

TIPHARCO PHARMACEUTICAL JOINT STOCK COMPANY



CHARTER

TIPHARCO PHARMACEUTICAL JOINT STOCK COMPANY

(Amended and supplemented on 17/08/2026)

Dong Thap, August 2026

TABLE OF CONTENTS

I.	DEFINITIONS OF TERMS IN THE CHARTER.....	5
	Article 1. Explanation of terms	5
II.	NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY.....	6
	Article 2. Name, form, head office, branch, representative office, business location and duration of operation of the Company	6
	Article 3. Legal representative of the Company.....	6
III.	OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY.....	7
	Article 4. Objectives of the Company	7
	Article 5. Business Scope and Activities of the Company	10
IV.	CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS	10
	Article 6. Charter capital, shares, founding shareholders.....	10
	Article 7. Share Certificates	10
	Article 8. Other securities certificates	11
	Article 9. Transfer of shares	11
	Article 10. Forfeiture of Shares (Applicable to the Case of Enterprise Registration)	11
V.	ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL	12
	Article 11. Organizational structure, governance, and control	12
VI.	SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS	12
	Article 12. Shareholders' rights.....	12
	Article 13. Obligations of shareholders	14
	Article 14. General Meeting of Shareholders	15
	Article 15. Rights and obligations of the General Meeting of Shareholders	16
	Article 16. Authorization to attend the General Meeting of Shareholders	18
	Article 17. Variation of Rights.....	19
	Article 18. Convening meetings, meeting agendas and notice of invitation to the General Meeting of Shareholders.....	19
	Article 19. Conditions for conducting the General Meeting of Shareholders	21
	Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders	21

Article 21.	Conditions for the Resolution of the General Meeting of Shareholders to be approved	23
Article 22.	Competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders.....	24
Article 23.	Resolution and Minutes of the General Meeting of Shareholders.....	26
Article 24.	Request for cancellation of the Resolution of the General Meeting of Shareholders	27
VII.	BOARD OF DIRECTORS.....	27
Article 25.	Nomination and Candidacy for Members of the Board of Directors.....	27
Article 26.	Composition and term of office of members of the Board of Directors.....	28
Article 27.	Powers and obligations of the Board of Directors	29
Article 28.	Remuneration, salaries, bonuses and other benefits of members of the Board of Directors	31
Article 29.	Chairperson of the Board of Directors	31
Article 30.	Board Meetings.....	32
Article 31.	Subcommittees of the Board of Directors.....	35
Article 32.	Person in charge of corporate governance	35
VIII.	GENERAL DIRECTORS AND OTHER EXECUTIVES	36
Article 33.	Organization of the management apparatus.....	36
Article 34.	Business Executives.....	36
Article 35.	Appointment, dismissal, rights and obligations of the General Director.....	36
Article 36.	Company Secretary	37
IX.	SUPERVISORY BOARD	38
Article 37.	Candidacy and nomination of members of the Supervisory Board	38
Article 38.	Composition of the Supervisory Board.....	38
Article 39.	Head of the Supervisory Board.....	39
Article 40.	Rights and obligations of the Supervisory Board	39
Article 41.	Meetings of the Board of Supervisors	40
Article 42.	Salaries, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors	40
X.	RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTOR AND OTHER EXECUTIVES.....	40
Article 43.	Duty of Honesty and Avoidance of Conflicts of Interest	41
Article 44.	Liability for Losses and Indemnification.....	42
XI.	RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS	42

Article 45. Right to look up books and records	42
XII. EMPLOYEES AND TRADE UNIONS.....	43
Article 46. Workers and trade unions	43
XIII. PROFIT DISTRIBUTION.....	43
Article 47. Profit distribution	43
XIV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME	44
Article 48. Bank Account.....	44
Article 49. Fiscal Year	44
Article 50. Accounting regime.....	44
XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE RESPONSIBILITIES.....	44
Article 51. Annual Financial Statements	44
Article 52. Annual Report.....	45
XVI. CORPORATE AUDIT	45
Article 53. Audit	45
XVII. SEAL OF THE COMPANY	45
Article 54. Seal of the Company	45
XVIII. COMPANY DISSOLUTION.....	45
Article 55. Dissolution of the company	45
Article 56. Extension of Operation	46
Article 57. Liquidation.....	46
XIX. INTERNAL DISPUTE RESOLUTION	46
Article 58. Internal Dispute Resolution	46
XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER	47
Article 59. This Charter	47
XXI. EFFECTIVE DATE	47
Article 60. Effective Date	47

FOREWORD

This Charter is amended and supplemented on August 17, 2026 and approved by the Board of Directors under the authorization of the 2026 Annual General Meeting of Shareholders No. 04/2026/NQ-ĐHCD-DTG dated March 27, 2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Explanation of terms

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

- a) *Charter capital* is the total par value of shares sold or registered for purchase upon establishment of a joint-stock company and as prescribed in Article 6 of this Charter;
- b) *Voting capital* is share capital, whereby the owner has the right to vote on matters under the decision-making competence of the General Meeting of Shareholders;
- c) *The Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *The Law on Securities* is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- e) *Vietnam* is the Socialist Republic of Vietnam;
- f) *The date of establishment* is the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time;
- g) *The executive of the enterprise* is the General Director, Deputy General Director, Chief Accountant and other executives appointed by the Board of Directors;
- h) *An enterprise manager* is a company manager, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial positions appointed by the General Meeting of Shareholders or the Board of Directors;
- i) *Related persons* are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities;
- j) *Shareholders* are individuals and organizations that own at least one share of a joint-stock company;
- k) *Major shareholders* are shareholders specified in Clause 18, Article 4 of the Law on Securities;
- l) *The operation duration* is the operation time of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;
- m) *The Stock Exchange* is the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or several other regulations or documents include amendments, supplements or substitute documents.
3. The headings (Sections and Articles of this Charter) are used to facilitate the understanding of the contents and do not affect the contents of this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branch, representative office, business location and duration of operation of the Company

1. Company Name

- Company name written in Vietnamese: **TIPHARCO PHARMACEUTICAL JOINT STOCK COMPANY**
- Company name written in foreign language: **Tipharco Pharmaceutical Joint Stock Company**
- Abbreviated Company Name: **TIPHARCO**

2. A company is a joint-stock company with legal person status in accordance with the current law of Vietnam.

3. Registered office of the Company:

- Head office address: Lot 08, 09 Tan My Chanh Industrial and Handicraft Cluster, Ward 9, My Tho City, Tien Giang Province, Vietnam.
- Phone: 0273.3871817 - 3872972
- Fax: 0273.3883740
- E-mail: tipharco@vnn.vn
- Website: www.tipharco.com.vn

4. The Company may establish branches and representative offices to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law.

5. The Company may establish a business location to fulfill the Company's operational objectives to the extent permitted by law.

6. Unless the operation is terminated before the time limit specified in Clause 2, Article 55 or the operation duration is extended as prescribed in Article 56 of this Charter, the operation duration of the Company is indefinitely from the date of establishment.

