



SOCIALIST REPUBLIC OF VIETNAM
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CHARTER
OF
SUNSHINE HOMES DEVELOPMENT JOINT STOCK COMPANY

Hanoi, ¹³...day...⁰⁴...month, 2024.

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CHARTER

SUNSHINE HOMES DEVELOPMENT JOINT STOCK COMPANY

- ☐ Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, and the guiding documents for implementation thereof;
- ☐ Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, and the guiding documents for implementation thereof;
- ☐ This Charter was adopted by the General Meeting of Shareholders of Sunshine Homes Development Joint Stock Company on 26 February 2021, and certain amendments thereto were approved by the General Meeting of Shareholders at the 2024 Annual General Meeting of Shareholders held on 13 April 2024, replacing all previous;
- ☐ This Charter consists of 59 Articles divided into 18 Chapters.

CHAPTER I

DEFINITIONS AND INTERPRETATION

ARTICLE 1. DEFINITIONS

Unless otherwise required by the context, the following terms shall have the meanings set forth below:

- 1.1. **“BOS”** means the Board of Supervisors of the Company.
- 1.2. **“Major Shareholder”** means a Shareholder holding five percent (5%) or more of the voting shares of the Company.
- 1.3. **“Company”** means Sunshine Homes Development Joint Stock Company.
- 1.4. **“Subsidiary”** means any company in which the Company:
 - a) Holds more than 50% of charter capital or total issued ordinary shares; or
 - b) Has the right, directly or indirectly, to appoint the majority or all members of the Board of Directors or the General Director; or
 - c) Has the right to decide amendments and supplements to the charter of such company.
- 1.5. **“Shareholder(s)”** means any individual or organization owning at least one share of the Company.
- 1.6. **“Share(s)”** means a share in the share capital of the Company, including ordinary shares and preferred shares (if any).
- 1.7. **“Ordinary Shares”** means the ordinary shares of the Company.
- 1.8. **“Preferred Shareholder”** means a person holding preferred shares at any given time.
- 1.9. **“Preferred Shares”** means preferred shares of the Company.

- 1.10. **"GMS"** means the General Meeting of Shareholders of the Company.
- 1.11. **"Board of Directors"** or **"BOD"** means the Board of Directors of the Company.
- 1.12. **"Law on Enterprises"** means Law No. 59/2020/QH14 adopted on June 17, 2020.
- 1.13. **"Law on Securities"** means Law No. 54/2019/QH14 adopted on November 26, 2019.
- 1.14. **"Working Day"** means any day other than Saturday, Sunday or public holidays in Vietnam.
- 1.15. **"Executive Officers"** means the General Director, Deputy General Directors, Chief Accountant and other personnel as provided in this Charter.
- 1.16. **"Related Person"** has the meaning as defined in the Law on Enterprises and the Law on Securities.
- 1.17. **"Authorized Meeting Attendee"** means any person, including the person holding the position of chairperson of the meeting of the General Meeting of Shareholders, who is authorized by an individual Shareholder, an Authorized Representative, or a Shareholder being a legal entity or organization, where such Shareholder does not have an Authorized Representative, to attend and vote at the meeting of the General Meeting of Shareholders.
- 1.18. **"Law"** means the Constitution, treaties, codes, laws, ordinances, decrees, decisions, circulars and other legal normative documents promulgated in accordance with the Law on Promulgation of Legal Normative Documents by any relevant competent state authority, as issued, promulgated and published, and applicable to the Company, as amended from time to time.
- 1.19. **"Share Register"** means the register maintained in accordance with this Charter and the Law on Enterprises.
- 1.20. **"Vietnam"** means the Socialist Republic of Vietnam.
- 1.21. **"VND"** means Vietnam Dong.
- 1.22. **"Charter Capital"** means the total par value of shares contributed by Shareholders as specified in Article 8 of this Charter.

ARTICLE 2. RULES OF INTERPRETATION

- 2.1. In this Charter, any reference to a provision or document shall include any amendment, supplement, or replacement thereof.
- 2.2. The headings are used for convenience only and shall not affect the interpretation or substance of the provisions of this Charter.
- 2.3. Any word or term defined in the Law on Enterprises shall (unless inconsistent with the subject matter or context) have the same meaning in this Charter.
- 2.4. References to Appendices shall mean references to the Appendices attached to this Charter.
- 2.5. Any term defined in the singular shall, where the context so requires, have a corresponding meaning in the plural.

CHAPTER II

GENERAL PROVISIONS

ARTICLE 3. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION OF THE COMPANY

3.1. Company Name:

- a) Vietnamese name: **SUNSHINE HOMES DEVELOPMENT JOINT STOCK COMPANY**
- b) English name: **SUNSHINE HOMES DEVELOPMENT JOINT STOCK COMPANY**
- c) Abbreviated name: **SSH**

3.2. Sunshine Homes Development Joint Stock Company is a joint stock company established and operating in accordance with the Law on Enterprises and other applicable regulations of the Socialist Republic of Vietnam. In the course of its operations, the Company shall comply with applicable Laws and the provisions of this Charter. The liability of the Shareholders to third parties shall be limited to their respective capital contributions in the total Charter Capital of the Company. The Company is an independent legal entity and shall not be liable for the debts or other obligations of the Shareholders, unless otherwise expressly agreed. The Company shall operate on the principle of independent economic management in accordance with this Charter, applicable Laws, and the Enterprise Registration Certificate.

3.3. The registered office of the Company shall be:

- a) Head office address: 9th Floor, Sunshine Center Building, 16 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi, Vietnam.
- b) Telephone number: 0247.302.5888
- c) Email: Info@ssh.vn Website: <https://ssh.vn>

3.4. The Company may, pursuant to a Resolution of the BOD and in accordance with applicable Laws, establish branches and representative offices consistent with its business lines in order to support and implement the objectives and operations of the Company.

3.5. The term of operation of the Company shall be unlimited. The Company may change its term of operation pursuant to a Resolution of the GMS.

ARTICLE 4. LEGAL REPRESENTATIVE OF THE COMPANY

The Company shall have one (01) legal representative, being the General Director.

- The General Director shall have the rights and obligations of the legal representative in accordance with this Charter and applicable Laws, except for the rights and obligations vested in the Chairman of the BOD acting as legal representative;

Details are provided in Article 36.5 of this Charter.

The legal representative shall be accountable to the GMS and the BOD for matters falling within his/her scope of management and executive responsibility.

ARTICLE 5. OBJECTIVES OF THE COMPANY'S OPERATIONS

5.1. Business Lines

The Company is permitted to conduct business activities including, but not limited to, those business lines permitted under applicable Laws and this Charter. The Company's business lines shall be published on the electronic information portal from time to time.

No.	Business Lines	Business Code
1.	Specialized design activities Details: Interior decoration activities (excluding construction design services)	7410
2.	Short-term accommodation activities Details: Hotels Villas or apartments providing short-term accommodation services Guest houses and lodging houses providing short-term accommodation services	5510
3.	Wholesale of metals and metal ores (Excluding trading in gold, silver, and precious metals)	4662
4.	Restaurants and mobile food service activities	5610
5.	Real estate activities with own or leased property and land use rights Details: Real estate business (Excluding investment in cemetery infrastructure for transfer of land use rights attached to infrastructure)	6810 (Primary)
6.	Real estate consultancy, brokerage, auctions, and land use rights auctions Details: - Real estate brokerage services; - Real estate trading floor services; - Real estate consultancy services; - Real estate management services; (For conditional business lines, the enterprise shall only conduct business upon satisfying all conditions prescribed by law)	6820
7.	Demolition	4311
8.	Site preparation (Excluding bomb and mine clearance and similar activities)	4312
9.	Finishing of construction works	4330
10.	Electrical installation	4321
11.	Other construction installation activities Details: - Installation of irrigation pipe systems, heating and air-conditioning systems, or industrial machinery in building and civil engineering works - Installation of equipment systems in building and civil	4329

No.	Business Lines	Business Code
	construction works such as: + Elevators and escalators + Automatic doors + Lighting systems + Vacuum systems + Sound systems	
12.	Wholesale of construction materials and other installation supplies Details: - Wholesale of bamboo, rattan, timber, and processed wood - Wholesale of cement - Wholesale of bricks, roofing tiles, stones, sand, and gravel - Wholesale of construction glass - Wholesale of ceramic tiles and sanitary equipment - Wholesale of paints and varnishes	4663
13.	Renting and leasing of other machinery, equipment, and tangible goods without operator (Excluding aircraft and airship leasing)	7730
14.	Freight transport by road Details: - Freight transport by specialized trucks; - Freight transport by other road vehicles.	4933
15.	Construction of residential buildings	4101
16.	Advertising (Excluding tobacco advertising)	7310
17.	Construction of non-residential buildings	4102
18.	Organization of trade promotion and commercial introduction activities	8230
19.	Construction of railway works	4211
20.	Renting and leasing of motor vehicles	7710
21.	Construction of roads and highways	4212
22.	Management consultancy activities Details: Consultancy and assistance in business management or services relating to planning, organization, operational efficiency, management information, etc.	7020
23.	Plumbing, heating, and air-conditioning system installation	4322

5.2. Operational objectives: To develop the Company into a leading construction and real estate enterprise in Vietnam with international standards, a strong market position, and sustainable growth. The Company aims to become a pioneer in the application of Industry 4.0 technologies in the construction and real estate sectors, delivering customer satisfaction, and contributing to a prosperous, convenient, and happy living environment

for the community; generating profits for the Shareholders; creating employment opportunities and income for employees; thereby creating sustainable value for the Company and society as a whole.

- 5.3. The Company is entitled to conduct its business activities within the scope permitted by applicable laws and this Charter in order to maximize economic benefits for the Shareholders.

CHAPTER III

RIGHTS AND OBLIGATIONS OF THE COMPANY

ARTICLE 6. RIGHTS OF THE COMPANY

The Company shall have the following rights:

- 6.1. To manage and utilize the capital contributions of the Shareholders and other sources of capital in order to implement the Company's objectives, responsibilities, and business strategies.
- 6.2. Unless otherwise prohibited by the laws of Vietnam, to provide funding to Subsidiaries, affiliated and related companies in the form of loans to support capital requirements for the implementation of the Company's business development strategies, including the development of real estate projects.
- 6.3. To organize the management structure, establish and improve remuneration regulations, and direct the operations of business units in accordance with the Company's objectives and functions; to allocate and adjust resources among Subsidiaries to ensure operational efficiency.
- 6.4. To conduct business in sectors not prohibited by law; to expand the scope of business activities in line with the Company's capabilities and market demand.
- 6.5. To restructure, terminate the operations of Subsidiaries, and develop the Company's production and business activities.
- 6.6. To establish branches and representative offices of the Company domestically and internationally in accordance with applicable laws; to open and maintain domestic and overseas bank accounts.
- 6.7. To divide, separate, merge, consolidate, invest in, participate in joint ventures or partnerships, acquire shares, or purchase all or part of the assets of other companies in accordance with applicable laws and the Company's development objectives.
- 6.8. To seek markets and select customers; to directly negotiate and enter into contracts with domestic and foreign customers; and to carry out import and export activities necessary for the Company's business operations.
- 6.9. To select, recruit, and employ personnel in accordance with business requirements, including foreign experts where necessary and permitted by law; to determine salary payment methods, income allocation, and employees' remuneration in accordance with applicable laws.
- 6.10. To refuse and reject any unlawful financial contributions or requests from any individual, company, or organization, except for voluntary contributions for humanitarian and

community purposes.

- 6.11. To determine the purchase and selling prices of raw materials, equipment, products, and services, except where prices of certain products and services are regulated by the Government.
- 6.12. To utilize the Company's capital and funds for business operations on the basis of capital preservation and profit generation.
- 6.13. To select methods of raising capital from domestic and foreign financial sources not prohibited by law; to issue shares, bonds, and other securities in accordance with applicable laws.
- 6.14. To liquidate, transfer, replace, lease, mortgage, pledge assets, provide guarantees, contribute capital by land use rights and other property rights in accordance with applicable laws and on the basis of capital preservation.
- 6.15. To decide on the use and distribution of profits to Shareholders after fulfilling obligations to the State and making allocations to funds in accordance with applicable laws and resolutions of the BOD.
- 6.16. To register and enforce intellectual property rights.
- 6.17. To initiate legal proceedings and to defend itself in legal proceedings.
- 6.18. To engage lawyers, accountants, consultants, agents, advisors, engineers, architects, contractors, and other professionals for the Company's operations.
- 6.19. To enjoy and claim tax incentives and preferential policies in accordance with applicable laws.
- 6.20. To carry out all lawful activities and execute lawful agreements and documents as necessary for the benefit of the Company and its business operations.
- 6.21. To exercise other rights in accordance with applicable laws.

ARTICLE 7. RESPONSIBILITIES AND OBLIGATIONS OF THE COMPANY

The Company shall be responsible for:

- 7.1. To complete business registration procedures and conduct business operations in accordance with the registered business lines; to be responsible to (i) the Shareholders for the Company's business performance, and (ii) its customers and the applicable laws for the products and services provided by the Company.
- 7.2. To formulate development strategies, investment plans, and business plans consistent with the Company's functions, duties, and market demands.
- 7.3. To enter into and organize the implementation of contracts with partners.
- 7.4. To fulfill obligations toward employees in accordance with the Labor Code, and to ensure employees' participation in the management of the Company through collective labor agreements and other regulations.
- 7.5. To comply with applicable laws and regulations on natural resource protection, environmental protection, national security, and fire prevention and firefighting.
- 7.6. To comply with accounting and statistical regulations; to prepare periodic reports in accordance with State regulations and extraordinary reports upon request of the GMS, and to be responsible for the accuracy and truthfulness of such reports.
- 7.7. To be subject to inspection and supervision by competent State authorities in accordance

- with applicable laws.
- 7.8. To comply with inspection and examination requirements imposed by competent State authorities.
 - 7.9. To strictly comply with regulations and requirements relating to financial reporting, accounting and statistics, auditing, and other regimes prescribed by applicable laws, and to be responsible for the accuracy and truthfulness of the Company's financial statements.
 - 7.10. To preserve and develop the Company's capital and funds.
 - 7.11. To fulfill obligations relating to revenue and expenditure items in the Company's balance sheet.
 - 7.12. To provide annual financial statements and objective and truthful information regarding the Company's operations in accordance with resolutions of the GMS and applicable laws.
 - 7.13. To pay taxes, make contributions to the State budget, and fulfill other obligations in accordance with applicable laws.
 - 7.14. To comply with all provisions of this Charter and to assume liability to customers within the scope of the Company's Charter Capital.

CHAPTER IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

ARTICLE 8. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

- 8.1. The Charter Capital of the Company at the time of approving this Charter is **VND 3,750,000,000,000** (*in words: Three trillion seven hundred and fifty billion Vietnamese Dong*).
Of which, the capital contributed in cash is **VND 3,750,000,000,000** (*in words: Three trillion seven hundred and fifty billion Vietnamese Dong*).
- 8.2. The Charter Capital is divided into Shares with a par value of **VND 10,000** (*in words: Ten thousand Vietnamese Dong*) per Share. The Charter Capital of the Company consists of Ordinary Shares and Preference Shares (if any).
- 8.3. The Company may change its Charter Capital upon approval by the GMS in accordance with applicable laws.
- 8.4. The number of shares authorized for offering by the Company shall be the total number of shares approved for issuance by the GMS from time to time and recorded in the resolutions of the GMS. The BOD shall determine the timing, method, share price, and number of shares authorized for offering. The offering price of shares shall not be lower than the market price at the time of offering or the latest book value of the shares, except in the following cases:
 - a) Shares offered to all Shareholders in proportion to the number of Shares currently held by them in the Company;
 - b) Shares offered to securities brokers, underwriters, or securities companies. In such case, the discount rate and discounted quantity must be approved by the GMS;
 - c) Shares issued to employees under an Employee Stock Ownership Plan (ESOP) approved by the GMS; or
 - d) Other cases as resolved by the GMS.

