



SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



CHARTER OF
DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT
JOINT STOCK COMPANY

Da Nang,, 2026



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This Charter (amended and supplemented) was approved by the 2026 Annual General Meeting of Shareholders of Deo Ca Traffic Infrastructure Investment Joint Stock Company in Resolution No. 01/2026/NQ-DHDCD dated/...../2026. The Charter consists of 65 (sixty-five) Articles, divided into 13 (thirteen) Chapters, are duly issued and will regulate all activities of Deo Ca Traffic Infrastructure Investment Joint Stock Company.

CHAPTER I DEFINITIONS OF TERMS IN THE CHARTER

ARTICLE 1. DEFINITIONS AND EXPLANATION

1. In this Charter, the following terms shall be construed as follows:
 - a) “Company” means DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY;
 - b) “Charter” means this Charter of the Company , including any amendments, supplements, and replacements of this Charter (if any) approved by the Company's General Meeting of Shareholders from time to time;
 - c) “Charter capital” refers to the total par value of shares sold or registered to be purchased upon the establishment of the Company and is specified in Article 6 of this Charter;
 - d) “Voting capital” refers to equity capital, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
 - e) “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam, 9th session, on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15; and legal documents amended, supplemented or replaced in the future from time to time (if any);
 - f) “Law on Securities” means the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam, 8th session on November 26, 2019, amended and supplemented by Law No. 56/2024/QH15; and legal documents amended, supplemented or replaced in the future from time to time (if any);
 - g) “Vietnam” means the Socialist Republic of Vietnam;
 - h) “Establishment Date” refers to the date on which the Company was first granted its Certificate of Business Registration or equivalent documents;
 - i) “Managers” refers to the Chairman of the Board of Directors, member of the Board of Directors, and the General Director;
 - j) “Executives /Board of Management” refers to the General Director, Deputy General Director(s), and Chief Accountant;
 - k) “Insiders” refers to individuals holding key management and administrative positions within the Company, including:
 - (i) Chairman of the Board of Directors, member of the Board of Directors;
 - (ii) Legal representative of the Company;
 - (iii) General Director, Deputy General Director(s), Financial Director, Chief Accountant and equivalent management positions elected by the General Meeting of Shareholders or appointed by the Board of Directors;

- (iv) Chief of the Board of Supervisors and Supervisors;
 - (v) Company Secretary;
 - (vi) Company Executive Officer;
 - (vii) Authorized person to disclose information.
- l) "Related Person" refers to any individual or organization having a relationship as specified in Clause 46, Article 4 of the Law on Securities, as follows:
- (i) The Company and its Insiders;
 - (ii) Companies, organizations, and individuals owning more than 10% (*ten percent*) of the Company's voting shares or contributed capital;
 - (iii) An organization or individual that, in relation to another organization or individual, directly or indirectly controls or is controlled by that organization or individual, or is under the same control with that organization or individual;
 - (iv) An individual is the biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, wife, husband, biological child, adopted child, daughter-in-law, son-in-law, biological brother, biological sister, brother-in-law, brother-in-law, sister-in-law of that individual;
 - (v) A contractual relationship in which one organization or individual represents another;
 - (vi) Other organizations and individuals are related persons according to the provisions of the Law on Enterprises;
 - (vii) Other cases as prescribed by law.
- m) The Company's "Term of Operation" is the term of operation specified in Article 2 of this Charter;
- n) "Shareholder" means an individual or organization that owns at least 01 (*one*) share of the Company;
- o) "Founding Shareholder" means a Shareholder who owns at least 01 (*one*) common share and has signed the list of founding shareholders of the Company;
- p) "Major Shareholder" refers to a Shareholder owning 5% (*five percent*) or more of the Company's voting shares;
- q) "Dividend" means the after-tax profit paid for each share in cash or other assets;
- r) "Liquidation Committee" means a body established for the purpose of dissolving the Company as provided for in Article 61 of this Charter;
- s) "Independent Members of Board of Directors" means members of the Board of Directors who meet the standards and conditions prescribed in Clause 2, Article 155 of the Law on Enterprises ;
- t) "Non-executive Members of Board of Directors" means members of Board of Directors who are not the General Director, Deputy General Director(s), Chief Accountant;
- u) "Capital Management Representative" refers to a person appointed or authorized by the Company to represent part or all of the Company's capital contribution and shares at other enterprises to exercise the rights and obligations of Shareholders at those enterprises;
- v) "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries;
- w) "Legal papers of individuals" means one of the following papers: identity cards, citizen identity cards, passports, and other lawful personal identification papers;

- x) "Legal documents of the organization" refer to one of the following: Decision on Establishment, Certificate of Business Registration, and other equivalent documents.
2. "Law" means all laws, decrees, circulars, decisions and other legally effective documents issued by any State Agency (including amendments, supplements or replacements from time to time) and related to the Company. In this Charter, references to one or more provisions or any document shall include amendments, supplements or replacements of such provisions or documents.
3. The headings (Chapters and Articles of this Charter) are used for reference purposes only and do not affect the interpretation or content of the provisions of this Charter.
4. Any word or term in this Charter which is not defined or interpreted herein (if not inconsistent with the subject or context) shall have the same meaning as in the Enterprise Law.

CHAPTER II

NAME, FORM OF COMPANY, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATION AND OPERATING TIME OF THE COMPANY

ARTICLE 2. NAME, FORM OF COMPANY, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATION AND OPERATING TIME OF THE COMPANY

1. Company Name:
 - a) Company Name in Vietnamese: CÔNG TY CP ĐẦU TƯ HẠ TẦNG GIAO THÔNG ĐÈO CẢ
 - b) Company Name in English: DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY
 - c) Trading name: DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY
 - d) Abbreviation: DII
2. Form of company the Company operates in the form of a joint stock company, with legal status under the provisions of the Enterprise Law and current laws. The Company is an independent legal entity, not responsible for the debts or other obligations and responsibilities of the Shareholders, unless otherwise expressly agreed in accordance with the provisions of law.
3. Company registered office:
 - a) Head office address: Km11+500, Southern approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City, Viet Nam
 - b) Phone: 0236. 3730 574
 - c) E-mail: info@hhv.com.vn
 - d) Website: <http://www.hhv.com.vn>
4. The Company may establish branches, representative offices, and business locations in accordance with the provisions of law and this Charter to carry out the Company's operational objectives in accordance with the resolutions and decisions of the General Meeting of Shareholders or the Board of Directors.
5. The term of operation of the Company is indefinite from the date of establishment, except in cases of termination of operation pursuant to Articles 60 and 61 of this Charter.

ARTICLE 3. LEGAL REPRESENTATIVE OF THE COMPANY

1. The General Director is the legal representative of the Company.

2. The legal representative of the Company is an individual representing the Company to exercise the rights and obligations incurred from the Company's transactions, representing the Company as a person requesting settlement of civil matters, plaintiff, defendant, person with related rights and obligations before the Arbitration, Court and other rights and obligations as prescribed by law.
3. The legal representative of the Company has the following responsibilities:
 - a) Perform assigned rights and obligations honestly, carefully and to the best of their ability to ensure the maximum lawful interests of the Company;
 - b) Be loyal to the lawful interests of the Company; do not abuse their position, title and use information, know-how, business opportunities, and other assets of the Company for personal gain or to serve the interests of other organizations or individuals;
 - c) Promptly, fully, and accurately notify the Company if they or their related persons own or have controlling shares or capital contributions in other enterprises;
 - d) Other responsibilities as prescribed by law and this Charter.
4. The Company's legal representative shall take personal responsibility as prescribed by law for damage to the Company due to violations of responsibilities specified in this Charter.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

ARTICLE 4. OBJECTIVES OF BUSINESS ACTIVITIES

1. Company's business lines: The Company is permitted to engage in production and business activities in all industries and professions not prohibited by law when it meets the conditions (if any) and has been registered and notified to the Business Registration Authority in accordance with the provisions of law.
2. The Company's business lines are specifically specified in Appendix 1 attached to this Charter. This Appendix is an integral part of the Charter and is amended and supplemented (if any) by decision of the General Meeting of Shareholders at each time.
3. The Company's operational objective is to mobilize and use for the right purpose and effectively legal capital sources in developing production and business in investment, construction, management, operation and exploitation, maintenance and repair of traffic infrastructure works and other fields with the aim of maximizing profits, increasing profits for shareholders, creating jobs and stable income for employees, contributing to the State budget and developing the Company to become stronger and more sustainable.

ARTICLE 5. SCOPE OF BUSINESS AND ACTIVITIES

1. The Company is permitted to engage in all business activities within its registered business lines as specified in this Charter, notify changes to registration contents to the Business Registration Authority and publish on the National Business Registration Information Portal.
2. In addition to the business activities in Clause 1 of this Article, the Company is entitled to freely operate in industries and professions that are not prohibited by law and in accordance with the decisions of the General Meeting of Shareholders at each time. For conditional business activities, the Company must satisfy business conditions as prescribed by relevant specialized laws.

CHAPTER IV
CHARTER CAPITAL, SHARES, SHAREHOLDERS

ARTICLE 6. CHARTER CAPITAL, SHARES

1. The charter capital of the Company is VND 5.471.662.960.000.
(In words: Five trillion four hundred seventy-one billion six hundred sixty-two million nine hundred sixty thousand dong).
2. The total charter capital of the Company is divided into 547,166,296 *(In word: Five hundred forty-seven million one hundred sixty-six thousand two hundred ninety-six)* shares with a par value of VND 10,000 per share.”
3. The company may change its charter capital when approved by the General Meeting of Shareholders and in compliance with applicable laws.
4. The shares of the Company on the date of adoption of this Charter are common shares. The rights and obligations of Shareholders holding common shares are stipulated in Article 13 of this Charter.
5. The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in compliance with applicable laws.
6. Common shares must be preferentially offered to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise provided by the General Meeting of Shareholders. The company must announce the offering of shares, the announcement must clearly state the number of shares offered and the minimum registration period for purchase so that shareholders can register to purchase according to the provisions of law. Shareholders have the right to transfer their preemptive rights to purchase shares to others. The number of shares that a Shareholder or transferee of preemptive rights does not subscribe to will be decided by the Board of Directors. The Board of Directors may distribute such shares to Shareholders or to other persons on such terms and in such manner as the Board of Directors deems appropriate, but may not sell such shares on terms more favourable than those offered to existing Shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The Company may repurchase shares issued by the Company in the manner prescribed in this Charter and applicable laws.
8. The Company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law on securities and the securities market.

ARTICLE 7. SHARE CERTIFICATE

1. A share is a certificate issued by the Company, a book entry, or electronic data confirming a Shareholder's ownership of one or more shares in the Company. Shares must include the following main details:
 - a) Name, business registration number, head office address of the Company;
 - b) Number of shares and type of shares;
 - c) The par value of each share and total par value of shares stated on the share certificate;

- d) Full name, contact address, nationality, and legal document number of the individual for individual Shareholders; name, business registration number or legal document number of the organization, and head office address for organizational Shareholders;
 - e) Signature of the company's legal representative;
 - f) Registration number in the company's shareholder register and date of issue of shares;
 - g) Other details as prescribed by the Law on Enterprises for preferred shares (*if any*).
2. The form, content, and other matters related to the Company's shares shall comply with the provisions of the Enterprise Law, the Securities Law, other relevant laws and regulations of the Stock Exchange where the Company registers to trade or list.
 3. Within 24 (*twenty-four*) hours from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within 24 (*twenty-four*) hours from the date of full payment for share purchase as prescribed in the Company's Share Issuance Plan (or another period as prescribed by the issuance terms), the owner of the shares shall be issued a share certificate. Shareholders shall not be required to pay the Company for printing or other related costs (if any) to be issued with stock certificates, except for mandatory costs as prescribed in the Company's Stock Issuance Plan.
 4. In case the shares are lost, damaged, or otherwise destroyed, the Shareholder shall be reissued shares by the Company upon the Shareholder's request. The Shareholder's request must include the following details:
 - a) Information about shares that have been lost, damaged or otherwise destroyed;
 - b) Commit to take responsibility for disputes incurred from the re-issuance of new shares.

ARTICLE 8. OTHER SECURITIES CERTIFICATES

1. The Company may issue other types of securities according to the decision of the General Meeting of Shareholders or the Board of Directors, ensuring compliance with the provisions of law on securities and the securities market.
2. Bond or other securities certificates of the Company (except for offer letters, temporary certificates, and similar documents) are issued with the specimen signature of the Company's Legal Representative and the Company's seal (if any), unless otherwise required by law.
3. The company must carry out procedures to notify and register the securities certificate sample at the competent regulatory authority according to the provisions of law.

ARTICLE 9. TRANSFER OF SHARES

1. All common shares are freely transferable, except as provided in Clause 3 of this Article and as otherwise required by law. Listed shares registered for trading on the Stock Exchange shall be transferred in compliance with the laws on securities and the securities market.
2. Share transfers may be conducted through contractual agreements or transactions on the stock market. In case of contractual transfers, the transfer documents must be signed by both the transferor and the transferee or their authorized representatives. In case of transactions on the securities market, the transfer procedures shall be comply with the laws on securities.
3. Shares that have not been fully paid for cannot be transferred and cannot enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase charter capital from equity, the right to buy newly offered shares and other rights as prescribed by law.

ARTICLE 10. RECOVERY OF PAYMENTS FOR REPURCHASED SHARES OR DIVIDENDS

In case the payment for repurchased shares or dividends is made in violation of the provisions of Clause 1, Article 134 and Article 135 of the Law on Enterprises, the Shareholder must return to the Company the amount of money or other assets received; in case the Shareholder cannot return to the Company, all members of the Board of Directors shall be jointly liable for the debts and other financial obligations of the Company within the value of the amount of money or assets paid to the Shareholder that has not been returned.

ARTICLE 11. SHAREHOLDER REGISTRATION

1. The company must establish and maintain a shareholder register from the date of issuance of the Business Registration Certificate. The shareholder register can be a paper document or an electronic data set recording information about the share ownership of the Company's Shareholders.
2. The shareholder register includes the following main details:
 - a) Name and head office address of the Company;
 - b) Total number of shares authorized to be offered, types of shares authorized to be offered and number of shares authorized to be offered of each type;
 - c) Total number of shares sold of each type and value of contributed equity;
 - d) Full name, contact address, nationality, legal document number of the individual for individual Shareholders; name, business registration number or legal document number of the organization, head office address for organizational Shareholders;
 - e) Number of shares of each type of each Shareholder, date of share registration.
3. The shareholder register is kept at the Company's head office or other organizations with the function of keeping the shareholder register according to the provisions of the law on securities and the securities market. Shareholders have the right to check, look up, extract and copy the names and contact addresses of the Company's Shareholders from the shareholder register.
4. In case a Shareholder changes his/her contact address, he/she must promptly notify the Company to update the shareholder register. The Company shall not be liable for any failure to contact Shareholders resulting from their failure to notify the Company of a change in contact address.
5. The Company must promptly update changes in Shareholders in the shareholder register upon request of relevant Shareholders as prescribed in this Charter.

ARTICLE 12. RIGHTS OF SHAREHOLDERS

1. Shareholders are owners of the Company, with rights and obligations corresponding to the number and type of shares they hold. Shareholders shall only be liable for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company.
2. Common shareholders have the following rights:
 - a) Attend, express opinions at the General Meeting of Shareholders, and exercise voting rights directly or through authorized representatives or other forms as prescribed by law and this Charter. Each common share carries 01 (*one*) vote.
 - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) Freely transfer their shares to others, except in the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;

- d) Have preemptive rights to purchase new shares in proportion to their existing common shareholding in the Company;
 - e) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;
 - f) Review, look up, extract or photocopy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions and decisions of the General Meeting of Shareholders;
 - g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company after the Company has paid its debts (including debt obligations to the State, taxes, fees) and fulfilled payments to Shareholders holding other types of shares of the Company in accordance with the provisions of law;
 - h) Shareholders who have voted not to pass the resolution on the reorganization of the Company or amendments the rights and obligations of Shareholders as stipulated in this Charter have the right to request the Company to repurchase their shares in the cases stipulated in Article 132 of the Law on Enterprises and Clause 4 of this Article;
 - i) Be treated equally. Each share of the same type grants the Shareholder equal rights, obligations and benefits. In case the Company has preferred shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to all Shareholders;
 - j) Have full access to periodic and irregular information published by the Company in accordance with the law;
 - k) Shareholders have the right to protect their legitimate rights and interests. In case the resolution or decision of the General Meeting of Shareholders or the Board of Directors violates the law or infringes upon the fundamental rights of Shareholders as prescribed by law, Shareholders have the right to request the suspension or annulment of such resolution or decision according to the procedures prescribed by law. In case resolutions and decisions violate the law and cause damage to the Company, the Board of Directors, the Board of Supervisors, and the General Director shall be liable to compensate the Company as per their responsibilities. Shareholders have the right to request the Company to compensate for damages according to the provisions of law;
 - l) Other rights as prescribed by law and this Charter.
3. A shareholder or group of shareholders holding 05% (*five percent*) or more of the total common shares of the Company has the following rights:
- a) Request holding General Meeting of Shareholders in the following cases:
 - (i) The Board of Directors seriously violates the rights of Shareholders, the obligations of the Company's managers or makes decisions beyond the delegated authority;
 - (ii) Other cases as prescribed in Point d Clause 5 and Point d, Clause 6, Article 16 of this Charter.
- The request for convening the General Meeting of Shareholders must be made in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company, grounds and

reasons for requesting the convening of the General Meeting of Shareholders. The request for convening a meeting must be accompanied by documents and evidences on the violations of the Board of Directors, the seriousness of the violation or the decision beyond its competence. Shareholders or groups of shareholders shall take full responsibility before law for the accuracy and truthfulness of documents and evidences provided to competent agencies when requesting the convening of the General Meeting of Shareholders.

