



CHARTER

KIDO GROUP CORPORATION

Floor 3, Tower V5, Sunrise City South, No. 23 Nguyen Huu Tho, Tan Hung
Ward, Ho Chi Minh City, Vietnam

Tel: (084-28) 3827 0468 Fax: (084-28) 3827 0469

E-mail: CustomerService@kdc.vn

Website: www.kdc.vn



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PREAMBLE

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and documents guiding its implementation.
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and documents guiding its implementation.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1: Interpretation of terms

1. In this Charter, the following terms shall be construed as follows:
 - a) **“Company”** defined in this Charter is KIDO Group Corporation; the Company’s name in English is KIDO Group Corporation; and the abbreviated name is Kido Group;
 - b) **“KIDO Group Corporation”** is a parent company organized under the form of a joint stock company possessing independent legal status, acting as a center of power holding shares or contributed capital governing one or more other companies (subsidiaries), thereby holding the right to control such companies;
 - c) **“Subsidiary”** means Joint Stock Companies, Limited Liability Companies, etc., in which KIDO Group Corporation owns more than 50% of the share or another smaller ratio but which allows the parent company to legally control the business operations of the subsidiary;
 - d) **“Charter Capital”** means the total par value of shares sold or registered for purchase at the time of establishment of the Joint Stock Company and as prescribed in Article 6 of this Charter;
 - e) **“Voting Capital”** means the equity capital, whereby the owner has the right to vote on matters falling under the deciding authority of the General Meeting of Shareholders;
 - f) **“Law on Enterprises”** means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - g) **“Law on Securities”** means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - h) **“Vietnam”** means the Socialist Republic of Vietnam;

- i) **"Establishment Date"** means the date on which the Company was granted the Enterprise Registration Certificate (Business Registration Certificate and documents of equivalent validity) for the first time;
 - j) **"Enterprise Executive"** means the General Director, Deputy General Director, Chief Accountant, and other managerial titles appointed by the Board of Directors;
 - k) **"Enterprise Manager"** means the manager of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial titles in the Company approved by the Board of Directors from time to time;
 - l) **"Related Person"** means an individual or organization defined in Clause 46, Article 4 of the Law on Securities;
 - m) **"Shareholder"** means an individual or organization owning at least one (01) share of the Joint Stock Company;
 - n) **"Major Shareholder"** means a shareholder defined in Clause 18, Article 4 of the Law on Securities;
 - o) **"Duration of Operation"** means the duration of the Company's operation as prescribed in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company by resolution;
 - p) **"Stock Exchange"** means the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to one or more regulations or other documents shall include amendments, supplements, or replacement documents thereof.
 3. The headings (sections, chapters, articles of this Charter) are used for convenience of understanding and do not affect the content of this Charter.

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

Article 2: Name, form, head office, branches, representative offices, business locations, and duration of operation of the Company

1. Name of the Company:
 - Vietnamese Name: **CÔNG TY CỔ PHẦN TẬP ĐOÀN KIDO**
 - English Name : **KIDO GROUP CORPORATION**
 - Abbreviated Nam: **KIDO GROUP**
2. The Company is a joint stock company having legal entity status in accordance with the provisions of applicable Law.
3. Registered Head Office of the Company:

- Address : Floor 3, Tower V5, Sunrise City South, No. 23 Nguyen Huu Tho, Tan Hung Ward, Ho Chi Minh City, Vietnam.
 - Telephone : (084-28) 3827 0468 Fax: (084-28) 3827 0469
 - E-mail : CustomerService@kdc.vn Website : www.kdc.vn
4. The Company may establish branches and representative offices in the business area to implement the operational objectives of the Company in accordance with the decision of the Board of Directors and within the scope permitted by law.
 5. Unless terminated prior to the term pursuant to Article 54.2 or extended pursuant to Article 55 of this Charter, the duration of operation of the Company shall be indefinite.

Article 3: Legal Representative of the Company

1. The Company has one legal representative. The Chairperson of the Board of Directors is the legal representative of the Company.
2. The legal representative has the rights and obligations prescribed by the Law on Enterprises and relevant laws.

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

Article 4: Operational objectives of the Company

1. The business lines of the Company are:

No.	Name of Industry	Industry Code
1	Processing and preserving fruits and vegetables Detail: Processing agricultural food products (Not operating at the head office)	1030
2	Processing milk and dairy products (Not operating at the head office)	1050
3	Manufacture of starches and starch products (Not operating at the head office)	1062
4	Manufacture of bakery products from flour (Not operating at the head office)	1071
5	Manufacture of cocoa, chocolate, and sugar confectionery (Not operating at the head office)	1073
6	Manufacture of macaroni, noodles, couscous and similar farinaceous products (Not operating at the head office)	1074

7	Manufacture of prepared meals and dishes (Not operating at the head office)	1075
8	Manufacture of other food products not elsewhere classified (Not operating at the head office)	1079
9	Manufacture of soft drinks; production of mineral waters and other bottled waters (Not operating at the head office)	1105
10	Demolition	4311
11	Site preparation	4312
12	Electrical installation (Except for mechanical processing, waste recycling, electroplating at the head office)	4321
13	Plumbing, heat and air-conditioning installation (Except for mechanical processing, waste recycling, electroplating at the head office) (excluding installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioning, water cooling) utilizing R22 refrigerant in the seafood processing sector)	4322
14	Other construction installation	4329
15	Building completion and finishing	4330
16	Other specialized construction activities	4390
17	Wholesale of beverages (except for alcoholic beverages)	4633
18	Wholesale of fabrics, garments, and footwear	4641
19	Wholesale of other household goods (except for books, newspapers, magazines, pharmaceuticals)	4649
20	Wholesale of other machinery, equipment, and spare parts	4659
21	Wholesale of other construction materials and installation equipment	4673
22	Wholesale of food products (except for rice, cane sugar, beet sugar) (Not operating at the head office)	4632 (main)
23	Wholesale of other specialized products not elsewhere classified	4679
24	Non-specialized wholesale trade	4690
25	Retail sale of games and toys	4763

26	Restaurants and mobile food service activities	5610
27	Other financial service activities not elsewhere classified (Detail: Investment consultancy (except for financial, accounting, legal consultancy))	6619
28	Real estate activities with own or leased property	6810
29	Other amusement and recreation activities	9329

2. Operational Objectives

The operational objective of the Company is to continuously develop production, trading, and investment activities to bring maximum profit to Shareholders, enhance the value of the Company, and continuously improve the living standards, working conditions, and income for employees in the Company; simultaneously fulfilling the obligation of paying into the State budget.

Article 5: Scope of business and operations

The Company is permitted to conduct business activities in the industries prescribed in this Charter regarding which registration and notification of changes in registration content have been made with the business registration agency and published on the National Business Registration Portal and this Charter, in accordance with the provisions of applicable law, and to implement appropriate measures to achieve the objectives of the Company.

The Company may conduct business operations in other industries permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6: Charter Capital, shares, founding shareholders

1. The Charter Capital of the Company is **VND 2,898,063,160,000** (Two trillion, eight hundred ninety-eight billion, sixty-three million, one hundred sixty thousand Vietnamese Dong).

