their terms at the same time, those members will continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The composition of the Board of Directors must comply with the following regulations:

a) There must be at least one independent member in the case where the Board of Directors has between 3 and 5 members;

b) There must be at least two independent members in the case where the Board of Directors has between six and eight members;

c) There must be at least 3 independent members in the case where the Board of Directors has between 9 and 11 members.

4. A member of the Board of Directors loses their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Enterprise Law.

5. The appointment of Board members must be disclosed in accordance with the legal regulations on information disclosure in the securities market.

6. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

ARTICLE 27. POWERS AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

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

- a) Deciding on the Company's strategic plan, medium-term development plan, and annual business plan;
- b) Proposing the types of shares and the total number of shares authorized for sale for each type;
- c) Proposing to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;
- d) Deciding on the selling price of the Company's shares and bonds;
- e) Decision to repurchase shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;
- f) Decisions on investment options and investment projects with a value of 50% or more of the total asset value recorded in the Company's most recent financial statement;
- g) Deciding on solutions for market development, marketing, and technology;
- h) Adopting the purchase, sale, loan, lending contracts and other contracts and transactions with a value of from 50% of the total value of assets or more as recorded in the Company's most recent financial statements, excluding contracts and transactions subject to the decision-making authority of the General Meeting of Shareholders as stipulated by law and this Charter;
- i) Electing, dismissing, and removing the Chairman of the Board of Directors; deciding on the appointment, dismissal, signing of contracts, and termination of contracts for the Director, Deputy Director, and Chief Accountant; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, deciding on the remuneration and other benefits of those representatives; deciding on matters within the Company's authority (*as the owner*) at enterprises where the Company owns 100% of the charter capital;
- k) Supervising and directing the Director and other managers in the daily operation of the Company's business;
- l) Deciding on the organizational structure and internal management regulations of the Company; deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises; deciding on increasing or decreasing capital contributions, changing the ratio of capital contributions,

transferring investment capital, and the right to purchase shares/capital contributions of the Company in other enterprises, except in cases falling under the authority of the General Meeting of Shareholders as prescribed by law and this Charter;

m) Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;

n) Submitting the audited annual financial statements to the General Meeting of Shareholders;

o) Proposing the dividend rate to be paid; deciding on the timeframe and procedures for paying dividends or handling losses incurred during business operations;

p) Proposing the reorganization or dissolution of the Company; request the Company's bankruptcy;

q) Decisions on the promulgation of the Board of Directors' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; decisions on the promulgation of the operating regulations of the Audit Committee under the Board of Directors (if any), and regulations on information disclosure of the Company;

s) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the Company's Charter.

3. The Board of Directors adopts resolutions and makes decisions by voting at meetings and by soliciting opinions in writing. Each member of the Board of Directors has one vote.

4. In cases where a resolution or decision passed by the Board of Directors is contrary to the law, a resolution of the General Meeting of Shareholders, or the Company's Charter, and causes damage to the Company, the members who approved the resolution or decision shall be jointly and severally liable for the individual responsibility for that resolution or decision and shall compensate the Company for the damage; members who opposed the resolution or decision shall be exempt from liability. In this case, the company's shareholders have the right to request the court to suspend or annul the aforementioned resolution or decision.

5. The Board of Directors must report the results of the Board of Directors' activities to the General Meeting of Shareholders as stipulated in Point c, Clause 3, Article 139 of the Enterprise Law. The Board of Directors' activity report submitted to the Annual General Meeting of Shareholders must comply with the provisions of point c, clause 3, Article 139 of the Enterprise Law and this Charter, and must ensure that it includes the following contents:

a) Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors as stipulated in Clause 3, Article 163 of the Enterprise Law and this Charter.

b) Summarizing the meetings of the Board of Directors and the decisions made by the Board of Directors.

c) Reports on transactions between the Company, its subsidiaries, and companies in which the Company holds a controlling stake of 50% or more of the charter capital, and members of the Board of Directors and their related parties; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or a business manager during the three years immediately preceding the transaction.

d) The performance of independent board members and the results of each independent member's evaluation of the board's performance.

e) Activities of the Audit Committee reporting to the Board of Directors.

f) Activities of other subcommittees of the Board of Directors (if any).

g) Results of monitoring the Director.

h) Monitoring results for other executives.

i) Future plans (if any).