- b) Review, look up, and extract minutes, resolutions, decisions of the Board of Directors, semi-annual and annual Financial Statements, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;
- c) Request the Board of Supervisors to examine each specific matter related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following details: full name, contact address, nationality, and legal document number for individual Shareholders; name, enterprise code, or legal document number of the organization, head office address for organizational Shareholders; number of shares and the date of share registration of each Shareholder, total number of shares of the entire group of shareholders and their ownership ratio in the total number of shares of the Company; matters to be inspected, purpose of inspection;
- d) Proposing issues to be included in the agenda of the General Meeting of Shareholders as prescribed in Clause 5, Article 19 of this Charter.
- e) Nominate candidates for election to the Board of Directors and Board of Supervisors. The nomination of candidates for election to the Board of Directors and the Board of Supervisors shall be carried out as follows:
 - (i) Common Shareholders may nominate themselves or form groups to nominate candidates for election to the Board of Directors and the Board of Supervisors. When forming a group, Common Shareholders must notify the attending Shareholders of the group meeting before the opening of the General Meeting of Shareholders.
 - (ii) Based on the number of members of the Board of Directors and the Board of Supervisors, Shareholders or groups of Shareholders are entitled to nominate 01 (*one*) or more candidates for the Board of Directors and the Board of Supervisors in accordance with the following regulations:
 - A shareholder or group of shareholders holding from 05% (*five percent*) to less than 10% (ten percent) of the total number of common shares of the Company may nominate 01 (one) candidate;
 - Shareholders or groups of Shareholders holding from 10% (*ten percent*) to less than 30% (thirty percent) of the total number of common shares of the Company may nominate a maximum of 02 (two) candidates;
 - Shareholders or groups of Shareholders holding from 30% (*thirty percent*) to less than 40% (forty percent) of the total number of common shares of the Company may nominate a maximum of 03 (three) candidates;
 - Shareholders or groups of Shareholders holding from 40% (*forty percent*) to less than 50% (fifty percent) of the total number of common shares of the Company may nominate a maximum of 04 (four) candidates;

- Shareholders or groups of Shareholders holding from 50% (*fifty percent*) to less than 60% (*sixty percent*) of the total number of common shares of the Company may nominate a maximum of 05 (five) candidates;
- Shareholders or groups of Shareholders holding from 60% (*sixty percent*) to less than 70% (*seventy percent*) of the total number of common shares of the Company may nominate a maximum of 06 (six) candidates;
- A shareholder or group of shareholders holding from 70% (*seventy percent*) to less than 80% (*eighty percent*) of the total number of common shares of the Company may nominate a maximum of 07 (seven) candidates;
- A shareholder or group of shareholders holding 80% (*eighty percent*) or more of the total number of common shares of the Company may nominate a maximum of 08 (*eight*) candidates.

In case the number of candidates nominated by a Shareholder or group of Shareholders is lower than the number of candidates they are entitled to nominate as prescribed in this clause, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other Shareholders.

- f) Other rights as prescribed by law and this Charter.
4. Shareholders have the right to request the Company to repurchase their shares in the following cases:
- a) Shareholders who have voted against the resolution on reorganizing the Company or changing the rights and obligations of Shareholders as stipulated in this Charter have the right to request the Company to repurchase their shares. The request must be in writing, stating clearly the name and address of the Shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the company to repurchase. The request must be sent to the Company within 10 (*ten*) days from the date the General Meeting of Shareholders passes a resolution on the matters specified in this point.
 - b) The Company must repurchase shares at the request of the Shareholder as prescribed in Point a, Clause 4 of this Article at market price or price calculated according to the principles prescribed in the Company Charter within 90 (*ninety*) days from the date of receipt of the request. In case of failure to agree on price, the parties may request a valuation organization to determine the price. The Company shall introduce at least 03 (*three*) valuation organizations for Shareholders to choose from and that choice shall be the final decision.
5. Other rights as prescribed by law and this Charter.

ARTICLE 13. OBLIGATIONS OF SHAREHOLDER

Common shareholders have the following obligations:

1. Comply with the Company's Charter and internal regulations on corporate governance;
2. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
3. Fully and punctually pay for subscribed shares as prescribed;
4. Capital contributed in common shares may not be withdrawn from the Company in any manner, except in the case of shares being repurchased by the Company or another person. Otherwise, Shareholder and the person with related interests in the Company shall be jointly liable for the Company's debts and other assets within the value of the withdrawn shares and any damages incurred;

5. Keep confidential the information provided by the Company according to the provisions of this Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations and individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a) Attend and vote directly at the meeting;
 - b) Authorize other individuals and organizations to attend and vote at the meeting;
 - c) Attend and vote via online conference, electronic voting or other electronic form;
 - d) Submit voting ballots to the meeting via mail, fax, email;
 - e) Submit voting ballots by other means as prescribed by the Company.
7. Major shareholders shall not allowed to use their advantages to affect the legitimate rights and interests of the Company and other shareholders as prescribed by law and this Charter; at the same time, they are obliged to disclose information as prescribed by law.
8. Be personally liable for any of the following acts committed on behalf of the Company in any manner:
 - a) Violation of the law;
 - b) Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Pay off outstanding debts before financial risks to the Company.
9. Other obligations as prescribed by law.

CHAPTER V

STRUCTURE OF ORGANISATION, MANAGEMENT AND CONTROL

ARTICLE 14. STRUCTURE OF ORGANISATION, MANAGEMENT AND CONTROL

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

1. General meeting of shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. General Director.

SECTION 1

GENERAL MEETING OF SHAREHOLDERS

ARTICLE 15. GENERAL MEETING OF SHAREHOLDERS

1. The General Meeting of Shareholders, comprising all Shareholders with voting rights, is the highest decision-making body of the Company.
2. The General Meeting of Shareholders has the following rights and obligations:
 - a) Approve the Company's development orientation, goals and strategies;
 - b) Approve the audited annual financial statements;

- c) Determine the type of shares and the total number of shares of each type that may be offered for sale. Determine the annual dividend payment rate for each type of share in accordance with the provisions of law and the rights attached to that type of share;
- d) Approve the list of independent auditing firm; determine independent auditing companies to conduct audits of the company's operations, and dismiss independent auditors when deemed necessary;
- e) Determine the number of members of the Board of Directors and the Board of Supervisors. Elect, dismiss, or remove members of the Board of Directors and Supervisors. determine the budget, total remuneration, bonuses and other legal benefits for the Board of Directors and the Board of Supervisors;
- f) Approve the internal regulations on corporate governance; Regulations on organization and operation of the Board of Directors, Regulations on organization and operation of the Board of Supervisors;
- g) Decide to amend and supplement the Company Charter;
- h) Deciding to select, amend, supplement, and abolish the Company's business lines and fields;;
- i) Decide to reorganize and dissolve the Company;
- j) Review and handle violations by members of the Board of Directors and the Board of Supervisors that cause damage to the Company and its Shareholders;
- k) Decide to invest, purchase, lease, borrow, lend, mortgage, pledge, guarantee, implement measures to ensure the performance of the Company's obligations, compensate, sell, liquidate the Company's or its branches' assets or through other contracts and transactions with a value of 65% (*sixty-five percent*) or more of the total value of the Company's assets recorded in the most recent audited financial statements;
- l) Decide whether the Company will repurchase more than 10% (*ten percent*) of the total number of shares sold of each type;
- m) Decide whether the Company or its branches sign contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value of 35% (*thirty-five percent*) or more of the total value of the Company's assets recorded in the most recent audited financial statements;
- n) Decide on the ratio of appropriation for appropriate funds in accordance with the provisions of law and this Charter;
- o) Other rights and obligations as prescribed by law.

ARTICLE 16. ACTIVITIES OF THE GENERAL MEETING OF SHAREHOLDERS

1. The General Meeting of Shareholders shall convene annually 01 (*once*) a year and within four (4) months from the end of the fiscal year. If necessary, the Board of Directors decides to extend the annual General Meeting of Shareholders but not beyond 06 (*six*) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The location of the General Meeting of Shareholders is determined to be the place where the chairman 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 meeting location. The Annual General Meeting of Shareholders shall discuss and decide on matters as prescribed by law and this Charter, but must ensure the following matters:
 - a) Approve the Company's annual business plan;
 - b) Approve audited annual financial statements. In case the Company's audited annual financial statements contains material exceptions, adverse opinions or rejections, the Company shall invite a representative of the approved audit firm to attend the annual General Meeting of Shareholders to provide explanations on relevant matters;
 - c) Report of the Board of Directors on the corporate governance and performance of the Board of Directors and its individual members;
 - d) Report of the Board of Supervisors on the Company's business results; performance results of the Board of Directors and the General Director; Self-assessment report on performance results of the Board of Supervisors and Supervisors;
 - e) Dividend rate for each class of shares;
 - f) Determine the budget or total remuneration, bonuses, and other legal benefits for the Board of Directors and the Board of Supervisors;
 - g) Approve the list of approved auditing firms and determine approved auditing firms to conduct audits of the Company's operations when deemed necessary;
 - h) Decide to invest, purchase, lease, borrow, lend, mortgage, pledge, guarantee, implement measures to ensure the performance of the Company's obligations, compensate, sell, liquidate the Company's or its branches' assets or through other contracts and transactions with a value of 65% (*sixty-five percent*) or more of the total value of the Company's assets recorded in the most recent audited financial statements;
 - i) Decide whether the Company or its branches sign contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises, with a value of 35% (*thirty-five percent*) or more of the total value of the Company's assets recorded in the most recent audited financial statements;
 - j) Other matters within the authority of the General Meeting of Shareholders as prescribed by law and this Charter.
3. The General Meeting of Shareholders has the right to convene annual and extraordinary meetings or solicit written opinions from shareholders to decide on and approve all matters within the decision-making authority of the General Meeting of Shareholders as prescribed in this Article.
4. All resolutions and decisions within the authority of the General Meeting of Shareholders as prescribed by law and the Company's Charter may be approved by the General Meeting of Shareholders by voting at the meeting or by soliciting written opinions.
5. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
 - a) The Board of Directors deems it necessary for the lawful interests of the Company;
 - b) The number of remaining Board of Directors members, independent Board of Directors members, and Supervisors falls below the minimum required by law, or the number of Board

- of Directors members is reduced by more than 1/3 (*one third*) compared to the number of members prescribed in this Charter;
- c) The annual balance sheet, quarterly or semi-annual financial statements, or audited financial statements of the fiscal year indicate that the charter capital has been reduced by half (1/2) compared to the beginning of the period;
 - d) At the request of a Shareholder or group of Shareholders as prescribed in Clause 3, Article 12 of this Charter. In this case, the request to convene a General Meeting of Shareholders shall be made in writing, clearly stating the reasons and purposes of the meeting, signed by all relevant Shareholders, or prepared in multiple copies to ensure that all relevant Shareholders have signed;
 - e) At the request of the Board of Supervisors;
 - f) Other cases as prescribed by law and this Charter.
6. Convening an extraordinary meeting of shareholders:
- a) The Board of Directors must convene the General Meeting of Shareholders within 30 (*thirty*) days from the date the number of remaining Board of Directors members, independent Board of Directors members, or Supervisors is as prescribed in Point b, Clause 5 of this Article or from the date of receipt of the request prescribed in Point d, e, and f, Clause 5 of this Article.
 - b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors shall be liable to compensate the Company for any damages incurred.
 - c) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a of this Clause, within the next 30 (*thirty*) days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders. If the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors shall be liable to compensate the Company for any damages incurred.
 - d) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point c of this Clause, within the next 30 (*thirty*) days, the Shareholder or group of Shareholders making the request prescribed in Point d, Clause 5 of this Article shall have the right to act on behalf of the Company to convene the General Meeting of Shareholders as prescribed by law. In this case, the Shareholder or group of Shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and issuing resolutions and decisions of the General Meeting of Shareholders.
 - e) All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. This cost does not include expenses incurred by Shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

ARTICLE 17. EXERCISING THE RIGHT TO ATTEND THE GENERAL MEETING OF SHAREHOLDERS

1. Individual Shareholders or Authorized Representatives of organizational Shareholders may attend in person or authorize one or more individuals or organizations to attend the meeting on their behalf through one of the following forms:
- a) Attend and vote in person at the meeting;
 - b) Authorize other individuals and organizations to attend and vote at the meeting;

- c) Attend and vote via online conference, electronic voting, or other electronic means;
 - d) Send voting ballots to the meeting via mail, fax, or email;
 - e) Send voting ballots by other means as prescribed by the Company.
2. Organizations and individuals who are Shareholders owning at least 05% (*five percent*) of the total number of common shares of the Company may authorize up to 03 (three) representatives. In case a Shareholder appoints multiple authorized representatives, the number of shares assigned to each representative must be specifically determined. In case the Shareholder does not specify the corresponding number of shares for each authorized representative, the shares shall be divided equally among all authorized representatives.
 3. The authorization for an individual or organization to represent a Shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be made in writing. The authorization document shall be prepared in accordance with the provisions of civil law and the content of the authorization document must clearly state: Name of the authorizing shareholder; name of the authorized individual or organization; number of authorized shares; content of authorization; scope of authorization; duration of authorization; signatures of both the authorizing party and the authorized party. The signatures in the authorization document must comply with the following regulations:
 - a) In case an individual Shareholder is the principal, the authorization document shall be signed by the Shareholder or their legal representative and the person authorized to attend the meeting;
 - b) In case the organizational Shareholder is the principal, the authorization document shall be signed by its legal representative, its authorized representative (if any), and the person authorized to attend the meeting;
 - c) In other cases, the authorization document shall be signed by the legal representative of the Shareholder and the person authorized to attend the meeting.
 4. The person authorized to attend the General Meeting of Shareholders shall submit the authorization document upon registration before entering the meeting room. In case of sub-authorization, the meeting attendee shall additionally present the initial authorization document of the Shareholder or the authorized representative of the organizational Shareholder (if not previously registered with the Company).
 5. An authorized representative must meet the qualifications and conditions prescribed by law.
 6. The voting ballot of the authorized person attending the meeting within the scope of authorization shall remain valid when if any the following cases occur:
 - a) The authorizing person has died, has limited civil capacity, or has lost civil capacity by law;
 - b) The authorizing person has revoked the authorization;
 - c) The authorizing person has revoked the authority of the agent.

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

ARTICLE 18. CHANGE OF RIGHTS

1. Resolutions and decisions of the General Meeting of Shareholders regarding the change or cancellation of special rights attached to a type of preferential shares shall take effect when

- approved by Shareholders representing 65% (*sixty-five percent*) or more of the total votes of all Shareholders present and voting at the meeting.
2. Resolutions and decisions of the General Meeting of Shareholders on matters that adversely change the rights and obligations of shareholders holding preferred shares shall only be passed if they are approved by shareholders holding preferred shares of the same type holding 75% (*seventy-five percent*) or more of the total number of preferred shares, either by being present and voting in favor at the meeting or by voting in favor through written ballots..
 3. The convening of a meeting of Shareholders holding a type of preferred shares to approve the aforementioned changes in rights shall only be valid when there is the participation of at least 02 (*two*) Shareholders (or their authorized representatives) and holding at least 1/3 (one third) of the par value of the issued shares of that type. In case he required quorum is not met, the meeting will be reconvened within the next 30 (*thirty*) days and the holders of shares of that type (regardless of the number of people and number of shares) present in person or through authorized representatives will be considered to have the required number of delegates. At meetings of the Shareholders holding the above-mentioned preference shares, the holders of shares of that class present in person or by proxy may request a secret ballot. Each share of the same class has equal voting rights at the above meetings.
 4. The procedures for conducting such separate meetings are similar to the provisions in Articles 20, 21 and 22 of this Charter.
 5. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

ARTICLE 19. CONVENING, AGENDA AND INVITATIONS TO THE GENERAL MEETING OF SHAREHOLDERS

1. The Board of Directors convenes annual and extraordinary General Meetings of Shareholders in the cases specified in Article 16 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no later than 10 (*ten*) days before the date on which the notice convening to the General Meeting of Shareholders is sent. The company must disclose information about the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 (*twenty*) days prior to the record date.

In case the shares have been registered for securities depository at the Vietnam Securities Depository and Clearing Corporation (or other similar agency), the list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared in accordance with the provisions of the law on securities and the securities market.

- b) Provide information and handle complaints related to the shareholder list;
- c) Prepare meeting agenda and content;
- d) Prepare meeting materials;

- e) Draft resolutions of the General Meeting of Shareholders according to the expected agenda of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors, Supervisors (if any);
 - f) Determine the format, the time and venue of the meeting;
 - g) Notify and send invitations to the General Meeting of Shareholders to all Shareholders entitled to attend the meeting in accordance with the provisions of law and this Charter;
 - h) Other work serving the General Meeting of Shareholders.
3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders entitled to attend the meeting by hand delivery or by post or by email address or by other methods to ensure that it reaches the contact address of the registered shareholder or provided for the purpose of sending information, and at the same time publish on the website of the Company, the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. In case the Company sends the notice of invitation to the meeting by email address, the email address of the shareholders receiving the notice is the email address registered or provided by the Shareholders with the Company, or the email address stored and provided by the Vietnam Securities Depository and Clearing Corporation (or other agencies similar). In case the Shareholder is an employee of the Company, the notice of invitation to the meeting may be contained in a sealed envelope and sent to them in person at the workplace. The notice of invitation to the General Meeting of Shareholders must be sent to all shareholders in the list of shareholders entitled to attend the meeting at least 21 (*twenty-one*) days before the opening date of the meeting (counting from the date the notice is duly sent or sent).
4. The agenda and materials of the Shareholders' Meeting related to the matters to be voted on at the meeting shall be sent to the Shareholders and/or posted on the Company's website. In case the documents are not sent together with the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the link to the entire meeting materials, enabling Shareholders can access them, including:
- a) The meeting agenda and materials to be used in the meeting;
 - b) Voting ballot;
 - c) List and details information of candidates in case of election of members of Board of Directors, Supervisors (if any);
 - d) Draft resolutions for each issue on the agenda.
5. Shareholders or groups of shareholders, as prescribed in Clause 3, Article 12 of this Charter, have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company at least 03 (*three*) working days before the scheduled opening date of the General Meeting of Shareholders. The proposal must clearly state the Shareholder's name, contact address, nationality, and legal identification number for individual Shareholder; the name, enterprise code, or legal identification number, and head office address for the organizational Shareholder; the number of each type of shares held by the Shareholder, and the proposed matters to be included in the meeting agenda.
6. The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 5 of this Article if it falls under any of the following cases:

- a) The petition was sent in violation of the provisions of Clause 5 of this Article;
- b) At the time the Company receives the proposal, the Shareholder or group of Shareholders does not hold 05% (*five percent*) or more of common shares as prescribed in Clause 3, Article 12 of this Charter;
- c) The proposed matters do not fall within the authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

In case the convener the General Meeting of Shareholders rejects the proposal as prescribed in Clause 6 of this Article, at least 02 (*two*) working days before the scheduled opening date of the General Meeting of Shareholders, the convener must respond in writing and clearly state the reasons.