Article 3. Legal representative of the Company

The company has two (02) legal representatives who are the Chairman of the Board of Directors and the General Director.

The legal representative of the company is an individual who represents the company in exercising the rights and obligations arising from the company's transactions, representing the company as a plaintiff, defendant, person with related interests and obligations before the Arbitration or Court. The responsibilities of the legal representative shall comply with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.

The legal representative of the Company must reside in Vietnam; and must authorize in writing another person to exercise the rights and obligations of the legal representative at the Company when leaving Vietnam.

In case the legal representative of the company has not returned to Vietnam and has no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the company within the scope of authorization until the legal representative of the company returns to work. or until the Board of Directors decides to appoint someone else to replace him.

In case of being absent from Vietnam for more than 30 days without authorizing another person to perform the rights and duties of the Company's legal representative, the Board of Directors will appoint another person to replace him.

III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 4. Objectives of the Company

1. The Company's business lines are:

NO	Industry Name	Industry Code
1	Trading in real estate, land use rights belonging to owners, users or tenants Details: Lease of land use rights, ownership of houses and land-attached assets in case of land lease by the State; Buying, selling, leasing houses and non-residential land use rights. (Exclusion: Do not carry out the activity of "investing in the construction of cemetery and graveyard infrastructure to transfer land use rights associated with infrastructure").	6810
2	Warehousing and storage of goods Details: General Goods Warehouse, Frozen Warehouse	5210
3	Other professional, scientific and technological activities have not been classified anywhere	7490

	Details: Technology transfer and technology transfer services; Product research and development services	
4	Production of cosmetics, soaps, detergents, polishes and hygiene preparations Detail: Cosmetics manufacturing.	2023
5	Production of non-alcoholic beverages, mineral water Details: - Production of beverage syrups. - Producing bottled and bottled pure water.	1104
6	Other specialized wholesalers have not been classified anywhere Details: Trading, importing and exporting chemicals. (Exclusion: not distributing goods that economic organizations with foreign investors are not entitled to distribute in accordance with law from time to time)	4669
7	Distilling, rectifying and blending of spirits Details: Production of bottled medicinal wines in all forms.	1101
8	Retail sale of medicines, medical devices, cosmetics and hygiene items in specialized stores Details: Retail of drugs and products manufactured by the Company; Retailing medical supplies, equipment and medical instruments in the medical and pharmaceutical sectors; cosmetics, dietary supplements (Exclusion: not distributing goods that economic organizations with foreign investors are not entitled to distribute in accordance with law from time to time)	4772
9	Wholesale Beverages Details: - Trading in bottled and bottled pure water. Trading in beverage syrups. - Trading in bottled alcoholic beverages of all kinds. (Exclusion: not distributing goods that economic organizations with foreign investors are not entitled to distribute in accordance with law from time to time)	4633
10	Production of medicines, medicinal chemicals and medicinal materials Details: - Manufacture of drugs of all kinds. - Production of medicinal chemicals and medicinal materials. - Production of plant products for medicinal purposes.	2100 (Chính)
11	Wholesale of other household items Details:	4649

	- Trading, importing and exporting pharmaceuticals and medical supplies, production and business equipment in the health sector. - Trading, importing and exporting cosmetics. - Trading, importing and exporting medical devices. (Exclusion: not distributing goods that economic organizations with foreign investors are not entitled to distribute in accordance with law from time to time)	
12	Power Generation Details: Solar power generation.	3511
13	Power Transmission and Distribution Details: - Power transmission - Power distribution (excluding: not carrying out transmission and dispatching activities of the National Power System)	3512
14	Manufacture of medical, dental, orthopedic and rehabilitation equipment and instruments Details: Manufacturing of medical equipment and instruments	3250
15	Operation of general, specialty and dental clinics Details: Operation of general and specialized clinics.	8620
16	- Production of vaccines, biological products, cosmetics, preparations, packaging. - Trading, importing and exporting raw materials. - Trading, importing and exporting vaccines, biological products, preparations and packaging. - Processing and franchising in the production and trading of pharmaceuticals, medical supplies, functional foods, vaccines, biological products, cosmetics, preparations, raw materials, chemicals, packaging, production and business equipment in the health sector. - Production, trading, export and import of functional foods. - Producing essential oils from herbs. (Exclusion: not distributing goods that economic organizations with foreign investors are not entitled to distribute according to the provisions of law from time to time).	Industries and trades that do not match the codes of Vietnam's system of economic sectors

Note: For conditional business lines, enterprises are only allowed to operate when they fully meet the conditions prescribed by law.

2. Objectives of the Company's operation: The Company was established to mobilize and use capital effectively in the development of production and trading of all kinds of products according to the licensed functions and business lines. At the same time, the Company aims to

improve efficiency and achieve the goal of maximizing profits, creating jobs and stable income for employees, increasing income for shareholders, contributing to the State budget and constantly developing the Company to grow stronger and stronger.

Article 5. Business Scope and Activities of the Company

Companies permitted to conduct business activities in the business lines specified in this Charter have registered, notified changes in registration contents with the business registration authority and announced on the National Enterprise Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The charter capital of the Company is 105,657,110,000 (In words: One hundred and five billion six hundred and fifty-seven million one hundred and ten thousand VND).

The total charter capital of the Company is divided into 10,565,711 shares with a par value of 10,000 VND/share.

2. The company may increase its charter capital when it is approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The Company's shares on the date of adoption of this Charter include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 13 of this Charter.

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

5. The company officially operates in the form of a joint stock company under the Certificate of Enterprise Registration No. 1200100557 (Old number: 5303000050) issued by the Department of Planning and Investment of Tien Giang Province for the first time on 28/02/2006. The company has no founding shareholders.

6. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders, the number of shares of shareholders not registered to be purchased shall be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons under conditions that are less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided for by the securities law.

7. The Company may purchase shares issued by the Company in the manner specified in this Charter and applicable laws.

8. The company may issue other securities in accordance with the law.

Article 7. Share Certificates

1. Each shareholder of the Company shall be issued a share certificate corresponding to the number and class of shares owned.
2. A share is a type of security certifying the lawful rights and interests of its holder in respect of a portion of the equity capital of the issuing organization. A share certificate must contain all information as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 60 days from the date on which the complete application for transfer of share ownership in accordance with the Company's regulations is duly submitted, or within 60 days from the date of full payment for the purchase of shares in accordance with the Company's share issuance plan (or such other period as prescribed in the applicable issuance terms), the holder of such shares shall be issued a share certificate. The shareholder shall not be required to pay the Company any costs for printing the share certificate.
4. In the event that a share certificate is lost, damaged or otherwise destroyed, the shareholder may request the Company to re-issue the share certificate. The shareholder's request must include the following:
 - a) Information on the share certificate that has been lost, damaged or otherwise destroyed;
 - b) An undertaking to assume responsibility for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided for by this Charter or applicable laws. Shares registered for trading on a Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid for may not be transferred and shall not be entitled to related benefits, including the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other benefits as prescribed by law.