ARTICLE 28. REMUNERATION, BONUSES, AND OTHER BENEFITS FOR MEMBERS OF THE BOARD OF DIRECTORS

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Board members receive compensation for their work and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The board of directors determines the compensation for each member by mutual agreement. The total remuneration and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, is shown as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Board members holding executive positions, or board members working in subcommittees of the Board, or performing duties outside the normal scope of a board member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as determined by the Board of Directors.

5. Board members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in performing their duties as board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Board members may have their liability insurance purchased by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liability of Board members for violations of the law and this Charter.

ARTICLE 29. CHAIRMAN OF THE BOARD OF DIRECTORS

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.
2. The Chairman of the Board of Directors cannot also hold the position of director.
3. The Chairman of the Board of Directors has the following rights and responsibilities:
 - a) Develop the program and plan of activities for the Board of Directors;
 - b) Prepare the agenda, content, and documents for the meeting; convene, preside over, and chair the Board of Directors meeting;
 - c) Organize the adoption of resolutions and decisions by the Board of Directors;
 - d) Monitor the implementation of resolutions and decisions of the Board of Directors;
 - e) Preside over the General Meeting of Shareholders;
 - f) Other rights and obligations as stipulated by the Enterprise Law and this Charter.
4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or dismissal/removal notice.
5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In the event that there is no authorized representative or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or performing a certain job, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

ARTICLE 30. BOARD OF DIRECTORS' MEETING

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of that Board of Directors election. This meeting is convened and chaired by the member with the highest number of votes or the 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 Board of Directors.
2. The board of directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:

- a) Upon the recommendation of the Supervisory Board or an independent member of the Board of Directors;
- b) Based on a proposal from the Director or at least 05 other managers;
- c) A proposal must be submitted by at least two members of the Board of Directors;
- d) Other cases as stipulated in this Charter.

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the proposal stipulated in Clause 3 of this Article. If the Board of Directors fails to convene a meeting as requested, the Chairman of the Board of Directors shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the Board of Directors' meeting.

6. The Chairman of the Board of Directors or the person convening the Board meeting must send the notice of meeting no later than 3 working days before the meeting. The meeting notice must specify the time and place of the meeting, the agenda, and the issues to be discussed and decided. The meeting notice must include the materials to be used at the meeting and the members' voting ballots.

Notices inviting members to the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means, or other methods as stipulated in the company's charter, and must be ensured to reach the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting sends the notice of meeting and accompanying documents to the members of the Supervisory Board in the same way as to the members of the Board of Directors.

Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to participate in discussions but do not have the right to vote.

8. A Board meeting is considered valid when at least three-quarters of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of attendees, a second meeting may be convened within 7 days from the date of the first scheduled meeting. In this case, the meeting proceeds if more than half of the Board of Directors members are present.

9. A member of the Board of Directors is deemed to have attended and voted at the meeting in the following circumstances:

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

10. If ballots are sent to the meeting by mail, they must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. The ballot papers may only be opened in the presence of all those attending the meeting.

11. Members must attend all Board of Directors meetings. A member may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors.

12. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

13. The minutes of the Board of Directors meeting must be detailed and clear, including the full name and signature of the chairperson and the person recording the minutes. In the event that the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present and agree to approve and sign the minutes, and the minutes contain all the content as prescribed in points a, b, c, d, e, g, and h of Clause 1, Article 158 of the Enterprise Law, then these minutes are valid. The meeting minutes clearly state that the chairperson and the person recording the minutes refused to sign the minutes. The person signing the minutes of the meeting is jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson and the person recording the minutes shall be held personally liable for any damages incurred by the enterprise due to their refusal to sign the meeting minutes as required by the Enterprise Law, this Charter, and relevant laws.

The content approved by a majority of the members present at the Board of Directors meeting must be formalized into a Resolution. Minutes of Board of Directors meetings must be kept in accordance with the law and this Charter.