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

ARTICLE 20. CONDITIONS AND PROCEDURES FOR OPENING THE GENERAL MEETING OF SHAREHOLDERS

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents at least 50.1% (*fifty point one percent*) of the total number of votes.
2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting must be sent within 30 (*thirty*) days from the date on which the first meeting of the General Meeting of Shareholders is planned. The second General Meeting of Shareholders shall be held when the number of Shareholders attending the meeting represents at least 33% (*thirty-three percent*) of the total votes.
3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 (*twenty*) days from the date on which the second meeting is planned. In this case, the third General Meeting of Shareholders shall be conducted regardless of the total number of votes cast by the shareholders attending the meeting.
4. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda attached to the notice convening as prescribed in Clause 4, Article 19 of this Charter.

ARTICLE 21. PROCEDURES FOR CONDUCTING MEETINGS AND VOTING AT GENERAL MEETINGS OF SHAREHOLDERS

1. Before opening the General Meeting of Shareholders, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting are present and have registered in the following order:
 - a) When registering shareholders, the Company shall issue to each Shareholder or legal representative of a Shareholder with voting rights a Voting Card and/or Voting Ballot, depending on the the Meeting Agenda. The Voting Ballots shall state the shareholder registration number, full name of the Shareholder, full name of the authorized representative and the number of votes of that Shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. The Voting Ballot shall state the shareholder registration number, full name of the shareholder, full name of the authorized representative, and the issue requiring shareholder opinion. The Chairman of the General Meeting of

- Shareholders has the right to determine the application of voting method through Voting Cards or Voting Ballots for each voting item.
- b) Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and shall have the right to participate and vote at the meeting upon completion of registration registration. The Chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of previously voted items shall remain unchanged.
2. The Chairman of the General Meeting of Shareholders, the Secretary or the Secretariat and the Vote Counting Committee are elected according to the following provisions:
 - a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman of the Board of Directors or a member of the Board of Directors authorized by the Chairman of the Board of Directors to chair the meeting is absent or temporarily unable to work or unable to perform the authorized work, the Permanent Vice Chairman of the Board of Directors (if any) shall chair the meeting. In case both the Chairman and Vice Chairman of the Board of Directors (permanent) are absent or temporarily unable to work, the remaining members of the Board of Directors shall elect 01 (*one*) of them to chair the meeting by the majority vote. In case the meeting chairman cannot be elected, the Head of the Board of Supervisors will direct the General Meeting of Shareholders to elect the meeting chairman and the person receiving the highest number of votes will chair the meeting.
 - b) Except as provided in in Point a of this Clause, the person who signs the notice convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect a chairman of the meeting and the person receiving the highest number of votes shall chair the meeting.
 - c) The meeting chairman may nominate a number of personnel to form the Presiding Committee (members of the Board of Directors, Board of Management,...) to co-chair the meeting of the General Meeting of Shareholders. The list of the Presiding Committee shall not exceed 05 (*five*) people and must be approved by the General Meeting of Shareholders at the meeting.
 - d) The Secretary or Secretariat of the General Meeting of Shareholders is the personnel(s) specified in Article 36 of this Charter. In case the Secretary or staff in the Secretariat is absent or temporarily unable to work due to force majeure, the Chair shall appoint 01 (*one*) or several other people to act as Secretary or Secretariat of the meeting.
 - e) The General Meeting of Shareholders elects 01 (*one*) or a number of people to the Vote Counting Committee at the request of the meeting chairman. In case the General Meeting of Shareholders does not vote, the meeting chairman shall elect 01 (*one*) or several people to the Vote Counting Committee. The number of members of the Vote Counting Committee shall be determined by the General Meeting of Shareholders based on the proposal of the meeting chairman. The number of members of the Vote Counting Committee shall not exceed 03 (*three*) people, unless otherwise decided by the General Meeting of Shareholders.
 3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically identify the time for each issue in the meeting agenda.
 4. The meeting chair has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the will of the majority of the meeting attendees. The convener or chair of the General Meeting of

Shareholders, after careful consideration, may take such measures as he or she deems appropriate to:

- a) Adjust the number of people present at the main meeting location; arrange seats at the meeting venue of the General Meeting of Shareholders;
 - b) Ensure the safety of everyone present at the location;
 - c) Facilitate Shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full authority to change the above measures and apply all measures if deemed necessary. Measures taken may include issuing entry permits or using other forms of options.
5. The person convening or chairing the meeting of the General Meeting of Shareholders has the following rights:
- a) Require all attendees of the General Meeting of Shareholders to be subject to inspection or other lawful and reasonable security measures.
 - b) Request the competent authority to maintain order at the meeting; expel those who fail to with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or refuse to undergo security screening at the General Meeting of Shareholders.
6. The Chairman has the right to postpone a General Meeting of Shareholders that has met the required quorum for no more than 03 (*three*) working days from the scheduled opening date of the meeting and may only postpone the meeting or change the meeting venue in the following cases:
- a) The meeting venue does not have enough convenient seating for all attendees;
 - b) The media at the meeting venue does not ensure that shareholders attending the meeting can participate, discuss and, vote;
 - c) There are people attending the meeting who obstruct, disrupt order, and risk making the meeting not be conducted fairly and legally.
7. In case the chairman postpones or suspends the General Meeting of Shareholders in violation of of Clause 6 of this Article, the General Meeting of Shareholders shall elect 01 (*one*) other person from among the meeting attendees to replace the chairman in conducting the meeting until its end, and the validity of the voting results at that meeting shall not be affected.
8. The General Meeting of Shareholders discusses and votes on each item on the meeting agenda. Voting is conducted using Voting Cards (approving, disapproving, or no opinion) and/or Ballot Papers depending on the content.

At the meeting, for the contents voted by Voting Cards, the number of voting cards in favor shall be counted first, followed by the number of votes against, and finally the total number of votes in favor or against is counted to decide. Shareholders or authorized representatives are only allowed to vote for 01 (*one*) out of 03 (*three*) decisions of approval, disapproval, or no opinion for each vote item. In case a Shareholder or authorized representative votes for 02 (*two*) or more decisions in the same discussion content, this vote is considered invalid. For matters that are voted on through Voting Ballot, Voting Ballot will be collected when the contents have been voted on by Shareholders. The vote counting results were announced by the Chairman immediately before the adjournment of the meeting.

9. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that

Shareholders attend and vote by electronic voting or other electronic forms in accordance with the provisions of law, this Charter, and other regulations and rules of the Company.

ARTICLE 22. APPROVAL OF THE RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS

1. The General Meeting of Shareholders adopts resolutions within its authority by voting at the meeting or by soliciting written opinions.
2. Except for the cases specified in Clause 2, Article 18 and Clause 9, Article 23 of this Charter, the resolution of the General Meeting of Shareholders on the following matters shall be adopted if approved by the number of Shareholders representing at least 65% (*sixty-five percent*) of the total number of votes of all Shareholders present and voting at the meeting:
 - a) Types of shares and the total number of shares of each type;
 - b) Change of business lines and sectors;
 - c) Change in the Company's governance structure;
 - d) Investment project or sale of assets with a value of 65% (*sixty-five percent*) or more of the total asset value recorded in the Company's most recent audited financial statement;
 - e) Reorganization and dissolution of the Company;
 - f) Other matters as prescribed by law.
3. Resolutions on other matters within the authority of the General Meeting of Shareholders shall be passed if approved by the number of Shareholders representing at least 51% (*fifty-one percent*) of the total number of votes of all Shareholders attending and voting at the meeting, except for the cases specified in Clause 2 and Clause 4 of this Article, Clause 2 of Article 18, and Clause 9 of Article 23 of this Charter.
4. Voting to elect members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting, whereby each Shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Board of Supervisors, and the Shareholder has the right to concentrate all or part of their total votes on 01 (*one*) or several candidates. The elected members of the Board of Directors or Board of Supervisor are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is sufficient. In case there are 02 (*two*) or more candidates receiving the same number of votes for the final member position of the Board of Directors or the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the election regulations depending on the decision of the General Meeting of Shareholders at the time of election or the Company Charter.
5. Resolutions and decisions of the General Meeting of Shareholders must be notified to Shareholders entitled to attend the General Meeting of Shareholders within 15 (*fifteen*) days from the date the resolution or decision is passed and must be disclosed in accordance with the provisions of law on securities and the securities market. The requirement to send resolutions and decisions of the General Meeting of Shareholders may be fulfilled by posting them on the Company's website.
6. Resolutions and decisions of the General Meeting of Shareholders approved by Shareholders representing 100% (*one hundred percent*) of the total number of voting shares shall be legally valid

and effective even if the order and procedures for convening the meeting and passing such resolutions and decisions violate the provisions of the Law on Enterprises and this Charter.

7. The dismissal and removal of members of the Board of Directors and the Board of Supervisors shall be conducted in the form of regular voting.

ARTICLE 23. AUTHORITY AND PROCEDURES FOR SOLICITING WRITTEN OPINIONS FROM SHAREHOLDERS TO PASS RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS

The authority and procedures for soliciting written opinions from shareholders to pass resolutions and decisions of the General Meeting of Shareholders are implemented according to the following provisions:

1. The Board of Directors has the right to solicit written opinions from Shareholders to pass resolutions and decisions of the General Meeting of Shareholders on all matters within its the authority as prescribed by law and this Charter when deemed necessary for the lawful interests of the Company.
2. The Board of Directors must prepare the Opinion Form, draft resolutions and decisions of the General Meeting of Shareholders, and documents explaining the draft resolutions and decisions, and send them to all Shareholders with voting rights at least 15 (*fifteen*) days prior the deadline for returning the Opinion Form. The requirements and methods for submitting the Opinion Form and accompanying documents shall comply with the provisions in Clauses 3 and 4, Article 19 of this Charter.
3. The opinion form must have the following main contents:
 - a) Name, head office address, business registration number of the Company;
 - b) Purpose of consultation;
 - c) Full name, contact address, nationality, legal document number of the individual for individual Shareholders; name, head office address, business registration number or legal document number of the organization for organizational Shareholders or full name, contact address, nationality, legal document number of the individual for authorized representative of organizational Shareholders; number of shares of each type and number of votes of the Shareholders;
 - d) Matters requiring opinions to pass resolutions and decisions;
 - e) Voting options include approval, disapproval, and no opinion for each matter being voted on;
 - f) Deadline for sending completed Opinion Forms to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders can send the completed Opinion Form to the Company by mail, fax or email according to the following regulations:
 - a) In case of sending a letter, the completed Opinion Form must be signed by the individual Shareholder; the authorized representative, or the legal representative of the organizational Shareholder. The completed Opinion Form must be sent to the Company in sealed envelopes, which must not be opened prior to the vote counting;
 - b) In case of sending by fax or email, the completed Opinion Form sent to the Company must be kept confidential until the vote counting.



- c) Opinion Forms sent to the Company after the deadline specified in the Opinion Form or opened in the case of mailing or disclosed in the case of faxing or emailing shall be determined to be invalid. Unreturned ballots will be considered abstentions. Invalid ballots, ballots without response information and ballots not returned will not be counted in the total number of ballots used to calculate the voting percentage.
5. The Board of Directors organizes the vote counting, and the Vote Counting Committee conducts the vote counting and prepares the Vote Counting Minutes under the supervision of the representative of the Board of Supervisors and/or of 01 (*one*) Shareholder who does not hold a management position in the Company. The vote counting minutes must have the following main contents:
 - a) Name, head office address, business registration number of the Company;
 - b) Purpose and matters to be consulted to pass the resolution;
 - c) Number of Shareholders with total number of votes participated in the vote, in which distinguishing between valid and invalid votes and method of sending Voting ballots, with an appendix of list of Shareholders participating in the vote;
 - d) Total number of votes for, against and abstentions on each issue;
 - e) Matters passed and corresponding passing percentages;
 - f) Full name and signature of the Chairman of the Board of Directors, Head of the Vote Counting Committee (if any), the vote counter and the representative of the Board of Supervisors and/or Shareholders participating in supervising the vote counting.
6. Members of the Board of Directors, the Vote Counting Committee (if any), the vote counters and the vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the Vote Counting Minutes; and jointly responsible for damages incurred from resolutions and decisions passed due to dishonest and inaccurate vote counting.
7. Minutes of vote counting and resolutions and decisions must be sent to Shareholders within 15 (*fifteen*) days from the date of completion of vote counting. The sending of the Minutes of vote counting and resolutions and decisions can be replaced by posting them on the Company's website within 24 (*twenty-four*) hours from the time of the end of vote counting.
8. The completed ballots, the Minutes of vote counting, the full text of the adopted resolutions and decisions and related documents attached to the ballots must all be kept at the Company's head office.
9. Resolutions of the General Meeting of Shareholders are passed by written voting if approved by shareholders holding at least 51% (*fifty-one percent*) of the total votes of all shareholders with voting rights and are as valid as those passed at the General Meeting of Shareholders.

ARTICLE 24. MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded, video-recorded, or recorded and stored in other electronic forms. Minutes must be made in Vietnamese and maybe made in a foreign language and have the following main contents:
 - a) Name, head office address, business registration number of the Company;
 - b) Time and venue of the General Meeting of Shareholders;
 - c) Meeting agenda and content;
 - d) Full name of the Chairman and the Head of the Secretariat or Secretary of the meeting;

- e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
 - f) Number of Shareholders and total number of votes of Shareholders attending the meeting, appendix of list of registered shareholders, representatives of Shareholders attending the meeting with corresponding number of shares and votes;
 - g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of Shareholders attending the meeting;
 - h) Matters passed and corresponding percentage of votes passed;
 - i) Full name and signature of the Chairman and the Chief Secretary or Secretary of the meeting. In case the Chairman, the Chief Secretary or the Secretary refuses to sign the minutes of the General Meeting of Shareholders, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain full required content as prescribed in this Article. The meeting minutes shall clearly state that the Chairman, the Chief Secretary or the Secretary refused to sign the meeting minutes and the Board of Directors appointed 01 (*one*) member of the Board of Directors to sign and issue the resolution or decision of the General Meeting of Shareholders. If all members of the Board of Directors are absent or refuse to sign the meeting minutes, the General Meeting of Shareholders shall appoint 01 (*one*) person among the Shareholders attending the meeting to sign the meeting minutes and resolutions and decisions approved by the General Meeting of Shareholders at the meeting on behalf of the General Meeting of Shareholders.
2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairman and the Chief Secretary or the Secretary of the meeting or other person signing the Minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the content of the Minutes.
 3. Minutes of the General Meeting of Shareholders that are prepared in Vietnamese and in a foreign language have equal legal effect. In case there is any difference in content between the Vietnamese minutes and the foreign language minutes, the Vietnamese version shall prevail.
 4. Minutes of meetings, resolutions and decisions approved by the General Meeting of Shareholders, meeting records, list of Shareholders registered to attend the meeting with the signatures of Shareholders, proxy documents to attend the meeting and all other documents related to the General Meeting of Shareholders must be kept at the Company's head office.

The Chairman of the Board of Directors or the person who convenes the General Meeting of Shareholders is responsible for organizing the storage of meeting minutes, resolutions, decisions passed by the General Meeting of Shareholders, and all documents related to the General Meeting of Shareholders as stated in this clause. Minutes of the General Meeting of Shareholders are considered authentic evidence of the contents and work conducted at the General Meeting of Shareholders, unless there are objections to the contents of the Minutes submitted in accordance with prescribed procedures after the Minutes are disclosed or sent and there is a decision to cancel them by the competent authority.
 5. Minutes of the General Meeting of Shareholders, resolutions, decisions passed and relevant documents attached to the meeting invitation must be disclosed in accordance with the provisions of law on information disclosure on the stock market and must be sent to all

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Shareholders within 15 (*fifteen*) days from the end of the meeting; the sending of the vote counting minutes can be replaced by posting on the Company's website.

ARTICLE 25. REQUEST FOR CANCELLATION OF A RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS

Within 90 (*ninety*) days from the date of receipt of the resolution, decision, or Minutes of the General Meeting of Shareholders, or Minutes of the vote counting for soliciting opinions of the General Meeting of Shareholders, the Shareholder or group of Shareholders specified in Clause 3, Article 12 of this Charter has the right to request the Court or Arbitration to review and cancel the resolution, decision, or any part thereof of the resolution, decision of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the General Meeting of Shareholders and passing the resolution breach the Law on Enterprises and the Charter, except for circumstances specified in Clause 6, Article 22 of this Charter;
2. The content of the resolution breaches the Law or the Charter

ARTICLE 26. EFFECTIVENESS OF RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS

1. Resolutions and decisions of the General Meeting of Shareholders shall take effect from the date of approval or from the effective date stated in such resolution or decision.
2. Resolutions and decisions of the General Meeting of Shareholders approved by 100% (*one hundred percent*) of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and passing such resolutions and decisions violate the provisions of the Law on Enterprises and this Charter.
3. In case a Shareholder or group of Shareholders requests the Court or Arbitration to annul the Resolution of the General Meeting of Shareholders as prescribed in Article 25 of this Charter, such resolutions and decisions shall remain effective until the Court or Arbitration's decision to annul such resolution or decision takes effect, except in cases where temporary emergency measures are applied according to the decision of a competent authority. In case the resolution or decision of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person with the authority to convene the General Meeting of Shareholders shall be responsible for reorganizing the General Meeting of Shareholders within 30 (*thirty*) days in accordance with the procedures prescribed by law and this Charter.

