

CHARTER OF JOINT STOCK COMPANY
TNG INVESTMENT AND TRADING
JOINT STOCK COMPANY

Thai Nguyen, April 19, 2026

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INTRODUCTION

This Charter was approved in accordance with the Resolution of the General Meeting of Shareholders of TNG Investment and Trading Joint Stock Company dated April 19, 2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Explanation of terms

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

1.1. *Charter capital* means the total par value of shares sold or registered for purchase upon establishment of a joint-stock company and under the provisions of Article 6 of this Charter;

1.2. *Voting capital* means share capital, whereby the owner has the right to vote on matters falling under the decision-making competence of the General Meeting of Shareholders;

1.3. *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amendments and supplements;

1.4. *Law on Securities* means the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its amending and supplementing documents;

1.5. *Vietnam* is the Socialist Republic of Vietnam;

1.6. *Date of establishment* means the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time;

1.7. *Executives* of enterprises are general directors, deputy general directors, chief accountants, directors of branches, heads of representative offices and other executives appointed by the Managing Board;

1.8. *An enterprise manager* means a company manager, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial titles as prescribed in the company's charter;

1.9. *Persons with family relations* include: spouses, natural fathers, natural mothers, adoptive fathers, adoptive mothers, fathers-in-law, mothers-in-law, fathers-in-law, mothers-in-law, natural children, adopted children, sons-in-law, daughters-in-law, brothers-in-law, brothers-in-law, sisters-in-law, sisters-in-law, sister-in-law, brothers of husbands, sister of the wife, sister of the husband, sister of the wife, sister of the husband.

1.10. *Related persons* being individuals and organizations specified in Clause 46, Article 4 of the Law on Securities;



1.11. *Shareholder* means an individual or organization that owns at least one share of a joint-stock company;

1.12. *Founding shareholder* means a shareholder who owns at least one ordinary share and signs on the list of founding shareholders of a joint-stock company;

1.13. *Major shareholder* means a shareholder specified in Clause 18, Article 4 of the Law on Securities;

1.14. *Operation duration* means the operation time of the Company specified in Article 2 of this Charter and the extension time (if any) approved by the General Meeting of Shareholders of the Company;

1.15. *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or several other regulations or documents include amendments, supplements or substitute documents.

3. The headings (Sections and Articles of this Charter) are used to facilitate the understanding of the contents and do not affect the contents of this Charter.

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

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

1. Company Name

- Company name written in Vietnamese: TNG INVESTMENT AND TRADING JOINT STOCK COMPANY

- Company name written in foreign language: TNG INVESTMENT AND TRADING JOINT STOCK COMPANY

- Abbreviated Company Name: TNG

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

3. Registered office of the Company:

- Head office address: No. 434/1, Bac Kan Street, Phan Dinh Phung Ward, Thai Nguyen Province, Vietnam

- E-mail: info@tng.vn

- Website: <http://www.tng.vn>

4. The Company may establish subsidiaries (limited liability companies, joint-stock companies), branches and representative offices to implement the Company's operational objectives in accordance with the decisions of the Board of Directors and to the extent permitted by law.



5. Unless the operation is terminated before the time limit specified in Clause 2, Article 53 or the operation duration is extended as prescribed in Article 54 of this Charter, the operation duration of the Company is indefinitely from the date of establishment.

Article 3. Legal representative of the Company

1. The company has [01] legal representative who is the Chairman of the Board of Directors.

2. Rights and obligations of the legal representative: The legal representative of the Company has the rights and responsibilities in accordance with the provisions of law and this Charter.

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

Article 4. Objectives of the Company

1. Business lines of the Company:

No	Name of business line	Industry Code
1	Other production not yet classified Details: Production of safety protection equipment such as: Production of fireproof and safety protection clothing; Manufacture of asbestos clothing (such as fire protectors; Production of protective clothing and fire retardant clothing).	3290
2	Wholesale of other specialized trades not yet classified Details: Wholesale of labor protection equipment; Wholesale of fire protection equipment. <i>(Except for goods which foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law)</i>	4679
3	General wholesale <i>(except for goods which foreign-invested economic organizations are not entitled to export, import or distribute as prescribed by law)</i>	4690
4	Retailing of other new goods (except for cars, motorcycles, motorcycles and auxiliary parts) Details:- Retailing of labor protection gear; Retailing fire fighting equipment (except for goods that foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law).- Retailing machinery and equipment in the textile, garment and leather industries.	4773
5	Retail intermediary services <i>(Except:- Auction of goods.</i> <i>- Goods which foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law. -</i>	4790