- 8.5. Ordinary shares must first be offered to existing Shareholders in proportion to their respective ownership ratio of ordinary shares in the Company, unless otherwise resolved by the GMS. Any shares not subscribed for by the Shareholders shall be decided upon by the BOD. The BOD may allocate such shares to Shareholders and other persons on terms no more favorable than those offered to the existing Shareholders, unless otherwise approved by the GMS.
- 8.6. The Company may repurchase shares issued by itself (including Preference Shares) in the manner prescribed in this Charter and applicable laws. Shares repurchased by the Company shall constitute treasury shares, and the BOD may re-offer such shares in accordance with this Charter and applicable laws.
- 8.7. The Company shall have the right to issue secured and/or unsecured bonds, convertible bonds (being bonds convertible into Shares under predetermined conditions), warrants (issued together with bonds and entitling warrant holders to purchase a specified number of Shares at a predetermined price and within a specified period), and other securities in accordance with applicable laws. Unless otherwise provided by law, the BOD shall have the authority to decide on the issuance of bonds, types of bonds, total bond value, timing of issuance, and other related matters, provided that such issuance shall be reported to the GMS at the nearest meeting.
- 8.8. The Company may issue other types of securities upon approval by the GMS and in accordance with applicable laws.
- 8.9. The Charter Capital shall not be used for the payment of dividends to Shareholders under any circumstances. In the event the Company terminates its operations prior to its prescribed term, the relevant provisions of applicable laws shall apply.

ARTICLE 9. SHARE CERTIFICATES AND THE REGISTER OF SHAREHOLDERS

- 9.1. Every Shareholder shall be entitled to receive a share certificate corresponding to the number and class of Shares owned by such Shareholder ("**Share Certificate**").
- 9.2. All Share Certificates shall be issued bearing the signature of the legal representative and the seal of the Company, in a form consistent with the provisions of the Law on Enterprises. A Share Certificate shall specify the number and class of Shares, the total par value of the Shares, the name of the Shareholder, and other information as required under the Law on Enterprises.
- 9.3. Within ten (10) days from the date of submission of a complete dossier requesting transfer of share ownership in accordance with the Company's regulations, or within ten (10) days from the date of full payment for subscribed shares in accordance with the Company's share issuance plan (or such other period as stipulated in the issuance terms), the owner of such shares shall be issued a Share Certificate. The owner of shares shall not be required to bear the cost of printing the Share Certificate.
- 9.4. If a Share Certificate is damaged, defaced, or deemed to have been lost, misplaced, or destroyed, a new Share Certificate evidencing the corresponding Shares shall be issued to the holder upon request, provided that such holder returns the old Share Certificate to the Company, or (in the case of a lost, misplaced, or destroyed certificate) complies with the relevant requirements regarding evidence and indemnification, and (in all such cases) bears the costs incurred by the Company as determined by the BOD. The holder of a Share

Certificate shall bear sole responsibility for the safekeeping and custody of such certificate. The Company shall not be liable for any loss or fraudulent use of the Share Certificate. A request for reissuance of a Share Certificate by a Shareholder must include the following details:

- Information regarding the shares that has been lost, damaged, or otherwise destroyed;
- An undertaking to assume responsibility for any disputes arising from the reissuance of the new shares.

9.5. All forms of Share Certificates, bond certificates, or other securities certificates of the Company (other than offering letters, temporary certificates, and similar documents), unless otherwise provided in the applicable terms and conditions relating to such certificates, must bear the seal and signature of the legal representative of the Company.

ARTICLE 10. THE COMPANY'S REGISTER OF SHAREHOLDERS

- 10.1. The Company shall establish and maintain a Register of Shareholders. The Register of Shareholders may be maintained in the form of a written document, electronic database, or both.
- 10.2. The Register of Shareholders shall be kept at the Company's head office or at the Vietnam Securities Depository and Clearing Corporation (VSDC). Shareholders shall have the right to inspect, review, extract, or copy the contents of the Register of Shareholders during the working hours of the Company or the VSDC, as the case may be.
- 10.3. In the event of any change to the information contained in the Register of Shareholders relating to any Shareholder, such Shareholder shall be responsible for notifying the Company and/or the securities company where the Shareholder's shares are deposited so that the Company/securities company may amend the relevant information in the Register of Shareholders.
- 10.4. The Company shall not be liable in cases where it is unable to contact and/or deliver correspondence or documents to a Shareholder due to the absence, inaccuracy, or incompleteness of such Shareholder's address for communication and/or delivery purposes. Such inability to contact or deliver correspondence or documents shall not affect the procedures for convening a GMS meeting, collecting Shareholders' written opinions, delivering documents to Shareholders, or the validity of resolutions adopted by the GMS.
- 10.5. The Company may issue registered shares in uncertificated form. The BOD may issue regulations governing share certificates and the transfer of Shares in accordance with the Law on Enterprises, this Charter, and the laws of Vietnam.

CHAPTER V

TRANSFER, RECALL, AND REPURCHASE OF SHARES

ARTICLE 11. TRANSFER OF SHARES

- 11.1. All Shares shall be freely transferable unless otherwise provided in this Charter or by applicable laws. Shares listed or registered for trading on a stock exchange shall be transferred in accordance with the laws on securities and the securities market.
- 11.2. Except as provided in Article 11.5, Shares sold to strategic shareholders (if any, and

specifically provided in the share issuance plan) and except where otherwise required by applicable laws, all Shares shall be freely transferable.

- 11.3. Any transfer of Shares shall become effective immediately upon registration of such transfer in the Register of Shareholders. Only Shareholders whose names are recorded in the Register of Shareholders shall be recognized as lawful Shareholders of the Company.
- 11.4. Any Shares listed on a stock exchange shall be transferred in accordance with applicable laws and the relevant regulations of VSDC, as well as the regulations of the stock exchange on which such Shares are listed.
- 11.5. The BOD shall have full authority to refuse registration of the transfer of any Shares that have not been fully paid up.
- 11.6. In the event of the death of a Shareholder and upon request by a related person, the heirs of the deceased Shareholder must enter into a written agreement appointing one or more representatives for the Shares held by the deceased Shareholder, specifying clearly the number of Shares represented by each person. In the absence of such agreement or where the heirs cannot be identified, the exercise of rights relating to the deceased Shareholder's Shares shall be suspended until a competent authority issues a decision identifying the person(s) entitled to represent such Shares or until the heirs reach an agreement.
- 11.7. Where a Shareholder that is a legal entity or organization is dissolved, bankrupt, merged, divided, or converted into another form of operation, all rights and obligations relating to such Shareholder's Shares shall be resolved in accordance with applicable laws.
- 11.8. Shares that have not been fully paid up shall not be transferable and shall not enjoy related rights and benefits, including the right to receive dividends, the right to receive bonus shares issued from equity capital, the right to subscribe for newly issued shares, and all other related rights and interests.

ARTICLE 12. FORFEITURE OF SHARES

- 12.1. If a Shareholder fails to pay in full and on time any amount payable in respect of Shares, the BOD may, at any time, send a notice to such Shareholder requiring immediate payment of the outstanding amount together with accrued interest thereon and any expenses incurred by the Company as a result of such late payment.
- 12.2. The payment notice referred to above must specify a new payment deadline (which shall not be less than seven (07) Working Days from the date of the notice), the place of payment, and clearly state that if payment is not made in accordance with the notice, the unpaid Shares shall be subject to forfeiture.
- 12.3. If the requirements of the above notice are not complied with, any Shares relating to such notice may be forfeited pursuant to a Resolution of the BOD at any time thereafter prior to full payment of all outstanding amounts. Such forfeiture shall include all dividends declared in respect of the forfeited Shares but not actually paid before the date of forfeiture. The BOD may approve the surrender of forfeited Shares in accordance with the provisions below and other cases provided in this Charter.
- 12.4. Shares that have been forfeited shall be deemed authorized shares available for offering by the Company. The BOD may directly or authorize others to sell, reallocate, or otherwise dispose of such forfeited Shares to the former holder thereof or to other persons on such terms and in such manner as the BOD deems appropriate.
- 12.5. A Shareholder whose Shares have been forfeited shall cease to be a Shareholder in respect

of such forfeited Shares, but shall remain liable for obligations corresponding to the total par value of the subscribed Shares with respect to the Company's financial obligations arising prior to the forfeiture, as determined by the BOD, from the date of forfeiture until the date full payment is made. The BOD shall have full authority to enforce payment of the entire value of the Shares at the time of forfeiture.

- 12.6. Upon forfeiture of Shares, notice of such forfeiture shall be sent to the holder of the Shares prior to the date of forfeiture; however, the forfeiture shall remain valid notwithstanding any omission or negligence in giving such notice.

ARTICLE 13. REPURCHASE OF SHARES AT THE REQUEST OF SHAREHOLDERS

- 13.1. Any Shareholder voting against resolutions on the reorganization of the Company or amendments to the rights and obligations of Shareholders as provided in this Charter shall have the right to request the Company to repurchase such Shareholder's Shares. Such request must be made in writing, specifying the name and address of the Shareholder, the class and number of Shares, the proposed selling price, and the reasons for requesting the repurchase. The request must be sent to the Company within ten (10) days from the date on which the GMS approves the matters referred to in this Clause.
- 13.2. The Company shall repurchase Shares at the request of the Shareholder as provided in Article 13.1 within ninety (90) days from the date of receipt of such request. The Shares shall be repurchased at the market price prevailing at such time or at a price agreed upon between the Company and the Shareholder.
- 13.3. If no agreement on the repurchase price can be reached, the BOD may engage a professional valuation organization to determine the value of the Shares. The Company shall propose at least three (03) professional valuation organizations for the Shareholder to select from, and such selection shall be final. Within five (05) Working Days from the date of notification regarding consultation with the valuation expert, if the Shareholder does not object, the proposed price shall be deemed accepted. In the event that the Shareholder objects, such Shareholder must submit a written objection to the Company. However, regardless of such objection, the Company shall still have the right to make payment at the determined price and terminate all rights and obligations of such Shareholder in relation to the Company. Within ten (10) Working Days from the date the Company receives the objection, if the parties fail to reach an agreement, the Shareholder may refer the matter to a competent court for resolution.

ARTICLE 14. REPURCHASE OF SHARES AT THE REQUEST OF THE COMPANY

- 14.1. The Company shall have the right to repurchase no more than thirty percent (30%) of the total Ordinary Shares sold, and part or all of the Preference Shares sold, in accordance with the following provisions:
- a) The BOD shall have the authority to decide on the repurchase of no more than ten percent (10%) of the total number of Shares of each class offered for sale within each twelve (12)-month period. In other cases, the repurchase of Shares shall be decided by the GMS.
 - b) The BOD shall determine the repurchase price of Ordinary Shares. The repurchase price of Ordinary Shares shall not exceed the market price at the time of repurchase,

except where the Company makes an offer to all Shareholders to repurchase Shares in proportion to the number of Shares held by them. The repurchase price for other classes of Shares shall not be lower than the market price, unless otherwise agreed between the Company and the relevant Shareholder(s).

- c) The Company may repurchase Ordinary Shares from each Shareholder in proportion to their respective holdings. In such case, the Company must send a notice of the decision to repurchase Ordinary Shares to all Shareholders within thirty (30) days from the date the decision is approved. Such notice must include information such as the name and head office address of the Company, the total number of Ordinary Shares to be repurchased, the repurchase price or principles for determining the repurchase price, procedures and timeline for payment, and procedures and deadline for Shareholders to respond to the Company.
- 14.2. Shareholders accepting the Company's offer must respond in writing to the Company within thirty (30) days or within such period specified in the Company's notice from the date of receipt of the notice regarding the Company's repurchase of Shares.

ARTICLE 15. PAYMENT PERIOD AND REFUSAL TO REPURCHASE SHARES

- 15.1. The Company shall only make payment for the repurchase of Shares in accordance with Articles 13 and 14 above to Shareholders if, after completing payment for the repurchased Shares, the Company is still able to satisfy all debts and other property obligations.
- 15.2. All Shares repurchased in accordance with Articles 13 and 14 above shall be deemed treasury shares and shall form part of the Company's authorized shares available for offering in accordance with applicable regulations.
- 15.3. Share certificates evidencing ownership of repurchased Shares must be destroyed immediately after full payment for the corresponding Shares has been completed.
- 15.4. Upon completion of full payment for the repurchase of Shares, if the total value of the Company's assets recorded in its accounting books decreases by more than ten percent (10%), the Company must notify all creditors within fifteen (15) days from the date of completion of payment for the repurchased Shares.

CHAPTER VI

ORGANIZATION, MANAGEMENT, AND SUPERVISION STRUCTURE

ARTICLE 16. ORGANIZATIONAL AND MANAGEMENT STRUCTURE OF THE COMPANY

The organizational and management structure of the Company shall be as follows:

- 16.1. GMS: comprises all Shareholders having voting rights and is the highest decision-making authority of the Company. The GMS shall not be restricted or affected by the powers of the BOD under this Charter and shall exercise all powers of the Company.
- 16.2. BOD: is the management body of the Company, governed by the highest standards of corporate governance and management, and shall be responsible for managing the Company in the best interests of all Shareholders.
- 16.3. BOS: The BOS shall be responsible for supervising the operation and management of the

Company.

- 16.4. General Director: The General Director shall be responsible for the day-to-day management and operation of the Company's business activities, and shall be accountable to the BOD and to the law for the performance of the rights and obligations entrusted to him/her.

CHAPTER VII

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

ARTICLE 17. RIGHTS OF SHAREHOLDERS

- 17.1. Holders of Ordinary Shares shall be referred to as Ordinary Shareholders. Shareholders are the owners of the Company and shall have rights and obligations corresponding to the number and class of Shares owned by them. Each Shareholder's liability for the debts and other property obligations of the Company shall be limited to the par value of the Shares held by such Shareholder.

- 17.2. Ordinary Shareholders shall have the following rights:

- a) To attend, speak at, and exercise voting rights at meetings of the General Meeting of Shareholders, either directly or through an authorized representative or by other means as provided in the Company's Charter and applicable laws. Each Ordinary Share shall carry one vote;
- b) To receive dividends in accordance with resolutions of the GMS;
- c) To be given priority in subscribing for newly issued Shares of the Company in proportion to such Shareholder's ownership ratio of Ordinary Shares in the Company;
- d) To freely transfer fully paid Shares to other persons, except in the cases provided under Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
- e) To examine, search, and extract information relating to names and contact addresses in the list of Shareholders having voting rights; and to request correction of inaccurate information relating to themselves;
- f) To examine, search, extract, or make copies of the Company Charter, minutes of meetings of the GMS, and resolutions of the GMS;
- g) In the event of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets of the Company in proportion to the number of Shares contributed to the Company, after the Company has fulfilled all payment obligations to creditors, holders of Preference Shares (if any), and other financial obligations in accordance with applicable laws;
- h) To request the Company to repurchase their Shares in the cases provided under Article 132 of the Law on Enterprises;
- i) To exercise remote voting rights in respect of meetings of the GMS;
- j) To be treated fairly. Each Share of the same class shall confer equal rights, obligations, and benefits upon its holder. In the event the Company has different classes of Preference Shares, the rights and obligations attached to such Preference

- Shares must be approved by the GMS and fully disclosed to the Shareholders;
- k) To have full access to periodic and extraordinary information disclosed by the Company in accordance with applicable laws; and
 - l) To have their lawful rights and interests protected; and to request suspension or cancellation of resolutions or decisions of the GMS or the BOD in accordance with the Law on Enterprises;
 - m) To exercise other rights as provided under the Law on Enterprises and this Charter.

17.3. A Shareholder or a group of Shareholders holding five percent (5%) or more of the total Ordinary Shares shall additionally have the following rights:

- a) To request the convening of a GMS meeting in the cases provided under Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) To examine, search, and extract minutes, resolutions, and decisions of the BOD, semi-annual and annual financial statements, reports of the BOS, contracts and transactions subject to approval by the BOD, and other documents, except for documents relating to the Company's trade secrets and business secrets;
- c) To request the BOS to inspect specific matters relating to the management and operation of the Company where deemed necessary. Such request must be made in writing and must include the following information: full name, contact address, nationality, and legal identification documents in respect of individual Shareholders; name, enterprise registration number or legal documents, and head office address in respect of organizational Shareholders; the number of Shares and date of registration of Shares of each Shareholder, the total number of Shares held by the group of Shareholders, and the ownership ratio in the total Shares of the Company; the matters to be inspected and the purpose of the inspection;
- d) To propose matters for inclusion in the agenda of the GMS meeting. Such proposal must be made in writing and delivered to the Company no later than three (03) Working Days prior to the opening date of the meeting. The proposal must clearly state the name of the Shareholder, the number of each class of Shares held by such Shareholder, and the matters proposed for inclusion in the meeting agenda; and
- e) Other rights as provided by applicable laws and this Charter.