SECTION 2 BOARD OF DIRECTORS

ARTICLE 27. RESPONSIBILITIES, RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS

1. The Board of Directors is the Company's management body, with full authority on behalf of the Company to decide and exercise the Company's rights and obligations that are not within the authority of the General Meeting of Shareholders.
2. The Board of Directors has the following powers and duties:
 - a) Determine the Company's strategy, medium-term development plan, and annual business plan;
 - b) Submit to the General Meeting of Shareholders the business plan for the following year;

- c) Propose the types of shares and the total number of shares of each type that can be offered;
- d) Decide on the sale of unsold shares within the number of shares authorized for offering for each type; decide on the issuance of corporate bonds, except for types of bonds under the authority of the General Meeting of Shareholders; determine additional capital mobilization through other forms in accordance with the law; determine the selling price of the Company's shares and bonds;
- e) Conduct the valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technological know-how;
- f) Propose the issuance of convertible bonds, bonds with warrants, and other types of securities under the authority of the General Meeting of Shareholders;
- g) Propose the dividend rate to be submitted to the General Meeting of Shareholders for approval; determine the timeline and procedures for dividend payment or handling losses incurred during the business process;
- h) Propose restructuring, reorganization, and dissolution of the Company; requesting bankruptcy of the Company;
- i) Decide whether the Company will repurchase no more than 10% (*ten percent*) of the total number of shares of each type sold within 12 (twelve) months and determine the purchase price for these shares as prescribed in Article 133 of the Law on Enterprises;
- j) Be jointly responsible for the recovery of payment for repurchased shares or dividends contrary to the provisions of law and this Charter;
- k) Determine the organizational structure and internal governance regulations of the Company; determine the establishment of subsidiaries, branches, representative offices of the Company and the contribution of capital and purchase of shares of other enterprises within the scope of authority;
- l) Determine market development, marketing, and technology solutions;
- m) Decide on investment plans and investment projects within its authority and limits as prescribed by law, this Charter, and the Company's internal regulations;
- n) Decide on investments that are not included in the business plan, with a value ranging from 35% (*thirty-five percent*) to less than 65% (*sixty-five percent*) of the Company's total asset value as recorded in the most recently audited financial statements;
- o) Decisions on investment, purchase, lease, compensation for damage, sale, liquidation of assets of the Company or branches with value from 35% (*thirty-five percent*) to less than 65% (*sixty-five percent*) of the total value of the Company's assets recorded in the most recent audited financial statements;
- p) Approve contracts for purchase, sale, borrowing, lending, mortgage, pledge, guarantee, implement measures to ensure the performance of the Company's obligations and other contracts and transactions with a value from 35% (*thirty-five percent*) to less than 65% (*sixty-five percent*) of the total value of assets recorded in the Company's most recent audited financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Clause 2, Article 15 of this Charter;
- q) Determine the Company's signing of contracts and transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value of less than 35% (*thirty-five*

- percent*) of the total value of the Company's assets recorded in the most recent audited financial statements;
- r) Determine business matters or transactions that the Board of Directors deems require approval within the scope of its authority and responsibilities;
 - s) Appoint representatives and managers of the Company's investment capital in enterprises in which the Company invests capital, and determine the remuneration and other benefits of those people;
 - t) Decide on the use of the Company's funds;
 - u) Elect, dismiss, remove the Chairman of the Board of Directors from among the members of the Board of Directors; appoint, dismiss, sign a contract, terminate the contract with the General Director; appoint, dismiss, remove the Deputy General Director(s), Chief Accountant, Directors of branches, Head of Representative Office of the Company; determine salary and other benefits of personnel appointed by the Board of Directors;
 - v) Supervise and direct the General Director and other Company managers in the daily business operations of the Company and must report to the General Meeting of Shareholders on this supervision and direction by the Board of Directors;
 - w) Submit audited annual financial statements and corporate governance reports to the General Meeting of Shareholders. In case the Board of Directors fails to submit the Company's annual Financial Statements to the General Meeting of Shareholders, these reports shall be considered invalid;
 - x) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or obtain written opinions from shareholders for the General Meeting of Shareholders to approve matters within its authority;
 - y) Decision to promulgate the Regulations on organization and operation of the Board of Directors, Internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decision to promulgate the Regulations on information disclosure and other internal regulations of the Company;
 - z) Other rights and obligations as prescribed by law and this Charter.
3. The Board of Directors and its affiliated units must fully comply with the responsibilities and obligations prescribed by law, this Charter and the decisions of the General Meeting of Shareholders and the following responsibilities:
- a) Ensure that the Company's operations comply with the provisions of law, the Company's Charter and the Company's internal regulations;
 - b) Be responsible to Shareholders for the Company's operations; treat all Shareholders equally and respect the lawful interests of those with interests related to the Company;
 - c) Develop internal regulations on corporate governance, regulations on organization and operation of the Board of Directors for approval by the General Meeting of Shareholders;
 - d) Monitor and prevent conflicts of interest of members of the Board of Directors, Board of Supervisors, General Director and other Company managers, including misuse of Company assets and abuse of related party transactions;
 - e) Organize training and training on corporate governance and necessary skills for members of the Board of Directors, General Directors, persons in charge of corporate governance and other managers of the Company;

- f) Pay dividends to shareholders in accordance with law after being approved by the Annual General Meeting of Shareholders.
4. The report of Board of Directors on the corporate governance and performance of the Board of Directors and each member of the Board of Directors at the Annual General Meeting of Shareholders must ensure the following contents:
 - a) Evaluate the Company's operations and governance situation during the fiscal year;
 - b) Activities, remuneration, operating expenses and other lawful interests of the Board of Directors and each member of the Board of Directors;
 - c) Summary of Meeting of Board of Directorss and resolutions and decisions of the Board of Directors;
 - d) Activities of independent members of the Board of Directors and results of each independent member's assessment of the activities of the Board of Directors;
 - e) Activities of subcommittees under the Board of Directors (if any);
 - f) Report on transactions between the Company, subsidiaries, companies in which the Company controls more than 50% (*fifty percent*) of charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or business managers within the last 03 (three) years prior to the time of the transaction;
 - g) Results of supervision for the General Director;
 - h) Results of supervision of other Company managers;
 - i) Future plans.

ARTICLE 28. COMPOSITION AND TERM OF OFFICE, STANDARDS, DISMISSAL, APPOINTMENT AND SUPPLEMENT OF MEMBERS OF BOARD OF DIRECTORS

1. The Board of Directors has from 07 (*seven*) to 09 (*nine*) members. The specific number of Board of Directors members is decided by the General Meeting of Shareholders from time to time.
2. The term of office of a member of the Board of Directors is 05 (*five*) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 02 (*two*) consecutive terms. A member of the Board of Directors of the Company must not be a member of the Board of Directors or the Board of Members at more than 05 (*five*) other companies.
3. In case all members of the Board of Directors complete their terms, those members will continue to be members of the Board of Directors until a new member is elected to replace them and assume their duties.
4. The structure of the Board of Directors of the Company must ensure that there are at least 02 (*two*) independent members of the Board of Directors and at least 02 (*two*) non-executive members of the Board of Directors. In case the provisions of law on the number and structure of independent members of the Board of Directors and non-executive members of the Board of Directors of a public company are replaced or amended or supplemented, such new or amended regulations shall apply.
5. Standards and conditions for Board of Directors members:
 - a) Board of Directors members must meet the following qualifications and conditions:

- (i) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises or prohibited by law from being a member of the Board of Directors of an enterprise;
 - (ii) Have professional qualifications and experience in business administration or in the Company's business field, industry or profession and do not necessarily have to be a Shareholder of the Company;
 - (iii) A member of the Board of Directors of the Company may concurrently serve on a member of the Board of Directors of up to 05 (*five*) other companies and is not prohibited by law.
 - (iv) Other standards and conditions as prescribed by law.
- b) Independent members of the Board of Directors must meet the following standards and conditions:
- (i) Not being a person currently working for the Company, the parent company or a subsidiary of the Company; not being a person who has worked for the Company, the parent company or a subsidiary of the Company within the last 03 (*three*) consecutive years;
 - (ii) Not a person receiving salary or remuneration from the Company, except for allowances that Board of Directors members are entitled to according to regulations;
 - (iii) Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;
 - (iv) Not being a person who directly or indirectly owns at least 01% (*one percent*) of the total number of voting shares of the Company;
 - (v) Not a person who has served as the Board of Directors or the Board of Supervisors of the Company for at least 05 (*five*) consecutive years before, except in the case of being appointed continuously for 02 (*two*) terms.
 - (vi) Other standards and conditions as prescribed by law.
- c) An independent member of the Board of Directors must notify the Board of Directors that he/she no longer meets the standards and conditions specified in this clause and is automatically no longer an independent member of the Board of Directors from the date of no longer meeting the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace an independent member of the Board of Directors within 06 (*six*) months from the date of receipt of the notice of the relevant independent member of the Board of Directors.
- d) The standards and conditions specified in this Article shall also apply to additional or replacement members of the Board of Directors.
6. A member of the Board of Directors shall cease to hold office in the event that he/she is dismissed, removed, or replaced by the General Meeting of Shareholders in the following cases:
- a) The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - (i) A member of the Board of Directors does not meet the standards and conditions prescribed in Clause 5 of this Article;

- (ii) The Board of Directors member has submitted a resignation letter to the Company's head office and it is accepted;
 - (iii) Other cases as prescribed by law.
- b) The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
- (i) A member of the Board of Directors does not attend meetings of the Board of Directors and/or does not participate in other activities of the Board of Directors continuously for 06 (*six*) months and during this time the Board of Directors does not allow that member to be absent and has ruled that his/her position is vacant, except in cases of force majeure;
 - (ii) When a member of the Board of Directors has 01 (*one*) or some of the following behaviors:
 - Failure to exercise rights and obligations honestly, carefully and to the best of one's ability to ensure the maximum lawful interests of the Company and Shareholders;
 - Disloyalty to the Company by performing one or more acts including but not limited to: using the Company's information, secrets, business opportunities, abusing the Company's position, title and assets for personal gain or to serve the interests of other organizations or individuals, harming the lawful interests of the Company and shareholders;
 - Having acts that cause difficulties, obstructions or any other acts of a similar nature that affect the smooth operation and progress of the Company's administration and management, including but not limited to acts such as: Intentionally not attending the Meeting of Board of Directors despite being duly summoned, refusing to sign the meeting minutes without a valid reason, not performing or not fully performing the work assigned by the Board of Directors, causing division and disunity within the Company and/or having actions that cause events that cause loss and affect the reputation and brand image of the Company;
 - Failure to promptly, fully and accurately notify the Company of one's interests in other organizations; transactions with other organizations or individuals that may cause conflicts with the Company's lawful interests;
 - Committing acts of illegal competition with the Company or facilitating third parties to harm the lawful interests of the Company.
 - (iii) Other cases as prescribed by law.
7. Members of the Board of Directors may be dismissed, removed, or replaced by resolutions or decisions of the General Meeting of Shareholders, other than those specified in this Charter, when deemed necessary.
8. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
- a) The number of Board of Directors members is reduced by more than 1/3 (*one third*) compared to the number specified in this Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 (*sixty*) days from the date the number of members is reduced by more than 1/3 (*one third*);
 - b) The number of independent members of the Board of Directors and non-executive members of the Board of Directors has decreased and does not ensure the ratio as prescribed in Clause 4 of this Article;

- c) Other cases as prescribed by law.

Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the most recent General Meeting of Shareholders.

9. The Company must disclose information about receiving resignations, elections, appointments, dismissals, and removals of members of the Board of Directors in accordance with the provisions of law on information disclosure on the stock market and the Company's Information Disclosure Regulations.

ARTICLE 29. NOMINATION/SELF-NOMINATION OF CANDIDATE TO THE BOARD OF DIRECTORS

1. In case the Board of Directors candidates have been identified, information related to the Board of Directors candidates shall be included in the documents of the General Meeting of Shareholders and shall be announced at least 10 (*ten*) 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 to the honesty and accuracy of the personal information disclosed and must commit to performing their duties honestly, carefully and for the highest lawful interests of the Company if elected as a member of the Board of Directors.
2. Information regarding Board of Directors candidates to be published includes:
- Full name, date of birth;
 - Professional qualifications;
 - Working process;
 - Other management positions the candidate holds, including Board of Directors of another company;
 - Evaluation report on the candidate's contribution to the Company in case the candidate is a current member of the Company's Board of Directors;
 - Benefits related to the Company and its related parties (if any);
 - Full name of the Shareholder or group of Shareholders nominating that candidate (if any);
 - Other information (if any).

The Company must disclose information about the companies in which the candidate holds the position of Board of Directors member, other management positions and the Board of Directors candidate's related interests in the Company (if any).

3. Shareholders or groups of Shareholders owning at least 05% (*five percent*) of the total number of common shares have the right to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors is carried out as follows:
- Common Shareholders may nominate themselves or may voluntarily form a group to nominate candidates for the Board of Directors. The formation of this group of Shareholders must be notified to the Organizing Committee of the General Meeting of Shareholders before the nomination is made, and at the same time, the attending Shareholders must be notified before the opening of the General Meeting of Shareholders;
 - Based on the number of members of the Board of Directors and the ownership ratio of the total number of common shares at the Company, the Shareholder or group of Shareholders specified in Point a of this Clause has the right to nominate 01 (*one*) or a number of people as

specified in Point e, Clause 3, Article 12 of this Charter as candidates for the Board of Directors. In case the number of Board of Directors candidates nominated by a Shareholder or group of Shareholders is lower than the number of candidates they are entitled to nominate as prescribed in this clause, the remaining candidates shall be nominated by the Board of Directors and other Shareholders.

- c) In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required by law and this Charter, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of this Charter, the Internal Regulations on Corporate Governance and the Regulations on Organization and Operation of the Board of Directors. The nomination of candidates for the Board of Directors 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 provisions of law.

ARTICLE 30. CHAIRMAN, VICE CHAIRMAN BOARD OF DIRECTORS

1. The Chairman of the Board of Directors and the Vice Chairman of the Board of Directors are elected, dismissed and removed by the Board of Directors from among the members of the Board of Directors. Board of Directors The Company has 01 (*one*) Chairman of the Board of Directors and from 02 (*two*) to 03 (*three*) Vice Chairman of the Board of Directors. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company.
2. The Chairman of the Board of Directors has the following rights and obligations:
 - a) Develop programs and plans of activities of the Board of Directors;
 - b) Prepare agenda, content, and documents for meetings; convene, preside over, and chair meetings of Board of Directors;
 - c) Organize the adoption of resolutions and decisions of the Board of Directors;
 - d) Chair of the General Meeting of Shareholders. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors submits the annual audited financial statements, the Board of Directors' management and performance reports, and the General Director's and other business executives' performance monitoring reports to the Shareholders at the General Meeting of Shareholders;
 - e) Direct, monitor and supervise the implementation of resolutions and decisions of the Board of Directors;
 - f) Organize the assignment of tasks to members of the Board of Directors to perform the duties and powers of the Board of Directors in accordance with the law and the Company's Charter, and be responsible to the General Meeting of Shareholders and the law for their work;
 - g) Decide to establish the Board of Directors Office under the Board of Directors to assist the Board of Directors; Determine the functions, tasks and powers of the Board of Directors Office, Determine the appointment, dismissal, transfer, assignment of work, remuneration policies, income and other matters for personnel working at the Board of Directors Office;
 - h) Ensure timely, accurate and clear communication between Board of Directors members and the Chairman of the Board of Directors;
 - i) Create favorable conditions for Board of Directors members to operate independently and effectively and establish constructive relationships among Board of Directors members;

- j) Comply with the obligations and responsibilities of a manager, including the responsibility to be careful, the responsibility to be honest and avoid conflicts of interest, the responsibility for damages and compensation according to the provisions of law and the Company's Charter;
 - k) Other rights and obligations as prescribed by law, this Charter and authorization and/or assignment of the Board of Directors.
3. The Vice Chairman of the Board of Directors are responsible for supporting and assisting the Chairman of the Board of Directors in performing the rights and obligations prescribed in this Article. The Board of Directors may have a permanent Vice Chairman of the Board of Directors. The rights and obligations of the Standing Vice Chairman of the Board of Directors are prescribed in this Charter, the Internal Regulations on Corporate Governance, the Regulations on Organization and Operation of the Board of Directors, the decisions of the Board of Directors and in accordance with the provisions of law.
 4. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Chairman of the Board of Directors must authorize in writing 01 (*one*) other member of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members of the Board of Directors shall elect 01 (*one*) person among the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision is made by the Board of Directors.
 5. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement to hold the position of Chairman of the Board of Directors within 10 (*ten*) days from the date of receipt of the resignation or the resolution or decision on dismissal or removal taking effect.

ARTICLE 31. RIGHTS AND RESPONSIBILITIES, REMUNERATIONS AND OTHER LEGAL BENEFITS OF MEMBERS OF BOARD OF DIRECTORS

1. Members of the Board of Directors have full rights as prescribed by law and this Charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and of the units within the Company.
2. Members of Board of Directors have the following rights and responsibilities:
 - a) Perform their duties honestly and carefully for the highest lawful interests of the Shareholders and the Company;
 - b) Attend all Meeting of Board of Directorss and comment on matters discussed;
 - c) Timely and fully report to the Board of Directors the remuneration received from subsidiaries, affiliates and other organizations;
 - d) Report to the Board of Directors at the most recent meeting on transactions between the Company, subsidiaries, other companies in which the Company controls more than 50% (*fifty percent*) of charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and companies in which members of the Board

- of Directors are founding members or business managers within the last 03 (three) years prior to the time of the transaction;
- e) Disclose information when trading the Company's shares in accordance with the law.
 - f) Each independent member of the Board of Directors must make an assessment report on the operation of the Board of Directors.
 - g) Other rights and responsibilities as prescribed by law and this Charter.
3. The Company has the right to pay remuneration, bonuses and other legitimate benefits to members of the Board of Directors according to business results and efficiency.
 4. Members of the Board of Directors, excluding authorized representatives, are entitled to remuneration, bonuses and other legitimate benefits for the work they undertake. The remuneration of the Board of Directors is decided by the General Meeting of Shareholders.
 5. The total amount of remuneration paid to members of the Board of Directors and the amount of remuneration paid to each member shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax and other relevant legal provisions, and shall be detailed as a separate item in the Company's annual Financial Statement and must be reported to the General Meeting of Shareholders at the annual meeting.
 6. A Board of Directors member holding an executive position or a Board of Directors member serving on a Board of Directors committee or performing other duties which, in the opinion of the Board of Directors, are outside the normal scope of duties of a Board of Directors member shall be compensated in the form of a lump sum, a separate salary, a percentage of profits or in other form as determined by the Board of Directors.
 7. Board of Directors members are entitled to be reimbursed for all reasonable travel, accommodation, meals and other expenses incurred by them in the performance of their Board of Directors responsibilities, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

ARTICLE 32. MEETING OF BOARD OF DIRECTORS

1. The first meeting of the Board of Directors term must be held within 07 (*seven*) working days from the date of completion of the election of the Board of Directors for that term to elect the Chairman of the Board of Directors and Determine other matters within the authority of the Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than 01 (*one*) member with the highest number of votes or the highest and equal percentage of votes, the members shall vote by majority rule to select 01 (one) of them to convene a meeting of the Board of Directors.
2. The Board of Directors must meet at least *once* per quarter and may convene extraordinary meetings. Meeting of Board of Directorss are held at the Company's registered head office address or other locations in Vietnam or abroad as decided by the Chairman of the Board of Directors or the convener of the Meeting of Board of Directors in accordance with the provisions of law. The order and procedures of meetings must comply with the provisions of law, this Charter, the Internal Regulations on Corporate Governance and the Regulations on Organization and Operation of the Board of Directors.
3. Regular meetings of Board of Directors :

The Chairman of the Board of Directors must convene a Meeting of Board of Directors, prepare a meeting agenda, send meeting invitations and related documents to members of the Board of Directors at least 05 (*five*) working days before the meeting date.