Article 10. Forfeiture of Shares (Applicable to the Case of Enterprise Registration)

1. Where a shareholder fails to fully and duly pay the amount payable for the purchase of shares, the Board of Directors shall notify such shareholder and shall have the right to request such shareholder to pay the outstanding amount and remain liable for the Company's financial obligations arising from such failure to make full payment, in proportion to the total par value of the shares registered for purchase.
2. The aforesaid payment notice must specify a new payment deadline (which must be at least 07 days from the date on which the notice is sent) and the place of payment. The notice must

also clearly state that, if payment is not made as required, the shares for which payment has not been fully made shall be forfeited.

3. The Board of Directors shall have the right to forfeit the shares that have not been fully paid for by the due date if the requirements set out in the aforesaid notice are not complied with.

4. Forfeited shares shall be deemed to be shares that may be offered for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or reallocate such shares, or authorize another party to do so, under such terms and in such manner as the Board of Directors deems appropriate.

5. A shareholder holding forfeited shares shall cease to be a shareholder with respect to such shares, but shall remain liable, in proportion to the total par value of the shares registered for purchase, for the Company's financial obligations arising at the time of forfeiture, as determined by the Board of Directors, from the date of forfeiture until the date on which payment is made. The Board of Directors shall have full discretion to determine the enforcement of payment of the entire value of the shares at the time of forfeiture.

6. The notice of forfeiture shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture shall remain valid notwithstanding any error or negligence in the delivery of such notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational structure, governance, and control

The organizational structure of management, administration and control of the Company includes:

1. The General Meeting of Shareholders.
2. The Board of Directors, the Supervisory Board
3. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Shareholders' rights

1. Ordinary shareholders have the following rights:
 - a) Attending and speaking at the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or other forms prescribed by this Charter and law. Each ordinary share has one vote;
 - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) Priority is given to the purchase of new shares corresponding to the percentage of ordinary shares owned by each shareholder in the Company;
 - d) Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;

- e) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
- f) Consider, lookup, extract or copy this Charter, the minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;
- g) When the Company is dissolved or bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;
- h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;
- j) Have full access to periodic and extraordinary information published by the Company in accordance with the provisions of law;
- k) To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- l) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights:

- a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) Review, look up and extract the number of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;
- c) Request the Supervisory Board to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; matters to be inspected, the purpose of inspection;
- d) Proposing the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the

opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue proposed to be included in the meeting agenda;

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

3. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares may nominate persons to the Board of Directors or the Supervisory Board. The nomination of persons to the Board of Directors and the Supervisory Board shall be carried out as follows:

- a) The ordinary shareholders form a group to nominate persons to the Board of Directors and the Supervisory Board must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the nomination of the remaining number of candidates shall comply with the provisions of Articles 25 and 37 of this Charter.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

- 1. To pay in full and on time the number of shares committed to be purchased.
- 2. It is not allowed to withdraw capital contributed in ordinary shares from the Company in any form, except for the case of repurchase of shares by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company shall be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damage incurred.
- 3. Comply with this Charter and the Company's Internal Management Regulations.
- 4. To abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. Confidentiality of information provided by the Company in accordance with the provisions of this Charter and law; use the information provided only to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.
- 6. Attending the General Meeting of Shareholders and exercising the right to vote/vote through the following forms:
 - a) Attend and vote/vote in person at the meeting;
 - b) Authorize other individuals and organizations to attend and vote/vote at meetings;
 - c) Attend and vote/vote via online conference, electronic voting, or other electronic form;

- d) Send voting/election ballots to the meeting via mail, fax, email;
- 7. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:
 - a) Violation of law;
 - b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
 - c) Payment of undue debts against financial risks to the Company.
- 8. To fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors shall convene an annual General Meeting of Shareholders and select an appropriate location. The Annual General Meeting of Shareholders shall decide on matters in accordance with the provisions of law and this Charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains qualified opinions, adverse opinions, or disclaimers of opinion, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above is responsible for attending the Company's Annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and members of the Supervisory Board is less than the minimum number of members as prescribed by law;
- c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders;
- d) At the request of the Supervisory Board;
- e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date on which the remaining members of the Board of Directors and members of the Supervisory Board as prescribed at Point b, Clause 3 of this Article or receipt of the request specified at Points c and d, Clause 3 of this Article.
- b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors with a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
- c) In case the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, the shareholder or group of shareholders specified at Point c, Clause 3 of this Article may request the Company's representative to convene a meeting of the General Meeting of Shareholders in accordance with the Law on Enterprises;
- d) In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders are refunded by the Company. This cost does not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
- e) Procedures for organizing a meeting of the General Meeting of Shareholders are specified in Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and obligations of the General Meeting of Shareholders

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

- a) To approve the Company's development orientations;
- b) To decide on the classes of shares and the total number of shares of each class that may be offered for sale; to decide on the annual dividend for each class of shares;
- c) To elect, dismiss and remove members of the Board of Directors and members of the Board of Supervisors;
- d) To decide on investment in, or sale of, assets with a value of 50% or more of the total value of assets recorded in the Company's latest financial statements;
- e) To decide on amendments to and supplements to this Charter;
- f) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total number of sold shares of each class;
- h) To consider and deal with violations committed by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;

- i) To decide on the reorganization or dissolution of the Company;
- j) To decide on the budget or total amount of remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- k) To approve/amend and supplement the Internal Corporate Governance Regulations and the Regulations on the Operation of the Board of Directors and the Board of Supervisors;
- l) To approve the list of approved audit firms; where deemed necessary, the General Meeting of Shareholders shall decide on an approved audit firm to conduct an inspection of the Company's operations and dismiss an approved auditor;
- m) Other rights and obligations as prescribed by law.

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

- a) The Company's annual business plan;
- b) The audited annual financial statements;
- c) The report of the Board of Directors on corporate governance and the operating results of the Board of Directors and each member of the Board of Directors;
- d) The report of the Board of Supervisors on the Company's business results and the operating results of the Board of Directors and the General Director;
- e) The self-assessment report on the operating results of the Board of Supervisors and its members;
- f) The dividend payable per share of each class;
- g) The number of members of the Board of Directors and the Board of Supervisors;
- h) The election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors;
- i) To decide on the budget or total amount of remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- j) To approve the list of approved audit firms; where deemed necessary, the General Meeting of Shareholders shall decide on an approved audit firm to conduct an inspection of the Company's operations and dismiss an approved auditor;
- k) Amendments to and supplements to this Charter;
- l) The class and number of newly issued shares of each class and the transfer of shares of founding shareholders within the first 03 years from the date of establishment;
- m) The division, separation, consolidation, merger or conversion of the Company;
- n) The reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;
- o) To decide on investment in, or sale of, assets with a value of 50% or more of the total value of assets recorded in the Company's latest financial statements;

- p) To decide on the repurchase of more than 10% of the total number of sold shares of each class;
- q) The Company's entering into contracts or transactions with the persons specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the total value of the Company's assets recorded in its latest financial statements;
- r) To approve 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) To approve the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors and the Regulations on the Operation of the Board of Supervisors;
- t) Other matters as prescribed by law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals or organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises. according to the following specific regulations:

- a) For individual shareholders, only 01 other individual or organization may be authorized to attend the meeting;
- b) For shareholders being organizations holding less than 10% of the total number of voting shares, a maximum of 02 other individuals or organizations or from 10% to less than 50% of the total voting shares may be authorized to attend the meeting; organizations holding 50% or more of the total voting shares may authorize a maximum of 05 other individuals or organizations to attend the meeting.