17.4. A Shareholder or a group of Shareholders holding ten percent (10%) or more of the total Ordinary Shares shall have the right to nominate candidates to the BOD and the BOS. The nomination of candidates to the BOD and the BOS shall be carried out as follows:

- a) Ordinary Shareholders forming a group for the purpose of nominating candidates to the BOD and the BOS must notify the attending and voting Shareholders at the meeting of the formation of such group prior to the opening of the GMS meeting;
- b) Based on the number of members of the BOD and the BOS, a Shareholder or group of Shareholders specified in this Clause shall have the right to nominate one or more persons, as determined by the GMS, as candidates for the BOD and the BOS. Where the number of candidates nominated by such Shareholder or group of Shareholders is fewer than the number of candidates they are entitled to nominate pursuant to the decision of the GMS, the remaining candidates shall be nominated by the BOD, the

BOS, and other Shareholders.

- 17.5. A Shareholder being a legal entity or organization shall have the right to appoint one or more Authorized Representatives to exercise its rights as a Shareholder of the Company in accordance with applicable laws. In the event that more than one Authorized Representative is appointed, the number of Shares and voting rights represented by each Authorized Representative must be specifically determined, and one Authorized Representative of an organizational Shareholder may vote differently from another Authorized Representative of the same Shareholder on the same matter at a GMS meeting. The Company shall be entitled to rely on the information contained in the power of attorney for purposes of arranging the Company's activities (including determining the quorum required for a GMS meeting or for passing resolutions of the GMS). The Shareholder shall be bound by the acts or omissions of its duly appointed Authorized Representative, and any limitation on the authority of such Authorized Representative shall only be binding upon the Company if such limitation is expressly stated in the power of attorney.
- 17.6. The appointment, termination, or replacement of an Authorized Representative shall only become effective if notified in writing to the Company at least forty-eight (48) hours prior to such appointment, termination, or replacement taking effect. To the extent permitted by applicable laws, such notice must include the following principal contents:
- a) Name, permanent address, nationality, and number and date of the establishment decision or enterprise registration certificate of the Shareholder;
 - b) Number of Shares, class of Shares, and date of registration as a Shareholder of the Company;
 - c) Full name, permanent address, nationality, identification card number, passport number, or other lawful personal identification of the Authorized Representative;
 - d) Number of Shares represented by such Authorized Representative;
 - e) Duration of the authorization of the Authorized Representative; and
 - f) Full name and signature of the Authorized Representative or his/her authorized person, and the legal representative of such Shareholder.

ARTICLE 18. OBLIGATIONS OF SHAREHOLDERS

Ordinary Shareholders of the Company shall have the following obligations:

- 18.1. To attend meetings of the GMS and exercise voting rights through the following forms:
- a) Attending and voting directly at the meeting
 - b) Authorizing another individual or organization to attend and vote at the meeting on his/her/its behalf
 - c) Attending and voting through online conferences, electronic voting, or other electronic means;
 - d) Sending voting ballots to the meeting by mail, fax, or email;
 - e) Sending voting ballots by other means as provided in the Charter (if any).

- 18.2. To fully pay for the subscribed Shares in accordance with the registered number of Shares and the prescribed procedures;
- 18.3. To be liable for the debts and other property obligations of the Company only within the scope of the capital contributed to the Company;
- 18.4. To provide an accurate address when subscribing for Shares;
- 18.5. Not to withdraw the contributed capital from the Company in any form, except where Shares are repurchased by the Company. In the event that a Shareholder withdraws part or all of the contributed share capital in violation of this Clause, such Shareholder and persons having related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn Shares and any damages arising therefrom;
- 18.6. To comply with the Charter and internal regulations of the Company;
- 18.7. To comply with resolutions of the GMS and the BOD;
- 18.8. To maintain confidentiality of information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for the exercise and protection of their lawful rights and interests; and not to disseminate, copy, or provide such information to any other organization or individual;
- 18.9. To fulfill other obligations as provided in this Charter and applicable laws;
- 18.10. Ordinary Shareholders shall bear personal liability when acting in the name of the Company in any form to carry out any of the following acts:
 - a) Violating applicable laws;
 - b) Conducting business activities and other transactions for personal gain or for the benefit of other organizations or individuals; or
 - c) Paying debts that are not yet due in the face of potential financial risks to the Company.
- 18.11. Major Shareholders shall not abuse their advantageous position to prejudice the rights and interests of the Company and other Shareholders, and shall have the obligation to disclose information in accordance with applicable laws.

ARTICLE 19. GENERAL MEETING OF SHAREHOLDERS

- 19.1. The GMS is the highest decision-making authority of the Company and, without limitation or prejudice to the powers of the BOD under this Charter, shall exercise all powers of the Company. The annual GMS shall be convened once every fiscal year and must be held within four (04) months (where necessary, the BOD may decide to extend the time for convening the annual GMS, provided that such extension shall not exceed six (06) months) from the end of the fiscal year. In addition to the annual meeting, extraordinary meetings of the GMS may also be convened. The venue of a GMS meeting shall be determined as the place where the chairperson attends the meeting and must be located within the territory of Vietnam.
- 19.2. The GMS shall comprise all Shareholders having voting rights in accordance with this Charter.
- 19.3. The BOD shall convene the annual GMS and select an appropriate venue. The annual GMS shall decide on matters as prescribed by applicable laws and the Company Charter, particularly the approval of the audited annual financial statements. In the event that the

audit report on the Company's annual financial statements contains material qualifications, adverse opinions, or disclaimers, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the annual GMS, and such representative shall be responsible for attending the annual GMS of the Company.

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

- a) Where the BOD considers it necessary for the interests of the Company;
- b) Where the remaining number of members of the BOD or the BOS is fewer than the minimum number required by law;
- c) Upon request of a Shareholder or a group of Shareholders as provided under Clause 2, Article 115 of the Law on Enterprises. Such request for convening a GMS meeting must be made in writing and clearly state the reasons and purposes of the meeting, and bear the signatures of the relevant Shareholders, or be made in several counterparts collectively containing sufficient signatures of the relevant Shareholders;
- d) Upon request of the BOS; or
- e) Other cases as provided by applicable laws and this Charter.

19.5. Convening an Extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the BOD, independent members of the BOD, or members of the BOS falls to the number specified in Point b, Clause 19.4 of this Article, or from the date of receipt of the request specified in Points c and d, Clause 19.4 of this Article;
- b) If the BOD fails to convene the GMS in accordance with Point a, Clause 19.5 of this Article, then within the following thirty (30) days, the BOS shall replace the BOD in convening the GMS in accordance with Clause 3, Article 140 of the Law on Enterprises;
- c) If the BOS fails to convene the GMS in accordance with Point b, Clause 19.5 of this Article, the Shareholder or group of Shareholders specified in Point c, Clause 19.4 of this Article shall have the right to request the representative of the Company to convene the GMS in accordance with the Law on Enterprises.

In such case, the Shareholder or group of Shareholders convening the GMS may request the Business Registration Authority to supervise the order, procedures for convening and conducting the meeting, and the issuance of resolutions of the GMS. All expenses incurred for convening and conducting the GMS shall be reimbursed by the Company. Such expenses shall not include expenses incurred by Shareholders attending the GMS, including accommodation and travel expenses.

- d) Procedures for convening the GMS shall be implemented in accordance with Clause 5, Article 140 of the Law on Enterprises.

19.6. Rights and Obligations of the General Meeting of Shareholders:

- a) To approve the development orientation and strategy of the Company;
- b) To decide on the classes of shares and the total number of shares of each class authorized for offering; and to determine the annual dividend rate for each class of shares;
- c) To elect, dismiss, and remove members of the BOD and members of the BOS;

- d) To decide on investments or the sale of assets having a value equal to or exceeding thirty-five percent (35%) of the total value of the Company's assets as recorded in the most recent financial statements;
- e) To decide on amendments and supplements to the Company Charter;
- f) To approve the annual financial statements;
- g) To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;
- h) To review and handle violations committed by members of the BOD or the BOS causing damage to the Company and its Shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- j) To determine the budget or total remuneration, bonuses, and other benefits for the BOD and the BOS;
- k) To approve the Internal Corporate Governance Regulations and the Operational Regulations of the BOD and the BOS;
- l) To approve the list of approved auditing firms; to decide on the approved auditing firm conducting audits of the Company's operations; and to dismiss an approved auditor where deemed necessary; and
- m) To exercise other rights and obligations in accordance with applicable laws.

19.7. The General Meeting of Shareholders shall discuss and approve the following matters:

- a) Annual business plan of the Company;
- b) Audited annual financial statements;
- c) Reports of the BOD on corporate governance and operational results of the BOD and each member of the BOD; in the event that the Company operates under the model prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises, Independent Members of the BOD shall be responsible for reporting at the annual GMS in accordance with Article 284 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- d) Reports of the BOS on the Company's business performance and on the operational results of the BOD and the General Director;
- e) Self-assessment reports on the operational performance of the BOS and each member of the BOS;
- f) Dividend level for each share of each class of shares;
- g) Number of members of the BOD and the BOS;
- h) Election, dismissal, and removal of members of the BOD and the BOS;
- i) Determination of the budget or total remuneration, bonuses, and other benefits for the BOD and the BOS;
- j) Approval of the list of approved auditing firms; and decision on the approved auditing firm conducting inspections of the Company's operations where deemed necessary;
- k) Amendments and supplements to the Company Charter;
- l) Classes of shares and number of new shares to be issued for each class of shares, and

transfer of shares of founding shareholders within the first three (03) years from the date of establishment;

- m) Division, separation, consolidation, merger, or conversion of the Company;
- n) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- o) Decision on investments or sale of assets having a value equal to or exceeding thirty-five percent (35%) of the total assets of the Company as recorded in the most recent financial statements;
- p) Decision on the repurchase of more than ten percent (10%) of the total issued shares of each class;
- q) Approval of contracts and transactions entered into between the Company and persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding thirty-five percent (35%) of the total assets of the Company as recorded in the most recent financial statements;
- r) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- s) Approval of the Internal Corporate Governance Regulations, the Operational Regulations of the BOD, and the Operational Regulations of the BOS; and
- t) Other matters as provided by applicable laws and this Charter.

19.8. All resolutions and matters included in the meeting agenda must be discussed and voted on at the GMS meeting.

19.9. A Shareholder shall not be entitled to vote in the following cases:

- a) Approval of contracts referred to in Article 19.7.q of this Article where such Shareholder or a related person of such Shareholder is a party to the contract;
- b) Repurchase of Shares held by such Shareholder or by a related person of such Shareholder, except where the repurchase is conducted proportionally among all Shareholders or is carried out through matched orders on a stock exchange or by way of a public tender offer in accordance with applicable laws.

19.10. All resolutions and matters included in the meeting agenda must be discussed and voted on at the GMS meeting.

ARTICLE 20. MEETINGS OF THE GENERAL MEETING OF SHAREHOLDERS

20.1. The annual General Meeting of Shareholders shall be convened by the BOD at a location within Vietnam as determined by the BOD from time to time. The annual GMS shall decide on matters in accordance with Laws and this Charter, particularly the approval of annual financial statements.

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

- a) The BOD deems it necessary in the interests of the Company, including cases where the auditors consider it necessary to convene a meeting to discuss the audit report or the financial position of the Company and notify the BOD accordingly;
- b) The annual balance sheet, quarterly report, semi-annual report or audited financial

- statements indicate that the Company's equity has been reduced by one-half (1/2) compared to the beginning of the period;
- c) The number of remaining members of the BOD, BOS falls below the minimum number required by Laws;
 - d) A Shareholder or group of Shareholders specified in Article 17.3 requests the convening of a meeting by submitting a written request stating the reasons and purposes of the meeting, signed by such Shareholders (such request may consist of multiple documents bearing the signatures of all relevant Shareholders); and
 - e) The BOS requests the convening of a meeting upon having grounds to believe that members of the BOD have seriously violated their obligations under Article 153 of the Law on Enterprises or that the BOD has acted or intends to act beyond its authority.
- 20.3.** The BOD must convene a GMS within thirty (30) Working Days from the date the number of remaining members falls below the threshold specified in Article 20.2(c) or from the date of receipt of requests specified in Articles 20.2(d) and 20.2(e). If the BOD fails to convene such meeting, the BOS shall convene the meeting within the next thirty (30) Working Days. If the BOS also fails to convene the meeting, the Shareholder(s) specified in Article 17.3 shall have the right to replace the BOD and the BOS to convene the General Meeting of Shareholders within the following thirty (30) Working Days.
- 20.4.** All necessary expenses for convening and conducting the GMS shall be borne by the Company. For clarity, such expenses shall not include costs incurred by Shareholders in attending the meeting, including accommodation and travel expenses.

ARTICLE 21. AUTHORIZATION TO ATTEND GENERAL MEETING OF SHAREHOLDERS

- 21.1.** A Shareholder who is an individual, an authorized representative of an institutional Shareholder, or an Authorized Representative eligible to attend the GMS may attend the meeting in person or authorize in writing one (01) or more Authorized Attendees (if permitted by Laws) to attend and vote on his/her/its behalf. An institutional Shareholder that does not have an Authorized Representative in accordance with Article 17.5 of this Charter shall have the right to authorize one (01) or more Authorized Attendees, if permitted by Laws, to attend the GMS, and such Authorized Attendees may express different opinions on the same matter at the meeting. An Authorized Attendee is not required to be a Shareholder. An Authorized Attendee of the GMS shall not be permitted to re-authorize another person and shall not act beyond the scope of authorization or vote in his/her own name.
- 21.2.** The authorization must be made in writing in a common form or in a form approved by the BOD, and:
- a) In the case of an individual, the power of attorney must bear the signatures of the Shareholder and the Authorized Attendee; and
 - b) In the case of an organization, the power of attorney must be stamped and signed by the Authorized Representative, the legal representative of the Shareholder and the Authorized Attendee.
- 21.3.** The Authorized Attendee must submit the power of attorney upon registration for attending the meeting. In case of re-authorization, the attendee must present the original power of attorney issued by the Shareholder or its Authorized Representative (if not previously

registered with the Company).

- 21.4. A voting ballot of an Authorized Attendee within the scope of authorization shall remain valid in any of the following cases:
- a) The authorizing person has died, or has been restricted or lost civil act capacity;
 - b) The authorizing person has revoked the authorization;
 - c) The authorizing person has revoked the authority of the Authorized Attendee.

This Clause 21.4 shall not apply if the Company receives notice of any of the above events at least forty-eight (48) hours prior to the opening of the GMS or before the reconvened meeting.

- 21.5. In the event that, at a GMS, a person acts as:(i) an Authorized Representative for multiple Shareholders; and/or (ii) an Authorized Attendee for multiple Shareholders and/or Authorized Representatives, such person may vote differently in accordance with the respective instructions of each Shareholder and/or Authorized Representative who has duly appointed him/her. To facilitate voting, upon request, the Company shall provide such person with sufficient voting cards and relevant documents at the meeting.
- 21.6. The Company shall be entitled to rely on the information stated in the power of attorney for the purpose of organizing its operations (including determining quorum requirements for the GMS or passing resolutions thereof). The Shareholder shall be bound by the acts or omissions of the duly appointed Authorized Attendee (whether appointed directly by the Shareholder or by its Authorized Representative), and any limitation on the authority of the Authorized Attendee shall only be binding on the Company if such limitation is expressly stated in the power of attorney.