4. Extraordinary Meeting of Board of Directors:

The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay without justifiable reason, when deemed necessary or upon request of one of the following subjects:

- a) More than 1/2 (*one-half*) of the Board of Directors members;
 - b) At least 02 (*two*) members of the Board of Directors;
 - c) Independent members of Board of Directors;
 - d) General Director or at least 05 (*five*) other managers;
 - e) Board of Supervisors.
5. The proposal specified in Clause 4 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.
6. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 (*seven*) working days from the date of receipt of the meeting request document specified in Clause 4 of this Article. In case the meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company; the person requesting has the right to replace the Chairman of the Board of Directors in convening the Meeting of Board of Directors.
7. Meeting of Board of Directors Notice and Agenda:
- a) The Chairman of the Board of Directors or the person convening the Meeting of Board of Directors must send a meeting invitation to the members of the Board of Directors at least 05 (*five*) working days before the meeting date. The notice of the Meeting of Board of Directors must be made in writing in Vietnamese and must specifically identify the time and place of the meeting, the meeting agenda, the issues to be discussed and voted on at the meeting; attached to the notice of meeting must be documents related to the issues to be discussed and voted on at the meeting and the members' voting ballots. In case the Chairman of the Board of Directors or the person convening the Meeting of Board of Directors deems it necessary to convene an urgent meeting or there is a request from more than 1/2 (*one-half*) of the members of the Board of Directors, the Chairman of the Board of Directors or the person convening the Meeting of Board of Directors may convene the meeting immediately after sending the meeting invitation and the meeting documents may be provided to the members of the Board of Directors with the meeting invitation or sent immediately at the Meeting of Board of Directors.
 - b) Notice of Meeting of Board of Directors may be sent by invitation, telephone, post, fax, electronic means or other method as decided by the Board of Directors but must ensure that it reaches the contact address of each member of the Board of Directors registered with the Company.
 - c) A member of the Board of Directors has the right to refuse to receive notice of a Meeting of Board of Directors and such refusal must be expressed in writing, by letter, fax, email or other means guaranteed to reach the Chairman of the Board of Directors or the person convening the Meeting of Board of Directors. In this case, it is considered that the person convening the Meeting of Board of Directors has sent the meeting invitation in accordance with the regulations and that Board of Directors member does not attend the Meeting of Board of Directors, unless

- that Board of Directors member attends the Meeting of Board of Directors according to the meeting invitation or has a written cancellation of the refusal to receive the meeting invitation.
- d) Board of Directors members may request additional meeting agenda content by letter, fax, email or other means to the Chairman of the Board of Directors or the convener of the Meeting of Board of Directors. The Chairman of the Board of Directors or the convener of the Meeting of Board of Directors must include additional items on the agenda if they are approved by all members of the Board of Directors attending the Meeting of Board of Directors. Any refusal to include additional items in the meeting must be stated publicly at the Meeting of Board of Directors and recorded in the Meeting of Board of Directors minutes.
8. The Chairman of the Board of Directors or the convener of the Meeting of Board of Directors must send the meeting invitation and accompanying documents to the Supervisors as to the members of the Board of Directors. Supervisors have the right to attend meetings of the Board of Directors, have the right to discuss but not to vote.
 9. Meeting of Board of Directorss shall only be held when $\frac{3}{4}$ (*three-quarters*) or more of the total number of Board of Directors members are present, including authorized representatives of Board of Directors members attending the meeting if approved by a majority of Board of Directors members. In case the first convened meeting does not meet the conditions to proceed, the Meeting of Board of Directors may be convened for the second time within 07 (*seven*) days from the date of the first scheduled meeting. In this case, the meeting is held if more than half ($\frac{1}{2}$) of the Board of Directors members attend the meeting, including the authorized representative of the Board of Directors member attending the meeting if approved by the majority of the Board of Directors members.
 10. Voting at the Meeting of Board of Directors:
 - a) Each member of the Board of Directors or person authorized by a member of the Board of Directors to directly attend the Meeting of Board of Directors will have 01 (*one*) vote.
 - b) A member of the Board of Directors shall not vote on matters relating to contracts, transactions or proposals in which the member or a person related to the member has an interest and such interest conflicts or may conflict with the lawful interests of the Company. A Board of Directors member shall not be counted as a quorum for a Meeting of Board of Directors on decisions on which the member does not have a vote.
 - c) Where a question arises at a meeting of the Board of Directors relating to the extent of a Board of Directors member's interest or to the voting rights of a member which cannot be resolved by the voluntary renunciation of the voting rights of that Board of Directors member, the question shall be referred to the Chairman of the meeting and the Chairman's decision in relation to all other Board of Directors members shall be final, unless the nature or extent of the interest of the Board of Directors member concerned has not been fully and properly disclosed.
 11. Resolutions and decisions of the Board of Directors are passed if approved by the majority of Board of Directors members attending the meeting (over 50%). In case the number of votes for and against are equal, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors. The contents approved by the Board of Directors are issued in the form of resolutions and decisions.
 12. Board of Directors members must attend all Meeting of Board of Directorss. A Board of Directors member may authorize another person to attend the meeting and vote if approved by a majority of the Board of Directors members.

13. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:
- a) Attend and vote directly at the meeting;
 - b) Authorize another person to attend the meeting and vote as prescribed in Clause 12 of this Article.
 - c) Attend and vote by online conference, electronic voting or other similar means;
 - d) Send voting ballots to the meeting via mail, fax, email;
 - e) Submit ballots by other means as determined by the Board of Directors.

In case of sending voting ballots to the meeting by mail, the voting ballots must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors or the person convening the Meeting of Board of Directors at least 01 (*one*) hour before the opening. Voting ballots may only be opened in the presence of all attendees.

14. The Chairman of the Board of Directors or the person convening the Meeting of Board of Directors shall decide to convene the Meeting of Board of Directors in an online or other electronic form or a combination of both online and in-person or in another form suitable to the Company's modern technological conditions at the time of the meeting and holding the Meeting of Board of Directors in these forms is more convenient for the Board of Directors members than in-person meetings, provided that each member attending the meeting can:
- a) Hear each other Board of Directors member or authorized representative of a Board of Directors member speaking at the meeting;
 - b) Speak to all other participants simultaneously without any member having to appear before the others. Discussion between members may be conducted directly by telephone or by other means of communication or a combination of these methods.

The location of the Meeting of Board of Directors held as prescribed in this clause shall be decided by the Chairman and shall be determined as the place where the Chairman attends the meeting. A member of the Board of Directors or a member's authorized representative shall be deemed to be present at the meeting when the member or the member's authorized representative confirms his/her attendance by speaking or other valid forms of roll call as requested by the chairperson prior to the meeting.

The procedures, conditions and issues related to the application of modern information technology to Meeting of Board of Directors as prescribed in this clause and/or the form of electronic voting at Meeting of Board of Directors and/or sending voting ballots to Meeting of Board of Directors via mail, fax, email or other methods decided by the Chairman of the Board of Directors or the convener of the Meeting of Board of Directors in accordance with the provisions of law and this Charter.

Resolutions and decisions adopted at a Meeting of Board of Directors in an online or other electronic form or a combination of both online and in person in accordance with the provisions of law and this Charter shall take effect immediately after the end of the meeting but must be confirmed by minutes of the meeting kept in a form appropriate to the form of the meeting and clearly showing all statements and votes of all members of the Board of Directors attending this meeting.

15. Meeting of Board of Directors Minutes:

- a) Meeting of Board of Directorss must be minuted and may be recorded, transcribed and retained in various electronic forms. Minutes must be made in Vietnamese and can be made in

a foreign language. Minutes of the Meeting of Board of Directors must be detailed, clear and ensure the following contents:

- (i) Name, head office address, business registration number of the Company;
 - (ii) Time and place of meeting;
 - (iii) Purpose, agenda and content of the meeting;
 - (iv) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
 - (v) Issues discussed and voted on at the meeting;
 - (vi) Summarize the opinions of each member attending the meeting in chronological order;
 - (vii) Voting results, including members who approve, disapprove and, abstain;
 - (viii) The matter passed and the corresponding passing percentage;
 - (ix) Full name and signature of the chairman and the person taking the minutes, except for the case specified in Point b of this Clause;
 - (x) Full name and signature of each member attending the meeting or person authorized to attend the meeting;
 - (xi) Other contents as prescribed by law and this Charter (if any).
- b) The minutes are considered valid in case the minutes are made in multiple copies and each copy has the full name and signature of the chairman, the minute taker and the signature of at least 01 (*one*) member of the Board of Directors with voting rights attending the meeting. In case the chairman or the minute taker refuses to sign the minutes of the Meeting of Board of Directors, but if all other members of the Board of Directors attending and agreeing to approve the minutes of the meeting and signing them and having all the contents as prescribed in Point a of this Clause, except for Section ix of Point a of this Clause, then these minutes shall be valid. The meeting minutes clearly state that the Chairman and the minute taker refused to sign the minutes and the Board of Directors appointed another member of the Board of Directors with voting rights to sign and issue the resolution or decision of the Board of Directors. The chairperson and the minute taker shall be personally responsible for any damage caused to the enterprise due to their refusal to sign the meeting minutes in accordance with the provisions of the Law on Enterprises, this Charter and relevant laws.
- c) The chairperson, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Meeting of Board of Directors minutes. A Board of Directors member or a person authorized by a Board of Directors member who attended and voted at meetings of the Board of Directors but refused to sign the minutes of the meeting does not exempt that member from the obligations in respect of which he or she participated in voting. At the same time, the refusal to confirm one's participation, obligations at the meeting or obligations of the Board of Directors is the basis for the Board of Directors to propose that the General Meeting of Shareholders consider the qualifications of this member.
- d) The Chairman of the Board of Directors is responsible for transferring the meeting minutes and resolutions and decisions approved by the Board of Directors to the members of the Board of Directors and the Company's Board of Supervisors. The minutes of the Meeting of Board of Directors are authentic evidence of the work conducted at the Meeting of Board of



- Directorss, unless there is an objection to the content of the minutes within 10 (*ten*) days from the date the minutes are sent.
- e) Minutes of Meeting of Board of Directors and documents used in the meeting must be kept at the Company's head office.
 - f) Minutes drawn up in Vietnamese and foreign languages have equal legal effect. In case there is any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall apply.
16. Effectiveness of resolutions and decisions of the Board of Directors
- a) Resolutions and decisions of the Board of Directors shall take effect from the effective date clearly stated in such resolution or decision. In case the effective date is not clearly stated in the resolution or decision of the Board of Directors, the effective date of that resolution or decision is the date the resolution or decision is passed.
 - b) In case a member of the Board of Directors requests to file a lawsuit or directly files a lawsuit against a resolution or decision that has been passed, the resolution or decision being sued will continue to be enforced until the Court or Arbitration makes a different decision, except in cases where temporary emergency measures are applied according to the decision of a competent authority.
17. The Board of Directors shall comply with the provisions of law, this Charter and resolutions and decisions of the General Meeting of Shareholders when performing its functions, rights and obligations. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law or this Charter or a resolution or decision of the General Meeting of Shareholders causing damage to the Company, the members who vote in favor of the resolution or decision must jointly bear personal responsibility for that resolution or decision and must compensate the Company for the damage; the members who vote against the resolution or decision mentioned above are exempted from liability. In this case, a Shareholder or group of Shareholders owning 5% (*five percent*) or more of the total number of common shares has the right to request the Board of Directors to suspend the implementation of the above resolution or decision.

ARTICLE 33. OBTAINING WRITTEN OPINIONS FROM MEMBERS OF THE BOARD OF DIRECTORS

1. The Chairman of the Board of Directors has the right to consult with members of the Board of Directors to approve decisions within the authority of the Board of Directors when deemed necessary for the lawful interests of the Company.
2. The Chairman of the Board of Directors is responsible for preparing the Opinion Form and explanatory documents on the content requiring the opinion of Board of Directors members. Documents must be sent to Board of Directors members at least 05 (*five*) working days before the time of collecting opinions and making decisions. The method of sending documents shall comply with the provisions of law and this Charter on sending documents to Meeting of Board of Directorss.
3. The opinion form must have the following main contents:
 - a) Name, head office address, business registration number of the Company;
 - b) Purpose of consultation;
 - c) Full name of Board of Directors members;

- d) Issue to be consulted;
 - e) Voting options: agree, disagree and no opinion;
 - f) Deadline for sending completed opinion forms to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Each vote on a corresponding issue in the Opinion Ballot is considered a vote of a Board of Directors member on that issue. Each member of the Board of Directors has 01 (*one*) vote. The response form must be signed by the Board of Directors member whose opinion is being sought. Votes sent to the Company after the deadline for submitting ballots or not following the instructions in the Votes are considered invalid and will not be counted in the total number of votes for calculating the voting ratio.
5. The Chairman of the Board of Directors conducts the vote counting. The vote counting is recorded in minutes and must be carried out under the supervision of a representative of the Board of Supervisors.
- The vote counting minutes must include the following complete contents:
- a) Name, head office address, business registration number of the Company;
 - b) Time and place of vote counting;
 - c) Purpose and issues to be consulted;
 - d) Total number of votes with voting rights, votes in favor, against, and abstentions;
 - e) Issue passed and corresponding passing percentage;
 - f) Signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.
6. The Chairman of the Board of Directors and the signatories of the vote counting minutes are jointly responsible for the accuracy and truthfulness of the vote counting content.
7. The content approved by the majority of members in the vote counting minutes must be made into a resolution and approved decision. Resolutions and decisions passed by way of written consent of Board of Directors members are as effective and valid as resolutions and decisions passed at a Meeting of Board of Directors.
8. The Board of Directors decides to issue regulations and documents guiding the procedures for obtaining written opinions from Board of Directors members.
9. The minutes of vote counting and resolutions and decisions passed by the Board of Directors must be sent to the members of the Board of Directors and the Board of Supervisors within 10 (*ten*) days from the date of making the minutes.
10. Meeting documents, voting slips, vote counting minutes, full text of resolutions and decisions passed by the Board of Directors must be kept at the Company's head office.

ARTICLE 34. SUBCOMMITTEES OF THE BOARD OF DIRECTORS

1. The Board of Directors may establish and authorize actions to subordinate subcommittees based on the needs of the Company's management activities and in accordance with the provisions of law. The number of members of the subcommittee is decided by the Board of Directors and must have a minimum of 03 (*three*) people including Board of Directors members and external members. The activities of the subcommittee must comply with the provisions of law, this Charter and the regulations of the Board of Directors. The

- subcommittee's resolution is only effective when a majority of members attend and vote to pass it at the subcommittee meeting.
2. Board of Directors members of subcommittees may receive a certain rate of remuneration and salary depending on the nature and volume of work of each subcommittee and as decided by the Board of Directors.
 3. External members serving on subcommittees under the Board of Directors are paid remuneration, salaries according to labor contracts or service contracts or other forms of agreements, provided that they are approved by the Board of Directors before the General Director signs contracts with these personnel.
 4. Actions to implement resolutions and decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with the provisions of law, this Charter and internal regulations on corporate governance.

ARTICLE 35. PERSON IN CHARGE OF CORPORATE GOVERNANCE

1. The Board of Directors appoints at least 01 (*one*) person as the Corporate Governance Officer to support corporate governance at the Company. The term of office of the Corporate Governance Officer is decided by the Board of Directors but is a maximum of 05 (*five*) years. The Board of Directors may appoint an Assistant Corporate Governance Officer from time to time.
2. The person in charge of corporate governance must meet the following standards and conditions:
 - a) Have knowledge of the law;
 - b) Not to concurrently work for an approved auditing organization that is auditing the Company's financial statements;
 - c) Other standards as prescribed by law, this Charter and decisions of the Board of Directors.
3. The person in charge of corporate governance has the following rights and obligations:
 - a) Advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and Shareholders;
 - b) Prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
 - c) Advice on meeting procedures;
 - d) Attend meetings;
 - e) Consulting on procedures for preparing resolutions and decisions of the Board of Directors in accordance with legal regulations;
 - f) Provide financial information, copies of Meeting of Board of Directors minutes and other information to members of the Board of Directors and the Board of Supervisors;
 - g) Monitor and report to the Board of Directors on the Company's information disclosure activities.
 - h) Act as a point of contact with stakeholders;
 - i) Keep information confidential in accordance with the provisions of law and this Charter;
 - j) Other rights and obligations as prescribed by law and this Charter.
4. The Board of Directors may dismiss or remove the Corporate Governance Officer when the majority (over 50%) of the Board of Directors members with voting rights agree and appoint 01 (*one*) new Corporate Governance Officer to replace him/her, but not contrary to current legal regulations on labor and rights under the signed contract.

- a) The person in charge of corporate governance may be dismissed by the Board of Directors in the following cases:
 - (i) Not meeting the standards and conditions as prescribed in Clause 2 of this Article;
 - (ii) Have a resignation letter and it is accepted;
 - (iii) Due to work needs, personnel transfers and rotation of the Company;
 - (iv) Due to the health of the person in charge of corporate governance not being able to continue working;
 - (v) Other cases permitted by law.
- b) The person in charge of corporate governance may be removed by the Board of Directors in the following cases:
 - (i) Failure to complete tasks or violation of Company rules and regulations;
 - (ii) Violation of the law but not to the extent of having to terminate the employment contract;
 - (iii) Other cases permitted by law.
5. The Company must notify and publish information about the appointment, receipt of resignation, dismissal, and removal of the Person in charge of corporate governance in accordance with the provisions of law and this Charter.
6. The person in charge of corporate governance may concurrently hold the position of Company Secretary if he/she meets the standards and conditions prescribed by law and this Charter. The holding of concurrent positions as prescribed in this clause must be decided by the Board of Directors.