No	Name of business line	Industry Code
	<i>Goods on the list of goods subject to state monopoly in the field of trade.)</i>	
6	General Support Services	8110
7	Landscaping Services	8130
8	Activities of amusement parks and theme parks	9321
9	Other sports activities	9319
10	Activities of sports clubs	9312
11	Other Recreational Activities	9329
12	Hotels and similar accommodations	5510
13	Other Short Stay Services	5520
14	Other Accommodation Facilities	5590
15	Intermediary services for real estate activities Details: The provision of real estate business activities on a fee or contract basis includes real estate-related services such as:- Activities of real estate business agents.- Real estate brokerage.- Intermediary in the purchase, sale or lease of real estate on the basis of fees or contracts.- Real estate trading floors.	6821
16	Other real estate activities on the basis of fees or contracts Details: - Management of real estate on the basis of fees or contracts.- Management and operation services of apartment buildings.- Management and operation services of industrial parks and industrial clusters.	6829
17	Water extraction, treatment and supply	3600
18	Construction of water supply and drainage works	4222
19	Operation of sports facilities	9311
20	Manufacture of medical, dental, orthopedic and rehabilitation equipment and instruments Details: Manufacture of medical equipment	3250
21	Other education has not been classified anywhere (industrial garment training, foreign language teaching);	8559
22	Mining of stone, sand, gravel, clay	810
23	Production of ready-to-wear textiles (except costumes)	1392
24	Operation of job placement centers (Except for services of sending workers to work abroad under contracts)	7810
25	Wholesale of other household appliances (Except: - Goods which foreign-invested economic organizations are not entitled to export, import or distribute according to the provisions of	4649

No	Name of business line	Industry Code
	<i>law.- Goods on the list of goods subject to state monopoly in the field of trade.)</i>	
26	Retailing medicines, medical instruments, cosmetics and hygiene articles (<i>Except:- Goods that foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law.- Goods on the list of goods subject to state monopoly in the field of trade.</i>)	4772
27	Laundry, cleaning of textile and fur products Details: Laundry, is the industrial garment products.	9610
28	Costume production (except for fur skins)	1410 (Main)
29	Crochet Apparel Production	1430
30	Production of wrinkled paper, corrugated paperboard, packaging from paper and paperboard (production of paper packaging);	1702
31	Production of plastic products (production of plastic for plastic bags, nylon raincoats and garment raw materials);	2220
32	Wholesale of fabrics, ready-to-wear, shoes	4641
33	Retail of garments, shoes, footwear, leather goods and imitation leather	4771
34	Printing (direct printing on textile fabrics, plastics, carton packaging, PE bags);	1811
35	Textile Product Finishing Details: Printing on silk (including thermal printing) on garments);	1313
36	Trading in real estate, land use rights belonging to owners, users or leasers (<i>Except for investment in the construction of cemetery and graveyard infrastructure for the transfer of land use rights associated with infrastructure</i>)	6810
37	Publishing other software Details: - Production system software; - Production application software; - Production other software, such as operating systems, business and other applications; computer security software or network security software; modeling software; - Activities of intermediary services for software publishing; - Operation of the software download market.	5829

No	Name of business line	Industry Code
38	<p>Other Computer ProgrammingDetails:</p> <ul style="list-style-type: none"> - Structure and content design activities; writing, editing (including software updates and patches), customizing, testing, helping and assisting with computer coding required to create and deploy: system software; business software, financial software and other software applications (except for video game applications); machine learning applications; artificial intelligence/machine vision applications; cybersecurity applications; distributed ledger applications; databases; websites; software according to the specific use requirements of customers - Programming embedded software. 	6219
39	Computer consulting and computer infrastructure management (Except personal data processing services)	6220
40	<p>Other computer and information technology service activities Details:</p> <ul style="list-style-type: none"> - Computer troubleshooting and software installation; - Computer consulting activities; - Software implementation services; - Software industry activities (design, production and supply of software products and services): + Production of packaged software; + Production of software to order; + Production of embedded software;+ Software outsourcing activities; + Provision and implementation of software services (except software pricing consultancy services): Administration, warranty and maintenance services of software and information systems; Software quality consulting, evaluation and appraisal services; Consulting services, building software projects; Software technology transfer services; System integration services; Safety and security assurance services for software products and information systems; Software rental services; Other software services.- Online software provision. 	6290
41	<p>Information technology infrastructure, data processing, storage and related activities</p> <p>(Except:- Trading in data intermediary products and services.- Trading in data analysis and aggregation products and services.- Trading in data floor services.- Personal data processing services)</p>	6310
42	Architectural activities and related technical consultancy	7110