ARTICLE 22. CHANGES TO RIGHTS

- 22.1. Any amendment or cancellation of special rights attached to a class of Preferred Shares shall be effective only when approved by Shareholders representing at least sixty-five percent (65%) of the total voting rights of all Shareholders attending and voting at the meeting. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of Preferred Shares shall only be adopted if it is approved by Shareholders holding at least seventy-five percent (75%) of the total Preferred Shares of the same class attending the meeting, or by Shareholders holding at least seventy-five percent (75%) of the total Preferred Shares of such class in the case of approval by written resolution.
- 22.2. A meeting of Shareholders holding a particular class of Preferred Shares to approve changes to such rights shall be valid only if attended by at least two (02) Shareholders (or their Authorized Representatives) holding at least one-third (1/3) of the total par value of issued shares of that class. If the quorum is not met, a reconvened meeting shall be held within thirty (30) days thereafter, and those Shareholders holding shares of such class who attend in person or through Authorized Representatives (regardless of number or shareholding) shall be deemed to constitute a valid quorum. At such meetings, Shareholders holding shares of the relevant class may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.
- 22.3. Procedures for conducting meetings relating to the amendment or cancellation of special

rights attached to Preferred Shares shall be similar to those applicable to General Meeting of Shareholders as provided in this Charter. For avoidance of doubt, resolutions of the General Meeting of Shareholders regarding such matters may also be adopted by written resolution in accordance with this Charter.

- 22.4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to Preferred Shares in respect of certain or all matters relating to the distribution of profits or assets of the Company shall not be deemed to be varied by the issuance of additional shares of the same class.

ARTICLE 23. CONVENING OF MEETINGS, AGENDA, AND NOTICE OF THE GENERAL MEETING OF SHAREHOLDERS

- 23.1. Annual and extraordinary GMS shall be convened by the BOD, except where Article 20.3 of this Charter applies. The BOD shall convene an extraordinary GMS in the cases specified in Article 19.4 of this Charter.

- 23.2. The person convening the GMS shall perform the following duties:

- a) To prepare the list of Shareholders entitled to attend the meeting. The list shall be prepared no more than ten (10) days prior to the date of sending the notice of meeting. The Company must disclose information on the preparation of such list at least twenty (20) days prior to the record date;
- b) To provide information and handle complaints relating to the list of Shareholders;
- c) To prepare the agenda and contents of the meeting;
- d) To prepare documents for the meeting;
- e) To draft resolutions of the GMS based on the proposed agenda; and to prepare the list and detailed information of candidates in case of election of members of the BOD, the BOS;
- f) To determine the time and venue of the meeting;
- g) To send notices of meeting to each Shareholder entitled to attend;
- h) To perform other tasks necessary for the meeting.

- 23.3. The notice of the GMS must include the meeting agenda and relevant information on matters to be discussed and voted on. The notice may be delivered directly or sent by post to the Shareholder's address or to the address registered by the Shareholder for receiving notices. If a Shareholder has notified the Company in writing of a fax number or email address for receiving notices, the notice shall be sent to such fax number or email address. The notice must include the name and address of the Company's head office, enterprise registration number, name and permanent address of the Shareholder, time and venue of the meeting and other requirements for attendees. The notice and related documents must be sent by a method ensuring delivery to the Shareholder's registered address and simultaneously published on the Company's website no later than twenty-one (21) days prior to the opening date of the meeting, and disclosure of information on the meeting must be made in accordance with Laws.

- 23.4. The notice of the GMS shall be sent to all Shareholders by a method ensuring delivery and shall also be published on the Company's website, the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convening person must send the notice to all Shareholders on the list of eligible attendees

at least twenty-one (21) days prior to the meeting (counted from the date the notice is validly sent). The meeting agenda and documents shall be sent to Shareholders and/or published on the Company's website. Where documents are not enclosed with the notice, the notice must clearly state the link to access the full meeting materials, including:

- a) Meeting agenda and documents;
- b) List and detailed information of candidates (if any);
- c) Voting ballots;
- d) Draft resolutions for each agenda item.

23.5. Shareholders or groups of Shareholders specified in Article 17.3 shall have the right to propose matters to be included in the meeting agenda. Such proposals must be made in writing and submitted to the Company at least seven (07) Working Days prior to the opening date of the meeting. The proposal must specify the name of the Shareholder, number and type of shares held, and the proposed matters.

23.6. The person convening the meeting shall have the right to reject proposals under Article 23.5 if:

- a) The proposal is not submitted on time or does not meet the required content;
- b) At the time of proposal, the Shareholder or group of Shareholders does not hold at least five percent (05%) of Ordinary Shares;
- c) The proposal does not contain the required information; or
- d) The proposed matter does not fall within the authority of the GMS.

23.7. The convening person must accept and include proposals under Article 23.5 in the draft agenda and meeting contents, except in cases specified in Article 23.6. Such proposals shall be officially included in the meeting agenda upon approval by the GMS.

23.8. The BOD shall prepare draft resolutions for each matter in the meeting agenda.

23.9. Where all Shareholders or their Authorized Representatives representing one hundred percent (100%) of the voting shares attend the meeting in person or through Authorized Attendees, any resolutions unanimously approved by the GMS shall be deemed valid even if the procedures for convening the meeting are not complied with or the matters voted on are not included in the agenda. For avoidance of doubt, this provision also applies to any resolutions adopted by written resolution.

ARTICLE 24. CONDITIONS FOR HOLDING THE GENERAL MEETING OF SHAREHOLDERS

24.1. Meetings of the GMS shall be chaired by the Chairman of the BOD. In the absence of the Chairman of the BOD, the Vice Chairman of the BOD, a member of the BOD authorized by the Chairman of the BOD, or a person elected by the GMS shall chair the meeting. If none of them is able to chair the meeting, the highest-ranking member of the BOD present shall organize the meeting for the purpose of electing the chairperson of the GMS meeting; such chairperson is not required to be a member of the BOD.

In other cases, the person signing the notice convening the GMS meeting shall preside over the election of the chairperson of the GMS meeting, and the person receiving the highest number of votes shall act as chairperson of the GMS meeting. In the case of election of the chairperson of the GMS meeting, the names of the nominated candidates and the number of votes cast for each candidate must be announced.

The chairperson shall appoint one or more persons to act as secretary(ies) of the meeting.

The GMS shall elect one or more persons to the vote-counting committee upon the proposal of the chairperson of the meeting.

- 24.2. A GMS meeting shall be deemed duly convened when Shareholders or Authorized Representatives representing more than fifty percent (50%) of the total voting Shares are present in person or through duly authorized attendees. If the required quorum is not met, the meeting must be reconvened within thirty (30) Working Days from the intended date of the first GMS meeting. The reconvened GMS meeting shall only proceed when Shareholders or Authorized Representatives representing at least thirty-three percent (33%) of the voting Shares are present in person or through duly authorized attendees. If the second GMS meeting cannot proceed due to insufficient quorum within sixty (60) minutes from the scheduled opening time of the meeting, notice of the third GMS meeting must be sent within twenty (20) Working Days from the intended date of the second GMS meeting. In such case, the GMS meeting shall proceed regardless of the number of Shareholders or Authorized Representatives attending the meeting.
- 24.3. Only the General Meeting of Shareholders shall have the authority to amend the meeting agenda that has been sent together with the notice of meeting.
- 24.4. A GMS may be conducted in the form of a conference among Shareholders, where some or all Shareholders are located at different places, provided that:
- a) All participants are able to hear other participants speaking at the meeting; and
 - b) All participants are able to communicate with each other simultaneously, directly via teleconference or other communication methods. Each Shareholder participating in such meeting shall be deemed "present" if such participation is confirmed by the Shareholder's signature, including electronic signature.

ARTICLE 25. PROCEDURES FOR CONDUCTING THE GENERAL MEETING OF SHAREHOLDERS AND VOTING AT THE MEETING

- 25.1. Procedures for conducting the meeting: On the date of the GMS meeting, the Company shall carry out the procedures for registration of Shareholders and shall carry out such registration until all Shareholders entitled to attend the meeting who are present have completed registration in the following order:
- a) Upon registration of Shareholders, the Company shall issue to each Shareholder, Authorized Representative or Authorized Meeting Attendee, as the case may be, who has voting rights, one voting card, on which the registration number, full name of the Shareholder, full name of the authorized representative and the number of votes of such Shareholder are recorded. The voting card may be encoded to serve the counting of votes by computer software. The specific procedures for conducting the meeting and voting at the GMS meeting shall comply with the Regulations on organization and operation of the meeting approved by the GMS (if any) or shall be subject to the full discretion of the GMS;
 - b) The GMS shall discuss and vote on each matter in the agenda. Voting shall be conducted by voting in favor, voting against and having no opinion. When voting is

conducted at the General Meeting, the voting cards in favor of the resolution shall be collected first, the voting cards against the resolution shall be collected thereafter, and finally the total number of votes in favor or against shall be counted for decision. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting. The General Meeting shall elect the persons responsible for counting votes or supervising the vote counting at the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the GMS based on the proposal of the Chairperson of the meeting;

- c) Shareholders, authorized representatives of Shareholders being organizations or persons attending the meeting late shall have the right to register and thereafter have the right to participate and vote immediately at the meeting. The Chairperson shall not be responsible for suspending the meeting to allow late-arriving Shareholders to register and the validity of voting rounds conducted before the late-arriving Shareholders attend shall not be affected;
- d) The GMS meeting shall be chaired by the Chairman of the BOD, except for the case prescribed in Article 24.1;
- e) The agenda and contents of the meeting must be approved by the GMS at the opening session. The agenda must clearly and specifically determine the time for each matter in the meeting agenda;
- f) Decisions of the chairperson of the GMS meeting on the order, procedures or events arising outside the agenda of the GMS meeting shall have the highest adjudicative effect;
- g) The Presidium of the GMS meeting may be established when the chairperson deems it necessary, comprising a number of members of the BOD and Management Officers of the Company appointed by the chairperson. The Presidium shall perform certain tasks to assist the chairperson in administering the GMS meeting;
- h) The BOD may require Shareholders, Authorized Representatives or Authorized Meeting Attendees to be subject to inspection or security measures which the BOD considers appropriate. Where any Shareholder, Authorized Representative or Authorized Meeting Attendee fails to comply with the aforesaid inspection regulations or security measures, the BOD, after careful consideration, may refuse or expel such Shareholder, Authorized Representative or Authorized Meeting Attendee from participating in the GMS meeting;
- i) The Chairperson of the General Meeting, after careful consideration, may take such measures as the Chairperson considers appropriate to:
 - (i) Arrange seating at the venue of the GMS meeting;
 - (ii) Ensure safety for all persons present at such venue;
 - (iii) Facilitate Shareholders to attend or continue attending the GMS meeting;
 - (iv) The person convening the General Meeting of Shareholders shall have full authority to change the measures mentioned above and apply all measures if the BOD deems necessary. The measures applied may include the issuance of entry passes or the use of other forms of selection.

25.2. Where the aforesaid measures are applied at the GMS meeting, the BOD, when determining the venue of the GMS meeting, may:

- a) Notify that the GMS meeting shall be conducted at the venue stated in the notice and

that the chairperson of the GMS meeting shall be present thereat ("Main Venue of the Meeting");

- b) Arrange and organize so that Shareholders, Authorized Representatives or Authorized Meeting Attendees who are unable to attend the meeting pursuant to this Clause or persons wishing to participate in the meeting but who are at a location other than the Main Venue of the Meeting may still attend the meeting;
- c) The notice of organization of the GMS meeting is not required to state in detail the organizational measures under this Clause.

25.3. In this Charter, unless the context requires otherwise, every Shareholder shall be deemed to participate in the GMS meeting at the Main Venue of the Meeting.

25.4. The Company shall organize a GMS at least once (01) every year. The annual GMS shall not be organized in the form of collection of written opinions.

25.5. Each GMS meeting shall be held in Vietnamese, and written documents or other documents relating to the GMS, including the notice of invitation to the meeting, shall be provided in both Vietnamese and English if there is any foreign individual/institutional Shareholder. In case of any inconsistency between the English version and the Vietnamese version, the contents of the Vietnamese version shall prevail.

25.6. The person convening the meeting or the chairperson of the GMS shall have the following rights:

- a) To require all meeting attendees to be subject to inspection or other lawful and reasonable security measures;
- b) To request the competent authority to maintain order at the meeting; to expel from the GMS persons who fail to comply with the chairperson's right to administer the meeting, intentionally disrupt order, obstruct the normal progress of the meeting or fail to comply with requirements on security inspection.

25.7. The chairperson shall have the right to adjourn a GMS which has a sufficient number of registered attendees for a maximum period not exceeding three (03) working days from the date on which the meeting is scheduled to open, and may only adjourn the meeting or change the meeting venue in the following cases:

- a) The meeting venue does not have sufficient convenient seating for all meeting attendees;
- b) The means of communication at the meeting venue do not ensure that Shareholders attending and voting at the meeting may participate, discuss and vote;
- c) Any meeting attendee obstructs or disrupts order, creating a risk that the meeting may not be conducted in a fair and lawful manner.

25.8. Where the chairperson adjourns or suspends the GMS contrary to the provisions of Clause 25.7 of this Article, the GMS shall elect another person from among the meeting attendees to replace the chairperson in administering the meeting until its conclusion; all resolutions passed at such meeting shall be effective for implementation.

25.9. Where the Company applies modern technology to organize the GMS may attend and vote by electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/NĐ-CP dated 31 December

2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

ARTICLE 26. APPROVING RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS

26.1. The GMS shall approve all decisions by direct voting at the meeting or by collecting written opinions from Shareholders.

- a) Resolutions of the GMS relating to the following matters shall only be adopted when approved by at least sixty-five percent (65%) of the total voting rights of all Shareholders attending and voting at the meeting, except as otherwise provided in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:
 - (i) Types and total number of shares of each class;
 - (ii) Changes to business lines and sectors;
 - (iii) Changes to the organizational and management structure of the Company as provided in Article 16 of this Charter;
 - (iv) Amendments and supplements to the Company Charter;
 - (v) Investment projects or disposal of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the latest audited financial statements of the Company; and
 - (vi) Reorganization (including division, separation, merger or consolidation) or dissolution of the Company.
- b) Except for the cases specified in point (a) of this Clause and Clauses 3, 4 and 6 Article 148 of the Law on Enterprises, resolutions of the GMS shall be adopted when approved by more than fifty percent (50%) of the total voting rights of all Shareholders attending and voting at the meeting.
- c) Resolutions of the GMS approved by one hundred percent (100%) of the total voting shares shall be valid and effective even if the procedures for convening and adopting such resolutions are not in compliance with the Law on Enterprises and the Company Charter.

26.2. Methods of adopting resolutions of the GMS:

- a) In case of direct voting at the meeting; in accordance with Article 25.1 of this Charter;
- b) The BOD may collect written opinions of Shareholders to approve decisions of the GMS when deemed necessary for the interests of the Company;
- c) The BOD must prepare the voting ballot, draft resolution of the GMS, explanatory documents relating to the draft resolution, and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the voting ballots.
 - (i) The voting ballot must contain the following principal contents:
 - Name, head office address, number and issuance date of the Enterprise Registration Certificate of the Company;
 - Purpose of collecting opinions;
 - Full name, contact address, nationality, Identity Card number, Passport number,

or other lawful personal identification of shareholders being individuals; name, permanent address, nationality, establishment decision number or enterprise registration number of shareholders or authorized representatives of shareholders being legal entities or organizations; number of shares of each class and the number of voting rights of each shareholder;

- Matters requiring opinions and accompanying documents;
- Deadline for submission of opinions to the Company; and
- Voting options: "approve", "disapprove", and "no opinion";
- Full name and signature of the Chairman of the BOD and the legal representative of the Company.

(ii) The documents attached to the voting ballot and published on the Company's website shall include:

- Draft resolution of the GMS;
- Explanatory documents relating to the draft resolution of the GMS. The voting ballot sent to shareholders as prescribed in this Clause must clearly specify the link and method for accessing such documents. The Company shall send the attached documents together with the voting ballot to shareholders upon request.

(iii) Returned voting ballots must bear the signature of the shareholder being an individual, or the signature of the Authorized Representative or legal representative and the seal (if any) of the shareholder being a legal entity or organization.