ARTICLE 36. COMPANY SECRETARY

When deemed necessary, the Board of Directors shall appoint a Company Secretary with a term of office, number and qualifications as decided by the Board of Directors in accordance with the provisions of law to assist the Board of Directors and the Chairman of the Board of Directors in performing the obligations within their authority as prescribed by law and this Charter. The Board of Directors may dismiss, remove the Secretary and/or dissolve the Company Secretariat but not contrary to current labor laws. The rights and obligations of the Company Secretary or Secretariat are as follows:

1. Prepare for the organization of meetings of the General Meeting of Shareholders, Board of Directors at the request of the Board of Directors or the Board of Supervisors;
2. Record minutes of meetings of the General Meeting of Shareholders and Board of Directors;
3. Support Board of Directors members in performing assigned rights and obligations;
4. Assist the Board of Directors in applying and implementing corporate governance principles;
5. Support the Company in building shareholder relations and protecting the legitimate rights and interests of Shareholders;
6. Ensure that resolutions and decisions of the General Meeting of Shareholders and Board of Directors are consistent with this Charter and current laws;
7. Provide information, copies of minutes of meetings of the General Meeting of Shareholders, Board of Directors, Board of Supervisors and other information to Shareholders, members of the Board of Directors, controller as required by work in accordance with the provisions of law and internal regulations of the Company;

8. Support the Company in complying with its obligations to provide information, publicize information and administrative procedures;
9. Have the right to refuse to execute requests that violate the provisions of law, this Charter and/or the Company's internal regulations;
10. Keep information confidential in accordance with the provisions of law and this Charter.
11. Receive salary, remuneration and other benefits as prescribed in the labor contract, this Charter and the Company's internal regulations.

SECTION 3 GENERAL DIRECTOR AND OTHER MANAGERS

ARTICLE 37. MANAGEMENT ORGANIZATION

The Company's management system must ensure that the management apparatus is subject to the direction, supervision and responsibility of the Board of Directors for the Company's daily business operations. The Company has 01 (*one*) General Director, a number of Deputy General Directors, 01 (*one*) Chief Accountant and other business executives appointed by the Board of Directors. The General Director and Deputy General Directors may concurrently be members of the Board of Directors and may be appointed, dismissed, or removed by the Board of Directors by resolution or decision passed in accordance with the provisions of law and this Charter. The General Director may not concurrently hold the position of Chairman of the Board of Directors.

ARTICLE 38. COMPANY MANAGER

1. Company managers include General Director, Deputy General Director and Chief Accountant.
2. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. The company's executives must have the necessary responsibility and diligence to support the Company in achieving its operational and organizational goals.
3. Salary, bonus, benefits and other terms in the labor contract for the General Director will be decided by the Board of Directors. Contracts with other Company managers will be decided by the Board of Directors or the General Director in accordance with the provisions of law, this Charter and relevant internal regulations and rules of the Company.
4. Salaries and bonuses of Company managers are included in the Company's business expenses according to the provisions of the law on corporate income tax and other relevant legal provisions, are detailed as a separate item in the Company's annual Financial Statement and must be reported to the General Meeting of Shareholders at the annual meeting.

ARTICLE 39. APPOINTMENT, DISMISSAL, DUTIES AND POWERS OF THE GENERAL DIRECTOR

1. The Board of Directors appoints 01 (*one*) member of the Board of Directors or hires another person as General Director. Information on the salary, allowances and other benefits of the General Director must be reported at the nearest General Meeting of Shareholders and shown as a separate item in the Company's annual financial statements and annual reports.

2. The General Director is the person who runs the daily business of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.
3. The term of office of the General Director is 05 (*five*) years and can be reappointed for an unlimited number of terms. The General Director must be a person with professional qualifications and experience in business administration of the Company, meeting other standards and conditions as prescribed by law, this Charter, the Company's internal regulations and the following standards and conditions:
 - a) Not falling under the cases prohibited from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b) Must not be a person related to the family, a related person of the company's manager, a controller of the company and the parent company; a representative of state ownership interests, a representative of the enterprise's capital interests at the company and the parent company as prescribed in Clause 22, Article 4 of the Law on Enterprises and Point d, Clause 46, Article 4 of the Law on Securities.
4. The General Director has the following rights and obligations:
 - a) Determine issues related to the Company's daily business operations that are not within the authority of the General Meeting of Shareholders and the Board of Directors as prescribed by law and this Charter, including representing the Company in signing contracts, financial transactions, business, trade, labor, etc.; organize and operate the Company's daily production and business operations according to best management practices and within the scope of prescribed authority.
 - b) Organize the implementation of resolutions and decisions of the Board of Directors and the Company's approved business plans and investment plans;
 - c) Proposing organizational structure plan and internal management regulations of the Company;
 - d) Decisions on investment, purchase, lease, compensation, sale, liquidation of assets of the Company or branches with value up to less than 35% (*thirty-five percent*) of the total value of the Company's assets recorded in the most recent audited financial statements and must be reported to the Board of Directors at the most recent meeting;
 - e) Approve contracts for purchase, sale, borrowing, lending, mortgage, pledge, guarantee, and implement measures to ensure the Company's performance of obligations for contracts, transactions, and other contracts and transactions with a value of less than 35% (*thirty-five percent*) of the total value of the Company's assets recorded in the most recent audited financial statements, except for cases under the decision-making authority of the General Meeting of Shareholders and the Board of Directors as prescribed in this Charter.
 - f) Determine investments not included in the business plan and budget with a value of less than 35% (*thirty-five percent*) of the annual business plan and budget value, except for cases under the decision-making authority of the General Meeting of Shareholders and the Board of Directors as prescribed in this Charter;
 - g) Manage and use the Company's funds and report to the Board of Directors on the management and use of the above funds in each fiscal year;

- h) Recommend the number and positions of business executives that the Company needs for the Board of Directors to appoint or dismiss, remove when necessary to apply the organizational structure to manage and operate the activities proposed by the Board of Directors;
 - i) Appoint, dismiss, and remove management positions in the Company, except for positions within the authority of the Board of Directors;
 - j) Labor recruitment;
 - k) Determine salaries and other benefits for employees in the Company, including management positions under the appointment authority of the General Director;
 - l) Issue internal regulations and rules within authority;
 - m) Propose plans to pay dividends or handle business losses;
 - n) Prepare the next year's financial plan and budget to submit to the Board of Directors for review before submitting to the General Meeting of Shareholders for approval;
 - o) No later than December 31 of each year, the General Director must prepare the Company's detailed operating plan for the following fiscal year on the basis of meeting budget requirements as well as being consistent with the Company's 5 (*five*) year financial plan;
 - p) Enjoy salary, bonus and other legal benefits according to the agreement and regulations and rules of the Company;
 - q) Implement the approved annual work plan;
 - r) Propose measures to improve the management and operations of the Company;
 - s) Prepare the Company's long-term, annual and monthly budgets (hereinafter referred to as the budgets) to serve the Company's long-term, annual and monthly management activities according to the operating plan. The annual budget (including the balance sheet, business performance report and projected cash flow statement) for each fiscal year shall be submitted to the Board of Directors and shall include the information specified in the Company's regulations;
 - t) Carry out all other activities within the authority prescribed in this Charter and the Company's regulations and rules;
 - u) Other rights and obligations as prescribed by law and this Charter.
5. The General Director must manage the Company's daily business operations in accordance with the provisions of law, the Company's Charter, the labor contract signed with the Company, resolutions and decisions of the General Meeting of Shareholders, the Board of Directors and other regulations and rules of the Company. In case of operations contrary to these regulations causing damage to the Company, the General Director shall be responsible before the law and must compensate the Company for the damage.
6. The General Director is responsible to the Board of Directors for the performance of assigned duties and powers and must report to this body when requested.
7. The Board of Directors may dismiss or remove the General Director when the majority of Board of Directors members attending the meeting vote in favor and appoint a new General Director to replace him. In case the General Director is also a member of the Board of Directors, the General Director has no voting rights.

SECTION 4
BOARD OF SUPERVISORS

ARTICLE 40. NOMINATION, APPOINTMENT OF MEMBER OF BOARD OF SUPERVISOR

1. The nomination and election of Controllers shall be carried out similarly to the provisions in Article 29 of this Charter.
2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough as required by law and this Charter, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the provisions of this Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. The procedure for the incumbent Board of Supervisors to introduce additional candidates for the Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect controller in accordance with the provisions of law.

ARTICLE 41. COMPOSITION, RIGHTS AND RESPONSIBILITIES OF THE CONTROLLER

1. Unless otherwise decided by the General Meeting of Shareholders, the number of members of the Company's Board of Supervisors is 03 (*three*) people elected by the General Meeting of Shareholders for a term of 05 (five) years and can be re-elected for an unlimited number of terms. The Controller need not be a shareholder of the Company. The Board of Supervisors must have more than half (1/2) of its members permanently residing in Vietnam.
2. Controllers must meet the following standards and conditions:
 - a) Not falling under the cases prohibited from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b) Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors suitable for the Company's business operations;
 - c) Not being a family member of the Board of Directors, General Director and other managers of the Company and the parent company;
 - d) Not a manager of the Company; not necessarily a Shareholder or employee of the Company;
 - e) Not working in the accounting or finance department of the Company;
 - f) Not be a member or employee of an auditing organization approved to audit the Company's financial statements in the previous 03 (*three*) consecutive years;
 - g) Not being the representative of the enterprise's capital, the representative of the State's capital at the parent company and at the Company;
 - h) Other standards and conditions as prescribed by law and this Charter.
3. Rights and obligations of the Controller:
 - a) The Controller has the rights prescribed by the Law on Enterprises, relevant laws, this Charter and the Company's internal regulations and rules; including the right to receive information and documents related to the Company's operations.
 - b) The controller has the following obligations:
 - (i) Comply with the provisions of law, this Charter, the Company's internal regulations and rules and professional ethics in performing assigned rights and obligations;

- (ii) Perform assigned rights and obligations honestly, carefully and to the best of our ability to ensure the maximum lawful interests of the Company;
 - (iii) Be loyal to the lawful interests of the Company and Shareholders; do not abuse position, title and use information, know-how, business opportunities, other assets of the Company for personal gain or to serve the interests of other organizations or individuals;
 - (iv) Other obligations as prescribed by law and this Charter.
- c) In case of violating the provisions on obligations in Point b of this Clause causing damage to the Company or others, the Controller shall be personally or jointly responsible for compensating for such damage. Income and other benefits that the Controller obtains due to the violation must be returned to the Company.
4. The controller shall be dismissed in the following cases:
- a) No longer meeting the standards and conditions to be a Controller as prescribed in Clause 2 of this Article;
 - b) Have a resignation letter sent to the Company's headquarters and accepted;
 - c) Other cases as prescribed by law and this Charter.
5. The controller shall be dismissed in the following cases:
- a) Failure to complete assigned tasks or work;
 - b) Failure to exercise his/her rights and obligations for 06 (*six*) consecutive months, and during this time the Board of Supervisors does not allow that member to be absent and has decided that his/her position is vacant, except in cases of force majeure;
 - c) Repeatedly violating or seriously violating the obligations of a Controller as prescribed by law, this Charter, and other regulations and rules of the Company;
 - d) According to the resolution and decision of the General Meeting of Shareholders;
 - e) Other cases as prescribed by law and this Charter.
6. In case the term of the Controller ends at the same time as the new Controller has not been elected, the Controller whose term has expired shall continue to exercise his rights and perform his obligations until the new Controller is elected and takes office.

ARTICLE 42. HEAD OF BOARD OF SUPERVISORS

1. The Chief of the Board of Supervisors is elected by the Board of Supervisors from among **the members of the** Board of Supervisors; the election, dismissal and removal are based on the majority principle. The Chief of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the Company's business activities..
2. The Chief of the Board of Supervisors has the following rights and obligations:
- a) Convene the Board of Supervisors meeting;
 - b) Request the Board of Directors, General Director and other Company managers to provide relevant information to report to the Board of Supervisors;
 - c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders;
 - d) Other rights and obligations as prescribed by law, Charter, regulations and other rules of the Company.

ARTICLE 43. RIGHTS AND OBLIGATIONS OF THE BOARD OF SUPERVISORS

1. The Board of Supervisors has the rights and obligations as follows:
 - a) Supervise the Board of Directors and General Director in managing and operating the Company, and be responsible to the General Meeting of Shareholders in performing assigned tasks;
 - b) Check the rationality, legality, honesty and rate of prudence in management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and Financial Statementing;
 - c) Assess the completeness, legality and honesty of the Company's business situation report, annual and 06 (*six*) month Financial Statement, management assessment report of the Board of Directors and submit the assessment report at the annual General Meeting of Shareholders;
 - d) Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders;
 - e) Review, inspect and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems;
 - f) Review the Company's accounting books, accounting records and other documents, the Company's management and operations when deemed necessary or by resolution of the General Meeting of Shareholders or at the request of a Shareholder or group of Shareholders holding 5% (*five percent*) or more of the Company's total common shares;
 - g) Conduct an inspection upon request of a Shareholder or group of Shareholders holding 5% (*five percent*) or more of the Company's total common shares within 07 (*seven*) working days from the date of receipt of the request. Within 15 (*fifteen*) days from the date of completion of the inspection, the Board of Supervisors must report on the issues requested for inspection to the Board of Directors and the requesting Shareholder or group of Shareholders. The inspection by the Board of Supervisors as prescribed in this point must not hinder the normal operation of the Board of Directors and must not disrupt the Company's business operations.
 - h) Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the Company's business activities;
 - i) Attend and participate in discussions at meetings of the General Meeting of Shareholders, Board of Directors and other meetings of the Company; receive resolutions, decisions, minutes of meetings of the General Meeting of Shareholders, Board of Directors and related documents at the same time and in the same manner as for Shareholders and members of the Board of Directors;
 - j) In case of discovering that a member of the Board of Directors, the General Director or other Company managers violates the provisions on responsibilities and obligations of business managers and operators according to the Enterprise Law, relevant laws, this Charter and the Company's internal regulations and rules, the Board of Supervisors must immediately notify the Board of Directors in writing within 48 (*forty-eight*) hours from the time of discovering the violation, requesting the violator to stop the violation and take measures to remedy the consequences;
 - k) Use independent consultants and the Company's internal audit department to perform assigned tasks;

- l) Has the right to consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
- m) Propose and recommend the General Meeting of Shareholders to approve the list of audit organizations approved to audit the Company's Financial Statements; Determine the approved audit organization to inspect the Company's operations, and dismiss the approved auditor when deemed necessary;
- n) Discuss with the independent auditor the nature and scope of the audit before commencing the audit;
- o) Seek independent professional or legal advice and ensure the involvement of external experts with relevant experience and expertise in the Company's work as deemed necessary;
- p) Discuss the difficulties and problems discovered from the mid-term or final audit results as well as any issues that the independent auditor wants to discuss;
- q) Review the independent auditor's report and the responses of the Board of Directors, the General Director or other Company managers;
- r) Monitor the Company's financial situation, legality and compliance with the law in the activities of Board of Directors members, General Director, other Company managers;
- s) Consider the results of internal investigations and feedback from the Board of Directors, the CEO or other Company managers;
- t) Ensure coordination of activities with the Board of Directors, General Director and Shareholders;
- u) Be responsible to Shareholders for its monitoring activities;
- v) Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval;
- w) Report on the activities of the Board of Supervisors at the annual General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 16 of this Charter and must ensure the following contents:
 - (i) Report on the Company's business results, on the performance of the Board of Directors and General Director;
 - (ii) Self-assessment report on performance of the Board of Supervisors and Controller;
 - (iii) Remuneration, operating expenses and other legitimate benefits of the Board of Supervisors and each controller as prescribed in Article 172 of the Law on Enterprises and Article 45 of this Charter;
 - (iv) Summary of meetings of the Board of Supervisors and conclusions and recommendations of the Board of Supervisors;
 - (v) Results of monitoring the Company's operations and finances;
 - (vi) Report on the assessment of transactions between the Company, subsidiaries, companies in which the Company controls 50% (*fifty percent*) or more of the charter capital with members of the Board of Directors, General Director, other executives of the Company and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, General Director, other executives of the Company are founding members or business managers within the 03 (three) most recent years prior to the time of the transaction;

- (vii) Results of supervision of the Board of Directors, General Director and other executives of the Company;
 - (viii) Results of the assessment of the coordination of activities between the Board of Supervisors, the Board of Directors, the General Director and the Shareholders.
 - x) Have the right to access the Company's records and documents kept at the head office, branches or other locations, and have the right to visit the workplace of the Company's managers and employees during working hours;
 - y) Has the right to request the Board of Directors, members of the Board of Directors, the General Director and other Company managers to provide complete, accurate and timely information and documents on the management, operation and business activities of the Company;
 - z) Other rights and obligations as prescribed by law and this Charter.
2. The Board of Directors, members of the Board of Directors, the General Director and other Company managers must provide fully, accurately and promptly all information and documents related to the management, operation and business activities of the Company as requested by the Board of Supervisors or the controller The Company Secretary or Secretariat must ensure that all copies of financial information, other information provided to members of the Board of Directors, meeting invitations, ballots for members of the Board of Directors, minutes of meetings, resolutions, decisions of the General Meeting of Shareholders, Board of Directors, reports of the General Director submitted to the Board of Directors, documents issued by the Company and documents accompanying the above documents must be provided to the controller at the same time and in the same manner as they are sent to Shareholders or members of the Board of Directors.

ARTICLE 44. BOARD OF SUPERVISORS MEETING

1. The Board of Supervisors must meet at least 02 (*two*) times a year and the meeting is held when 2/3 (two-thirds) or more of the number of Supervisors attend the meeting.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of approved auditing organizations to attend the Board of Supervisors meeting and answer questions that need clarification.
3. The meeting of the Board of Supervisors must be recorded in minutes and may be recorded, transcribed and stored in other electronic forms. Minutes of the Board of Supervisors meeting must be detailed, clear and ensure the following contents:
 - a) Name, head office address, business registration number of the Company;
 - b) Time and place of meeting;
 - c) Purpose, agenda and content of the meeting;
 - d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
 - e) The matter was discussed and approved at the meeting;
 - f) Summarize the opinions of each member attending the meeting in chronological order;
 - g) Voting results, including members who approve, disapprove and have no opinion;
 - h) The matter passed and the corresponding passing percentage;

- i) Full name and signature of each member attending the meeting or authorized person attending the meeting and the person taking the minutes.
 - j) Other contents as prescribed by law and the Company Charter (if any).
4. The minute taker and the Supervisors attending the meeting must sign the meeting minutes. In case the minutes taker and/or meeting participants refuse to sign the minutes of the Board of Supervisors meeting, but if signed by all other members of the Board of Supervisors attending the meeting and containing all the contents as prescribed in Clause 3 of this Article, except for Point i, Clause 3 of this Article, then these minutes shall be valid. The meeting minutes clearly state that the minute taker and/or the controller participating the meeting refused to sign the meeting minutes.
 5. The meeting chair, the minute taker and the signatories of the meeting minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Supervisors meeting minutes.
 6. Minutes of meetings of the Board of Supervisors and documents used in the meetings must be kept at the Company's head office to determine the responsibilities of each controller.