2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the authorization contents, the scope of authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the attendees of the meeting must additionally present the initial authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. Voting slips/election papers of persons authorized to attend meetings within the scope of authorization shall still be valid in one of the following cases:

- a) The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;
- b) The authorizing person has canceled the authorization appointment;
- c) The authorizing person has canceled the authority of the person performing the authorization.

This clause does not apply in the event that the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Variation of Rights

1. The change or cancellation of special rights attached to a type of preference shares takes effect when it is approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents of adversely affecting the rights and obligations of shareholders owning preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or are approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.
2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the issued shares of that type. In case there is not enough number of delegates as mentioned above, the meeting shall be reorganized within the next 30 days and the holders of shares of that type (regardless of the number of persons and shares) who are present in person or through authorized representatives are considered to have sufficient number of delegates requested. At the above-mentioned meetings of shareholders holding preference shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.
3. Procedures for conducting such separate meetings shall be similar to the provisions of Articles 19, 20 and 21 of this Charter.
4. Unless otherwise provided by the terms of the share issuance, the special rights attached to the types of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

Article 18. Convening meetings, meeting agendas and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene an annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:

- a) Prepare a list of shareholders eligible to participate and vote/vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
- b) Prepare the program and content of the General Meeting of Shareholders;
- c) Preparing documents for the General Meeting of Shareholders;
- d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
- e) Determining the time and place of the General Meeting of Shareholders;
- f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Other tasks for the General Meeting of Shareholders.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring that the contact address of the shareholders is reached, and at the same time announced on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders in the List of shareholders entitled to attend the meeting at least *21 days* before the opening date of the meeting (counting from the date on which the notice is duly sent or sent). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

- a) The meeting agenda and documents used in the meeting;
- b) List and details of candidates in case of election of members of the Board of Directors or members of the Supervisory Board;
- c) Voting/election slips;
- d) Draft resolutions on each issue on the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least *03 working days* before the opening date of the meeting. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the contact address, nationality, the number of the citizen's identity card, the people's identity card, the passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the

head office for shareholders being organizations; the number and type of shares held by such shareholders, and the proposed issue to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders may reject the proposal specified in Clause 4 of this Article in one of the following cases:

- a) The petition is sent in contravention of the provisions of Clause 4 of this Article;
- b) At the time of petition, the shareholder or group of shareholders fails to hold 5 % or more of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue is not within the scope of the decision-making competence of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

- 1. A meeting of the General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents *more than 50% of* the total number of votes.
- 2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within *30 days from the date of the* first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total votes.
- 3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within *20 days* from the date of the planned second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders

- 1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who are entitled to attend the meeting are fully registered in the following order:
 - a) When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote a voting card/voting paper/ballot paper, on which the registration number, full name of the shareholder, full name of the authorized representative and number of votes/votes of such shareholder shall be inscribed. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of the vote counting are announced by the Chairman/Vote Counting Committee immediately before the end of the meeting. The General Meeting of Shareholders shall elect persons responsible for counting votes or supervising the

counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting;

b) Shareholders, authorized representatives of shareholders being organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote/vote at the general meeting immediately after registration. The chairperson is not responsible for pausing the general meeting for late-registering shareholders and the validity of the contents that have been voted on/voted before remains unchanged.

2. The election of the chairperson, secretary, the Shareholder/Delegate Eligibility Examination Committee and the Vote Counting Committee is prescribed as follows:

a) The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to chair the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case of failure to elect the chairperson, the Head of the Supervisory Board shall allow the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest number of votes to chair the meeting;

b) Except for the case specified at Point a of this Clause, the signatories shall convene a meeting of the Executive General Meeting of Shareholders so that the General Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes shall preside over the meeting;

c) The chairperson appoints one or several persons to act as the secretary of the meeting; Shareholder Eligibility Examination Committee/Delegates serving the meeting;

d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairperson of the meeting.

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

4. The chairperson of the general meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.

a) Arrange seats at the venue of the General Meeting of Shareholders;

b) Ensure the safety of everyone present at the meeting places;

c) Create conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other forms of electives.

5. The convener or chairman of the General Meeting of Shareholders has the following rights:

a) Request all participants to undergo inspection or other lawful and reasonable security measures;

b) Request competent agencies to maintain the order of meetings; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.

6. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders which has a sufficient number of people registered to attend the meeting on the opening day of the General Meeting of Shareholders for a maximum of 03 working days from the date the meeting is intended to open, and may only postpone the meeting or change the meeting venue in the following cases:

a) The meeting place does not have enough convenient seats for all participants;

b) The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;

c) There are people attending the meeting obstructing or disrupting the order, causing the meeting to not be conducted in a fair and lawful manner.

7. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.

8. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2019 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be approved

1. A resolution on the following contents shall be adopted if it is approved by the number of shareholders representing 65% or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

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

b) Change of business lines, professions and fields;

c) Changes in the organizational structure of the Company's management;

d) Projects on investment or sale of assets valued at 50% or more of the total value of assets recorded in the Company's latest financial statements;

e) Reorganization and dissolution of the Company;

f) Extension of company operations;

2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

Note, in case of election of members of the Board of Directors and Supervisory Board, if the number of candidates is less than or equal to the number of members of the Board of Directors/Supervisory Board to be elected, the election of members of the Board of Directors/Supervisory Board can be carried out by the method of cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or by the method of voting (approving, disapprove, no opinion). The voting rate by voting method shall comply with Clause 2, Article 21 of this Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are lawful and effective even if the order and procedures for convening meetings and adopting such resolutions violate the provisions of the Law on Enterprises and this Charter.

Article 22. Competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders

The competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders on the following issues:

- a) To amend and supplement the contents of this Charter;
- b) Approving/amending and supplementing the Internal Regulations on corporate governance; Operation Regulations of the Board of Directors; Operation Regulations of the Supervisory Board;
- c) Company development orientation;
- d) Type of shares and total number of shares of each type;
- e) Electing, dismissing and dismissing members of the Board of Directors and the Supervisory Board;
- f) Projects to invest in or sell assets with a value equal to or greater than 50% of the total value of assets recorded in the company's latest financial statements;
- g) Approval of annual financial statements;
- h) Reorganization and dissolution of the company;
- i) Change of business lines, professions and fields;
- j) Changes in the organizational structure of the company's management;
- k) Other matters as deemed necessary for the benefit of the Company.