(iv) Voting ballots must be returned to the Company by electronic mail (email) or by post in a sealed envelope, and in the case of sealed envelopes, no person shall be entitled to open them before the vote counting. Any voting ballot returned to the Company after the deadline specified in the voting ballot, or which has been amended, erased, marked, supplemented with symbols, opened (in the case of sealed envelopes), or disclosed in the case of transmission by fax or electronic mail, shall be deemed invalid;

d) The BOD shall conduct the vote counting and prepare the vote-counting minutes under the supervision of a representative of the BOS or a shareholder who does not hold any managerial position in the Company. The vote-counting minutes must contain the following principal contents:

- Name, head office address, and enterprise code of the Company;
- Purpose and matters for which opinions are collected for the adoption of resolutions;
- Number of shareholders and total number of voting ballots participating in the voting, specifying the number of valid and invalid voting ballots and the method of submission of voting ballots, together with an appendix listing the shareholders participating in the voting;
- Total number of votes in favor, against, and abstentions for each matter;
- Matters approved and the corresponding approval voting ratio;
- Full names and signatures of the Chairman of the BOD, the vote counters, and the supervisors of the vote counting.

Members of the BOD and the supervisors of the vote counting shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes, and jointly liable for any damages arising from decisions adopted as a result of dishonest or inaccurate

- vote counting;
- e) The vote-counting minutes and the resolution must be sent to the shareholders within fifteen (15) days from the date of completion of the vote counting. The delivery of the vote-counting minutes and the resolution may be replaced by publication on the Company's website within twenty-four (24) hours from the completion of the vote counting;
 - f) The returned voting ballots, the vote-counting minutes, the full text of the adopted resolution, and all documents attached to the voting ballots must be kept and archived at the head office of the Company;
 - g) A resolution adopted by way of collecting shareholders' written opinions shall be approved if it is consented to by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote, and such resolution shall have the same validity and effect as a resolution adopted at a meeting of the GMS;
 - h) The counting of votes conducted at physical meetings or through the collection of written opinions may be carried out using computer software;
 - i) The collection of written opinions for the adoption of resolutions of the GMS shall be conducted, and all written documents or other materials relating to such collection of written opinions shall be provided in Vietnamese and/or English. In the event of any inconsistency between the English version and the Vietnamese version, the Vietnamese version shall prevail.

ARTICLE 27. RESOLUTIONS AND MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS

27.1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio recorded or recorded and stored in other electronic forms as decided by the General Meeting of Shareholders from time to time. The minutes must include the following basic contents:

- a) Name, head office address and enterprise registration number of the Company;
- b) Time and venue of the General Meeting of Shareholders;
- c) Agenda and contents of the meeting;
- d) Chairman and secretary;
- e) Summary of developments and opinions expressed at the meeting;
- f) Matters discussed and voted on at the General Meeting of Shareholders; the number of votes in favor, votes against, and abstentions; the number of valid votes and invalid votes; and the matters approved together with the voting ratio for each matter;
- g) Total number of votes of Shareholders present at the meeting;
- h) Total number of votes cast for each matter; and
- i) Full names and signatures of the chairman and the secretary.

27.2. In case the chairman or secretary refuses to sign the minutes, such minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing all required contents as prescribed in this Clause. The minutes must clearly state the refusal of the chairman or secretary to sign. The chairman of the meeting shall be responsible for preparing the minutes. The minutes must be sent to all Shareholders within

fifteen (15) days from the date of closing of the meeting or published on the Company's website within twenty-four (24) hours from the end of the meeting. Such minutes shall serve as evidence of the contents of the meeting, unless a valid objection is raised within ten (10) days from the date of dispatch.

- 27.3. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The chairman and secretary of the meeting, or other persons signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes. The minutes must be prepared in Vietnamese and/or English, bear the full signatures of the chairman and secretary of the meeting, and be prepared in accordance with the Law on Enterprises, this Charter, and the laws governing securities and the securities market. The minutes of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting, the adopted resolutions, and the documents attached to the notice of meeting must be kept and archived at the head office of the Company. In the event of any inconsistency between the English version and the Vietnamese version, the Vietnamese version shall prevail.
- 27.4. Resolutions, minutes of meetings of the General Meeting of Shareholders, appendices containing the list of shareholders registered to attend the meeting together with shareholders' signatures, powers of attorney for attendance at the meeting, all documents attached to the minutes (if any), and documents attached to the notice of meeting must be disclosed in accordance with the laws on information disclosure in the securities market and must be kept and archived at the head office of the Company.

ARTICLE 28. REQUEST FOR CANCELLATION OF RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS

- 28.1. Within ninety (90) days from the date of receipt of a resolution, minutes of the General Meeting of Shareholders, or vote counting record of written shareholder consultation, a Shareholder or group of Shareholders as prescribed in Clause 2 Article 115 of the Law on Enterprises shall have the right to request a competent Court or Arbitration to review and annul a resolution or part thereof of the General Meeting of Shareholders in the following cases:
- The procedures for convening the meeting and adopting decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except as provided in Point (c) Article 26.1 of this Charter;
 - The contents of the resolution violate Laws or this Charter.
- 28.2. In the event that a Shareholder or group of Shareholders requests a Court to annul a resolution of the General Meeting of Shareholders in accordance with this Article, such resolution shall remain valid and enforceable until a different decision is issued by the Court, except where interim emergency measures are applied by a competent authority.

CHAPTER VIII BOARD OF DIRECTORS

ARTICLE 29. NOMINATION AND CANDIDACY FOR MEMBERS OF THE BOARD OF DIRECTORS

- 29.1.** In cases where candidates for the Board of Directors have been identified in advance, the Company shall disclose information relating to such candidates at least ten (10) days prior to the opening date of the GMS on the Company's website, so that Shareholders may review such candidates before voting. Candidates for the BOD shall provide written commitments on the truthfulness, accuracy and validity of their disclosed personal information, and shall commit to performing their duties honestly, prudently and in the best interests of the Company if elected as members of the BOD. The information to be disclosed regarding candidates for the BOD shall include at least the following:
- a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Employment history;
 - d) Other managerial positions (including positions on the board of directors of other companies);
 - e) Related interests in the Company (if any) and its related parties;
 - f) Other relevant information (if any);
 - g) A public company shall be responsible for disclosing information regarding the companies in which a candidate for the Board of Directors currently serves as a member of the Board of Directors or holds other managerial positions, as well as any related interests of such candidate in those companies (if any)
- 29.2.** Shareholders holding voting ordinary shall have the right to nominate candidates to the Board of Directors. A Shareholder or group of Shareholders holding from 10% of the total voting shares shall be entitled to nominate one (01) candidate; more than 10% to under 30% shall be entitled to nominate up to two (02) candidates; from 30% to under 40% shall be entitled to nominate up to three (03) candidates; from 40% to under 50% shall be entitled to nominate up to four (04) candidates; from 50% to under 60% shall be entitled to nominate up to five (05) candidates; from 60% to under 70% shall be entitled to nominate up to six (06) candidates; from 70% to 80% shall be entitled to nominate up to seven (07) candidates; from 80% to under 90% shall be entitled to nominate up to eight (08) candidates.
- 29.3.** In the event that the number of candidates nominated and self-nominated remains insufficient, the incumbent BOD may nominate additional candidates or organize nominations in accordance with the mechanisms prescribed in this Charter, the internal corporate governance regulations, and the operating regulations of the Board of Directors. The procedures for the incumbent BOD to nominate candidates for the BOD shall be clearly disclosed and approved by the GMS prior to the nomination process in accordance with applicable Laws.
- 29.4.** Members of the Board of Directors must satisfy the criteria and conditions as prescribed in Clauses 1 and Clause 2 Article 155 of the Law on Enterprises and this Charter.

ARTICLE 30. COMPOSITION AND TERM OF OFFICE OF MEMBERS OF THE BOARD OF DIRECTORS

- 30.1.** Subject to Clause 30.2, the BOD shall consist of no fewer than three (03) members and no

more than eleven (11) members (or such other number as permitted by applicable Laws from time to time). The structure of the Board of Directors of a public company shall ensure that at least one-third (1/3) of the total number of members are non-executive members. Members of the BOD are not required to be Shareholders of the Company or Vietnamese nationals but must satisfy the criteria and conditions prescribed in Article 155 of the Law on Enterprises.

In the event that the Company becomes an unlisted public company and operates under the model specified in Point (b), Clause 1, Article 137 of the Law on Enterprises, the structure of the Board of Directors shall ensure that at least one-fifth (1/5) of the total number of members are independent members of the Board of Directors. Where the Board of Directors has fewer than five (05) members, the Company shall ensure that there is at least one (01) independent member of the Board of Directors.

In the event that the Company becomes a listed company, the total number of independent members of the Board of Directors shall comply with the following:

- At least one (01) independent member for a Board consisting of 03 to 05 members;
- At least two (02) independent members for a Board consisting of 06 to 08 members;
- At least three (03) independent members for a Board consisting of 09 to 11 members.

30.2. The structure of the BOD shall ensure a balance among members possessing expertise and experience in law, finance, and the Company's principal business activities.

30.3. The election of members of the BOD shall be conducted by cumulative voting or in accordance with the resolutions of the GMS or election regulations approved by the GMS from time to time.

30.4. Members of the BOD (including independent members) shall be elected for a term not exceeding five (05) years and may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors complete their term simultaneously, such members shall continue to serve until new members are elected and assume their duties. If a member of the BOD fails to perform his/her duties due to a specific reason, the BOD may report the matter at the next GMS for notification and replacement. The replacement of members shall follow the principle of succession, ensuring that at least one-third (1/3) of members are from the previous term. In exceptional cases, this matter may be decided by the GMS.

30.5. The General Meeting of Shareholders shall dismiss members of the Board of Directors in the following cases:

- a) Failure to meet the criteria and conditions as prescribed in Article 155 of the Law on Enterprises;
- b) Submission of a resignation letter and acceptance thereof;
- c) Failure to participate in activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- d) Dismissal or removal pursuant to a resolution of the GMS.

30.6. The BOD shall convene the BOD to elect additional members in the following cases:

- a) The number of members decreases by more than one-third (1/3) compared to the number prescribed in this Charter. In this case, the BOD shall convene the GMS within sixty (60) days from the date of such decrease; or
- b) The number of independent members of the BOD falls below the prescribed ratio.

In other cases, at the nearest meeting, the GMS shall elect new members to replace those who have been dismissed or removed.

30.7. If a member of the BOD dies, resigns, retires, or loses legal capacity, the shareholder who nominated such member of the BOD may nominate a replacement member of the BOD.

ARTICLE 31. RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS

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

31.2. The BOD shall supervise and oversee the management activities of the General Director and other Executive Officers.

31.3. The rights and obligations of the Board of Directors are prescribed by applicable Laws, this Charter and the GMS. Specifically, except for matters within the authority of the GMS, the BOD shall have the following rights and obligations:

- a) To decide on strategies, medium-term development plans and annual business plans of the Company; to determine market development and technology marketing strategies;
- b) To determine operational objectives based on strategic objectives approved by the General Meeting of Shareholders;
- c) To propose the classes of shares and the total number of shares authorized to be offered for each class ;
- d) To decide on the sale of unsold shares within the number of shares authorized to be offered for each class; and to decide on additional capital mobilization in other forms
- e) To determine the offering price of shares and bonds;
- f) To decide on the repurchase of shares in accordance with Clauses 1 and Clauses 2 of Article 133 of the Law on Enterprises;
- g) To decide on investment plans and investment projects within the authority and limits prescribed by applicable Law;
- h) To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value equal to or exceeding 35% of the total asset value recorded in the latest financial statements of the Company, except where such contracts or transactions fall within the decision-making authority of the General Meeting of Shareholders in accordance with Point d Clause 2 Article 138 and Clause 3 Article 167 of the Law on Enterprises;
- i) To decide on the organizational structure of the Company, the internal management regulations of the Company, the share management regulations, the financial regulations of the Company, the establishment of subsidiaries, branches,

representative offices, and the capital contribution to or acquisition of shares in other enterprises;

- j) To elect, dismiss and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into contracts with, or terminate contracts with the General Director and other key managers as prescribed in the Charter; to decide on the salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies; and to decide on the remuneration and other benefits of such representatives;
- k) To supervise and direct the General Director and other managers in daily operations of the Company;
- l) To resolve the Company's complaints against Executive Officers and to decide on the appointment of the Company's representatives to handle matters relating to legal proceedings involving such Executive Officers;
- m) To decide on the establishment of subsidiaries, branches, and representative offices, and on capital contributions to or acquisition of shares in other enterprises;
- n) To appoint authorized representatives to exercise ownership rights over shares or capital contributions in other companies, and to decide on the remuneration and benefits of such representatives;
- o) To approve investment transactions or asset sale transactions with a value ranging from more than 20% to less than 35% of the total assets recorded in the most recent audited financial statements of the Company, except for contracts and transactions falling within the authority of the GMS as prescribed in Clause 3 of Article 167 of the Law on Enterprises and Article 19.7(q) of this Charter.
- p) To propose the reorganization or dissolution of the Company; and to request the bankruptcy of the Company;
- q) To approve the agenda and contents of documents serving meetings of the GMS; to convene meetings of the GMS or collect opinions for the General Meeting of Shareholders to adopt resolutions;
- r) To propose the annual dividend rate; and to decide on the time limit and procedures for dividend payment or the handling of losses arising during business operations;
- s) To issue the Regulation on Operation of the Board of Directors and the Internal Corporate Governance Regulation after approval by the General Meeting of Shareholders; and to issue the Regulation on Operation of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulation;
- t) To propose the classes of shares to be issued and the total number of shares to be issued for each class;
- u) To propose the issuance of convertible bonds and bonds with warrants;
- v) To decide on bond issuance plans, types of bonds, total value of bonds, and issuance timing for non-convertible bonds and bonds without warrants, together with other related matters, provided that such matters must be reported to the GMS at the nearest meeting;
- w) To decide on the offering price of shares and bonds in cases authorized by the GMS;
- x) To submit the audited annual financial statements and corporate governance reports to the GMS;

- y) To decide on other matters not falling within the authority of the GMS;
 - z) Other rights and obligations in accordance with applicable laws and resolutions of the GMS (if any);
 - aa) The Board of Directors shall report to the General Meeting of Shareholders on the operational results of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
- 31.4.** The Board of Directors shall report to the GMS on its activities, including its supervision of the General Director and other Executive Officers during the financial year.
- 31.5.** The BOD may establish subcommittees or appoint members of the BOD to take charge of specific matters in support of the operations of the BOD, including the development policy subcommittee, internal audit subcommittee, personnel and remuneration subcommittee, and other special subcommittees (if necessary) at the sole discretion of the BOD. The establishment of subcommittees of the BOD shall be approved by the GMS.
- 31.6.** Unless otherwise provided by applicable Law, the BOD may authorize subordinate employees and other executive officers to act on behalf of the Company in handling matters, except for matters which shall be directly decided by the BOD in accordance with applicable Laws.
- 31.7.** Members of the Board of Directors may be entitled to remuneration for the performance of their duties in accordance with resolutions of the GMS.
- 31.8.** Each meeting of the BOD shall be conducted in Vietnamese, and any written documents or other materials relating to meetings of the BOD (including notices convening meetings) shall be provided in Vietnamese and/or English. In the event of any inconsistency between the English version and the Vietnamese version, the Vietnamese version shall prevail. The BOD shall appoint a person to be in charge of corporate governance and management matters of the Company ("Person in Charge of Corporate Governance"). The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises. The Person in Charge of Corporate Governance must possess knowledge of the law and must not concurrently work for the independent auditing company auditing the Company's financial statements. The rights and obligations of the Person in Charge of Corporate Governance shall be in accordance with applicable laws. The Person in Charge of Corporate Governance shall have the following rights and obligations:
- a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;
 - b) To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
 - c) To advise on meeting procedures;
 - d) To attend meetings;
 - e) To advise on procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;
 - f) To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members

- of the Board of Supervisors;
- g) To supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h) To act as the liaison point with relevant stakeholders;
 - i) To maintain confidentiality of information in accordance with applicable laws and this Charter;
 - j) Other rights and obligations in accordance with applicable laws and this Charter.
- 31.9. Members of the Board of Directors may be covered by liability insurance purchased by the Company subject to approval by the General Meeting of Shareholders..