ARTICLE 45. SALARY, REMUNERATION, BONUS AND OTHER LEGAL BENEFITS OF THE MEMBER OF BOARD OF SUPERVISORS

1. Controllers are paid salaries and remuneration according to their work and enjoy other legal benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonuses, other legal benefits and annual operating budget of the Board of Supervisors.
2. Controllers are paid for meals, accommodation, travel, independent consulting services and other reasonable expenses incurred when they exercise their assigned rights and obligations. The total cost shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salary and operating expenses of the Board of Supervisors are included in the Company's business expenses according to the provisions of the law on corporate income tax and other relevant legal provisions and must be detailed as a separate item in the Company's annual Financial Statement and must be reported to the General Meeting of Shareholders at the annual meeting.

CHAPTER VI RESPONSIBILITIES OF MEMBERS OF BOARD OF DIRECTORS, BOARD OF SUPERVISOR, GENERAL DIRECTOR AND OTHER MANAGERS

ARTICLE 46. RESPONSIBILITY OF CAUTION

1. Members of the Board of Directors, the Board of Supervisors, the General Director and other Company managers are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly, carefully and in the best lawful interests of the Company.
2. Members of the Board of Directors and the General Director, acting on their own behalf or on behalf of others, to perform work in any form within the scope of the Company's business operations must explain the nature and content of that work to the Board of Directors and the

Board of Supervisors and may only perform it with the approval of the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.

ARTICLE 47. RESPONSIBILITY TO BE HONEST AND AVOID CONFLICTS OF INTEREST

1. Members of the Board of Directors, Board of Supervisors, General Directors and other Company managers must disclose relevant interests in accordance with the provisions of the Enterprise Law, relevant legal provisions and the following provisions:
 - a) The Company must compile and update the list of related persons of the Company as prescribed in Point 1, Clause 1, Article 1 of this Charter and their respective contracts and transactions with the Company.
 - b) Members of the Board of Directors, Board of Supervisors, General Directors and other managers of the Company must declare to the company their related interests, including:
 - (i) Name, enterprise code, head office address, business lines of the enterprise in which these subjects own or own capital contributions or shares; ratio and time of ownership, ownership of such capital contributions or shares;
 - (ii) Name, enterprise code, head office address, business lines of the enterprise in which the related persons of these entities own, jointly own or separately own capital contributions or shares of more than 10% (*ten percent*) of charter capital.

The declaration prescribed in this point must be made within 07 (*seven*) working days from the date of incurred of related interests; any amendment or supplement must be notified to the Company within 07 (*seven*) working days from the date of the corresponding amendment or supplement.

2. Members of the Board of Directors, Board of Supervisors, General Directors and other Company managers who directly or indirectly benefit from a contract or transaction that has been signed or is expected to be signed with the Company and know that they have an interest in it must publicly disclose the nature and content of that interest at the meeting where the General Meeting of Shareholders or the Board of Directors first considers the issue of approving this contract or transaction. In case a member of the Board of Directors, Board of Supervisors, the General Director and another Company managers do not know that he or she or his related person has a related interest at the time the contract or transaction is signed with the Company, the member of the Board of Directors, Board of Supervisors, the General Director and the Company manager must publicly disclose and notify the Chairman of the Board of Directors of this related interest within 24 (*twenty-four*) hours from the time he or she knows that he or she has an interest or will have an interest in the related transaction or contract and is obliged to prove their impartiality and objectivity in this contract or transaction. The handling of contracts and transactions that violate the provisions of this clause shall comply with the provisions of law and this Charter.
3. Members of the Board of Directors, the Board of Supervisors, the General Director and other Company managers must be loyal to the interests of the Company and the Shareholders. Company managers and their related persons may only use information obtained through their positions to serve the lawful interests of the Company. They are not allowed to use information, know-how, or business opportunities that may bring legitimate benefits to the Company and the Company's assets for personal gain or to serve the interests of other organizations or individuals.

4. Members of the Board of Directors, Board of Supervisors, General Directors and other Company managers are obliged to notify in writing the Board of Directors and Supervisors of transactions between the Company, subsidiaries, and other companies in which the Company controls more than 50% (*fifty percent*) of charter capital with that entity itself or with related persons of that entity as prescribed by law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of law on information disclosure on the stock market.
5. A member of the Board of Directors shall not vote on transactions that benefit that member or their related person as prescribed by law and this Charter.
6. Member of Board of Directors, Board of Supervisors, General Directors, other Company managers and their related persons shall not use or disclose to others inside information to carry out related transactions.
7. The Company must enter into written contracts on the basis of equality and voluntariness when conducting transactions with related persons of the Company and may apply necessary measures to prevent Shareholders and related persons from conducting transactions that cause loss of capital, assets or other resources of the Company.
8. The Company shall not provide loans or guarantees to individual Shareholders and related persons of such individual Shareholders.
9. The Company is not allowed to provide loans or guarantees to Shareholders who are organizations and related persons of such Shareholders who are individuals, except in cases where the Shareholders are subsidiaries that do not have shares or capital contributions held by the State and have contributed capital or purchased shares of the Company before July 1, 2015.
10. The company is not allowed to provide loans or guarantees to related persons of institutional shareholders, unless otherwise provided for by law or/and in cases where the company and organizations are related persons of shareholders who are companies in the same group or companies operating in groups of companies, including parent companies - subsidiaries, economic groups and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of this Charter; at the same time, the organization is a related person who is not a shareholder of the Company as prescribed in Clause 9 of this Article.
11. The Company may only conduct the following transactions after approval by the General Meeting of Shareholders:
 - a) Granting loans or guarantees to members of the Board of Directors, Controllers, General Directors, managers of other companies other than shareholders and related individuals and organizations of these entities.

In case the Company grants loans or guarantees to related organizations of members of the Board of Directors, Controllers, General Directors, managers of other companies that the Company and organizations (except for organizations that are shareholders of the Company specified in Clause 9 of this Article) are companies in the same group or companies operating under the a group of companies, including parent companies - subsidiaries and economic groups, must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of this Charter before implementation

- b) Transactions with a value of 35% (*thirty-five percent*) or more or transactions resulting in a total transaction value incurred within 12 (twelve) months from the date of the first transaction having a value of 35% (thirty-five percent) or more of the total asset value recorded in the most recent Financial Statement between the Company and one of the following entities:
- (i) Member of Board of Directors, Board of Supervisors, General Directors, other Company managers and related persons of these entities;
 - (ii) Shareholders, authorized representatives of Shareholders owning more than 10% (*ten percent*) of the total common equity capital of the Company and their related persons;
 - (iii) Enterprises in which members of the Board of Directors, Board of Supervisors, General Directors and other Company managers of the Company own or own capital contributions or shares;
 - (iv) Enterprises in which related persons of members of the Board of Directors, Board of Supervisors, General Directors and other Company managers own, jointly own or separately own capital contributions or shares of more than 10% (*ten percent*) of charter capital.
- c) Contracts, loan transactions, asset sales with a value greater than 10% (*ten percent*) of the total asset value recorded in the most recent Financial Statement between the Company and shareholders owning 51% (fifty-one percent) or more of the total number of voting shares or related persons of such shareholders.
12. The Board of Directors shall approve the contracts and transactions specified at Point b , Clause 11 of this Article with a value of less than 35% (*thirty-five percent*) of the total value of assets stated in the Company's latest financial statements.
13. Contracts or transactions between the Company and one or more members of the Board of Directors, Board of Supervisors, General Director, other Company managers and individuals and organizations related to these subjects shall not be invalid in the following cases:
- a) For contracts or transactions with a value of less than or equal to 35% (*thirty-five percent*) of the total value of assets recorded in the most recent Financial Statement, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, Board of Supervisors, the General Director, and other Company managers have been reported to the Board of Directors or the subcommittee of the Board of Directors and approved by the Board of Directors by a majority vote of the Board of Directors members who have no related interests.
 - b) For contracts or transactions with a value greater than 35% (*thirty-five percent*) or transactions resulting in a transaction value incurred within 12 (twelve) months from the date of the first transaction with a value of 35% (thirty-five percent) or more of the total asset value recorded in the most recent Financial Statement, the important contents of this contract or transaction as well as the relationships and interests of the members of the Board of Directors, Board of Supervisors, General Directors, and other Company managers have been announced to the Shareholders and approved by the General Meeting of Shareholders by the approval vote of Shareholders with no related interests representing at least 65% (sixty-five percent) of the total remaining votes.
14. Members of the Board of Directors, Board of Supervisors, General Meeting of Shareholders, other business executives or their related persons are not allowed to buy or sell or deal in any other form with the securities of the Company or its subsidiaries at the time they have

information that will certainly affect the price of such securities while other Shareholders are not aware of this information.

15. A contract or transaction shall be void and handled in accordance with the provisions of law when it is signed or performed without approval as prescribed in this Article, causing damage to the Company. The person signing the contract, the Shareholder, member of the Board of Directors, Board of Supervisors, the General Director or other related Company managers must jointly compensate for the damage incurred and return to the Company the benefits gained from the performance of such contract or transaction.

ARTICLE 48. LIABILITY FOR DAMAGES AND COMPENSATION

1. Members of the Board of Directors, Board of Supervisors, General Directors and other company managers who violate their obligations and responsibilities of honesty, fail to fulfill their obligations with the necessary care and professional capacity shall be responsible for damages caused by their violations.
2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution that has been, is or may be initiated, including civil and administrative cases and not claims or lawsuits initiated or authorized by the Company, in the event that such person has been or is a member of the Board of Directors, Board of Supervisors, General Director, other company managers, employee or representative authorized by the Company who has been or is performing duties under the authorization of the Company, provided that such person has acted honestly and prudently for the highest lawful interests of the Company in compliance with the law and this Charter and there is no evidence confirming that such person has violated their responsibilities and obligations.
3. Compensation costs include judgment costs, fines, and payments actually incurred (including attorneys' fees) or deemed reasonable in resolving these cases within the framework of the law. The Company reserves the right to purchase insurance for such persons to avoid the above mentioned liability.

CHAPTER VII

RIGHT TO REVIEW THE COMPANY BOOKS AND RECORDS AND RIGHT TO SUE

ARTICLE 49. RIGHT TO REVIEW BOOKS AND RECORDS

1. Common shareholders have the right to look up the company's books and records, specifically as follows:
 - a) Ordinary shareholders have the right to review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy this Charter, minutes of the General Meeting of Shareholders and resolutions and decisions of the General Meeting of Shareholders.
 - b) A shareholder or group of shareholders owning 5% (*five percent*) or more of the Company's total common shares has the right to directly or through an authorized person to review, look up, and extract the minutes or resolutions, decisions of the Board of Directors, mid-year or annual Financial Statements, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other records and documents, except for documents related to the Company's trade secrets and business secrets.

- Requests to review, look up, and extract records and documents specified in this Article by a representative of a Shareholder or group of Shareholders must be made in writing and accompanied by a power of attorney from the Shareholder or group of Shareholders that person represents or 01 (*one*) certified copy of this power of attorney. Shareholders or groups of Shareholders and authorized persons as prescribed in this Article shall be jointly liable in case information, records and documents are used for personal purposes or to serve the interests of other organizations or individuals or cause damage to the Company or other Shareholders.
2. Members of the Board of Directors, Board of Supervisors, General Directors and other Company managers have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information is kept confidential.
 3. The Company must keep this Charter and amendments and supplements to the Charter, the Business Registration Certificate, regulations, documents proving ownership of assets, minutes of meetings, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the Shareholders and the business registration authority are notified of the location where these documents are stored.
 4. This charter must be published on the Company's website.

ARTICLE 50. RIGHT TO INITIATE LEGAL ACTION AGAINST MEMBERS OF THE BOARD OF DIRECTORS AND THE GENERAL DIRECTOR

1. Shareholders or groups of shareholders owning at least 01% (*one percent*) of the total number of common shares of the Company have the right, on their own or on behalf of the Company, to initiate a lawsuit for personal liability or joint liability against members of the Board of Directors or the General Director to request the return of benefits or compensation for damages to the Company or others in the following cases:
 - a) Violation of the responsibilities of the Company's manager as prescribed in Article 165 of the Law on Enterprises;
 - b) Failure to perform, incomplete performance, untimely performance or performance contrary to the provisions of law or this Charter, resolutions and decisions of the Board of Directors regarding assigned rights and obligations;
 - c) Abuse of position, power and use of information, know-how, business opportunities and other assets of the Company for personal gain or to serve the interests of other organizations or individuals;
 - d) Other cases as prescribed by law and this Charter.
2. The order and procedures for filing a lawsuit shall comply with the provisions of the law on civil procedure. The cost of filing a lawsuit in case a Shareholder or group of Shareholders files a lawsuit on behalf of the Company shall be included in the Company's expenses, except in the case where the plaintiff's lawsuit request is rejected.
3. Shareholders and groups of shareholders as prescribed in this Article have the right to review, look up and extract necessary information according to the decision of the Court or Arbitration before or during the lawsuit process.

CHAPTER VIII LABOR AND TRADE UNION

ARTICLE 51. LABOR AND TRADE UNION

1. Labor recruitment

The Company directly recruits, hires and terminates employees in accordance with Vietnamese law and on the basis of the annual human resource plan approved by the Board of Directors. The company gives priority to recruiting Vietnamese workers. For highly skilled technical workers, managers or positions that Vietnamese workers cannot meet, the Company may recruit foreign workers to replace them, provided that there is a plan to train Vietnamese workers to replace them within a reasonable period of time.

2. No later than December 31 of the year, the General Director must prepare a plan for the following year's human resources and submit it to the Board of Directors for approval on matters related to recruitment, termination of employment, salary funds, social insurance, benefits, rewards and discipline for managers and employees as well as the Company's relationships with recognized trade unions in accordance with the best management standards, practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

3. Other labor issues

All specific and direct issues related to the Company's human resources, including labor contracts, collective labor agreements, working hours, holidays, wages, insurance, recruitment, training, inspection, labor dispute resolution and other related issues will be managed and resolved by the General Director in accordance with the provisions of law, this Charter, and the Company's internal management regulations.

4. Trade Union

Company employees have the right to establish, operate and join Trade Unions and Trade Unions must operate in accordance with Vietnamese law.

The company signs collective labor agreements with employee representatives in accordance with the provisions of the Labor Code and related regulations.

CHAPTER IX FINANCE AND RELATED ISSUES

ARTICLE 52. BANK ACCOUNT

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam in accordance with the provisions of law and on the basis of the Company's operational requirements.
2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.
3. The Company conducts payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts in accordance with the provisions of law.

ARTICLE 53. FISCAL YEAR

The Company's fiscal year begins on January 1 of each year and ends on December 31 of that year. The first fiscal year begins on the date of issuance of the Certificate of Business Registration and ends on the 31st day of December of the year in which the Certificate of Business Registration is issued. The end of the last fiscal year is the date of dissolution of the Company.

ARTICLE 54. ACCOUNTING REGIME

1. The accounting regime used by the Company is the corporate accounting regime or a specific accounting regime issued and approved by a competent authority.
2. The Company shall establish accounting books in Vietnamese and keep accounting records in accordance with accounting laws and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The company uses Vietnamese Dong as its accounting currency. In case the Company has economic transactions incurred mainly in one foreign currency, it may freely choose that foreign currency as the accounting currency, be responsible for that choice before the law and notify the direct tax management agency.

ARTICLE 55. ANNUAL, SEMI-ANNUAL, AND QUARTERLY FINANCIAL STATEMENTS

1. The company must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company publishes audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submits them to competent state agencies.
2. Annual financial statements must include full reports, appendices, and notes as prescribed by law on corporate accounting. Annual financial statements must honestly and objectively reflect the Company's operations and business results. In case the Company is a parent company, at the end of the fiscal year, in addition to the annual Financial Statement, the Company must also prepare the consolidated Financial Statement of the parent company in accordance with the provisions of the law on accounting, and a summary report of the annual business results of the parent company and subsidiaries.
3. The Company must prepare and publish audited six-month financial statements and quarterly financial statements in accordance with the law on information disclosure on the stock market and submit them to competent state agencies.
4. Audited financial statements are published on the Company's website.
5. Interested organizations and individuals have the right to inspect or photocopy the audited annual Financial Statement during working hours at the Company's headquarters in accordance with the provisions of law and this Charter and must pay the cost of photocopying according to the Company's regulations.

ARTICLE 56. ANNUAL REPORTS, INFORMATION DISCLOSURES AND PUBLIC ANNOUNCEMENTS

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

ARTICLE 57. COMPANY AUDIT

1. At the annual meeting, the General Meeting of Shareholders shall appoint 01 (*one*) independent auditing company, legally operating in Vietnam or approve a list of independent

- auditing companies and authorize the Board of Directors to decide to select one of these units to audit the Company's financial statements for the following fiscal year based on the agreed terms and conditions approved by the Board of Directors.
2. The audit report must be attached to the Company's annual financial statements. These documents must be submitted to the Board of Directors within 70 (*seventy*) days of the end of the fiscal year. The Board of Directors shall send the Audited Financial Statement together with the Company's business performance report and the report evaluating the Company's management and operation to the Board of Supervisors for appraisal at least 30 (*thirty*) days before the opening date of the Annual General Meeting of Shareholders.
 3. The independent auditor performing the audit of the Company's financial statements is invited to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements if the Audit Report of the Company's financial statements contains material exceptions or the shareholders, the Chairman of the Board of Directors, the Board of Supervisors or the person convening the meeting deems it necessary.