The total Charter Capital of the Company is divided into **289,806,316** (Two hundred eighty-nine million, eight hundred and six thousand, three hundred and sixteen) ordinary shares with a par value of VND 10,000.

2. The Company may change the Charter Capital when approved by the General Meeting of Shareholders and in accordance with the provisions of Law.
3. The shares of the Company on the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are prescribed in detail in Article 12 and Article 13 of this Charter.

4. The Company may issue other types of preference shares after receiving the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. Ordinary shares must be prioritized for offering to existing shareholders in proportion to their ownership ratio of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders; the number of shares not fully subscribed by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may purchase shares issued by the Company itself in the manners prescribed in this Charter and applicable law.
7. The Company may issue other types of securities in accordance with the provisions of law.

Article 7: Share certificates

1. Shareholders of the Company shall be granted share certificates corresponding to the number and type of shares owned.
2. A share certificate is a type of security certifying the lawful rights and interests of the owner with respect to a portion of the share capital of the issuing organization; the share certificate must contain full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within a period of 30 (thirty) days from the date of submitting a complete dossier requesting the transfer of share ownership in accordance with the regulations of the Company, or within a period of 2 (two) months from the date of full payment for the purchase of shares as prescribed in the share issuance plan of the Company (or another period according to the issuance terms), the owner of the shares shall be granted a share certificate. Shareholders owning shares do not have to pay the Company for the cost of printing share certificates.
4. In case a share certificate is lost, damaged, or destroyed in another form, the shareholder shall be re-issued the share certificate by the Company upon the request of such shareholder. The request of the shareholder must include the following contents:
 - a) Information on the share certificate that has been lost, damaged, or destroyed in another form;
 - b) Commitment to be responsible for 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 issued shall bear the signature of the legal representative and the seal of the Company, unless otherwise prescribed by the issuance terms and conditions.

Article 9: Transfer of shares

1. All shares may be freely transferred unless otherwise prescribed by this Charter and the law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of law on securities and the stock market.
2. Shares that have not been fully paid for shall not be transferred and shall not enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from owner's equity, the right to purchase new shares offered, and other rights in accordance with the provisions of law.

Article 10: Reclamation of shares (in case of enterprise establishment registration)

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request such shareholder to pay the remaining amount and be responsible corresponding to the total par value of shares registered for purchase regarding the financial obligations of the Company arising due to the failure to pay in full.
2. The payment notice mentioned above must clearly state the new payment deadline (minimum of 7 (seven) days from the date of sending the notice), the place of payment, and the notice must clearly state that in case of non-payment as requested, the number of shares not fully paid shall be reclaimed.
3. The Board of Directors has the right to reclaim shares not paid in full and on time in case the requirements in the notice mentioned above are not fulfilled.
4. Reclaimed shares shall be considered as shares authorized for offering prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or via authorization sell or redistribute under conditions and manners that the Board of Directors deems appropriate.
5. Shareholders holding reclaimed shares must relinquish shareholder status regarding such shares but must still be responsible corresponding to the total par value of shares registered for purchase regarding the financial obligations of the Company arising at the time of reclamation according to the decision of the Board of Directors from the date of reclamation until the date of payment implementation. The Board of Directors has full authority to decide on the enforcement of payment of the entire value of shares at the time of reclamation.
6. The reclamation notice shall be sent to the holder of reclaimed shares before the time of reclamation. The reclamation shall strictly remain valid even in case of errors or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11: Organizational structure, governance, and control

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

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

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12: Rights of Shareholders

1. Ordinary shareholders have the following rights:
 - a) To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative, attend and vote via online conference or implement electronic voting, remote voting, or other forms prescribed by the Company Charter and law. Each ordinary share carries one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To be prioritized in purchasing new shares corresponding to the ownership ratio of ordinary shares of each shareholder in the Company;
 - d) To freely transfer their shares to others, except for cases prescribed in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;
 - e) To examine, look up, and extract information about the names and contact addresses in the list of shareholders with voting rights; and request correction of their inaccurate information;
 - f) To examine, look up, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
 - g) When the Company is dissolved or bankrupt, to receive a portion of the remaining assets corresponding to the share ownership ratio at the Company;
 - h) To request the Company to redeem shares in cases prescribed in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same type gives the owning shareholder equal rights, obligations, and interests. In case the Company has

types of preference shares, the rights and obligations attached to the types of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

- j) To have full access to periodic information and extraordinary information disclosed by the Company in accordance with the provisions of law;
 - k) To have their lawful rights and interests protected; to propose 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 in accordance with the provisions of law and this Charter.
2. A Shareholder or a group of Shareholders holding from 5% (five percent) of the total number of ordinary shares or more has the following rights:
- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions in Clause 3, Article 115, and Article 140 of the Law on Enterprises;
 - b) To examine, look up, and extract the minute's books and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions subject to approval by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;
 - c) To request the Supervisory Board to inspect each specific issue related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal paper of the individual for shareholders being individuals; name, enterprise code or number of legal paper of the organization, head office address for shareholders being organizations; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and the ownership ratio in the total number of shares of the Company; issue to be inspected, purpose of inspection;
 - d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the quantity of each type of share of the shareholder, and the issue proposed to be included in the meeting agenda;
 - e) Other rights in accordance with the provisions of law and this Charter.
3. A Shareholder or a group of Shareholders holding from (five) 5% of the total number of ordinary shares or more has the right to nominate persons to the Board

of Directors and the Supervisory Board. The nomination of persons to the Board of Directors and the Supervisory Board shall be implemented as follows:

- f) Ordinary shareholders forming a group to nominate persons to the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders;
- g) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders prescribed in this Clause is entitled to nominate one or more persons according to the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders;

Article 13: Obligations of Shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to purchase;
2. Not to withdraw the capital contributed by ordinary shares from the Company in any form, except in cases where the shares are redeemed by the Company or others. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and related persons with interests in the Company must be jointly responsible for debts and other asset obligations of the Company within the scope of the value of shares withdrawn and the damages occurring;
3. To comply with the Company Charter and the Internal Management Regulations of the Company;
4. To abide by Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors;
5. To keep confidential information provided by the Company in accordance with the provisions of the Company Charter and law; only use the provided information to perform and protect their lawful rights and interests; strictly prohibited from distributing or copying, sending information provided by the Company to other organizations and individuals;
6. To attend the General Meeting of Shareholders and exercise the right to vote through the following forms:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another individual or organization to attend and vote at the meeting;

- c) Attending and voting via online conference, electronic voting, or other electronic forms;
 - d) Sending voting ballots to the meeting via mail, fax, email;
 - e) Sending voting ballots by other means as prescribed in the Company Charter.
7. To be personally responsible when acting in the name of the Company in any form to perform one of the following acts:
- (a) Violating the law;
 - (b) Conducting business and other transactions for personal gain or to serve the interests of other organizations and individuals;
 - (c) Paying undue debts prior to financial risks to the Company.
8. To fulfill other obligations in accordance with the provisions of applicable law.