2. The Board of Directors must prepare the opinion poll paper, the draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution and send it to all

shareholders entitled to vote at least 10 days before the deadline for returning the opinion poll. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion poll must contain the following principal contents:

- a) Name, address of the head office, enterprise code;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality, number of legal papers of the individual, for representatives of shareholders being organizations; the number of shares of each type and the number of votes of shareholders;
- d) Issues that need to be consulted to approve decisions;
- e) The voting plan includes approving, disapproving and not having opinions on each issue for consultation;
- f) The deadline for sending to the Company the answered opinion poll form;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the replied opinion poll to the Company by mail, fax or email according to the following regulations:

- a) In case of sending a letter, the replied opinion poll must be signed by the shareholder being an individual, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
- b) In case of fax or email, the opinion poll sent to the Company must be kept confidential until the time of vote counting;
- c) The opinion poll sent to the Company after the time limit specified in the opinion poll or which has been opened in case of sending a letter and disclosed in case of sending a fax or email is invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.

5. The Board of Directors shall count votes and make a record of vote counting under the witness and supervision of the Supervisory Board or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:

- a) Name, address of the head office, enterprise code;
- b) Purpose and issues to be consulted to pass the resolution;
- c) The number of shareholders with the total number of votes/elections that have participated in voting/elections, distinguishing the number of valid votes/elections and the number of invalid votes/elections and the method of sending voting/election ballots, enclosed with an appendix to the list of shareholders participating in voting/elections;

- d) The total number of votes in favor, disapproval and no opinion on each issue, the total number of votes for each candidate (if any);
- e) The issue was passed and the vote rate passed accordingly;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

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

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

7. The answered opinion poll form, the vote counting record, the approved resolution and relevant documents enclosed with the opinion poll must be kept at the company's head office.

8. A resolution shall be adopted in the form of collecting shareholders' opinions in writing if it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders entitled to vote and is as valid as the resolution adopted at the General Meeting of Shareholders.

Article 23. Resolution and Minutes of the General Meeting of Shareholders

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The record must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:

- a) Name, address of the head office, enterprise code;
- b) Time and place of the General Meeting of Shareholders;
- c) Agenda and contents of the meeting;
- d) Full name of the chairman and secretary;
- e) Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- f) The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
- g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;
- h) Summing up the number of votes for each candidate (if any);
- i) The issues that were passed and the corresponding percentage of votes voted for approval;

j) Full name, name and signature of the chairman and clerk. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Records made in both Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.

4. The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registering to attend the meeting, the written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be kept at the Company's head office.

Resolutions and minutes of the General Meeting of Shareholders and documents enclosed in the minutes and resolutions must be disclosed in accordance with the law on information disclosure on the securities market.

Article 24. Request for cancellation of the Resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitrator to consider, cancellation of the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 3, Article 21 of this Charter.

2. The contents of the resolution violate law or this Charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination and Candidacy for Members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates on the Company's website at least 10 days prior to the opening date of the General Meeting of Shareholders so that shareholders may obtain information about such candidates before casting their votes. Candidates for the Board of Directors must provide a written undertaking as to the truthfulness and accuracy of the disclosed personal information and must undertake to perform their duties honestly, diligently and in the

best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include:

- a) Full name, date, month and year of birth;
- b) Professional qualifications;
- c) Employment and professional history;
- d) Other managerial positions, including positions as members of the Board of Directors of other companies;
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as prescribed in this Charter.

The Company shall be responsible for disclosing information on the companies in which the candidates currently hold positions as members of the Board of Directors, other managerial positions, and the candidates' interests related to such companies (if any).

2. A shareholder or group of shareholders holding 5% or more of the total number of ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and this Charter. Shareholders holding ordinary shares may aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares shall be entitled to nominate one (01) candidate; from 10% to less than 30%, up to two (02) candidates; from 30% to less than 40%, up to three (03) candidates; from 40% to less than 50%, up to four (04) candidates; from 50% to less than 60%, up to five (05) candidates; from 60% to less than 70%, up to six (06) candidates; from 70% to less than 80%, up to seven (07) candidates; and from 80% to less than 90%, up to eight (08) candidates.

3. Where the number of candidates for the Board of Directors nominated and self-nominated remains insufficient to meet the required number as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates in accordance with this Charter, the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and this Charter.

Article 26. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors shall be at least three (03) persons and at most eleven (11) persons.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected with an unlimited number of terms. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.

3. The structure of members of the Board of Directors is as follows:

The structure of the company's Board of Directors must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company minimizes the members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall no longer be a member of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

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

6. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the Company's management body and has full authority, on behalf of the Company, to decide and exercise the Company's rights and perform its obligations, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, this Charter and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and obligations:

- a) To decide on the Company's strategy, medium-term development plans and annual business plans;
- b) To recommend the classes of shares and the total number of shares of each class that may be offered for sale;
- c) To decide on the sale of unsold shares within the number of shares of each class that may be offered for sale; to decide on raising additional capital in other forms;
- d) To decide on the selling prices of the Company's shares and bonds;
- e) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f) To decide on investment plans and investment projects within its authority and limits as prescribed by law;
- g) To decide on solutions for market development, marketing and technology;
- h) To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 50% or more of the total value of assets recorded in the Company's latest financial statements, except for contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

- i) To elect, dismiss and remove the Chairperson of the Board of Directors; to appoint, dismiss, enter into contracts with and terminate contracts with the General Director and other key managers as prescribed in this 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 General Meeting of Shareholders of other companies and to decide on the remuneration and other benefits of such persons;
- j) To supervise and direct the General Director and other managers in the daily business operations of the Company;
- k) To decide on the Company's organizational structure and internal management regulations; to decide on the establishment of subsidiaries, branches and representative offices, and on capital contributions to and purchase of shares in other enterprises;
- l) To approve the agenda and contents of documents serving the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to approve resolutions;
- m) To submit the audited annual financial statements to the General Meeting of Shareholders;
- n) To recommend the dividend payable; to decide on the timing and procedures for payment of dividends or dealing with losses arising in the course of business operations;
- o) To recommend the reorganization or dissolution of the Company; to request the bankruptcy of the Company;
- p) To decide to issue the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; and the Company's Regulations on Information Disclosure;
- q) To request the General Director, Deputy General Director and other managers of the Company to provide information and documents on the financial position and business operations of the Company and its units;
- r) Managers subject to such requests shall provide information and documents promptly, fully and accurately as requested by members of the Board of Directors. The procedures and process for requesting and providing information shall be specifically prescribed in the Regulations on the Operation of the Board of Directors;
- s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws and this Charter;
- t) To change the plan for use of capital and proceeds from an offering or issuance where the value of the change is less than 50% of the capital and proceeds from such offering or issuance, when authorized by the General Meeting of Shareholders, except for non-convertible bonds without warrants offered under a plan approved by the Board of Directors.

3. The Board of Directors must report to the General Meeting of Shareholders on the performance results of the Board of Directors in accordance with Article 280 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.