ARTICLE 31. MINUTES OF THE BOARD OF DIRECTORS MEETING

1. Board meetings must be recorded in minutes and may be audio-recorded, transcribed, and otherwise stored electronically. The minutes must be written in Vietnamese and may also be written in a foreign language, containing the following main contents:

- a) Name, address of headquarters, business registration number;
- b) Time and place of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) The full names of each member attending the meeting or their authorized representatives, and the manner of attendance; the full names of members absent from the meeting and the reasons for absence;
- e) Issues discussed and voted on at the meeting;
- f) Summary of the statements made by each meeting participant in chronological order of the meeting's proceedings;

g) The voting results clearly indicate which members approved, disapproved, and abstained;

h) The issue that was approved and the corresponding percentage of votes in favor;

i) Full name and signature of the presiding officer and the person recording the minutes, except as provided in Clause 2 of this Article.

2. The chairperson, the minutes recorder, and those who sign the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

3. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's headquarters.

4. Minutes is made in Vietnamese and in a foreign language with the same legal validity. In case of discrepancies in content between the minutes in Vietnamese and those in a foreign language, the content in the Vietnamese version shall prevail.

ARTICLE 32. RIGHT OF INFORMATION SUPPLY FOR BOARD OF DIRECTORS MEMBERS

1. Members of the Board of Directors have the right to request the Director, Deputy Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units.

2. Managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors.

ARTICLE 33. DISMISSAL, REMOVAL, REPLACEMENT, AND APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS

1. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:

a) Does not meet the qualifications and conditions stipulated in Article 155 of the Enterprise Law and Clause 4, Article 25 of this Charter;

b) A resignation letter has been submitted and accepted;

2. The General Meeting of Shareholders may dismiss a member of the Board of Directors if that member fails to participate in the Board's activities for six consecutive months, except in cases of force majeure.

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

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

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

b) The number of independent members of the Board of Directors falls below the minimum level stipulated in Clause 3, Article 26 of this Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of independent members decreases;

c) Except as provided in point a, b in this regard, the General Meeting of Shareholders will elect new members to replace the members of the Board of Directors who were dismissed or removed from office at the most recent meeting.

ARTICLE 34. SUBCOMMITTEES OF THE BOARD OF DIRECTORS

1. The board of directors may establish subcommittees to oversee development policy, human resources, compensation, internal auditing, and risk management. The number of members of the subcommittee is determined by the Board of Directors. The subcommittee's activities must comply with the regulations of the Board of Directors. A subcommittee resolution is only effective when a majority of the members present and voting on it at the subcommittee meeting are present.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with applicable laws and regulations and the provisions of this Charter and the Internal Regulations on Corporate Governance.

ARTICLE 35. PERSON IN CHARGE OF MANAGEMENT OF THE COMPANY

1. The company's board of directors must appoint at least one person to be in charge of corporate governance to support the company's governance activities. The person in charge of company administration may also serve as the company secretary, as stipulated in Clause 5, Article 156 of the Enterprise Law.

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

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

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

b) Preparing for meetings of the Board of Directors, Supervisory Board, and General Shareholders' Meeting as requested by the Board of Directors or the Supervisory Board;

c) Providing advice on meeting procedures;

d) Attending meetings;

e) Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

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

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

- h) Serving as the point of contact with relevant stakeholders;
- i) Maintaining confidentiality of information in accordance with the law and this Charter;
- k) Other rights and obligations as prescribed by law and this Charter.

CHAPTER VIII

DIRECTOR AND OTHER OPERATIONS

ARTICLE 36. ORGANIZATIONAL STRUCTURE

The company's management system must ensure that the management team is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the company's daily business operations. The Company's management system, as decided by the Board of Directors, shall ensure compliance with the law and this Charter.