Article 14: General Meeting of Shareholders

1. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within a period of four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders in necessary cases, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable location. The annual General Meeting of Shareholders decides on issues in accordance with the provisions of law and the Company Charter, especially adopting the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, conflicting opinions, or disclaimers, the Company must invite a representative of the approved audit organization performing the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the representative of the aforementioned approved audit organization is responsible for attending the annual General Meeting of Shareholders of the Company.
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 interests of the Company;
 - b) The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number of members prescribed by law;

- c) At the request of a shareholder or a group of shareholders prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, signed by relevant shareholders, or the written request may be made in multiple copies and gather sufficient 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 General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is as prescribed in Point b, Clause 3 of this Article or receiving the request prescribed in Point c and Point d, Clause 3 of this Article.
 - b) In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening 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 General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article has the right to request the Company representative to convene the General Meeting of Shareholders as prescribed in the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Agency to supervise the order and procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include costs incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
 - d) Procedures for organizing the General Meeting of Shareholders shall be in accordance with 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 has the following rights and obligations:
 - a) To approve the development orientation of the Company;

- b) To decide on the types of shares and the total number of shares of each type authorized to be offered; To decide on the annual dividend rate for each type of share;
 - c) To elect, relieve from duty, and dismiss members of the Board of Directors and members of the Supervisory Board;
 - d) To decide on investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company;
 - e) To decide on amendments and supplements to the Company Charter;
 - f) To approve annual financial statements;
 - g) To decide on the redemption of more than 10% of the total number of sold shares of each type;
 - h) To consider and handle violations of members of the Board of Directors and members of the Supervisory Board causing damage to the Company and the Company's shareholders;
 - i) To decide on the reorganization and 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 Supervisory Board;
 - k) To approve the Internal Governance Regulations; Regulations on operation of the Board of Directors and the Supervisory Board;
 - l) To approve the list of approved audit companies; to decide on an approved audit company to inspect the Company's operations, to dismiss approved auditors when deemed necessary;
 - m) Other rights and obligations prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following issues:
- a) Annual business plan of the Company;
 - b) Annual audited financial statements;
 - c) Report of the Board of Directors on governance and operational results of the Board of Directors and each member of the Board of Directors; in case the company operates under the model prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises, independent members of the Board of Directors are responsible for reporting at the annual General Meeting of Shareholders in accordance with Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;
 - d) Report of the Supervisory Board on the business results of the Company, operational results of the Board of Directors and the General Director;

- e) Self-evaluation report on operational results of the Supervisory Board and members of the Supervisory Board;
 - f) Dividend rate for each share of each type;
 - g) Number of members of the Board of Directors and the Supervisory Board;
 - h) Election, relief from duty, and dismissal of members of the Board of Directors and members of the Supervisory Board;
 - i) Decision on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j) Approval of the list of approved audit companies; decision on an approved audit company to inspect the company's operations when deemed necessary;
 - k) Supplementation and amendment of the Company Charter;
 - l) Type of shares and number of new shares to be issued for each type of share;
 - m) Division, separation, consolidation, merger, or conversion of the Company;
 - n) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
 - o) Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent Financial Statements of the Company;
 - p) Decision on redemption of more than 10% of the total number of sold shares of each type;
 - q) The Company signing contracts and transactions with subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;
 - r) Approval of transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;
 - s) Approval of Internal Regulations on corporate governance, Regulations on operation of the Board of Directors, Regulations on operation of the Supervisory Board;
 - t) Other issues in accordance with the provisions of law and this Charter.
3. All resolutions and issues included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16: Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of shareholders being organizations may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization for individuals or organizations to represent in attending the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

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

3. The vote of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs, except for the case where:
 - a) The authorizer has died, has limited civil act capacity, or has lost civil act capacity;
 - b) The authorizer has cancelled the appointment of authorization;
 - c) The authorizer has cancelled the authority of the person implementing the authorization.

This clause does not apply in case the Company receives a 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: Change of rights

1. The change or cancellation of special rights attached to a type of preference share takes effect when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A Resolution of the General Meeting of Shareholders on contents adversely changing the rights and obligations of shareholders owning preference shares shall only be adopted if approved by shareholders of the same type of preference shares attending the meeting owning 75% or more of the total preference shares of that type, or approved by shareholders of the same type of preference shares owning 75% or more of the total preference shares of that type in case of adopting the resolution in the form of collecting written opinions.

2. The organization of a meeting of shareholders holding a type of preference share to approve the change of rights mentioned above is only valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as mentioned above, the meeting shall be reorganized within the next 30 days and those holding shares of that type (regardless of the number of people and number of shares) present directly or through authorized representatives are considered sufficient number of required delegates. At meetings of shareholders holding preference shares mentioned above, those holding shares of that type present directly or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the meetings mentioned above.
3. Procedures for conducting such separate meetings are implemented similarly to the regulations in Articles 19, 20, and 21 of this Charter.
4. Unless the share issuance terms prescribe otherwise, special rights attached to types of preference shares regarding some or all issues related 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, agenda, and notice of the General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders according to the cases prescribed 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 at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no more than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;
 - b) Prepare the agenda and content of the meeting;
 - c) Prepare documents for the meeting;
 - d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;
 - e) Determine the time and location of the meeting;
 - f) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - g) Other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders is sent to all shareholders by a method ensuring it reaches the contact address of the shareholder, ensuring simultaneous publication on the website of the Company and the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of invitation to all shareholders in the List of shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (calculated from the date the notice is sent or forwarded validly). The agenda of the General Meeting of Shareholders and documents related to issues to be voted on at the meeting are sent to shareholders and/or posted on the Company's website. In case documents are not attached to the notice of the General Meeting of Shareholders, the notice of invitation must clearly state the link to the entire meeting documents so that shareholders can access them, including:
 - a) Meeting agenda, documents used in the meeting;
 - b) List and detailed information of candidates in case of electing members of the Board of Directors, members of the Supervisory Board;
 - c) Voting ballots;
 - d) Draft resolution for each issue in the meeting agenda.
4. A Shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the quantity of each type of share of the shareholder, and the issue proposed to be included in the meeting agenda.
5. The convener of the General Meeting of Shareholders has the right to refuse the proposal prescribed in Clause 4 of this Article if falling into one of the following cases:
 - a) The proposal is sent not in accordance with Clause 4 of this Article;
 - b) At the time of proposal, the shareholder or group of shareholders does not hold sufficient 5% of ordinary shares or more as prescribed in Clause 2, Article 12 of this Charter;
 - c) The proposed issue does not fall within the deciding authority of the General Meeting of Shareholders;
 - d) Other cases in accordance with the provisions of law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4 of this Article in the expected agenda and content of the meeting, except for cases prescribed in Clause 5 of this Article; the proposal

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

Article 19: Conditions for conducting the General Meeting of Shareholders

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

Article 20: Procedures for conducting the meeting and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must perform registration until all shareholders entitled to attend the meeting present have registered according to the following order:
 - a) When conducting shareholder registration, the Company grants each shareholder or authorized representative with voting rights a voting card, stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of that shareholder. The General Meeting of Shareholders discusses and votes on each issue in the agenda content. Voting is conducted by voting for, against, and abstain. At the Meeting, cards voting for the resolution are collected first, cards voting against the resolution are collected later, and finally, the total number of votes for or against is counted to make a decision. The vote counting result is announced by the Chairperson immediately before closing the meeting. The Meeting elects persons responsible for vote counting or supervising vote counting at the proposal of the Chairperson. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;
 - b) Shareholders, authorized representatives of shareholders being organizations, or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to

participate and vote at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late shareholders to register, and the validity of contents voted on previously remains unchanged.