ARTICLE 32. CHAIRMAN OF THE BOARD OF DIRECTORS

- 32.1. The BOD shall select from among its members to elect one Chairman from among the members of the BOD. The Chairman of the BOD shall select from among the members of the Board of Directors one or more permanent or non-permanent Vice Chairmen (if deemed necessary). The Chairman of the BOD must not concurrently hold the position of General Director of the Company.
- 32.2. The Chairman of the BOD shall be responsible for preparing the agenda and documents for, convening, and chairing meetings of the Board of Directors; and chairing meetings of the General Meeting of Shareholders.
- 32.3. In the event that the Chairman of the BOD is absent or unable to perform his/her duties, the Vice Chairman (if any) shall have the same rights and obligations as the Chairman, but only in cases where the Chairman has informed the BOD that he/she is absent or must be absent (absence means not being present at the Company's head office or not being present at his/her office at the Company's head office), due to force majeure reasons or inability to perform his/her duties, unless the Chairman of the BOD has authorized another member of the BOD in writing to exercise the rights and perform the obligations of the Chairman of the BOD. In the event that both the Chairman and the Vice Chairman are temporarily unable to perform their duties for any reason, the BOD may appoint another member among them to temporarily perform the duties of the Chairman in accordance with the principle of majority approval during the absence or inability of the Chairman of the BOD to perform his/her duties.
- 32.4. The Chairman of the BOD shall be responsible for ensuring that the Board of Directors submits the annual financial statements, reports on the Company's operations, audit reports, and supervisory reports of the BOD to the shareholders at the GMS.
- 32.5. In the event that the Chairman resigns or is removed, the BOD shall elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of such dismissal or removal.
- 32.6. Where deemed necessary and as permitted by applicable Law, the Chairman of the BOD may delegate on a case-by-case basis, authorize on a regular basis, or decentralize authority to the Vice Chairman(s) of the BOD and/or other members of the BOD to sign documents and papers on behalf of the Chairman of the Board of Directors and to exercise certain powers, responsibilities, and duties of the Chairman of the BOD. The Vice Chairman(s) of the BOD and/or other authorized members of the BOD shall be accountable to the Chairman of the BOD for the performance of the delegated tasks.
- 32.7. The Chairman of the BOD shall have powers including, without limitation, the powers of

the General Director. In addition, the Chairman of the BOD shall have the responsibilities and obligations prescribed in this Charter and applicable Laws (if any), specifically as follows:

- a) To approve investment transactions or sales of assets with a value of up to 20% of the total assets of the Company as recorded in the most recent audited financial statements, except for contracts and transactions falling within the authority of the GMS or the BOD as prescribed in Article 167 of the Law on Enterprises and Article 19.7(q) of this Charter;
 - b) To approve borrowings and loans of the Company, and the Company's pledge, mortgage, guarantee, secured transactions, or indemnity activities with a value of less than 35% of the total assets recorded in the Company's most recent financial statements, except for contracts and transactions falling within the authority of the GMS or the BOD as prescribed in Article 19.7(q) and Article 31.3 of this Charter;
 - c) To approve other transactions with a value of less than 35% of the total value of the assets recorded in the Company's most recent financial statements, except for contracts and transactions falling within the decision-making authority of the GMS or the BOD in accordance with Point d, Clause 2, Article 138 and Article 167 of the Law on Enterprises;
 - d) To formulate the programs and operational plans of the Board of Directors;
 - e) To prepare agendas, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
 - f) To organize the necessary work for the adoption of resolutions and decisions of the Board of Directors;
 - g) To supervise the implementation process of resolutions and decisions of the Board of Directors
 - h) To chair meetings of the General Meeting of Shareholders;
 - i) To authorize subordinates to perform one or several tasks within his/her authority and to be responsible before the law and before the Board of Directors for such authorization;
 - j) Other rights and obligations in accordance with the Law on Enterprises and this Charter.
- 32.8. To perform other activities within his/her responsibilities in accordance with this Charter, resolutions of the GMS, authorizations or delegations of the BOD, the Company's internal rules and regulations (if any), and applicable Laws.

ARTICLE 33. REPLACEMENT MEMBERS OF THE BOARD OF DIRECTORS

- 33.1. A member of the BOD may authorize another person to attend a meeting of the BOD on his/her behalf, subject to approval by the majority of the BOD.
- 33.2. An alternate member of the BOD shall be entitled to receive notices of meetings of the BOD and other meetings of the BOD, and to attend and vote at such meetings in place of the appointing member when such member is absent. The alternate member may perform the functions and duties of the appointing member as if he/she were the absent member; however, the alternate member shall not be entitled to receive any remuneration from the Company for acting in such capacity. The Company shall not be obliged to send notices of meetings to an alternate member who is not present in Vietnam.

- 33.3. An alternate member shall cease to hold such position if the appointing member ceases to be a member of the BOD. However, if a member of the BOD completes his/her term but is reappointed or deemed to be reappointed at a GMS, any appointment of an alternate member made immediately prior to the expiry of such term shall continue to remain valid after such reappointment.
- 33.4. The appointment or removal of an alternate member must be made in writing, signed by the appointing member, and notified to the Company, or carried out in another form approved by the BOD.
- 33.5. Except as otherwise provided in this Charter, an alternate member shall be deemed to be a member of the BOD in all respects and shall bear personal responsibility for his/her acts and omissions, and shall not be regarded merely as an agent of the appointing member.

ARTICLE 34. MEETINGS OF THE BOARD OF DIRECTORS

- 34.1. In the event that the BOD elects the Chairman, the first meeting of the BOD for such term, for the purpose of electing the Chairman and adopting other resolutions within its authority, must be convened within seven (07) Working Days from the date of completion of the election of the BOD for that term. Such meeting shall be convened and chaired by the member receiving the highest number of votes. If there is more than one (01) member receiving the highest and equal number of votes, such members shall elect, based on the majority principle, one (01) among those members having the equal highest number of votes to convene the meeting of the BOD.
- 34.2. Regular Meetings: Any member of the BOD may convene meetings of the Board of Directors and determine the agenda, time, and venue of the meeting at least seven (07) Working Days prior to the date of the meeting. Thereafter, the Chairman may convene meetings at any time as deemed necessary by the Chairman; provided that the Board of Directors shall meet at least once every quarter.
- 34.3. Extraordinary Meetings: Any member of the BOD may convene an extraordinary meeting whenever deemed necessary for the interests of the Company. In addition, the Chairman of the BOD must immediately convene an extraordinary meeting of the Board of Directors upon receipt of a written request from any of the following persons, specifying the purpose and matters requiring discussion:
- a) The General Director or at least five (05) other Executive Officers;
 - b) At least two (02) members of the BOD; or
 - c) An independent member of the Board of Directors;
 - d) A majority of members of the BOS;
 - e) Other cases (if any)
- 34.4. The meetings of the Board of Directors as stipulated in Article 34.3 shall be held within seven (07) Working Days from the date of receipt of the request for convening the meeting of the BOD. If the Chairman fails to convene such meeting, the requesting person(s) specified in Article 34.3 shall have the right to convene the meeting of the BOD on their own.
- 34.5. At the request of the independent auditors, the Chairman of the BOD shall convene a meeting of the BOD to discuss the audit report and the financial position of the Company.
- 34.6. Venue of Meetings: Meetings of the BOD shall be held at the Company's head office or at another location within the territory of Vietnam, or, with the approval of the BOD, outside

the territory of Vietnam as designated by the Chairman of the BOD and approved by the BOD.

- 34.7. Notice and Agenda of Meetings:** Notice of a meeting of the BOD must be sent to the members of the BOD no later than three (03) Working Days prior to the date of the meeting (except in the case of urgent or extraordinary meetings as decided by the Chairman of the BOD). Members of the BOD may waive the notice requirement in writing, and such waiver may have retroactive effect. The notice convening the meeting of the BOD must be made in writing in Vietnamese (and/or English) and must fully specify the agenda, time, and venue of the meeting, accompanied by the necessary documents relating to the matters to be discussed and voted on at the meeting, as well as voting ballots for members unable to attend the meeting. In the event of any inconsistency between the English version and the Vietnamese version, the Vietnamese version shall prevail. The notice of meeting may be sent by post, fax, electronic mail, or other means, provided that it is delivered to the registered address of each member of the BOD maintained by the Company.
- 34.8.** The Chairman of the Board of Directors or the convener of the meeting shall send the notice of meeting and accompanying documents to the members of the Board of Supervisors in the same manner as for the members of the Board of Directors.
Members of the Board of Supervisors shall have the right to attend meetings of the Board of Directors and participate in discussions but shall not have the right to vote.
- 34.9. Attendance Quorum:** A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total members of the Board of Directors are present in person or through alternate members.
If a meeting does not satisfy the required quorum, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In such case, the meeting shall be conducted if more than one-half of the members of the BOD (or alternate members) are present.
- 34.10.** A member of the Board of Directors shall be deemed to be present and voting at a meeting in any of the following circumstances:
- a) Attending and voting in person at the meeting;
 - b) Authorizing another person to attend and vote at the meeting in accordance with Article 34.11 hereof;
 - c) Attending and voting through video conferencing, electronic voting, or other electronic means;
 - d) Sending voting ballots to the meeting by mail, fax, or electronic mail;
 - e) Sending voting ballots by other means (if approved by the BOD).
- 34.11. Voting:**
- a) Each member of the BOD or alternate member of the Board of Directors, and any authorized representative attending the meeting, shall have one (01) vote.
 - b) A member of the BOD shall not vote on any contract, agreement, or proposal in which such member has an interest, or which relates to obligations of such member that conflict or may conflict with the interests of the Company. Such member of the BOD shall not be counted toward the minimum quorum required for the meeting if the resolution to be passed at such meeting concerns a matter in respect of which such member is not entitled to vote.

- c) If any issue arising at a meeting relates to the interests of a member of the BOD or to such member's voting rights, and such issue is not resolved by the voluntary waiver of voting rights by that member, the matter shall be referred to the chairman of the meeting, whose decision shall be final, except where the nature or extent of the relevant member's interests has not been fully disclosed.

34.12. Disclosure of Interests: A member of the BOD who directly or indirectly benefits from a contract or transaction that has been entered into or is proposed to be entered into with the Company, and who is aware of having an interest therein, must disclose the nature and details of such interest at the meeting at which the BOD first considers the execution of such contract or transaction. In the event that a member of the BOD is unaware that he/she and his/her Related Persons have an interest at the time the contract or transaction is entered into with the Company, such member must disclose the relevant interests at the first meeting of the BOD held after such member becomes aware that he/she has or will have an interest in the relevant transaction or contract.

34.13. Majority Voting: The BOD shall pass resolutions and make decisions by a majority vote (more than 50%) of the members of the BOD (or duly authorized alternate members) attending the meeting. In the event of an equality of votes for and against, the Chairman of the BOD shall have the casting vote.

34.14. Voting by Absent Members: Members of the BOD who are absent may vote on resolutions of the BOD by written ballot. Such written ballots must be sent by electronic mail (email) or by post in a sealed envelope addressed to the Chairman, or if delivery to the Chairman is not possible, to the secretary of the Chairman or another authorized representative of the Company, at least one (01) hour prior to the scheduled commencement of the meeting. Such written ballots shall be opened at the meeting in the presence of all persons attending the meeting.

34.15. Meetings by Telephone or Other Means: A meeting of the BOD may be conducted in the form of a conference among members of the BOD, where some or all members are in different locations, provided that each participating member of the BOD is able to:

- a) Hear each other participating member of the BOD speaking at the meeting; and
- b) If he/she so wishes, such person may speak simultaneously with all other participating members.

Communication among the members may be conducted directly, by conference telephone, or through other means of communication (whether currently in use at the time of adoption of this Charter or developed thereafter), or through a combination of different methods. Pursuant to this Charter, each member of the BOD participating in such meeting shall be deemed to be "present." The venue of a meeting conducted in the manner prescribed in this Clause shall be determined as the location where the largest group of members of the BOD is assembled, or, if there is no such group, the location where the chairman of the meeting is present.

Any resolution adopted at a meeting conducted by telephone conference shall take effect immediately upon the conclusion of the meeting; provided that the members of the Board of Directors participating in such meeting must subsequently confirm such resolution in writing in the form prescribed by the Company.

34.16. Adoption of Resolutions by Written Opinion: Where necessary, the Chairman of the BOD

may decide to obtain written opinions from members of the Board of Directors having voting rights in accordance with the following procedures:

- a) Sending a written request for opinions together with documents relevant to the adoption of the Resolution to the members of the BOD; and
- b) The members of the Board of Directors shall cast their votes in accordance with the instructions of the Chairman of the BOD stated in the written request for opinions;
- c) The Chairman of the BOD shall organize the counting of votes under the supervision of one (01) member of the BOD and one (01) secretary responsible for preparing the minutes. The vote-counting minutes shall bear the signatures of the Chairman of the BOD, the supervising member of the BOD, and the secretary preparing the minutes, all of whom shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes. The signatories to the vote-counting minutes shall be jointly liable for any damages arising from decisions passed as a result of dishonest or inaccurate vote counting;
- d) Based on the vote-counting results, the Chairman of the BOD shall, on behalf of the BOD, sign and issue the Resolution and Decisions of the BOD on matters approved by the members of the BOD.

Such Resolution shall have the same validity and effect as a resolution passed by the members of the BOD at a duly convened and validly held meeting.

34.17. Minutes of Meetings:

Meetings of the BOD must be recorded in minutes and may also be audio-recorded, otherwise recorded, and stored in electronic form. The Chairman of the BOD shall be responsible for circulating the minutes of the Board of Directors meetings to the members, and such minutes shall be deemed conclusive evidence of the matters conducted at such meetings unless objections to the contents of the minutes are raised within ten (10) days from the date of circulation. The minutes must be prepared in Vietnamese and must contain the contents prescribed under Article 158 of the Law on Enterprises, except in the case of resolutions adopted by way of written opinions. Where necessary, the minutes of meetings of the Board of Directors may be prepared and/or translated into a foreign language.

34.18. Other Participants: The General Director, other Executive Officers, and experts may attend meetings of the BOD at the invitation of the BOD but shall not have voting rights unless they themselves are entitled to vote in their capacity as members of the BOD.

34.19. Resolutions adopted at a meeting of the BOD attended by one hundred percent (100%) of the members of the Board of Directors, whether participating in person, by conference call, or through other means of communication, and by authorized representatives attending on their behalf, shall be valid and effective notwithstanding that the procedures and formalities relating to the convening of the meeting, the meeting agenda, and the conduct of the meeting were not properly complied with. For the avoidance of doubt, this provision shall also apply to any decision adopted by the BOD by way of written opinion.

CHAPTER IX

GENERAL DIRECTOR, EXECUTIVE OFFICERS, AND COMPANY SECRETARY

ARTICLE 35. ORGANIZATION OF OPERATIONS

The Company shall establish a management system under which the management

organization operates under the direction of the BOD. The Company shall have a General Director, one or more Deputy General Directors, and a Chief Accountant. The General Director and Deputy General Directors may concurrently serve as members of the BOD. The appointment, dismissal or removal of the above positions shall be approved by resolutions or decisions of the Board of Directors.