ARTICLE 58. FUNDS AND PROFIT DISTRIBUTION

1. The establishment and allocation of funds are decided by the General Meeting of Shareholders in accordance with the provisions of law.
2. Pay dividends
 - a) The General Meeting of Shareholders decides on the rate of dividend payment and the form of annual dividend payment from the Company's retained earnings in accordance with the provisions of law and this Charter.
 - b) Dividends must be paid in full within 06 (*six*) months from the date of the end of the Annual General Meeting of Shareholders approving the dividend payment. Pursuant to the Law on Enterprises, the Law on Securities and other relevant legal provisions, the Board of Directors shall pass a resolution or decision to determine a specific date to close the list of shareholders. On this date, persons registered as Shareholders or holders of other securities are entitled to receive dividends in cash or shares, notices or other documents.
 - c) The Company does not pay interest on dividends or payments relating to a class of shares.
 - d) The Board of Directors may recommend to the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors is the body implementing this resolution.
 - e) In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Dividend payment may be made directly or by cheque or postal money order to the registered address of the beneficiary shareholder or through a bank based on the bank account details provided by the shareholder. In case the Company pays dividends by postal payment order to the registered address of the beneficiary Shareholder, that Shareholder shall bear the risks incurred from the registered address of the Shareholder. In case the Company pays dividends by bank transfer according to the bank details provided by the Shareholder but the Shareholder does not receive the money, the Company shall not be responsible for the amount of money the Company has transferred to this Shareholder. Dividend payments for stocks listed/registered for trading at the Stock Exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

- f) With the approval of the General Meeting of Shareholders, the Board of Directors may decide and notify that the holders of common shares shall receive dividends in common shares in lieu of cash dividends. These additional shares for dividend payment are recorded as fully paid shares on the basis that the value of the dividend shares must be equivalent to the cash amount of the dividend payment.
 - g) In case a Shareholder transfers his/her shares between the time of completion of the shareholder list and the time of dividend payment, the transferor shall be the person receiving the dividend from the Company.
3. Other issues related to profit distribution are carried out in accordance with the provisions of law.

CHAPTER X COMPANY SEAL

ARTICLE 59. SEAL

1. The Company's seal includes the seal made at the seal engraving facility and the seal in the form of a digital signature according to the provisions of law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form and content of the official seal of the Company, branches, representative offices and other units of the Company.
3. The Board of Directors and the General Director use and manage the Company's seal in accordance with the law and the Company's internal management regulations.

CHAPTER XI REORGANIZATION, DISSOLUTION AND BANKRUPTCY

ARTICLE 60. REORGANIZATION, DISSOLUTION AND BANKRUPTCY

1. The General Meeting of Shareholders has the right to Determine the reorganization of the Company, including division, separation, consolidation, merger, conversion of Company type or other forms of restructuring in accordance with the provisions of Vietnamese law. The reorganization of the Company must be conducted in a manner decided by the General Meeting of Shareholders in accordance with the provisions of law and this Charter.
2. The company may be dissolved or terminated in the following cases:
 - a) According to the resolution and decision of the General Meeting of Shareholders;
 - b) The company no longer has the minimum number of shareholders as prescribed by the Law on Enterprises for a period of 06 (*six*) consecutive months without completing procedures to convert the type of enterprise;
 - c) Business registration certificate revoked according to law;
 - d) Other cases as prescribed by law.
3. The order and procedures for dissolving the Company shall comply with the provisions of Article 208 of the Law on Enterprises and relevant legal provisions. The bankruptcy of the Company shall comply with the provisions of the law on bankruptcy.

ARTICLE 61. LIQUIDATION

1. At least 06 (*six*) months after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 (three) members, of which 02 (two) members are appointed by the General Meeting of Shareholders and 01 (one) member is

- appointed by the Board of Directors from 01 (one) independent auditing company. The Liquidation Board prepares its own operating regulations. The members of the Liquidation Board appointed by the General Meeting of Shareholders may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be paid by the Company prior to other debts of the Company.
2. The Liquidation Board is responsible for reporting to the Business Registration Authority on the date of establishment and date of commencement of operations. From that time on, the Liquidation Board represents the Company in all matters related to the Company's liquidation before the Court and relevant agencies and organizations.
 3. Proceeds from the liquidation of the Company shall be paid in the following order:
 - a) Liquidation costs;
 - b) Salaries, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;
 - c) Tax debts and payments of tax nature that the Company must pay according to regulations;
 - d) Other debts of the Company.
 4. The remaining money after paying all debts specified in Clause 3 of this Article shall be distributed to the Shareholders in proportion to their share ownership in the Company. Preferred shareholders have priority in payment.

CHAPTER XII SETTLEMENT OF INTERNAL DISPUTES

ARTICLE 62. IN THE EVENT OF A DEADLOCK BETWEEN THE BOARD OF DIRECTORS AND SHAREHOLDERS

Unless otherwise provided by law or this Charter, a Shareholder or group of Shareholders owning 05% (*five percent*) or more of the total number of common shares of the Company has the right to file a lawsuit at a competent Court to request the dissolution of the Company on one or more of the following grounds:

1. The members of Board of Directors are not unified in managing and operating the Company's affairs, leading to the failure to obtain the required number of votes as prescribed for the Board of Directors to operate;
2. The Shareholders are not unified in managing and operating the Company's affairs, so they cannot obtain the required number of votes as prescribed for the General Meeting of Shareholders to operate;
3. There is disagreement and division among the Shareholders and within the Company, making dissolution the most beneficial option for all Shareholders.

ARTICLE 63. SETTLEMENT OF INTERNAL DISPUTES

1. In case of any dispute or complaint related to the Company's operations, the rights and obligations of the Shareholders as prescribed in the Enterprise Law, this Charter, other legal provisions or agreements between:
 - a) Shareholders with the Company;
 - b) Shareholders with the Board of Directors, Board of Supervisors or other Company managers.

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and shall require each party to present information relating to the dispute within 30 (*thirty*) working days from the date the dispute arises. In case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Board of Supervisors to appoint 01 (*one*) independent expert to act as a mediator for the dispute resolution process.

2. In case no conciliation decision is reached within 06 (*six*) weeks from the date of starting the conciliation process or if the conciliator's decision is not accepted by the parties, any party may bring the dispute to Arbitration or a competent Court as prescribed by law.
3. The parties shall bear their own costs related to the negotiation and conciliation procedures. The costs of the Court shall be made at the discretion of the Court.

CHAPTER XIII FINAL TERMS

ARTICLE 64. SUPPLEMENT AND AMENDMENT TO CHARTER

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall be applied to regulate the Company's operations.

ARTICLE 65. EFFECTIVE DATE

1. This Charter (amended and supplemented) consists of 13 Chapters and 65 Articles, which were unanimously approved by the Annual General Meeting of Shareholders of Deo Ca Traffic Infrastructure Investment Joint Stock Company in Resolution No. 01/2026/NQ-DHDCD dated2026; effective from months.... 2026 and jointly approve the full validity of this Charter.
2. This Charter is in Vietnamese and is made in 05 (*five*) original copies, having equal value and must be kept at the Company's head office.
3. This is in Vietnamese and is made in 03 (*three*) originals, which are of equal value and must be kept at the Company's head office.
4. Copies or extracts of this Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 (*one-half*) of the total number of members of the Board of Directors./.

DEO CA TRAFFIC INFRASTRUCTURE
INVESTMENT JOINT STOCK COMPANY
LEGAL REPRESENTATIVE

General Director
Ngo Truong Nam



APPENDIX 1

Business lines of Deo Ca Traffic Infrastructure Investment Joint Stock Company

No.	Name of business lines	Code
1	Other passenger land transport Details: Passenger transport by fixed routes, including: transport of motorbikes, motorcycles, bicycles with their drivers, and pedestrians through road tunnels and expressways by specialized vehicles; Passenger transport by bus. Excluding: other types of passenger land transport services that foreign-invested enterprises are not permitted to provide under the law.	4932
2	Freight transport by road Details: Freight transport by trucks. Transport of oversized and overweight cargo.	4933
3	Real estate activities with own or leased property Details: Real estate business. Leasing of warehouses, parking lots, and offices (Excluding: investment in cemetery infrastructure for the transfer of land use rights associated with infrastructure).	6810
4	Installation of industrial machinery and equipment	3320
5	Electrical installation	4321
6	Demolition Details: Demolition or wrecking of buildings and other structures (Excluding: demolition of used sea-going vessels).	4311
7	Site preparation	4312
8	Other specialized construction activities	4390
9	Building completion	4330
10	Renting and leasing of motor vehicles	7710
11	Wholesale of other machinery, equipment, and parts Details: Wholesale of all machinery, equipment, and parts permitted for distribution as regulated (Excluding: types of machinery, equipment, and parts that foreign-invested enterprises are not permitted to export, import, or distribute under the law).	4659

No.	Name of business lines	Code
12	Cargo handling	5224
13	Quarrying of stone, sand, and clay Details: Quarrying of construction stone and sand.	0810
14	Other building installation	4329
15	Restaurants and mobile food service activities Details: Restaurants, diners, and food stalls.	5610
16	Other manufacturing not elsewhere classified Details: Manufacturing and assembly of plastic spraying and stone spreading equipment.	3290
17	Machining; treatment and coating of metals Details: Manufacturing and installation of guide posts, traffic signs, cement concrete culverts, and flexible guardrails for road traffic. Fabrication and repair of steel bridge girders; repair of equipment, motor vehicles for construction, and other mechanical production.	2592
18	Activities of call centers	8220
19	Other telecommunications activities Details: Telecommunications services, domain name registration, and maintenance services.	6190
20	Wholesale of electronic and telecommunications equipment and parts (Excluding: import and distribution of electronic and telecommunications equipment and parts containing recorded items on any material)	4652
21	Printing (Excluding: printing on metal packaging, printing on fabrics, fibers, textiles, rattan, or woven products; excluding publishing activities)	1811
22	Service activities related to printing (Excluding: services related to publishing activities)	1812
23	Advertising (No stamping, cutting, bending, welding, or painting at the	7310

No.	Name of business lines	Code
	headquarters; excluding tobacco advertising)	
24	Organization of conventions and trade shows	8230
25	Manufacture of structural metal products (Not operating at the headquarters)	2511
26	Manufacture of other fabricated metal products not elsewhere classified (Not operating at the headquarters)	2599
27	Other human health activities not elsewhere classified	8699
28	<p>Architectural and related technical consultancy activities</p> <p>Details: Supervision of construction and completion of civil, industrial, and transport works. Formulation of investment projects (feasibility study reports). Consultancy: Preparation of bidding documents and requests for proposals; evaluation of bids and proposals. Design of civil and industrial works. Design of transport works (bridges, roads). Architectural design. Construction planning design. Design of electrical works (lines and substations up to 110KV, lighting systems). Design of electrical and plumbing systems in buildings. Design of irrigation works. Design of ventilation, heating, and air conditioning for construction works. Geological survey. Topographical survey. Management of construction investment projects (Excluding: management of construction investment costs). Supervision of construction and completion of irrigation and hydropower works. Supervision of construction and completion of transport works (bridges, roads). Supervision of construction and completion of civil and industrial works. Consultancy for supervision of construction of power lines and substations with voltage up to 35KV. Investment consultancy for power lines and substations with voltage up to 35KV. Preparation of bidding documents and requests for proposals; evaluation of bids and proposals. Design of electrical systems for civil works. Design of ventilation and air conditioning systems. Design and installation of electrical equipment systems for power line and substation works up to 220KV. Supervision of equipment installation for civil and industrial works. Supervision of equipment installation for civil and industrial electrical works. Verification of electrical system designs for civil works, ventilation, and air conditioning designs; verification of electrical system installation designs for transport works; verification of electrical equipment installation designs for power lines and substations up to 220KV (within the scope of registered design business lines). Verification of transport work designs (tunnels, bridges, roads, traffic safety works). Consultancy for installation of fire prevention and fighting systems. Design of fire prevention and fighting systems.</p>	7110

No.	Name of business lines	Code
29	<p>Technical testing and analysis</p> <p>Details: Specialized construction testing, including testing of construction soil, water for construction, construction materials, building components/products, and structural testing of construction works.</p>	7120
30	<p>Other education not elsewhere classified</p> <p>Details: Occupational safety and hygiene training services, fire prevention and fighting training; Other education services (CPC 929, including foreign language training); public speaking skills training; conversational skills training.</p>	8559
31	<p>Combined facilities support services</p> <p>Details: Fire prevention and fighting services.</p>	8110
32	<p>Manufacture of clay building materials (Not operating at the headquarters)</p>	2392
33	<p>Manufacture of builders' carpentry and joinery</p> <p>(Not operating at the headquarters; wood must be from legal sources)</p>	1622
34	<p>Manufacture of plastics and synthetic rubber in primary forms</p> <p>Details: Manufacture of plastic products for construction: plastic doors, windows, frames, blinds, skirting boards, artificial tanks/reservoirs, wall or ceiling coverings in rolls or sheets, plastic sanitary equipment such as swimming pools, showers, bathtubs, washbasins (Not operating at the headquarters).</p>	2013
35	<p>Motion picture projection activities</p>	5914
36	<p>Manufacture of consumer electronics</p> <p>Details: Manufacture of telecommunications materials and equipment (Not operating at the headquarters).</p>	2640
37	<p>Other business support service activities not elsewhere classified</p> <p>Details: Entrusted import-export, technology transfer research, and telecommunications information technology software production; customs brokerage.</p>	8299
38	<p>Wholesale of computers, peripheral equipment and software (excluding the import and distribution of computers, peripheral equipment and software containing recorded media in any form)</p>	4651

No.	Name of business lines	Code
39	Other computer programming activities	6219
40	Construction of residential buildings Details: Construction of civil and industrial works.	4101
41	Computer consultancy and computer infrastructure management	6220
42	Other computer and information technology service activities	6290
43	Construction of non-residential buildings Details: Construction of civil and industrial works.	4102
44	Wholesale of construction materials and other installation supplies	4673
45	Construction of electrical utility works (Excluding: construction of multi-purpose hydropower and nuclear power plants of significant socio-economic importance)	4221
46	Construction of water and sewage utility works	4222
47	Repair and maintenance of motor vehicles and other motor vehicles	9531
48	Construction of railways	4211
49	Hotels and similar accommodation. Details: Operation of tourist accommodation establishments	5510
50	Business and other management consultancy activities. Details: Consultancy on contractor selection; project management; management and operation of urban public lighting systems (excluding financial and legal consultancy)	7020
51	Service activities incidental to rail transportation (Excluding: management and operation of national and urban railway infrastructure systems invested by the State)	5221

No.	Name of business lines	Code
52	Construction of water projects	4291
53	Manufacture of non-alcoholic beverages and mineral water. Details: Production of bottled purified drinking water and clean ice cubes	1105
54	Construction of telecommunications and information utility works	4223
55	Other specialized wholesale not elsewhere classified. Details: Wholesale of ordinary chemicals (excluding toxic chemicals prohibited by the State); wholesale of bitumen emulsion; wholesale of fire prevention and fighting equipment	4679
56	Manufacture of refined petroleum products; manufacture of fossil fuel products. Details: Production of bitumen emulsion	1920
57	Manufacture of concrete, cement, and plaster products Details: Manufacture of reinforced concrete components for construction.	2395
58	Construction of mining utility works	4292
59	Office administrative and support activities. Details: Combined office administrative services; photocopying and document preparation	8210
60	Service activities incidental to land transportation Details: Toll collection and road fee collection; management, operation, maintenance, and repair of road tunnels, expressways, national highways, and other transport infrastructure; Ensuring traffic safety during natural disasters or hostilities in assigned areas, excluding liquefaction of gas for transportation. Excluding: types of services incidental to land transportation that foreign-invested enterprises are not permitted to provide under the law.	5225 (Primary)
61	Temporary labour supply. Details: Domestic temporary labour supply (excluding labour export and overseas labour placement under contracts)	7821

No.	Name of business lines	Code
62	Retail sale of other new goods (excluding automobiles, motorcycles, motorbikes and related parts and accessories). Details: Retail sale of flowers and ornamental plants in specialized stores; retail sale of souvenirs, wickerwork and handicrafts in specialized stores (excluding souvenirs being books, newspapers, professional journals, periodicals and recorded media in any form)	4773
63	Other security service activities	8019
64	Other remaining professional, scientific and technical activities not elsewhere classified. Details: Technology transfer services, including technology transfer brokerage; technology transfer consultancy; technology assessment; promotion of technology transfer; consultancy on preparation of environmental impact assessment reports	7499
65	Construction of processing and manufacturing works	4293
66	Construction of other civil engineering works	4299
67	Literary and musical creation activities (excluding activities prohibited by the State)	9011
68	Performing arts activities (excluding activities prohibited by the State)	9020
69	Construction of roads Details: Road construction; Repair of transport works. Road surface painting using reflective thermoplastic technology.	4212
70	Other support activities for artistic creation and performing arts (excluding activities prohibited by the State)	9039
71	Visual arts creation activities (excluding activities prohibited by the State)	9012
72	Web search portal and other information service activities (excluding information prohibited by the State and press activities)	6390
73	Plumbing, heat, and air-conditioning installation	4322

No.	Name of business lines	Code
74	Information technology infrastructure, data processing, hosting and related activities	6310
75	Construction of other public utility works	4229
76	Wholesale of automobiles and other motor vehicles. Details: Wholesale of passenger cars with up to 9 seats	4661
77	Renting and leasing of other machinery, equipment, and tangible goods without operators	7730
78	Other human resources supply activities. Details: Domestic human resources provision and management	7822
79	Other mining and quarrying not elsewhere classified Details: Extraction of hill soil and other minerals licensed by competent authorities; excluding minerals prohibited from extraction under the law.	0899
80	Activities of employment service centres (excluding labour leasing, brokerage, introduction, recruitment and labour supply for enterprises licensed for labour export and overseas labour management)	7810
81	Primary education Details: Higher education services (CPC 923); Adult education services not elsewhere classified (CPC 924); Vocational training.	8531
82	Secondary education Details: Higher education services (CPC 923); Adult education services not elsewhere classified (CPC 924); Vocational training (Not operating at the headquarters).	8532
83	Wholesale of metals and metal ores. Details: Wholesale of iron and steel	4672
84	Electricity generation from non-renewable energy sources	3511
85	Electricity generation from renewable energy sources	3312

No.	Name of business lines	Code
86	College education Details: Higher education services (CPC 923); Adult education services not elsewhere classified (CPC 924); Vocational training (Not operating at the headquarters).	8533
87	Repair and maintenance of electrical equipment	3314
88	Electricity generation from renewable energy sources	3512
89	Repair and maintenance of other equipment	3319
90	Other tourism-related activities. Details: Organization of guided tour services for Hai Van Road Tunnel, Deo Ca – Co Ma Road Tunnel, Cu Mong Road Tunnel, Phu Gia – Phuoc Tuong Road Tunnel, 37-km section of National Highway 1 BOT Deo Ca – Khanh Hoa, and Component Project 1 of National Highway 1 Bac Giang – Lang Son section	7990
91	Repair and maintenance of fabricated metal products	3311
92	Other cleaning activities	8129
93	Retail sale of automobiles and other motor vehicles	4781
94	Other educational support activities. Details: Educational consultancy; organization of student exchange programs	8569