2. The election of the chairperson, secretary, and vote counting committee is prescribed as follows:
 - a) The Chairperson of the Board of Directors acts as the chairperson or authorizes another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily loses the ability to work, the remaining members of the Board of Directors elect one person among them to act as the chairperson of the meeting according to the majority principle. In case a chairperson cannot be elected, the Head of the Supervisory Board directs the General Meeting of Shareholders to elect the chairperson of the meeting among the attendees, and the person with the highest number of votes acts as the chairperson of the meeting;
 - b) Except for the case prescribed in Point a of this Clause, the person signing to convene the General Meeting of Shareholders directs the General Meeting of Shareholders to elect the chairperson of the meeting, and the person with the highest number of votes acts as the chairperson of the meeting;
 - c) The Chairperson appoints one or several persons to act as the secretary of the meeting;
 - d) The General Meeting of Shareholders elects one or several persons to the vote counting committee at the proposal of the chairperson of the meeting.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must define clearly and in detail the time for each issue in the meeting agenda content.
4. The Chairperson of the meeting has the right to implement necessary and reasonable measures to direct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.
 - a) Arranging seating at the location of the General Meeting of Shareholders;
 - b) Ensuring safety for everyone present at the meeting locations;
 - c) Creating conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full authority to change the measures mentioned above and apply all necessary

measures. Applied measures may be issuing entry passes or using other selection forms.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda content. Voting is conducted by voting for, against, and abstain. The vote counting result is announced by the chairperson immediately before closing the meeting.
6. Shareholders or authorized persons attending the meeting arriving after the meeting has opened may still register and have the right to participate in voting immediately after registration; in this case, the validity of contents voted on previously remains unchanged.
7. The convener or chairperson of the General Meeting of Shareholders has the following rights:
 - a) To request all attendees to undergo inspection or other lawful, reasonable security measures;
 - b) To request the competent authority to maintain order at the meeting; to expel those who do not comply with the executive right of the chairperson, intentionally disturb order, prevent the normal progress of the meeting, or do not comply with security inspection requirements from the General Meeting of Shareholders.
8. The Chairperson has the right to postpone the General Meeting of Shareholders that has sufficient registered attendees for a maximum of not more than 03 working days from the scheduled opening date of the meeting and may only postpone the meeting or change the meeting location in the following cases:
 - a) The meeting location does not have enough convenient seating for all attendees;
 - b) Information facilities at the meeting location do not ensure shareholders attending can participate, discuss, and vote;
 - c) There is an attendee obstructing, disturbing order, with a risk of causing the meeting not to be conducted fairly and lawfully.
9. In case the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions in Clause 8 of this Article, the General Meeting of Shareholders elects another person among the attendees to replace the chairperson to direct the meeting until the end; all resolutions adopted at that meeting are effective for implementation.
10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of

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

The order and procedures for the General Meeting of Shareholders by online conference form are specifically prescribed in the Internal Regulations on corporate governance.

Article 21: Conditions for Resolutions of the General Meeting of Shareholders to be adopted

1. Resolutions on the following contents shall be adopted if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting, except for cases prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:
 - a) Types of shares and total number of shares of each type;
 - b) Change of business lines and sectors;
 - c) Change of organizational management structure of the Company;
 - d) Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company;
 - e) Reorganization, dissolution of the Company.
2. Resolutions are adopted when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending the meeting, except for cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are lawful and effective even if the order, procedures for convening the meeting, and adopting that resolution violate regulations of the Law on Enterprises and the Company Charter.

Article 22: Authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders

Authority and procedures for collecting written opinions of shareholders to adopt Resolutions of the General Meeting of Shareholders are implemented according to the following regulations:

1. The Board of Directors has the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, except for cases prescribed in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare opinion collection forms, draft resolutions of the General Meeting of Shareholders, and documents explaining the draft resolutions and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the opinion collection forms. The

requirements and method of sending opinion collection forms and attached documents are implemented as prescribed in Clause 3, Article 18 of this Charter.

3. The opinion collection form must contain the following main contents:
 - a) Name, head office address, enterprise code;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, number of legal paper of the individual for shareholders being individuals; name, enterprise code or number of legal paper of the organization, head office address for shareholders being organizations or full name, contact address, nationality, number of legal paper of the individual for representatives of shareholders being organizations; Quantity of shares of each type and number of votes of the shareholder;
 - d) Issue needing opinion collection to adopt a decision;
 - e) Voting options including for, against, and abstain for each issue collected for opinion;
 - f) Deadline for sending the answered opinion collection form back to the Company;
 - g) Full name, signature of the Chairperson of the Board of Directors.
4. Shareholders may send answered opinion collection forms to the Company by mail, fax, or email according to the following regulations:
 - a) In case of sending by mail, the answered opinion collection form must bear the signature of the shareholder being an individual, of the authorized representative or legal representative of the shareholder being an organization. The opinion collection form sent to the Company must be contained in a sealed envelope and no one is entitled to open it before vote counting;
 - b) In case of sending by fax or email, the opinion collection form sent to the Company must be kept confidential until the time of vote counting.
 - c) Opinion collection forms sent to the Company after the deadline defined in the content of the opinion collection form or opened in case of sending by mail and disclosed in case of sending by fax, email are invalid. Opinion collection forms not sent back are considered as non-voting ballots.
5. The Board of Directors counts the votes and prepares minutes of vote counting under the supervision of the Supervisory Board or a shareholder not holding a management position in the Company. The minutes of vote counting must contain the following main contents:
 - a) Name, head office address, enterprise code;
 - b) Purpose and issues needing opinion collection to adopt a resolution;

- c) Number of shareholders with total number of votes participating in voting, distinguishing valid votes and invalid votes and the method of sending voting ballots, accompanied by an appendix of the list of shareholders participating in voting;
- d) Total number of votes for, against, and abstain for each issue;
- e) Issues adopted and the corresponding adoption ratio;
- f) Full name, signature of the Chairperson of the Board of Directors, vote counter, and vote counting supervisor.

Members of the Board of Directors, the vote counter, and the vote counting supervisor must be jointly responsible for the honesty and accuracy of the minutes of vote counting; jointly responsible for damages arising from decisions adopted due to dishonest, inaccurate vote counting;

- 6. The minutes of vote counting and resolution must be sent to shareholders within 15 days from the date of ending vote counting. Sending the minutes of vote counting and resolution may be replaced by posting on the Company's website within 24 hours from the time of ending vote counting.
- 7. Answered opinion collection forms, minutes of vote counting, adopted resolutions, and related documents sent with the opinion collection forms must be archived at the head office of the Company;
- 8. Resolutions adopted in the form of collecting written opinions of shareholders if approved by shareholders owning more than 50% of the total voting shares of all shareholders with voting rights are valid as resolutions adopted at the General Meeting of Shareholders.