ARTICLE 37. COMPANY MANAGER

1. The company's management team includes the Director, Deputy Director, and Chief Accountant.
2. Upon the recommendation of the Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications consistent with the Company's structure and management regulations as stipulated by the Board of Directors. Company manager has responsibility for supporting the company in achieving its operational and organizational goals.
3. The director receives a salary and bonuses. The Director's salary and bonuses are determined by the Board of Directors.
4. Company manager's salaries are included in the Company's business expenses in accordance with corporate income tax regulations, are presented as a separate item in the Company's annual financial statements, and must be reported to the General Shareholders' Meeting at the annual meeting.

ARTICLE 38. APPOINTMENT, DISMISSAL, DUTIES AND AUTHORITY OF THE DIRECTOR

1. The Board of Directors appoints one member of the Board of Directors or hires another person to serve as Director.
2. The Director is responsible for managing the company's day-to-day business operations; is supervised by the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.
3. The Director's term of office shall not exceed 5 years and may be reappointed for an unlimited number of terms. The director must meet the standards and conditions stipulated by law and this Charter as follows:
 - a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;

- b) They must not be related to the business managers, members of the Supervisory Board of the Company and its parent company; representatives of state capital, representatives of enterprise capital in the Company and its parent company;
 - c) Possess professional qualifications and experience in business management within the Company;
 - d) Other standards and conditions as prescribed by law (if any).
4. The director has the following rights and responsibilities:
- a) To decide on matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;
 - b) To organize the implementation of resolutions and decisions of the Board of Directors;
 - c) To organize the implementation of the Company's business plan and investment plan;
 - d) To propose organizational structure and internal management regulations for the Company;
 - d) To appoint, dismiss, and remove management positions within the Company, except for positions under the authority of the Board of Directors;
 - e) To decide on salaries and other benefits for employees in the Company, including managers appointed by the Director;
 - g) To recruit employees;
 - h) To propose a plan for paying dividends or handling business losses;
 - i) Other rights and obligations as prescribed by law, this Charter, and resolutions and decisions of the Board of Directors.
5. The Director must manage the Company's day-to-day business operations in accordance with the law, this Charter, the employment contract signed with the Company, and the resolutions and decisions of the Board of Directors. If the Director acts contrary to this Charter and causes damage to the Company, the Director shall be held legally responsible and must compensate the Company for the damages.

CHAPTER IX SUPERVISORY BOARD

ARTICLE 39. NOMINATION AND CANDIDACY OF MEMBERS FOR THE SUPERVISORY BOARD

1. The nomination and election of members of the Supervisory Board shall be carried out in accordance with the provisions of Clauses 1 and 2 of Article 25 of this Charter.
2. If the number of candidates for the Supervisory Board nominated through application is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the provisions of this Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Supervisory Board. The nomination of additional candidates by the incumbent

Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board, as required by law.

ARTICLE 40. COMPOSITION OF THE SUPERVISORY BOARD

1. The number of members of the Company's Supervisory Board is 03 people. The term of office for a member of the Supervisory Board shall not exceed 5 years and they may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall under the following categories:

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

3. Members of the Supervisory Board shall be dismissed in the following cases:

- a) No longer meeting the qualifications and conditions to be a member of the Supervisory Board as stipulated in Clause 2 of this Article;
- b) A resignation letter has been submitted and accepted;
- c) Other cases as stipulated in this Charter.

4. Members of the Supervisory Board may be dismissed in the following cases:

- a) Failure to complete assigned tasks or duties;
- b) Failing to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;
- c) Repeated and serious violations of the obligations of a member of the Supervisory Board as stipulated in the Enterprise Law and this Charter;
- d) Other cases as decided by the General Meeting of Shareholders.

ARTICLE 41. HEAD OF THE SUPERVISORY BOARD

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are governed by a majority vote. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.² 2. Rights and responsibilities of the Head of the Supervisory Board:

- a) Convene a meeting of the Supervisory Board;
- b) Request the Board of Directors, the Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c) Prepare and sign the Supervisory Board's report after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