ARTICLE 36. GENERAL DIRECTOR, EXECUTIVE OFFICERS, AND COMPANY SECRETARY

- 36.1. Managers of the Company include the General Director, Deputy General Directors, Chief Accountant and other managers as provided in this Charter. The remuneration of managers shall be recorded as operating expenses of the Company in accordance with corporate income tax laws, presented as a separate item in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at the annual meeting.
- 36.2. Appointment: The BOD shall appoint a member of the BOD or another person as the General Director. The salary and bonuses of the General Director shall be determined by the Board of Directors, and the Chairman of the BOD shall, on behalf of the Board, sign the employment contract specifying salary, bonuses, benefits and other labor-related terms applicable to the General Director.
- 36.3. Term: The term of the General Director shall not exceed five (05) years, unless otherwise decided by the BOD, and may be renewed for an unlimited number of terms. The appointment may terminate in accordance with the employment contract. The General Director shall satisfy the criteria and conditions prescribed in Article 64 of the Law on Enterprises.
- 36.4. If the term of office of the incumbent General Director expires before a new General Director is appointed, the term of office of the incumbent General Director shall be extended until the appointment of the new General Director.
- 36.5. Rights and responsibilities: The General Director shall have the following rights and responsibilities:
- a) To decide on matters relating to the day-to-day business operations of the Company that do not fall within the authority of the Chairman of the BOD, the BOD or the GMS;
 - b) To organize the implementation of resolutions of the GMS and the BOD, as well as the business plans, investment plans and projects approved by the GMS or the BOD;
 - c) To decide on matters not within the authority of the Chairman of the BOD, the BOD or the GMS, including representing the Company in entering into and performing commercial, civil, financial and other contracts relating to the Company's day-to-day business operations;
 - d) To organize and direct the daily production and business activities of the Company in accordance with best management practices;
 - e) To decide on purchase, sale and other commercial, civil contracts and transactions, agreements of the Company;
 - f) To sign, on behalf of the Company, contracts, transactions and documents within the authority approved by the GMS or the BOD after such approval has been obtained;
 - g) To appoint, dismiss, remove and determine salaries and allowances (if any) for employees, including managerial positions, except for positions under the authority

- of the BOD;
- h) To appoint, dismiss, remove and determine salaries and allowances (if any) for other positions in accordance with the delegation and internal governance regulations of the Company;
 - i) To recruit employees;
 - j) To propose measures to improve the Company's business operations and management;
 - k) To delegate authority to subordinates to perform certain tasks within his/her authority and shall be responsible before applicable laws and the BOD for such delegation;
 - l) To perform other duties as assigned under this Charter, resolutions of the GMS, delegations or authorizations of the Chairman of the BOD or the BOD, employment contract, and applicable laws, as well as internal delegation and corporate governance regulations of the Company (if any).

36.6. Reporting to the BOD and Shareholders: The General Director shall be responsible for reporting to the BOD and the GMS on the performance of his/her duties and other matters as required.

36.7. Dismissal: The BOD may dismiss the General Director by a majority vote of its members attending the meeting and entitled to vote, and shall appoint a new General Director as a replacement.

36.8. Other Executive Officers:

- a) Upon the proposal of the General Director and subject to approval by the BOD, the Company may employ such number of Executive Officers as necessary or appropriate to its organizational structure and management practices from time to time. Such Executive Officers shall exercise due diligence to ensure that the Company's operations and organization achieve the set objectives.
- b) The salary, remuneration, benefits and other terms under the employment contract of the General Director shall be determined by the BOD, and employment contracts with other Executive Officers shall also be determined by the BOD after consultation with the General Director.

36.9. Company Secretary:

- a) The BOD shall appoint at least one (01) person as the Company Secretary. The BOD may dismiss the Company Secretary when necessary, provided that such dismissal complies with applicable labor laws. The BOD may also appoint one (01) or more assistant Company Secretaries from time to time. The roles and duties of the Company Secretary shall include:
 - (i) To prepare meetings of the BOD, the BOS and the GMS at the request of the Chairman of the Board of Directors or the Head of the BOS;
 - (ii) To draft minutes of meetings;
 - (iii) To advise on meeting procedures;
 - (iv) To attend meetings;

- (v) To ensure that resolutions of the GMS and the BOD comply with applicable Laws;
 - (vi) To provide financial information, copies of minutes of Board meetings and other information to members of the BOD and the BOS.
- b) The Company Secretary shall be responsible for maintaining confidentiality of information in accordance with applicable Laws and the Company Charter.

ARTICLE 37. LABOR

- 37.1. The General Director shall have full authority to recruit employees in accordance with the regulations of the Company. For positions falling under the appointment authority of the BOD, the General Director shall have the right to submit proposals to the BOD prior to the appointment or execution of labor contracts with such persons.
- 37.2. The General Director shall be responsible for ensuring compliance with labor regulations in the course of the Company's employment and labor management activities. The General Director shall have the authority to issue internal regulations of the Company within his/her authority or pursuant to the authorization or delegation of the BOD, which shall be binding upon all employees of the Company.

CHAPTER X

DUTIES OF MEMBERS OF THE BOD, MEMBERS OF THE BOS, THE GENERAL DIRECTOR AND OTHER MANAGERS

ARTICLE 38. OBLIGATIONS OF THE COMPANY MANAGERS

- 38.1. Members of the BOD, the General Director, and other Managers shall have the following obligations:
- a) To perform assigned rights and duties in accordance with the Law on Enterprises, relevant Laws, this Charter and resolutions of the GMS;
 - b) To perform assigned rights and duties honestly, prudently and in the best manner to ensure the maximum lawful interests of the Company and its Shareholders;
 - c) To be loyal to the interests of the Company and its Shareholders; not to use the Company's information, know-how or business opportunities, nor to abuse position, authority or assets of the Company for personal gain or for the benefit of any organization or individual;
 - d) To promptly, fully and accurately disclose to the Company any enterprises in which they or their Related Persons have ownership or controlling interests; such disclosures shall be publicly posted at the head office and branches of the Company.
- 38.2. In addition to the obligations set forth in Article 38.1, members of the BOD and the General Director shall not increase salaries or pay bonuses when the Company is unable to meet its due debt obligations.
- 38.3. Other obligations as prescribed by the Law on Enterprises and this Charter.

- 38.4. Managers of the Company include: the Chairman of the BOD, members of the BOD, the General Director, and other managers appointed or elected by the BOD who have the authority to act on behalf of the Company in entering into transactions ("Managers").

ARTICLE 39. DUTY OF CARE OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER MANAGERS

Members of the BOD, members of the BOS, the General Director and other authorized Managers shall perform their duties honestly and in a manner they reasonably believe to be in the best interests of the Company, and with the level of care that a prudent person would exercise in a similar position and under similar circumstances.

ARTICLE 40. DUTY OF HONESTY AND AVOIDANCE OF CONFLICTS OF INTEREST

- 40.1. Members of the BOD, members of the BOS, the General Director and other authorized Managers shall be obliged to disclose their related interests in accordance with Article 164 of the Law on Enterprises and other applicable Laws.
- 40.2. Members of the BOD, members of the BOS, the General Director and other authorized Managers shall not use business opportunities that may benefit the Company for personal purposes; nor shall they use information obtained by virtue of their position for personal gain or for the benefit of any organization or individual.
- 40.3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other Managers shall be obliged to notify in writing the Board of Directors and the Board of Supervisors of any transactions between the Company, its subsidiaries, or other companies in which the public company holds more than fifty percent (50%) of the charter capital, with such persons or their Related Persons, in accordance with Laws. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding such resolutions in accordance with securities laws on information disclosure.
- 40.4. A member of the Board of Directors shall not vote on any transaction that provides benefits to such member or to his/her Related Persons in accordance with the Law on Enterprises and this Charter.
- 40.5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other Managers and their Related Persons shall not use or disclose to any third party any internal information to carry out related transactions.
- 40.6. Any contract or transaction between the Company and one or more members of the BOD, members of the Board of Supervisors, the General Director, other Executive Officers, and their Related Persons, or any company, partner, association or organization in which such persons or their Related Persons are members or have financial interests, shall not be deemed invalid in the following cases:

- a) For contracts or transactions with a value of less than or equal to thirty-five percent (35%) of the total assets recorded in the latest financial statements, the material terms of such contract or transaction, as well as the relationships and interests of the relevant members of the BOD, members of the Board of Supervisors, the General Director and other Executive Officers, have been disclosed to the Board of Directors, and the BOD has approved such contract or transaction in good faith by a majority vote of members without related interests;
- b) For contracts or transactions with a value exceeding thirty-five percent (35%) of the total assets recorded in the latest financial statements, the material terms of such contract or transaction, as well as the relationships and interests of the relevant members of the Board of Directors, members of the Board of Supervisors, the General Director and other Executive Officers, have been disclosed to the Shareholders without related interests who have voting rights on such matter, and such Shareholders have approved such contract or transaction;
- c) Members of the BOD, members of the Board of Supervisors, the General Director, other Executive Officers and their Related Persons shall not use or disclose any undisclosed information of the Company to carry out related transactions.

ARTICLE 41. INDEMNIFICATION

41.1. When performing their functions, duties or acting under the authorization of the Company, members of the BOD, members of the BOS, Managers, employees or authorized representatives of the Company shall be indemnified by the Company when they become a party to any claims, complaints or legal proceedings (except for cases initiated by the Company), in the following circumstances:

- a) They have acted honestly, prudently and diligently in the interests of the Company and not in conflict with the interests of the Company; and
- b) They have complied with Laws and there is no evidence that they have failed to perform their responsibilities.

41.2. Indemnifiable expenses shall include all incurred costs (including legal fees), costs arising from judgments, fines, and other payments actually incurred or reasonably deemed necessary in resolving such matters within the scope permitted by applicable Laws. The Company may purchase insurance for such persons to cover the aforementioned indemnification liabilities.

CHAPTER XI

BOARD OF SUPERVISORS

ARTICLE 42. BOARD OF SUPERVISORS

42.1. The BOS shall have the rights and responsibilities in accordance with applicable Laws and this Charter, including the following:

- a) To propose and recommend to the General Meeting of Shareholders for approval the

- list of auditing firms eligible to audit the Company's financial statements; to decide on the selection of approved auditing firms to audit the Company's operations and to dismiss such approved auditors when deemed necessary;
- b) To develop the operating regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval;
 - c) To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities;
 - d) To supervise compliance by the BOD and the Board of Management in the management and operation of the Company;
 - e) To inspect any unreasonable, unlawful, dishonest or negligent acts in the management and operation of the Company's business activities;
 - f) To review the Company's business performance reports, annual and semi-annual financial statements, and the BOD's management reports, and to submit reports on such assessments to the annual GMS;
 - g) To inspect accounting books and other documents of the Company, and the management and operation of the Company, either at the discretion of the BOS or at the request of a Major Shareholder;
 - h) To propose to the BOD or the GMS measures to amend, improve or supplement the Company's organizational structure, or the management and operation of its business activities;
 - i) To report to the BOD if any member of the BOD, the General Director or other Managers fails to comply with their obligations as Managers of the Company;
 - j) To convene the GMS in certain cases as prescribed;
 - k) To request a court to annul resolutions of the GMS if (1) the procedures for convening the meeting are not in compliance with applicable Laws and the Company Charter, or (2) the procedures for adopting or the contents of such resolutions violate applicable Laws or the Company Charter;
 - l) To report directly to competent state authorities if the BOS discovers violations of applicable Laws or the Company Charter by members of the BOD or Managers;
 - m) Subject to the authority of the GMS in selecting auditors or independent auditing firms, to review the appointment, remuneration, terms of engagement or reappointment of such auditors, and matters relating to their resignation or dismissal;
 - n) To discuss with independent auditors the nature and scope of the audit prior to its commencement;
 - o) To review management letters of independent auditors and responses from the Company's management;
 - p) To approve and review all risk management policies and instruments implemented by the Company and its subsidiaries, if any;
 - q) To review all transactions with Related Persons that may give rise to conflicts of interest, and all potential conflicts of interest to ensure that appropriate measures are in place to mitigate such conflicts;
 - r) To commission internal investigations and review findings of such investigations in respect of any suspected fraud, irregularities, failures in internal controls or violations of applicable Laws that have or may have a material impact on the Company's

- performance and/or financial position and that of its subsidiaries;
- s) To review risk management policies and guidelines and monitor compliance therewith;
 - t) To engage independent professional advisors or legal consultants and ensure the involvement of external experts with relevant experience and expertise in the Company's business when deemed necessary.
- 42.2.** The BOS shall meet at least twice (02) per year, and the number of members attending a meeting shall be at least two-thirds (2/3) of the total number of members of the Board of Supervisors. Minutes of Board of Supervisors meetings shall be prepared in a detailed and clear manner. The minute-taker and members of the Board of Supervisors attending the meeting shall sign the minutes. Minutes of Board of Supervisors meetings shall be retained in order to determine the responsibility of each member of the Board of Supervisors. Meetings of the Board of Supervisors may discuss and review the following matters, where appropriate:
- a) To engage appropriate external auditors or audit firms to conduct a comprehensive review of the Company's internal controls, including reviewing the audit plans of the external auditors, the findings of the internal and external auditors, and their assessments of the internal accounting control system, their management letters addressed to the management, and management's responses thereto; provided that the appointment of such external auditors or audit firms must be approved by the GMS;
 - b) To review the results of internal examinations and the responses from the Managers ; to ensure that all weaknesses in internal controls are properly and prudently remedied based on any findings of the external auditors or audit firms and any actions taken by the BOS, the Shareholders or the BOD, where necessary and appropriate, to remedy such weaknesses on the basis of those findings; to review reports on the internal control system prior to submission to the BOD for approval;
 - c) In the event that the Company offers shares for listing on a foreign stock exchange outside the territory of Vietnam, to assess the Company's need to appoint or continue appointing a compliance adviser to advise the Company on matters relating to the laws, rules and regulations of the foreign jurisdiction in which the relevant foreign stock exchange is located, as well as the listing requirements of such foreign stock exchange in connection with the overseas listing process;
 - d) To review all transactions with Related Persons.
- 42.3.** Shareholders holding at least 10% of the voting Shares may aggregate their voting rights together to nominate candidates to the BOS. A Shareholder or group of Shareholders holding from 10% to less than 30% shall be entitled to nominate two members; from 30% to less than 50%, three members; from 50% to less than 65%, four members; and from 65% or more, the full number of candidates.
- 42.4.** In the event that the number of candidates for the BOS nominated through nomination and self-nomination remains insufficient, the incumbent BOS may nominate additional candidates or organize nominations in accordance with the mechanism prescribed by the Company's regulations. The mechanism for the incumbent BOS to nominate candidates to the BOS shall be clearly disclosed and approved by the GMS prior to the nomination process.

- 42.5. Members of the BOD and the Managers shall provide information and documents relating to the operations of the Company at the request of the BOS, and the secretary shall ensure that copies of all financial documents and information provided to members of the BOD, as well as minutes of BOD meetings, are provided to members of the BOS at the same time as they are provided to the BOD.
- 42.6. The BOS shall consist of from three (03) to five (05) members. More than half of the members of the BOS shall reside in Vietnam, and members of the BOS shall satisfy the standards and conditions set out in Article 169 of the Law on Enterprises. Members of the BOS must not be spouses, biological parents, adoptive parents, biological children, adopted children, siblings of members of the BOD, the Board of Management, or other Managers of the Company. Candidates elected to the BOS shall satisfy the eligibility requirements and selection mechanisms specifically prescribed in the Regulations on Election of BOS members approved by the GMS. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; such election, dismissal and removal shall be conducted in accordance with the majority principle. The Head of the Board of Supervisors shall hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Company's business activities, and shall have the following rights and responsibilities:
- a) To convene meetings of the BOS and act as the Head of the BOS;
 - b) To request the Company to provide relevant information for reporting to the members of the BOS;
 - c) To prepare and sign reports of the BOS, after consulting with the BOD, for submission to the GMS.
- 42.7. The BOS may, after consultation with the BOD, issue regulations governing meetings of the BOS and the manner in which it conducts its activities, provided that the BOS shall hold no fewer than two (02) meetings each year and the minimum quorum for each meeting shall be two-thirds (2/3) of the total number of BOS members. Each member of the BOS shall have the right to vote on any matter submitted to the BOS for decision, unless such member has an interest in the relevant matter and such interest conflicts with the interests of the Company. The BOS shall pass resolutions and make decisions by a majority vote (equal to or greater than 50%) of the BOS members present (whether in person, by conference call, or through other means of communication) and entitled to vote on such matter. In the event of a tied vote, the final decision shall be determined in favor of the side supported by the vote of the independent member.
- 42.8. Members of the BOS shall be appointed by the GMS and shall serve a term of five (05) years. Any re-appointment of BOS members must be approved by the GMS.
- 42.9. The General Meeting of Shareholders shall dismiss a controller in the following cases:
- a) No longer satisfies the qualifications and conditions for serving as a member of the BOS as prescribed in Article 169 of the Law on Enterprises; or where such member resigns and submits a notice thereof to the Company's head office;
 - b) Submits a resignation letter and such resignation is accepted;
 - c) Fails to fulfill the assigned duties and responsibilities;
 - d) Fails to exercise his/her rights and perform his/her obligations for 06 consecutive months, except in cases of force majeure;

- e) Repeatedly breaches or commits serious breaches of the obligations of a Controller as prescribed by the Law on Enterprises and the Company's Charter;
- f) Dismiss, remove, or discharge from the position of member of the BOS pursuant to a Resolution of the Company's GMS.