Article 23: Resolutions, Minutes of the General Meeting of Shareholders

- 1. The General Meeting of Shareholders must be recorded in minutes and may be recorded by audio or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and contain the following main contents:
 - a) Name, head office address, enterprise code;
 - b) Time and location of the General Meeting of Shareholders;
 - c) Meeting agenda and content;
 - d) Full name of the chairperson and secretary;
 - e) Summary of the meeting proceedings and opinions spoken at the General Meeting of Shareholders regarding each issue in the meeting agenda;
 - f) Number of shareholders and total number of voting shares of attending shareholders, appendix of the list of registered shareholders, shareholder representatives attending with corresponding number of shares and votes;

- g) Total number of votes for each voting issue, clearly stating the voting method, total valid votes, invalid votes, votes for, against, and abstain; corresponding ratio on the total number of votes of attending shareholders;
 - h) Issues adopted and corresponding voting adoption ratio;
 - i) Full name and signature of the chairperson and secretary. In case the chairperson, secretary refuses to sign the meeting minutes, such minutes are effective if signed by all other members of the Board of Directors attending the meeting and containing full contents as prescribed in this Clause. The meeting minutes clearly state the refusal of the chairperson, secretary to sign the meeting minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before ending the meeting. The chairperson and secretary of the meeting or others signing the meeting minutes must be jointly responsible for the honesty and accuracy of the minutes' content.
 3. Minutes prepared in Vietnamese and a foreign language have equal legal validity. In case of discrepancies in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall apply.
 4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of the list of registered shareholders attending with signatures of shareholders, authorization documents to attend the meeting, all documents attached to the Minutes (if any), and relevant documents attached to the notice of invitation must be archived at the head office of the Company.

Resolutions and Minutes of the General Meeting of Shareholders, documents attached in the minutes, resolutions (if any) must be disclosed in accordance with the law on information disclosure on the stock market.

Article 24: Request for cancellation of Resolutions of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or minutes of vote counting results of collecting opinions of the General Meeting of Shareholders, a shareholder or group of shareholders prescribed in Clause 2, Article 115 of the Law on Enterprises has the right to request the Court or Arbitration to consider, cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order, procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the regulations of the Law on Enterprises and the Company Charter, except for cases prescribed in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

VII. BOARD OF DIRECTORS

Article 25: Candidacy, nomination of members of the Board of Directors

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment regarding the honesty and accuracy of the disclosed personal information and must commit to perform duties honestly, prudently, and for the highest interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors disclosed includes:
 - a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Work history;
 - d) Other managerial titles (including Board of Directors titles of other companies);
 - e) Interests related to the Company and related parties of the Company;
 - f) Other information (if any) as prescribed in the Company Charter;
 - g) Public companies are responsible for disclosing information about companies in which the candidate holds the position of member of the Board of Directors, other managerial titles, and interests related to the company of the candidate for the Board of Directors (if any).
2. Shareholders or groups of shareholders holding from 5% of the total ordinary shares or more have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter.

Shareholders or groups of shareholders holding:

 - from 5% to under 10% of total voting shares for a continuous period of at least six months may nominate one member;
 - from 10% to under 30% may nominate two members;
 - from 30% to under 50% may nominate three members;
 - from 50% to under 65% may nominate four members and if from 65% or more may nominate the full number of candidates.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient according to the regulations in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may introduce additional candidates or organize nomination according to the Company Charter, Internal Regulations on corporate governance, and Regulations on operation of the Board of Directors. The introduction of additional candidates by the incumbent

Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Company Charter.

Article 26: Composition and term of members of the Board of Directors

1. The number of members of the Board of Directors is at least 5 (five) persons and at most 11 (eleven) persons.
2. The term of a member of the Board of Directors shall not exceed 05 years and may be re-elected with an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors finish their term at the same time, such members continue to be members of the Board of Directors until new members are 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 Board of Directors of a public company must ensure at least 1/3 of the total members of the Board of Directors are non-executive members. The Company minimizes members of the Board of Directors concurrently holding executive titles of the Company to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must ensure the following regulations:

- a) Have at least 01 independent member in case the company has from 03 to 05 Board members;
 - b) Have at least 02 independent members in case the company has from 06 to 08 Board members;
 - c) Have at least 03 independent members in case the company has from 09 to 11 Board members.
4. A member of the Board of Directors loses the status of member of the Board of Directors in case of being relieved from duty, dismissed, or replaced 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 stock market.
 6. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

Article 27: Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority to act in the name of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.
2. Rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
 - a. To decide on the strategy, medium-term development plan, and annual business plan of the Company and Subsidiaries;
 - b. To recommend the type of shares and total number of shares authorized to be offered for each type;
 - c. To decide on selling unsold shares within the scope of shares authorized to be offered for each type; to decide on raising additional capital in other forms;
 - d. To decide on the selling price of shares and bonds of the Company and Subsidiaries;
 - e. To decide on share redemption as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
 - f. To decide on investment plans and investment projects within the authority and limits prescribed by law;
 - g. To decide on market development, marketing, and technology solutions;
 - h. To approve purchase, sale, borrowing, lending contracts and other contracts, transactions valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company and contracts, transactions falling under the deciding authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
 - i. To elect, relieve from duty, dismiss the Chairperson of the Board of Directors; appoint, relieve from duty, sign contracts, terminate contracts with the General Director and other important managers prescribed by the Company Charter; decide on salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, decide on the remuneration and other rights of such persons;
 - j. To supervise and direct the General Director and other managers in running the daily business of the Company and Subsidiaries;

- k. To decide on the organizational structure, internal management regulations of the Company and Subsidiaries, decide on the establishment of subsidiaries, branches, representative offices, and capital contribution, share purchase of other enterprises;
 - l. To approve the agenda, document content serving the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions for the General Meeting of Shareholders to adopt resolutions;
 - m. To submit annual audited financial statements to the General Meeting of Shareholders;
 - n. To recommend the dividend rate to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during business;
 - o. To recommend reorganization, dissolution of the Company; request bankruptcy of the Company;
 - p. To decide on promulgating Regulations on operation of the Board of Directors, Internal Regulations on corporate governance after being approved by the General Meeting of Shareholders; Regulations on information disclosure of the company;
 - q. Other rights and obligations in accordance with the Law on Enterprises, Law on Securities, other provisions of law, and the Company Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the operational results of the Board of Directors as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

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

- 1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.
- 2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated according to the necessary working days to complete the tasks of the member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member on the principle of unanimity. The total remuneration and bonus level of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.
- 3. The remuneration of each member of the Board of Directors is included in the business expenses of the Company in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working at sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum wage for each time, salary, commission, percentage of profit, or in other forms decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have had to pay when performing their responsibilities as members of the Board of Directors, including expenses arising in attending meetings of the General Meeting of Shareholders, Board of Directors, or sub-committees of the Board of Directors.
6. Members of the Board of Directors may be purchased liability insurance by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for liabilities of members of the Board of Directors related to violations of the law and the Company Charter.

Article 29: Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors is elected, relieved from duty, and dismissed by the Board of Directors among the members of the Board of Directors.
2. The Chairperson of the Board of Directors shall not concurrently be the General Director.
3. The Chairperson of the Board of Directors has the following rights and obligations:
 - a) To prepare programs and operational plans of the Board of Directors;
 - b) To prepare the agenda, content, and documents serving the meeting; convene, preside over, and act as chairperson of the Board of Directors meeting;
 - c) To organize the adoption of resolutions and decisions of the Board of Directors;
 - d) To supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
 - e) To chair the General Meeting of Shareholders;
 - f) To decide on issues related to the daily business of the Company and Subsidiaries not falling under the authority of the Board of Directors;
 - g) Other rights and obligations under the Law on Enterprises and the Company Charter.
4. In case the Chairperson of the Board of Directors submits a resignation letter or is relieved from duty or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or being relieved from duty or dismissed.