ARTICLE 42. RIGHTS AND RESPONSIBILITIES OF THE SUPERVISORY BOARD

The Supervisory Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

1. Propose and recommend that the General Meeting of Shareholders approve the list of auditing firms approved to audit the Company's financial statements; decide on the auditing firm approved to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.
2. Take responsibilities to shareholders for their supervisory activities.
3. Monitor the company's financial situation and ensuring compliance with the law in the activities of the Board of Directors members, director, other managers.
4. Ensure coordinated operations with the Board of Directors, director, and shareholders.
5. In the event of discovering any violation of the law or of this Charter by a member of the Board of Directors, the Director, or other executives of the Company, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.
6. Develop the operating regulations for the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. Report to the General Shareholders' Meeting as stipulated in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations for the implementation of several articles of the Securities Law.
8. They have the right to access the company's records and documents kept at the headquarters, branches, and other locations; and the right to visit the workplaces of the company's managers and employees during working hours.
9. They have the right to request the Board of Directors, members of the Board of Directors, Directors, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

ARTICLE 43. SUPERVISORY BOARD'S MEETING

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members attending each meeting. The minutes of the Supervisory Board meeting were prepared in detail and clearly. The person recording the minutes and the members of the Supervisory Board who attended the meeting must sign the minutes of the meeting. Minutes of Supervisory Board meetings must be kept to determine the responsibilities of each Supervisory Board member.
2. The Supervisory Board has the right to request members of the Board of Directors, the Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.

ARTICLE 44. SALARY, REMUNERATION, BONUSES, AND OTHER BENEFITS FOR MEMBERS OF THE SUPERVISORY BOARD

Salaries, remuneration, bonuses, and other benefits for members of the Supervisory Board shall be implemented in accordance with the following regulations:

1. Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board are reimbursed for reasonable expenses such as meals, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. Salaries and operating expenses of the Supervisory Board are included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

CHAPTER X RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, DIRECTORS AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Supervisory Board, directors, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in good faith and with due diligence for the benefit of the Company.

ARTICLE 45. RESPONSIBILITY FOR HONESTY AND AVOIDING CONFLICTS OF INTEREST

1. Members of the Board of Directors, members of the Supervisory Board, Directors, and other managers must disclose their related interests in accordance with the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, Directors, other managers, and their related parties may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, Directors, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds more than 50% control of the charter capital, with those entities or with their related parties as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company

must disclose information about these resolutions in accordance with the securities law regulations on information disclosure.

4. Members of the Board of Directors are not permitted to vote on transactions that benefit that member or their related parties, as stipulated by the Enterprise Law and this Charter.

5. Members of the Board of Directors, members of the Supervisory Board, directors, other managers, and related parties of these entities are prohibited from using or disclosing insider information to others for the purpose of conducting related transactions.

ARTICLE 46. LIABILITY FOR DAMAGES AND COMPENSATION

1. Members of the Board of Directors, members of the Supervisory Board, directors, and other executives who violate their duties and responsibilities of integrity and care, or fail to fulfill their obligations, shall be held liable for any damages caused by their misconduct.

2. The Company shall compensate persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil, administrative, and non-civil cases initiated by the Company) if such persons have been or are members of the Board of Directors, members of the Supervisory Board, Directors, other executives, employees, or authorized representatives of the Company who have been or are performing duties under the Company's authorization, acting in good faith and with due diligence in the interests of the Company in compliance with the law, and there is no evidence to confirm that such persons have violated their responsibilities.

3. Compensation costs include judgment fees, fines, and actual payments incurred (including attorney fees) in resolving these cases within the framework of the law. The company can purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

CHAPTER XI RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING

ARTICLE 47. RIGHT TO EXAMINE RECORDS AND ACCOUNTING

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

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

b) Shareholders or groups of shareholders owning 5% or more of the total number of ordinary shares have the right to review, examine, and extract minutes and resolutions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests a search of books and records, they must include the authorization letter from the shareholder or group of shareholders they represent, or a copy of such authorization letter.
3. Members of the Board of Directors, members of the Supervisory Board, Directors, and other executives have the right to access the Company's shareholder register, shareholder list, books, and other records for purposes related to their positions, provided that such information is kept confidential.
4. The company must retain this Charter and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, and accounting books List of beneficial owners of the business (if any) and other documents as required by law at the headquarters or another location decided by the Board of Directors.
5. The company's charter must be published on the company's website.