Article 28. Remuneration, salaries, bonuses and other benefits of members of the Board of Directors

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors shall be entitled to remuneration for their work and bonuses. Remuneration for work shall be calculated based on the number of working days necessary to fulfill the duties of a member of the Board of Directors and the remuneration rate per day. The Board of Directors shall determine the remuneration for each member on the basis of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual General Meeting of Shareholders.
3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual General Meeting of Shareholders.
4. A member of the Board of Directors holding an executive position, or a member of the Board of Directors working on committees of the Board of Directors or performing other duties beyond the ordinary responsibilities of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment for each assignment, salary, commission, percentage of profits or other form as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meals and other reasonable expenses incurred by them in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or this Charter.

Article 29. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors may not concurrently serve as the General Director.
3. The Chairperson of the Board of Directors shall have the following rights and obligations:
 - a) To formulate the operating programs and plans of the Board of Directors;
 - b) To prepare the agenda, contents and documents for meetings; to convene, preside over and chair meetings of the Board of Directors;
 - c) To organize the adoption of resolutions and decisions of the Board of Directors;
 - d) To supervise the implementation of resolutions and decisions of the Board of Directors;
 - e) To chair meetings of the General Meeting of Shareholders;

f) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

4. Where the Chairperson of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date on which the resignation is received or from the date of dismissal or removal.

5. Where the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairperson of the Board of Directors. Where no authorized person is appointed, or where the Chairperson of the Board of Directors dies, is missing, is held in temporary detention, is serving a prison sentence, is subject to administrative measures at a compulsory drug rehabilitation establishment or compulsory educational establishment, has fled from his/her place of residence, has restricted or lost legal capacity to act, has difficulty in perceiving and controlling his/her acts, or is prohibited by a court from holding a position, practicing a profession or performing certain work, the remaining members shall elect one of them to serve as the Chairperson of the Board of Directors based on the approval of a majority of the remaining members, until a new decision is made by the Board of Directors.

Article 30. Board Meetings

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 of them to convene a meeting of the Board of Directors.

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

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

a) At the request of the Supervisory Board;

b) At the request of the General Director or at least 05 other managers;

c) At the request of at least 02 members of the Board of Directors;

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Managing Board.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 days from the date of receipt of the proposal specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors at the request of the Chairman of the Board of Directors, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairperson of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the

meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

The notice of invitation to a meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by this Charter and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Supervisory Board as for members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the date of the intended first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorize other persons to attend the meeting and vote as prescribed in this Article;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send voting ballots to the meeting by mail, fax, email;
- e) Sending the ballot by other means.

10. In case of sending votes to the meeting by mail, the votes must be contained in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.

11. Voting

- a) Except for the provisions of Point b, Clause 11, Article 30 of the Company's Charter, each member of the Board of Directors or an authorized person specified in Clause 9 of this Article who is directly present as an individual at the meeting of the Board of Directors shall have one (01) vote;
- b) A member of the Board of Directors may not vote on contracts, transactions or proposals in which such member or a person related to that member has an interest and such interests conflict or may conflict with the interests of the Company. Members of the Board of Directors shall not be included in the minimum percentage of members present to be able to hold meetings of the Board of Directors on decisions that such members do not have the right to vote on;
- c) According to the provisions of Point d, Clause 11, Article 30, when an issue arises at a meeting related to the interests or voting rights of a member of the Board of Directors

and such member does not voluntarily waive the voting right, the decision of the chairman shall be final. except for cases where the nature or scope of interests of the relevant members of the Board of Directors has not been fully disclosed;

- d) Members of the Board of Directors who benefit from a contract specified at Points a and b, Clause 6, Article 43 of this Charter are considered to have significant interests in such contract;
- e) Supervisors have the right to attend meetings of the Board of Directors, have the right to discuss but are not allowed to vote.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been concluded or is expected to be concluded with the Company and knows that he or she is a person with an interest in which he or she is responsible for disclosing this interest at the first meeting of the Board of Directors discussing the conclusion of this contract or transaction. In case a member of the Board of Directors does not know that he or she and related persons have interests at the time the contract or transaction is signed with the Company, such member of the Board of Directors must publicize the relevant interests at the first meeting of the Board of Directors held after this member knows that he or she has interests or will have interests in the transaction or contract mentioned above.

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

14. A resolution or decision of the Board of Directors shall be adopted if it is approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

15. The Board of Directors has the right to consult members of the Board of Directors in writing to approve the Resolution of the Board of Directors when approving matters falling under the competence of the Board of Directors in Clause 2, Article 27 of this Charter.

Resolutions in the form of collecting written opinions shall be adopted on the basis of the approval of the majority of members of the Board of Directors who have the right to vote. This Resolution has the same effect and validity as the resolution adopted at the meeting.

16. A meeting of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or several members are in different locations, provided that each member participating in the meeting can:

- a) Listening to each other member of the Board of Directors speaking in the meeting;
- b) Address to all other attendees simultaneously. Discussions between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors who participates in such a meeting is deemed to be "present" at that meeting. The place of the meeting held under this regulation is the place where the most members of the Board of Directors are present, or the place where the Chairman of the meeting is present.

Decisions adopted during the telephone meeting are duly held and conducted, effective immediately at the end of the meeting but must be affirmed by the signatures in the minutes of all members of the Board attending this meeting.

17. The Chairman of the Board of Directors shall send the minutes of the Board of Directors meeting to the members and such minutes shall be authentic evidence of the work carried out during the meeting, unless there is an objection to the contents of the minutes within ten (10) days from the date of sending. The minutes of the meeting of the Board of Directors shall be made in Vietnamese and may be made in English. The minutes must be signed by the chairman and the person who records the minutes.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may set up sub-committees to be in charge of development policies, human resources, remuneration, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors shall be at least 02 persons, including members of the Board of Directors and external members. Non-executive Board members should make up a majority in the subcommittee, and one of these members is appointed as the Subcommittee Leader at the discretion of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or of subcommittees affiliated to the Board of Directors must comply with current provisions of law and the provisions of this Charter and the internal regulations on corporate governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

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

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

- a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
- b) Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c) Advising on the procedure of meetings;
- d) Attend meetings;
- e) Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;

- f) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Supervisory Board;
- g) Supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) Acting as a point of contact with relevant stakeholders;
- i) Confidentiality of information in accordance with the provisions of law and this Charter;
- j) Other rights and obligations as prescribed by law and this Charter.

VIII. GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Company. The company has a General Director, Deputy General Directors, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, appointment and dismissal of the above-mentioned positions must be approved by resolutions and decisions of the Board of Directors.

Article 34. Business Executives

1. At the request of the General Director and the approval of the Board of Directors, the Company may recruit other executives with the number and standards suitable to the Company's management structure and regulations prescribed by the Board of Directors. Business executives must be responsible for assisting the Company in achieving its objectives in its operations and organization.

3. The General Director shall be paid salaries and bonuses. The salary and bonus of the General Director shall be decided by the Board of Directors.

4. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, rights and obligations of the General Director

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to act as the General Director.

2. The General Director is the person who runs the daily business of the Company; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of their assigned rights and obligations.

3. The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the criteria and conditions prescribed by law and this Charter.

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

- a) Deciding on matters related to the Company's day-to-day business that does not fall under the jurisdiction of the Board of Directors;
- b) Organizing the implementation of resolutions and decisions of the Board of Directors;
- c) Organizing the implementation of the Company's business plan and investment plan;
- d) Proposing the organizational structure plan and internal management regulations of the Company;
- e) Appointment, appointment and dismissal of managerial positions in the Company, except for those under the competence of the Board of Directors;
- f) Deciding on salaries and other benefits for employees in the Company, including managers under the appointing authority of the General Director;
- g) Labor recruitment;
- h) Proposing a plan to pay dividends or handle losses in business;
- i) Other rights and obligations as prescribed by law, this Charter and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors who have the right to vote at the meeting approve and appoint a new General Director to replace him.

Article 36. Company Secretary

When deeming it necessary, the Board of Directors shall decide to appoint one (01) or more persons to act as the Company Secretary for the term of office as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not contrary to the current labor laws. The company secretary has the following rights and obligations:

- a) Supporting the organization of convening meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;
- b) Assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assisting the Board of Directors in applying and implementing the principles of corporate governance;
- d) Supporting the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures.
- e) Other rights and obligations as prescribed in this Charter and the Company's Internal Regulations.

IX. SUPERVISORY BOARD

Article 37. Candidacy and nomination of members of the Supervisory Board

1. The candidacy and nomination of members of the Supervisory Board shall be carried out in the same manner as prescribed in Clause 1, Article 25 of this Charter. Shareholders holding voting shares have the right to combine the number of voting rights of each person together to nominate Supervisory Board candidate. Shareholders or groups of shareholders holding between 5% and less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% shall be nominated for a maximum of five (05) candidates.

2. In case the number of candidates approved by the Supervisory Board for nomination and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates according to the provisions of this Charter, the Internal Regulations on corporate governance and the Operation Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

Article 38. Composition of the Supervisory Board

1. The number of members of the Supervisory Board of the Company is from three (03) to five (05) members. The term of office of a member of the Supervisory Board shall not exceed 05 years and may be re-elected with an unlimited number of terms.

2. Members of the Supervisory Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and not fall into the following cases:

- a) Working in the accounting and finance departments of the Company;
- b) Being a member or employee of an independent auditing firm auditing the company's financial statements in the previous 03 consecutive years.

3. A member of the Supervisory Board shall be dismissed from office in the following cases:

- a) Failing to meet the criteria and conditions for being a member of the Supervisory Board as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter which is subsequently approved;
- c) Other cases as prescribed by law and this Charter.

4. A member of the Supervisory Board shall be dismissed in the following cases:

- a) Failing to complete the assigned tasks or jobs;
- b) Failing to exercise his/her rights and obligations for 06 consecutive months, except for force majeure cases;

- c) Repeatedly violating or seriously violating the obligations of members of the Supervisory Board under the provisions of the Law on Enterprises and this Charter;
- d) Other cases according to the resolution of the General Meeting of Shareholders.

Article 39. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among the members of the Supervisory Board; the election, appointment and dismissal shall be carried out on the principle of majority. The Supervisory Board must have more than half of the members permanently residing in Vietnam. The Head of the Supervisory Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.

2. Rights and obligations of the Head of the Supervisory Board:

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

Article 40. Rights and obligations of the Supervisory Board

The Supervisory Board has the rights and obligations specified in Article 170 of the Law on Enterprises and the following rights and obligations:

- 1. To propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; when deeming it necessary to propose or propose the General Meeting of Shareholders to approve the decision on the approved audit organization to inspect the Company's operations, the approved auditor exemption shall be dismissed.
- 2. To take responsibility before shareholders for their supervisory activities.
- 3. To supervise the financial situation of the Company, the compliance with law in the activities of members of the Board of Directors, General Directors and other managers.
- 4. Ensure coordination with the Board of Directors, the General Director and shareholders.
- 5. In case of detecting acts of violation of law or violation of this Charter by members of the Board of Directors, the General Director and other executives of the enterprise, the Supervisory Board shall notify in writing to the Board of Directors within 48 hours, requesting the violator to stop the violation and take remedial measures.
- 6. To formulate the operation regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
- 7. Report to the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

8. Have the right to access the Company's dossiers and documents kept at the head office, branches and other locations; have the right to go to the place of work of the Company's managers and employees during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

Article 41. Meetings of the Board of Supervisors

1. The Board of Supervisors must hold at least two (02) meetings per year, with at least two-thirds (2/3) of the members of the Board of Supervisors attending each meeting. Minutes of meetings of the Board of Supervisors shall be prepared in a detailed and clear manner. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Board of Supervisors must be retained in order to determine the responsibilities of each member of the Board of Supervisors.
2. The Board of Supervisors shall have the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer matters requiring clarification.

Article 42. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors

The salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors shall be provided as follows:

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

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTOR AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Supervisory Board, General Directors and other executives are responsible for performing their duties, including those as members of

subcommittees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

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

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant laws and regulations.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons may only use information obtained by virtue of their respective positions for the benefit of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers must notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries and other companies over which the Company has control of 50% or more of charter capital, on the one hand, and such persons themselves or their related persons, on the other hand, in accordance with law. With respect to the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on the relevant resolutions in accordance with the securities laws on information disclosure.

4. A member of the Board of Directors may not vote on any transaction that benefits such member or his/her related person in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons may not use or disclose to others any inside information for the purpose of conducting related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, or individuals and organizations related to such persons shall not be invalidated in the following cases:

a) For transactions with a value of less than 35% of the total value of assets recorded in the Company's latest financial statements, the material contents of the contract or transaction, as well as the relationships and interests of the relevant member of the Board of Directors, member of the Board of Supervisors, General Director or other executive, have been reported to the Board of Directors and approved by a majority of the votes of the members of the Board of Directors having no related interests;

b) For transactions with a value of 35% or more, or transactions resulting in the aggregate value of transactions arising within 12 months from the date of the first transaction reaching 35% or more of the total value of assets recorded in the Company's latest financial statements, the material contents of such transaction, as well as the relationships and interests of the relevant member of the Board of Directors, member of the Board of Supervisors, General Director or other executive, have been disclosed to shareholders and approved by the General Meeting of Shareholders through the votes of shareholders having no related interests;

c) Loan agreements or asset sale transactions with a value exceeding 10% of the total value of assets recorded in the latest financial statements between the Company and a shareholder holding 51% or more of the total voting shares, or a related person of such shareholder, have been disclosed to shareholders and approved by the General Meeting of Shareholders through the votes of shareholders having no related interests.

Article 44. Liability for Losses and Indemnification

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives who breach their duties or their duties of honesty and due care, or fail to fulfill their obligations, shall be liable for any losses caused by their violations.