5. In case 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 perform the rights and obligations of the Chairperson of the Board of Directors. In case there is no authorized person or the Chairperson of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification establishment, compulsory education establishment, flees from the place of residence, has limited or lost civil act capacity, has difficulty in cognition and behavior control, is prohibited by the Court from holding positions, practicing or doing certain jobs, the remaining members elect one person among the members to hold the position of Chairperson of the Board of Directors according to the principle of majority of remaining members agreeing until there is a new decision of the Board of Directors.

Article 30: Meetings of the Board of Directors

1. The Chairperson of the Board of Directors is elected in the first meeting of the Board of Directors within 07 working days from the date of ending the election of that Board of Directors. This meeting is convened and presided over by the member with the highest number of votes or highest vote ratio. In case there is more than one member with the highest and equal number of votes or vote ratio, the members elect according to the majority principle to choose 01 person among them to convene the Board of Directors meeting.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairperson of the Board of Directors convenes a Board of Directors meeting in the following cases:
 - a) Upon request of the Supervisory Board or independent members of the Board of Directors;
 - b) Upon request of the General Director or at least 05 other managers;
 - c) Upon request of at least 02 members of the Board of Directors.
4. The request prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.
5. The Chairperson of the Board of Directors must convene a Board of Directors meeting within 07 working days from the date of receiving the request prescribed in Clause 3 of this Article. In case of failing to convene a Board of Directors meeting upon request, the Chairperson of the Board of Directors must be responsible for damages occurring to the Company; the requester has the right to replace the Chairperson of the Board of Directors to convene the Board of Directors meeting.
6. The Chairperson of the Board of Directors or the convener of the Board of Directors meeting must send a notice of invitation no later than 03 working days before the meeting date. The notice of invitation must specify the time and location of the

meeting, agenda, issues to be discussed and decided. The notice of invitation must be accompanied by documents used at the meeting and voting ballots of members.

The notice of invitation to the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed by the Company Charter and ensured to reach the contact address of each member of the Board of Directors registered at the Company.

7. The Chairperson of the Board of Directors or the convener sends the notice of invitation and accompanying documents to members of the Supervisory Board similarly to members of the Board of Directors.

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

8. The Board of Directors meeting is conducted when there are 3/4 (three-quarters) or more of the total members attending. In case the meeting convened according to this Clause does not have enough attending members as prescribed, it shall be convened for the second time within 07 days from the scheduled date of the first meeting. In this case, the meeting is conducted if there are more than half of the members of the Board of Directors attending.

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) Authorizing another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax, email;
- e) Sending voting ballots by other means.

10. In case of sending voting ballots to the meeting via mail, the voting ballot must be contained in a sealed envelope and must be delivered to the Chairperson of the Board of Directors no later than 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

11. Members must fully attend Board of Directors meetings. Members may authorize another person to attend the meeting and vote if approved by the majority of members of the Board of Directors.

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

Article 31: Sub-committees under the Board of Directors

1. The Board of Directors may establish sub-committees under it to be in charge of development policy, personnel, remuneration, internal audit, risk management. The number of members of the sub-committee is decided by the Board of Directors with a minimum of 03 persons including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should occupy the majority in the sub-committee and one of these members is appointed as Head of the sub-committee according to the decision of the Board of Directors. Activities of the sub-committee must comply with regulations of the Board of Directors. Resolutions of the sub-committee are only effective when the majority of members attend and vote to approve at the sub-committee meeting.
2. The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors must be in accordance with current legal regulations and regulations in the Company Charter, 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 corporate governance work 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 shall not simultaneously work for the approved audit organization performing the audit of the Company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
 - a) To advise the Board of Directors in organizing the General Meeting of Shareholders according to regulations and related work between the Company and shareholders;
 - b) To prepare meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders at the request of the Board of Directors or Supervisory Board;
 - c) To advise on procedures of meetings;
 - d) To attend meetings;
 - e) To advise on procedures for preparing resolutions of the Board of Directors in accordance with the provisions of law;
 - f) To provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;

- g) To supervise and report to the Board of Directors on information disclosure activities of the Company;
- h) To be the contact point with parties with related interests;
- i) To keep information confidential according to provisions of law and the Company Charter;
- j) Other rights and obligations according to provisions of law and the Company Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33: Organization of management apparatus

The management system of the Company must ensure the management apparatus is responsible 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 titles appointed by the Board of Directors. The appointment, relief from duty, dismissal of the above titles must be approved by resolution, decision of the Board of Directors.

Article 34: Executives of the Company

1. Executives of the Company include the General Director, Deputy General Directors, Chief Accountant, and other executives according to the Company Charter.
2. Upon the proposal of the General Director and approval of the Board of Directors, the Company is allowed to recruit other executives with quantities and standards suitable to the structure and management regulations of the Company prescribed by the Board of Directors.
3. Enterprise executives must be responsible for supporting the Company to achieve the set objectives in operations and organization.
4. The General Director is paid salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors. The salary of executives is included in the business expenses of the Company in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35: Appointment, relief from duty, duties and powers of the General Director

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person to act as General Director.
2. The General Director is the person running the daily business of the Company; subject to the supervision of the Board of Directors; responsible before the Board

of Directors and before the law for the implementation of assigned rights and obligations.

3. The term of the General Director shall not exceed 05 years and may be re-appointed with an unlimited number of terms. The General Director must meet standards and conditions according to provisions of law and the Company Charter.
4. The General Director has the following rights and obligations:
 - a) To decide on issues related to the daily business of the Company and Subsidiaries not falling under the authority of the Board of Directors;
 - b) To organize the implementation of resolutions and decisions of the Board of Directors;
 - c) To organize the implementation of business plans and investment plans of the Company;
 - d) To propose measures to improve the operation and management of the Company;
 - e) To recommend the organizational structure plan, internal management regulations of the Company.
 - f) To appoint, relieve from duty, dismiss managerial titles in the Company, except for titles falling under the authority of the Board of Directors;
 - g) To decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
 - h) To recruit employees;
 - i) To recommend plans for paying dividends or handling losses in business;
 - j) Other rights and obligations according to provisions of law, the Company Charter, and resolutions, decisions of the Board of Directors.
5. The Board of Directors may relieve the General Director from duty when the majority of members of the Board of Directors with voting rights attending the meeting approve and appoint a new General Director for replacement.