CHAPTER XII EMPLOYEES AND UNIONS

ARTICLE 48. EMPLOYEES AND UNIONS

1. The Director must develop a plan for the Board of Directors to approve matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and company executives.
2. The Director must develop a plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with the provisions of this Charter, the Company's regulations, and applicable laws.

CHAPTER XIII PROFIT DISTRIBUTION

ARTICLE 49. PROFIT DISTRIBUTION

1. The General Meeting of Shareholders decides on the dividend payout rate and the form of annual dividend payment from the Company's retained earnings.
2. The company does not pay interest on dividend payments or payments related to a particular stock.
3. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors is the body responsible for implementing this decision.
4. In the event that dividends or other payments related to a stock are paid in cash, the Company must pay them in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholders. If the Company has

transferred funds according to the bank details provided by the shareholder, but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments for shares listed/registered for trading on the stock exchange can be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Enterprise Law and the Securities Law, the Board of Directors passes a resolution or decision to determine a specific date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive cash or stock dividends, notices, or other documents.

6. Other matters related to profit distribution are handled in accordance with the law.

CHAPTER XIV

BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

ARTICLE 50. BANK ACCOUNT

1. The company opens accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.

2. With prior approval from the competent authority, the Company may, if necessary, open bank accounts overseas in accordance with the law.

3. The company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the company has opened accounts.

ARTICLE 51. ACCOUNTING PERIOD

1. The company's accounting period is 12 months, calculated from January 1 to December 31 of the calendar year. The Company's first accounting period runs from the date the Business Registration Certificate is issued until the last day of the accounting year.

2. In cases where the first or last accounting year lasts no more than three consecutive monthly periods, it is permitted to combine them with the following or preceding accounting year to form a single annual accounting period; the first or last accounting year must not exceed 15 months.

ARTICLE 52. ACCOUNTING STANDARDS AND ACCOUNTING REGULATIONS OF THE COMPANY

1. The company applies Vietnamese accounting standards and accounting standard guidance documents issued by competent authorities; it applies the current enterprise accounting system or a specific accounting system issued and approved by competent authorities.

2. The company maintains accounting records in Vietnamese and keeps accounting records in accordance with accounting laws and related regulations. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.

3. The currency used by the Company in accounting is the Vietnamese Dong, with the national symbol "đ" and the international symbol "VND". The use of foreign currency as

a monetary unit (if any) or its recording in economic and financial transactions (if any) must comply with the relevant provisions of Vietnamese law.

CHAPTER XV FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITIES FOR INFORMATION DISCLOSURE

ARTICLE 53. ANNUAL, SEMI-ANNUAL, AND QUARTERLY FINANCIAL STATEMENTS

1. The company must prepare annual financial statements, and these annual financial statements must be audited in accordance with legal regulations. The company publishes its audited annual financial statements in accordance with legal regulations and submits them to the competent state authority. In the event that relevant laws contain other regulations and requirements regarding the preparation, auditing, and disclosure of the Company's financial statements, the Company shall fully comply.
2. Annual financial statements must include all reports, appendices, and explanatory notes as required by law on corporate accounting. Annual financial statements must accurately and objectively reflect the company's operational performance.
3. The company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

ARTICLE 54. ANNUAL REPORT

The company must prepare and publish an Annual Report in accordance with the laws and regulations on securities and the securities market.

CHAPTER XVI COMPANY AUDIT

ARTICLE 55. AUDIT

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to decide on the selection of one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. Independent auditors conducting the audit of the Company's financial statements are entitled to attend Shareholders' General Meetings, receive notices and other information related to the Shareholders' General Meetings, and express their opinions at the meeting on matters related to the audit of the Company's financial statements.

CHAPTER XVII COMPANY'S SEAL

ARTICLE 56. COMPANY'S SEAL

1. The seals include seals made at seal-making establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the Director shall use, retain, and manage the seal in accordance with current laws and regulations.