2. The Company shall indemnify persons who are, have been or may become parties to complaints, lawsuits or prosecutions (including civil and administrative proceedings, but excluding proceedings initiated by the Company as the plaintiff), provided that such persons are or have been members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, employees or authorized representatives of the Company who have performed or are performing their duties under authorization from the Company, have acted honestly and diligently in the interests of the Company in compliance with the law, and there is no evidence establishing that such persons have breached their duties.

3. Indemnifiable costs shall include judgments, fines, amounts actually payable (including legal fees) or amounts reasonably incurred in resolving such matters to the extent permitted by law. The Company may purchase insurance for such persons to protect them against the indemnification liabilities referred to above.

XI. RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS

Article 45. Right to look up books and records

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

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

b) Shareholders or groups of shareholders owning 05% or more of the total ordinary shares are entitled to consider, look up and extract minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts, etc transactions must go through the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case the authorized representative of the shareholder and the group of shareholders requests to look up the books and dossiers, the power of attorney of the shareholder and the group of shareholders that such person represents or a notarized copy of this power of attorney must be enclosed.

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

books and other records of the Company for purposes related to their positions provided that such information must be kept confidential.

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

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

XII. EMPLOYEES AND TRADE UNIONS

Article 46. Workers and trade unions

1. The General Director shall make a plan for the Board of Directors to approve matters related to the recruitment and dismissal of employees, salaries, social insurance, welfare, commendation and discipline of employees and executives of enterprises.

2. The General Director shall make a plan for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with the standards, best management practices and policies, practices and policies specified in this Charter. the Company's regulations and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders shall decide on the amount and form of annual dividend payments from the Company's retained profits.

2. The Company shall not pay interest on any dividend payment or other payment relating to any class of shares.

3. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of the dividend in shares, and the Board of Directors shall be the body responsible for implementing such decision.

4. Where dividends or other payments relating to a class of shares are paid in cash, the Company shall make such payments in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. Where the Company has made a transfer in accordance with the bank details provided by the shareholder but such shareholder does not receive the payment, the Company shall not be liable for the amount transferred to such shareholder. Payment of dividends in respect of shares registered for trading on a Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision determining a specific record date for determining the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, notices or other documents.

6. Other matters relating to profit distribution shall be implemented in accordance with applicable laws.

XIV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME

Article 48. Bank Account

1. The Company shall open accounts at banks in Vietnam or at branches of foreign banks permitted to operate in Vietnam.

2. Subject to the prior approval of the competent authorities, where necessary, the Company may open bank accounts overseas in accordance with applicable laws.

3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts maintained at the banks where the Company has opened accounts.

Article 49. Fiscal Year

The Company's fiscal year shall commence on the first day of January of each year and end on the 31st day of December of the same year. The first fiscal year shall commence on the date of issuance of the Enterprise Registration Certificate and end on the 31st day of December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 50. Accounting regime

1. The accounting regime applied by the Company shall be the enterprise accounting regime or a specific accounting regime promulgated or approved by the competent authority.

2. The Company shall maintain its accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and relevant laws. Such records must be accurate, up-to-date and systematic, and must be sufficient to substantiate and explain the Company's transactions.

3. The Company's accounting currency shall be Vietnamese Dong. Where the Company has economic transactions arising primarily in a foreign currency, it may select such foreign currency as its accounting currency, shall be responsible for such selection before the law, and shall notify its directly managing tax authority thereof.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE RESPONSIBILITIES

Article 51. Annual Financial Statements

1. The Company must prepare annual financial statements, which must be audited in accordance with applicable laws. The Company shall disclose its audited annual financial statements in

accordance with the laws on information disclosure in the securities market and submit them to the competent state authorities.

2. The annual financial statements must include all reports, appendices and notes as prescribed by the laws on enterprise accounting. The annual financial statements must present a true and objective view of the Company's operating position..

Article 52. Annual Report

The company must prepare and publish an annual report in accordance with the provisions of the law on securities and securities market.

XVI. CORPORATE AUDIT

Article 53. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve the list of independent auditing firms and authorize the Board of Directors to decide to select one of these units to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Association. co-governance.

2. The audit report is attached to the Company's annual financial statements.

3. Independent auditors who audit the Company's financial statements may attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders and express opinions at the General Meeting on matters related to the audit of financial statements of the Company.

XVII. SEAL OF THE COMPANY

Article 54. Seal of the Company

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form and content of the Company's seal.

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

XVIII. COMPANY DISSOLUTION

Article 55. Dissolution of the company

1. The company may be dissolved in the following cases:

- a) The operation duration stated in this Charter expires without a decision on extension;
- b) According to resolutions or decisions of the General Meeting of Shareholders;
- c) The enterprise registration certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
- d) Other cases as prescribed by law.

2. The dissolution of the Company ahead of time (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 56. Extension of Operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 7 months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.

2. The operation duration shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders approves.

Article 57. Liquidation

1. At least 06 months before the end of the Company's operation term or after the decision on dissolution of the Company is issued, the Board of Directors must establish a Liquidation Board consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.

2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. Since that time, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.

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

- a) Liquidation expenses;
- b) Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;
- c) Tax debts;
- d) Other liabilities of the Company;
- e) The remainder after all debts from (a) to (d) above have been paid shall be divided among the shareholders. Preferred shares are prioritized for prepayment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal Dispute Resolution

1. In case of disputes and complaints related to the Company's operations, rights and obligations of shareholders as prescribed in the Law on Enterprises, this Charter, other legal provisions or agreements between:

- a) Shareholders with the Company;
- b) Shareholders with the Board of Directors, the Supervisory Board, the General Director or other executives;

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Supervisory Board to appoint an independent expert as a mediator for the dispute settlement process.

2. In case the mediation decision cannot be reached within 06 weeks from the start of the mediation process or if the decision of the mediator is not accepted by the parties, a party may take the dispute to arbitration or the Court.

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. The payment of the Court's costs shall be made in accordance with the Court's judgment.

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 59. This Charter

- 1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
- 2. In case there are provisions related to the Company's operation that are not mentioned in this Charter or in case there are new legal provisions different from the provisions in this Charter, such provisions shall be applied to regulate the Company's operation.

XXI. EFFECTIVE DATE

Article 60. Effective Date

- 1. This Charter consists of 21 sections, 60 articles which are updated, amended and supplemented and approved by the Board of Directors under the authorization of the 2026 Annual General Meeting of Shareholders No. 04/2026/NQ-ĐHDCD-DTG dated 27/03/2026, effective from 17/08/2026 and jointly approving the full validity of this Charter.
- 2. The Charter shall be made in 10 copies, of equal validity and must be kept at the Company's head office.
- 3. This Charter is unique and official to the Company.
- 4. Copies or extracts of this Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors or their legal representatives of the Company.

Note: This document has been translated from the Vietnamese original for reference purposes only. In the event of any discrepancy between this translated document and the Vietnamese original, the original shall prevail.