IX. SUPERVISORY BOARD

Article 36: Candidacy, nomination of members of the Supervisory Board (Supervisors)

1. The candidacy and nomination of members of the Supervisory Board are implemented similarly to the regulations in Clause 1, Clause 2, Article 25 of this Charter.
2. In case the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nomination according to the Company Charter, Internal Regulations on corporate governance, and Regulations on operation of

the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

Article 37: 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 a member of the Supervisory Board shall not exceed 05 years and may be re-elected with an unlimited number of terms.
2. Thành viên Ban kiểm soát phải đáp ứng các tiêu chuẩn và điều kiện theo quy định tại Điều 169 Luật Doanh nghiệp và không thuộc các trường hợp sau:
 - a) Working in the accounting, finance department of the Company;
 - b) Being a member or employee of an independent audit company performing the audit of financial statements of the company in the 03 preceding years.
3. A member of the Supervisory Board is relieved from duty in the following cases:
 - a) No longer meeting the standards and conditions to be a member of the Supervisory Board as prescribed in Clause 2 of this Article;
 - b) Submitting a resignation letter and being approved.
4. A member of the Supervisory Board is dismissed in the following cases:
 - a) Failing to complete assigned tasks and work;
 - b) Not performing their rights and obligations for 06 consecutive months, except in force majeure case;
 - c) Repeatedly violating, seriously violating obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Company Charter;
 - d) Other cases according to the resolution of the General Meeting of Shareholders.

Article 38: Head of the Supervisory Board

1. The Head of the Supervisory Board is elected by the Supervisory Board among the members of the Supervisory Board; the election, relief from duty, dismissal is based on the majority principle. 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 degree or higher in one of the majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.
2. Rights and obligations of the Head of the Supervisory Board:
 - a) To convene meetings of the Supervisory Board;

- b) To request the Board of Directors, General Director, and other executives to provide relevant information to report to the Supervisory Board.
- c) To prepare and sign reports of the Supervisory Board after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

Article 39: Rights and obligations of the Supervisory Board

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

1. To propose and recommend the General Meeting of Shareholders to approve the list of approved audit organizations to perform the audit of the Financial Statements of the Company; to decide on the approved audit organization to perform inspection of the Company's operations, dismiss approved auditors when deemed necessary;
2. To be responsible to shareholders for its supervision activities;
3. To supervise the financial situation of the Company, compliance with the law in activities of members of the Board of Directors, General Director, other managers;
4. To ensure coordination of activities with the Board of Directors, General Director, and shareholders;
5. In case of detecting acts of violating the law or violating the Company Charter by members of the Board of Directors, General Director, and other executives of the enterprise, the Supervisory Board must notify in writing to the Board of Directors within 48 hours, requesting the person with the violating act to stop the violation and have solutions to remedy consequences;
6. To develop Regulations on operation of the Supervisory Board and submit to the General Meeting of Shareholders for approval;
7. To report at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;
8. To have the right to access files and documents of the Company stored at the head office, branches, and other locations; to have the right to visit the workplace of managers and employees of the Company during working hours;
9. To have the right to request the Board of Directors, members of the Board of Directors, General Director, and other managers to provide full, accurate, timely information and documents regarding management, administration, and business operations of the Company;
10. Other rights and obligations in accordance with the provisions of law and this Charter.

Article 40: Meetings of the Supervisory Board

1. The Supervisory Board must meet at least 02 times a year, the number of members attending the meeting is at least 2/3 of the members of the Supervisory Board. Minutes of the Supervisory Board meeting are prepared in detail and clearly. The minute's recorder and members of the Supervisory Board attending the meeting must sign the meeting minutes. Minutes of Supervisory Board meetings must be archived to determine the responsibility of each member of the Supervisory Board;
2. The Supervisory Board has the right to request members of the Board of Directors, General Director, and representatives of the approved audit organization to attend and answer issues needing clarification.

Article 41: Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board

Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board are implemented according to the following regulations:

1. Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total level of salaries, remuneration, bonuses, other benefits, and annual operating budget of the Supervisory Board;
2. Members of the Supervisory Board are reimbursed for expenses for meals, accommodation, travel, expenses for using independent consulting services at a reasonable level. The total level of remuneration and these expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise;
3. Salaries and operating expenses of the Supervisory Board are included in the business expenses of the Company in accordance with the law on corporate income tax, other relevant provisions of law, and must be established as a separate item in the annual financial statements of the Company.

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 Director, and other executives are responsible for performing their duties, including duties as members of sub-committees of the Board of Directors, honestly and prudently for the interests of the Company.

Article 42: Responsibility of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, General Director, and other managers must disclose related interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers, and related persons of these members may only use information obtained by virtue of their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, General Director, and other managers have the obligation to notify in writing to the Board of Directors, Supervisory Board of transactions between the Company, subsidiaries, other companies in which the Company holds control of more than 50% or more of charter capital with precisely that subject or with related persons of that subject as prescribed by law. For the above transactions approved by the General Meeting of Shareholders or Board of Directors, the Company must perform information disclosure regarding these resolutions in accordance with securities law on information disclosure.
4. Members of the Board of Directors shall not vote on transactions bringing benefits to that member or related persons of that member as prescribed by the Law on Enterprises and Company Charter.
5. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers, and related persons of these subjects shall not use or disclose internal information to others to perform related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, General Director, other executives, and related individuals, organizations of these subjects are not invalid in the following cases:
 - a. For transactions valued at less than or equal to 20% of the total asset value recorded in the most recent financial statements, important contents of the contract or transaction as well as relationships and interests of members of the Board of Directors, members of the Supervisory Board, General Director, other executives have been reported to the Board of Directors and approved by the Board of Directors by the majority of votes of members of the Board of Directors without related interests;
 - b. For transactions valued at greater than 20% or transactions leading to transaction value arising within 12 months from the date of the first transaction having a value of 20% or more of the total asset value recorded in the most recent financial statements, important contents of this transaction as well as relationships and interests of members of the Board of Directors, members of the Supervisory Board, General Director, other executives have been disclosed to shareholders and approved by the

General Meeting of Shareholders by voting of shareholders without related interests.

Article 43: Responsibility for damages and compensation

1. Members of the Board of Directors, members of the Supervisory Board, General Director, and other executives violating obligations, responsibility of honesty and prudence, failing to complete their obligations must be responsible for damages caused by their violating acts.
2. The Company compensates persons who have been, are, or may become a related party in complaints, lawsuits, prosecutions (including civil, administrative cases and not lawsuits where the Company is the plaintiff) if that person has been or is a member of the Board of Directors, member of the Supervisory Board, General Director, other executive, employee, or representative authorized by the Company who has been or is performing tasks under the authorization of the Company, acting honestly, prudently for the interests of the Company on the basis of compliance with the law and there is no evidence confirming that the person has violated their responsibilities.
3. Compensation costs include judgment costs, fines, amounts payable arising in reality (including attorney fees) when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the compensation responsibilities mentioned above.

XI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 44: Right to inspect books and records

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:
 - a) Ordinary shareholders have the right to examine, look up, and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; examine, look up, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders owning from 5% of the total ordinary shares or more have the right to examine, look up, extract the minutes books and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to approval by the Board of Directors, and other documents, except for documents related to trade secrets, business secrets of the Company.