42.10. Members of the BOS shall be reimbursed for reasonable expenses for accommodation, meals, travel, and the engagement of independent advisory services. The total amount of such remuneration and expenses shall not exceed the annual operating budget of the BOS approved by the GMS, unless otherwise decided by the GMS.

CHAPTER XII

RIGHT TO INSPECT BOOKS AND RECORDS

ARTICLE 43. RIGHT TO INSPECT BOOKS AND RECORDS

- 43.1.** A Shareholder or group of Shareholders referred to in Article 17.3 of this Charter shall have the right, directly or through a lawyer or authorized representative, to submit a written request to inspect, during working hours and at the Company's principal place of business, the latest list of Shareholders, minutes of GMS meetings, and to make copies or extracts thereof. Any request for inspection made by a lawyer or other authorized representative of a Shareholder must be accompanied by a power of attorney from the represented Shareholder or a duly certified copy thereof.
- 43.2.** Members of the BOD, members of the BOS, the General Director, and other Managers shall have the right to inspect the Company's Shareholder Register, list of Shareholders, and other books and records of the Company for purposes related to the performance of their duties, provided that such information shall be kept confidential.
- 43.3.** The Company shall keep this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership rights over assets, minutes of meetings of the GMS and the BOD, reports of the BOS, annual financial statements, accounting books, and any other documents as required by applicable laws at its head office or another location, provided that the Shareholders and the business registration authority are notified of the location where such documents are kept.
- 43.4.** Shareholders shall be entitled to receive a copy of the Company's Charter free of charge. If the Company maintains its own website, this Charter shall be published on such website.

CHAPTER XIII

PROFIT DISTRIBUTION

ARTICLE 44. DIVIDENDS

- 44.1.** In any financial year, the Company may pay dividends to holders of Ordinary Shares, provided that the Company has generated profits, has fulfilled its tax obligations and other financial obligations in accordance with applicable Laws, has made appropriations to the required funds, and, immediately after the payment of dividends, remains able to pay all

- due debts and perform other property obligations.
- 44.2. Pursuant to a Resolution of the GMS and in accordance with applicable Laws, dividends on Ordinary Shares shall be declared and paid out of the retained earnings of the Company.
 - 44.3. Subject to the provisions of the Law on Enterprises, the BOD may declare and pay interim dividends if it determines that such payment is justified by the profitability of the Company. The Company shall not pay interest on any dividend amount or any amount payable in relation to any class of shares.
 - 44.4. Upon the recommendation of the BOD, the GMS may approve the payment of dividends in whole or in part in the form of shares, and the BOD shall implement such resolution.
 - 44.5. Any dividend or other cash payment shall be made in Vietnam Dong by bank transfer, provided that the Company has been supplied with the Shareholder's bank account details to enable such transfer. Shareholders shall provide the Company with complete and accurate bank account information and shall be responsible for the accuracy of such information. Where the Company has transferred funds in accordance with the bank details provided by the Shareholder but the Shareholder does not receive such funds, the Company shall not be liable for the amount transferred to the intended beneficiary Shareholder.
 - 44.6. Subject to the approval of the GMS, the BOD may resolve and announce that holders of Ordinary Shares shall receive dividends in the form of additional Ordinary Shares in lieu of cash dividends. Such additional shares issued for dividend payment purposes shall be deemed fully paid-up shares on the basis that the value of the shares issued as dividends shall be equivalent to the amount of cash dividends otherwise payable.
 - 44.7. In accordance with the provisions of the Law on Enterprises, the BOD shall pass a resolution determining a specific record date. Based on such record date, persons registered as Shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices or other documents.
 - 44.8. The Company shall pay dividends to holders of Preference Shares in accordance with the terms and conditions set out in this Charter and/or the relevant certificates relating to such Preference Shares.

CHAPTER XIV

BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM

ARTICLE 45. BANK ACCOUNTS

- 45.1. The Company may open accounts in any form, whether in Vietnam Dong or foreign currency, and whether current, deposit or otherwise, at any Vietnamese bank or foreign bank licensed to operate in Vietnam in accordance with applicable Laws.
- 45.2. If required by the Company and subject to prior approval by the competent state authorities, the Company may open bank accounts overseas.

ARTICLE 46. FINANCIAL YEAR

The financial year of the Company shall commence on the first day of January of each year and end on 31 December of the same year.

ARTICLE 47. REPORTING AND ACCOUNTING SYSTEM

- 47.1. The Company shall apply the Vietnamese Accounting Standards (VAS), or any other accounting system approved by the Ministry of Finance, and shall maintain accounting books and records in accordance with generally accepted accounting practices in Vietnam.
- 47.2. The Company shall maintain its accounting books and records in Vietnam Dong (VND). Such books and records may be converted into United States Dollars (USD) if so required by the BOD.
- 47.3. The Company shall maintain its accounting books and records in the Vietnamese language. The Company shall keep such books and records in accordance with the relevant business activities to which they relate. Such records shall be accurate, up-to-date and systematic so as to properly present and describe the Company's transactions.
- 47.4. All important accounting documents and financial reports shall be approved and signed by the General Director and the Chief Accountant.

CHAPTER XV

ANNUAL FINANCIAL STATEMENTS, ANNUAL REPORTS, INFORMATION DISCLOSURE, AND CONFIDENTIALITY

ARTICLE 48. ANNUAL FINANCIAL STATEMENTS

- 48.1. The Company shall prepare annual financial statements in accordance with applicable Laws and the regulations of the SSC (in the event that the Company is listed on the stock exchange), and such financial statements shall be audited in accordance with this Charter. Within ninety (90) days (or such other period as may be prescribed by applicable Laws) from the end of each financial year, the annual financial statements shall be submitted to the competent tax authority, the SSC, the Stock Exchange (in the event that the Company is listed on the stock exchange), and the business registration authority.
- 48.2. The annual financial statements must include: (1) a balance sheet fairly and accurately reflecting the Company's operational status up to the reporting date; (2) an income statement fairly and accurately reflecting the Company's profit and loss for the financial year; (3) a cash flow statement; and (4) notes to the financial statements. In the event that the Company is a parent company, in addition to the separate annual financial statements, it shall also prepare consolidated financial statements reflecting the operational status of the Company and submit them to the SSC and the Stock Exchange (in the event that the Company is listed on the stock exchange).
- 48.3. The audited financial statements (including the auditor's opinion), the six-month reports, and the quarterly reports of the Company shall be published on the Company's website.
- 48.4. Any interested organizations and individuals shall have the right to inspect or make copies of the audited annual financial statements, six-month reports, and quarterly reports published on the Company's website.

ARTICLE 49. AUDIT

- 49.1. Where required by applicable Laws or where otherwise necessary, a reputable auditing

firm or an auditing firm satisfying the qualifications prescribed by law shall be selected/appointed by the General Director as the Company's official auditor to conduct the audit of the Company for the following financial year, based on the terms and conditions agreed with the Company. The costs of such audit shall be borne by the Company.

- 49.2. The Company shall prepare and submit its annual financial statements to the auditing firm after the end of each financial year.
- 49.3. The auditing firm shall examine, certify, and prepare a report on the annual financial statements, provide a statement of the Company's income and expenses and prepare and submit the audit report to the Company within the agreed timeframe.

ARTICLE 50. ANNUAL REPORT

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

ARTICLE 51. SEAL

- 51.1. The BOD shall determine, from time to time and in accordance with applicable Laws, the form, content, quantity, and use of the Company's seal.
- 51.2. The legal representative of the Company or his/her duly authorized representative shall be responsible for the management and use of the Company's seal in accordance with applicable Laws.

ARTICLE 52. CONFIDENTIALITY

Without the prior written consent of the BOD, no member of the BOD, the BOS, any Managers, Shareholder, or Related Person shall disclose any information relating to the Company or the Company's business activities which is not publicly available or not readily inferable from publicly available information, except where the recipient of such information is:

- 52.1. Any subsidiary of the Company (if any); or
- 52.2. The Managers and employees of the Company, or the Company's auditors and advisers, where such persons need to know the information for the purpose of performing their duties directly or indirectly related to the Company's business activities. In such cases, the recipients of the information shall keep such information confidential and shall not disclose it to any other person; or
- 52.3. The Shareholders or the legal representatives of the Shareholders (where a Shareholder is a legal entity), or the advisers and service providers of the Shareholders, provided that such persons shall undertake in writing to keep the received information confidential and shall not disclose it to any other person; or
- 52.4. A limited number of prospective investors seeking opportunities to acquire, directly or indirectly, any Shares in the Company, provided that such persons shall undertake in writing to keep the received information confidential and shall not disclose it to any other person; or
- 52.5. Persons or entities to whom disclosure is required by applicable Laws, or pursuant to an

- order or request of a court or competent state authority; or
- 52.6.** The tax authorities, upon reasonable request and for the purpose of facilitating the relevant Shareholder's tax declaration and payment obligations.

CHAPTER XVI

TERMINATION OF OPERATIONS AND DISSOLUTION

ARTICLE 53. TERMINATION OF OPERATIONS

53.1. The Company shall terminate its operations or be dissolved in the following circumstances:

- a) Upon expiry of the Company's term of operation and any extension thereof;
 - b) Pursuant to a decision of the Vietnamese courts declaring the Company bankrupt in accordance with applicable Laws;
 - c) Prior termination pursuant to a Resolution of the GMS;
 - d) Revocation or cancellation of the Enterprise Registration Certificate by the competent state authority;
 - e) Failure to maintain the minimum number of members as required by applicable Laws for a continuous period of six (06) consecutive months; or
 - f) Other cases as prescribed by applicable Laws.
- 53.2.** Any decision on the early dissolution of the Company (or extension of its term of operation) shall be approved by the GMS and implemented by the BOD, and shall be notified to the competent state authorities for approval where required. Such notification must be made in accordance with Article 208 of the Law on Enterprises.

ARTICLE 54. EXTENSION OF OPERATION TERM

- 54.1.** The term of operation of the Company shall be unlimited as provided in Article 3.5 of this Charter. In the event that it is intended to change the term of operation of the Company, the BOD shall convene a GMS for the Shareholders to vote on the amendment of the Company's term of operation to the new term proposed by the BOD.
- 54.2.** The term of operation shall be amended by a valid Resolution approved by Shareholders representing at least 65% of the voting Ordinary Shares present at the GMS meeting.

ARTICLE 55. LIQUIDATION

- 55.1.** Following a decision on the dissolution of the Company, the BOD shall promptly establish a liquidation committee comprising three (03) members and shall specify the responsibilities of the liquidation committee at least six (06) months prior to the expiry of the Company's term of operation or following the decision on dissolution of the Company. Members of the liquidation committee may be selected from among the Company's employees or independent experts. The liquidation shall be conducted within the time limit prescribed by applicable Laws. All expenses relating to the liquidation shall be paid by the Company in priority over the Company's other debts.
- 55.2.** The liquidation committee shall be responsible for reporting to the business registration

- authority the date of its establishment and commencement of operations. From such date, the liquidation committee shall represent the Company in all matters relating to the liquidation process before the courts and administrative authorities.
- 55.3.** The proceeds from the liquidation shall be distributed in accordance with applicable Laws, specifically as follows:
- a) Liquidation expenses;
 - b) Outstanding salaries, severance allowances, social insurance obligations, and other benefits of employees in accordance with the applicable collective labour agreement and executed labour contracts;
 - c) Tax liabilities;
 - d) Other debts of the Company;
 - e) The remaining balance after payment of all liabilities referred to in items (a) through (d) above shall be distributed to the Shareholders. Preference Shares shall have priority in such distribution.
- 55.4.** The operation of the liquidation committee shall not continue for more than six (06) months from the date of its establishment. Upon expiry of such period, the liquidation committee shall cease to operate notwithstanding that the liquidation has not yet been completed. In such case, the Shareholders shall themselves resolve the remaining outstanding matters. Any disputes arising therefrom shall be resolved in accordance with Article 56 of this Charter.

CHAPTER XVII

NOTICES AND DISPUTE RESOLUTION

ARTICLE 56. NOTICES

- 56.1.** Any notice under this Charter shall be made in writing in Vietnamese and, where necessary, additionally in English, and shall be delivered by hand, by post, or by fax to the address of the Shareholders recorded in the Shareholder Register (or by email if so provided in this Charter). In the event of any inconsistency between the English version and the Vietnamese version, the Vietnamese version shall prevail.
- 56.2.** Any notice sent as follows shall be deemed duly received:
- a) If delivered by hand, at the time of delivery or refusal of receipt;
 - b) If sent by post, two (02) days after the date of posting (or five (05) days after the date of posting if sent to an address outside Vietnam); or
 - c) If sent by fax, when the sender's fax machine indicates successful transmission, unless the recipient notifies within four (04) hours after transmission that the fax has not been fully received.
- 56.3.** Where a Shareholder is jointly registered by more than one person, notice shall be sent to the person whose name appears first in the Shareholder Register, and such notice shall be deemed valid and effective for all other joint holders.
- 56.4.** The Company shall use reasonable efforts to ensure the accuracy of the addresses recorded in the Shareholder Register, and shall amend the address of a Shareholder upon receipt of written notice from such Shareholder.

ARTICLE 57. DISPUTE RESOLUTION

- 57.1.** In the event of any dispute or complaint arising in connection with the operations of the Company or the rights of Shareholders under this Charter or applicable Laws, between:
- a) Shareholder and the Company; or
 - b) Shareholder and the BOD, the BOS, the General Director, or other Managers;
- the relevant parties shall seek to resolve such dispute through negotiation and mediation. Except in cases involving the BOD or the Chairman of the BOD, the Chairman of the BOD shall preside over the resolution process and shall request each party to present the matters relating to the dispute within thirty (30) Working Days from the date on which the dispute arises.
- 57.2.** If no settlement is reached through mediation within six (06) weeks from the commencement of the mediation process, or if the proposal for mediation is not accepted by both parties, either party may submit the dispute to the competent court for resolution.

CHAPTER XVIII AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

ARTICLE 58. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

- 58.1.** Any amendment or supplement to this Charter shall be considered and approved by Shareholders representing at least 65% of the total voting shares attending the GMS in person or by proxy, or approved through the written opinion collection process in accordance with this Charter.
- 58.2.** Any provision of applicable Laws relating to the operations of the Company which is not provided for in this Charter, or any newly enacted legal provision that is inconsistent with this Charter, shall automatically apply and govern the operations of the Company.

ARTICLE 59. EFFECTIVE DATE

- 59.1.** This Charter consists of 18 Chapters, 59 Articles, and the attached Appendices, and constitutes the lawful and official Charter of the Company. This Charter shall take effect from the date of approval by the GMS and shall replace the previously issued Charter and all amendments and supplements thereto (if any).
- 59.2.** This Charter is made in two (02) original copies in Vietnamese and shall be kept at the head office of the Company.
- 59.3.** Any copy or extract of this Charter shall only be valid if signed by the legal representative of the Company. Notwithstanding the foregoing, the legal representative or any person authorized or delegated by the legal representative shall have the right to certify true copies or issue extracts from the original Charter for provision to Shareholders, partners, competent authorities, or other related parties of the Company.

SIGNATURES
LEGAL REPRESENTATIVE

Full name: Do Thi Dinh
Title: General Director