CHAPTER XVIII COMPANY DISSOLUTION

ARTICLE 57. COMPANY DISSOLUTION

1. A company may be dissolved in the following circumstances:
 - a) The term of operation stipulated in Clause 5, Article 2 of this Charter expires without a decision to extend it;
 - b) In accordance with resolutions and decisions of the General Meeting of Shareholders;
 - c) The business registration certificate is revoked, except where the Law on Tax Administration provides otherwise;
 - d) Other cases as prescribed by law.
2. The premature dissolution of the Company (including any extended term) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.

ARTICLE 58. EXTENSION OF OPERATIONS

1. The Board of Directors shall convene a General Meeting of Shareholders at least 7 months before the end of the operating term so that shareholders can vote on extending the Company's operating term as proposed by the Board of Directors.³
2. The term of operation will be extended if the number of shareholders representing 65% or more of the total voting rights of all shareholders attending and voting at the General Meeting of Shareholders approves it.

ARTICLE 59. LIQUIDATION

1. At least six months before the end of the Company's operating term or after the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three members, of which two members are appointed by the General Meeting of Shareholders and one member is appointed by the

³ If the Charter does not specify a term of operation for the Company, then this Article shall be omitted.

Board of Directors from an independent auditing firm. The liquidation committee is preparing its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation will be prioritized for payment by the Company before other debts of the Company.

2. The liquidation committee is responsible for reporting the date of establishment and the date of commencement of operations to the Business Registration Authority. From that point onwards, the Liquidation Board has acted on behalf of the Company in all matters related to the Company's liquidation before the Courts and administrative bodies.

3. The proceeds from the liquidation will be paid out in the following order:

a) Liquidation costs;

b) Outstanding wages, severance pay, social insurance contributions, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;

c) Tax debt;

d) Other liabilities of the Company;

e) The remaining amount after all debts from points a) to d) above have been paid shall be distributed to the shareholders. Preferred shares are given priority in payment.

CHAPTER XIX RESOLVING INTERNAL DISPUTES

ARTICLE 60. RESOLVING INTERNAL DISPUTES

1. In the event of disputes or claims arising from the Company's operations, the rights and obligations of shareholders shall be governed by the Enterprise Law, the Company's Charter, other legal regulations, or agreements between:

a) Shareholders and the Company;

b) Shareholders with the Board of Directors, Supervisory Board, Directors or other executives;

The parties involved attempted to resolve the dispute through negotiation and mediation. Except in cases involving disputes concerning the Board of Directors or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution process and require each party to present information related to the dispute within 30 workign days from the date the dispute arises. In the event of a dispute involving the Board of Directors or the Chairman of the Board, either party may request or appoint an independent expert to mediate the dispute resolution process.

2. If a settlement is not reached within six weeks of the start of the mediation process, or if the mediator's decision is not accepted by the parties, either party may bring the dispute to arbitration or court.

3. Each party shall bear its own costs related to the negotiation and mediation process. Payment of court costs is made according to the court's judgment.

CHAPTER XX SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

ARTICLE 61. COMPANY'S CHARTER

1. Amendments and additions to this Charter must be considered and decided upon by the General Meeting of Shareholders.
2. In cases where the law provides provisions relating to the Company's operations that are not mentioned in this Charter, or where new legal provisions differ from the provisions in this Charter, those provisions shall apply to govern the Company's operations.

CHAPTER XXI EFFECTIVE DATE

ARTICLE 62. EFFECTIVE DATE

1. This charter, comprising 21 chapters and 62 articles, was unanimously approved by the General Meeting of Shareholders of The Vegetexco Port Joint Stock Company on day ... month ... year ... at the Annual General Meeting of Shareholders 2026, and the full text of this charter was also accepted as effective.
2. The Charter is made in copies, all of which are equally valid and must be kept at the Company's headquarters.
3. This Charter are the sole and official document of the Company.
4. Copies or extracts of the Company's Charter are valid only when signed by the Chairman of the Board of Directors or at least half of the total number of members of the Board of Directors.

LEGAL REPRESENTATIVE THE VEGETEXCO PORT JOINT STOCK COMPANY



GIÁM ĐỐC
Phạm Ngọc Quỳnh