2. In case an authorized representative of a shareholder and group of shareholders requests to inspect books and records, it must be accompanied by the power of attorney of the shareholder and group of shareholders that person represents or a notarized copy of this power of attorney.
3. Members of the Board of Directors, members of the Supervisory Board, General Director, and other executives have the right to inspect the shareholder register of the Company, list of shareholders, other books and records of the Company for purposes related to their positions provided that this information must be kept confidential.
4. The Company must archive this Charter and amendments to the Charter, Enterprise Registration Certificate, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and Board of Directors, minutes of the General Meeting of Shareholders and Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents according to provisions of law at the head office or another place provided that shareholders and the Business Registration Agency are notified of the location storing these documents.
5. The Company Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 45: Employees and trade union

1. The General Director must prepare a plan for the Board of Directors to approve issues related to recruitment, dismissal of employees, salaries, social insurance, welfare, rewards, and discipline for employees and enterprise executives.
2. The General Director must prepare a plan for the Board of Directors to approve issues related to the relationship of the Company with trade union organizations according to best management standards, practices, and policies, practices and policies prescribed in this Charter, regulations of the Company, and current legal regulations.

XIII. PROFIT DISTRIBUTION

Article 46: Profit distribution

1. The General Meeting of Shareholders decides on the dividend payment rate and form of annual dividend payment from the retained profits of the Company.
2. The Company does not pay interest on dividend payments or payments related to a type of stock.

3. The Board of Directors may recommend the General Meeting of Shareholders to approve payment of all or part of dividends by shares and the Board of Directors is the agency executing this decision.
4. In case dividends or other amounts related to a type of stock are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on detailed bank account information provided by shareholders. In case the Company has transferred according to the correct bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed/registered for trading at the Stock Exchange may be conducted through a securities company or Vietnam Securities Depository and Clearing Corporation.
5. Based on the Law on Enterprises, Law on Securities, the Board of Directors adopts a resolution, decision determining a specific date to close the list of shareholders. Based on that date, persons registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.
6. Other issues related to profit distribution are implemented in accordance with the provisions of law.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 47: Bank accounts

1. The Company opens accounts at Vietnamese banks or foreign bank branches permitted to operate in Vietnam.
2. Subject to prior approval of the competent authority, in necessary cases, the Company may open bank accounts abroad according to provisions of law.
3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at banks where the Company opens accounts.

Article 48: Fiscal Year

The fiscal year of the Company begins on the first day of January every year and ends on the 31st day of December of the same year.

Article 49: Accounting System

1. The accounting system the Company uses is the corporate accounting system or specific accounting system promulgated or approved by the competent authority.
2. The Company prepares accounting books in Vietnamese and archives accounting records according to the law on accounting and relevant laws. These records must be accurate, updated, systematic, and sufficient to prove and explain transactions of the Company.

3. The Company uses Vietnamese Dong as the monetary unit in accounting. In case the Company has economic transactions arising mainly in a foreign currency, it may choose that foreign currency as the monetary unit in accounting, be responsible for that choice before the law, and notify the direct tax management agency.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 50: Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements and annual financial statements must be audited in accordance with the provisions of law. The Company discloses audited annual financial statements in accordance with the law on information disclosure on the stock market and submits to the competent state agency.
2. Annual financial statements must include full reports, appendices, notes according to the law on corporate accounting. Annual financial statements must reflect honestly and objectively the operational situation of the Company.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the stock market and submit to the competent state agency.

Article 51: Annual Report

The Company must prepare and disclose the Annual Report in accordance with regulations of the law on securities and the stock market.

XVI. AUDITING THE COMPANY

Article 52: Auditing

1. The General Meeting of Shareholders appoints an independent audit company or approves a list of independent audit companies and authorizes the Board of Directors to decide on selecting one of these units to conduct the audit of the Company's financial statements for the next fiscal year based on terms and conditions agreed with the Board of Directors.
2. The audit report is attached to the annual financial statements of the Company.
3. The independent auditor performing the audit of the Company's financial statements is allowed to attend meetings of the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and express opinions at the meeting on issues related to the audit of the Company's financial statements.

XVII. SEAL OF THE COMPANY

Article 53: Seal of the Company

1. The seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature according to the law on electronic transactions.
2. The Board of Directors decides on the type of seal, quantity, form, and content of the seal of the Company, branches, representative offices of the Company (if any).
3. The Board of Directors, General Director use and manage the seal according to current legal regulations.

XVIII. DISSOLUTION OF THE COMPANY

Article 54: Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) The duration of operation stated in the Company Charter expires without a decision on extension;
 - b) According to a resolution, decision of the General Meeting of Shareholders;
 - c) The Enterprise Registration Certificate is revoked, unless the Law on Tax Administration prescribes otherwise;
 - d) Other cases in accordance with the provisions of law.
2. Dissolution of the Company before the term (including extended term) is decided by the General Meeting of Shareholders, implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if mandatory) according to regulations.

Article 55: Extension of operation

1. The Board of Directors convenes a General Meeting of Shareholders at least 7 months before the end of the duration of operation so that shareholders can vote on the extension of the Company's operation at the proposal of the Board of Directors.
2. The duration of operation is extended when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders.

Article 56: Liquidation

1. At least 06 months before the end of the duration of operation of the Company or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Board comprising 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 an independent audit company. The Liquidation Board prepares

its operational regulations. Members of the Liquidation Board may be selected from employees of the Company or independent experts. All expenses related to liquidation are prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Board is responsible for reporting to the Business Registration Agency on the establishment date and operation start date. From that time, the Liquidation Board represents the Company in all work related to liquidating the Company before the Court and administrative agencies.
3. Proceeds from liquidation are paid in the following order:
 - a) Liquidation expenses;
 - b) Debts of salary, severance allowance, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;
 - c) Tax debts;
 - d) Other debts of the Company;
 - e) The remainder after paying all debts from items (a) to (d) above is distributed to shareholders. Preference shares are prioritized for payment first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 57: Internal dispute resolution

1. In case of disputes, complaints arising related to the operation of the Company, rights and obligations of shareholders according to the Law on Enterprises, Company Charter, other legal regulations, or agreements between:
 - a) Shareholders with the Company;
 - b) Shareholders with the Board of Directors, Supervisory Board, General Director, or other Executives.

Relevant parties attempt to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or Chairperson of the Board of Directors, the Chairperson of the Board of Directors presides over dispute resolution and requests each party to present information related to the dispute within 15 working days from the date the dispute arises. In case of disputes related to the Board of Directors or Chairperson of the Board of Directors, any party may request a commercial mediation organization to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case a conciliation decision is not reached within 06 weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, a party may bring such dispute to Arbitration or Court.

3. Parties bear their own costs related to negotiation and conciliation procedures. Payment of Court costs is implemented according to the judgment of the Court.

XX. SUPPLEMENT AND AMENDMENT TO THE CHARTER

Article 58: Company Charter

1. Amendment and supplementation to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case the law has regulations related to the operation of the Company not yet mentioned in this Charter or in case there are new legal regulations different from the terms in this Charter, such regulations shall apply to govern the operation of the Company.

XXI. EFFECTIVE DATE

Article 59: Effective date

1. This Charter comprises XXI chapters, 59 articles, unanimously adopted on December 12, 2025, and approving the validity of the full text of this Charter to replace the old Charter of the Company adopted by the General Meeting of Shareholders on June 19, 2024.
2. The Charter is made in ten (10) copies, having equal value.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of the Company Charter must bear the signature of the Chairperson of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors to be valid.

LEGAL REPRESENTATIVE

Signed

Mr. TRAN KIM THANH

Title: Chairperson of the Board of Directors