No	Name of business line	Industry Code
43	Technical Inspection and AnalysisDetails:- Inspection and testing of mechanical, physical, chemical, textile and garment products, leather and footwear; - Inspection and certification of textile and garment products, leather and footwear;- Technical inspection of equipment and machinery in the textile, garment and leather industries.- Inspection and calibration of measuring equipment used in:+ Inspection and testing of mechanical, physical, chemical and inspection of textile and garment products, leather and footwear;+ Technical inspection of equipment, textile, garment and leather machinery;- Fault analysis for: + Textile, garment and footwear products;+ Textile, garment and leather equipment and machinery.- Inspection, calibration and testing of measuring instruments and measurement standards.	7120
44	Manufacture of other products made of metals that have not been classified anywhere	2599
45	Production of other electronic componentsDetails: Production of electronic components for machinery and equipment of the garment industry.	2619
46	Production of measurement, test, orientation and control equipment	2651
47	Lighting Electrical Equipment Manufacturing	2740
48	Other common machine production	2819
49	Manufacturing machines for the textile, garment and leather industries	2826
50	Manufacturing other specialized machines	2829
51	Repair and maintenance of prefabricated metal productsDetails: Repair and maintenance of component or auxiliary parts for the use of machinery and equipment in the garment industry.	3311
52	Repair and maintenance of machinery and equipmentDetails: Repair and maintenance of machines for the production of textiles, clothing and leather; machinery and equipment of the garment industry.	3312
53	Repair and maintenance of electronic and optical equipmentDetails: Repair and maintenance of equipment for testing and monitoring of chemical, physical and electrical properties.	3313
54	Repair and maintenance of electrical equipment	3314
55	Repair and maintenance of other equipmentDetails:- Repair and maintenance of automation equipment for the garment industry; - Repair and maintenance of measuring equipment used in: + Inspection and testing of mechanical, physical, chemical and inspection of textile and garment products, leather and footwear;+ Technical inspection of equipment and machinery in the textile, garment and leather industries.	3319

No	Name of business line	Industry Code
56	Installation of industrial machinery and equipment	3320
57	Wholesale of machinery, equipment and other machine spare parts <i>(except for goods of foreign-invested economic organizations that are not allowed to exercise the right to export, import or distribute as prescribed by law).</i>	4659
58	Copy records of various types	1820
59	Other professional, scientific and technological activities that have not yet been classified Details:- Commercial brokerage activities, excluding real estate brokerage.- Technology consultancy in the garment industry.	7499
60	Rental of machinery, equipment and other tangible utensils without an operator Detail: Leasing of machinery and equipment in the textile and garment industry	7730
61	Leasing of non-financial intangible assets	7740
62	Production of knitted fabrics, crochet fabrics and other non-woven fabrics Details: Processing embroidery on fabrics, embroidery of other garments (except dress embroidery)	1391
63	Electricity generation from renewable energy sources Detail: Solar power	3512
64	Drainage and wastewater treatment	3700
65	Construction of other civil engineering works	4299
66	Building houses for living	4101
67	Building houses that are not for living	4102
68	Power Transmission and Distribution Details: Operation of charging stations for electric vehicles	3513
69	Direct support services for road transport Details: Charging station operation services for electric vehicles	5225
70	Business management consultancy activities and other management consultancy activities Details: Providing consultancy, guidance and executive assistance to enterprises and other organizations in management, production progress and supervision plans (except for tax consultancy, accounting, etc law, securities)	7020

2. Objectives of the Company's activities:

- Become a global company in the production of fashion products and franchise international fashion brands.
- Direct production and export of garment products.
- Providing management solutions in the textile, leather and footwear industry.

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- Manufacturing and distributing machinery and equipment in the textile and garment industry, leather and footwear.

Article 5. Business Scope and Activities of the Company

Companies permitted to conduct business activities in the business lines specified in this Charter have been registered, notified changes in registration contents with the business registration authority and announced on the National Enterprise Registration Portal [In case the company is engaged in conditional business lines, The company must fully meet the business conditions in accordance with the provisions of the Law on Investment and relevant specialized laws].

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The charter capital of the Company is [1,287,312,660,000] VND (in words: One thousand two hundred and eighty-seven billion three hundred and twelve million six hundred and sixty thousand VND).

The total charter capital of the Company is divided into [128,731,266] ordinary shares with a par value of [10,000] VND/share.

2. The company may change its charter capital when it is approved by the General Meeting of Shareholders and in accordance with the provisions of law. The Company's charter capital shall be contributed in Vietnamese dong, freely convertible foreign currencies, gold, the value of land use rights, the value of intellectual property rights, technology, technical know-how, and other assets determined and assessed by the Company's valuation council in Vietnam dong as a basis for determining the Company's shares and accounting billion

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

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

The company can issue shares at the installment price in several installments. The installment term and the amount of periodic payment must be determined at the time of issuance of shares.

5. Name, address, number of shares and other information about the founding shareholders in accordance with the Law on Enterprises.

Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders, the Company must notify the offering of shares, The notice must clearly state the number of shares to be offered for sale and the appropriate time limit for registration (at least 90 days) so that shareholders can register to buy, the



number of shares of shareholders who do not register to buy all will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons under conditions that are less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares issued by the Company in the manner specified in this Charter and the current law. After the acquisition of shares, the Company carries out the necessary procedures in accordance with the law.

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

Article 7. Stock Certification

1. Shareholders of the Company shall be granted share certificates corresponding to the number of shares and types of shares owned, except for the case specified in Clause 6, Article 7.

2. Stocks are securities certifying the legitimate rights and interests of the owners of a part of the issuer's share capital. Stocks must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises. In case of transfer of only a number of registered shares in a registered stock certificate, the old certificate will be discarded.

3. Within [30] days from the date of submission of a complete dossier of request for transfer of share ownership as prescribed by the Company or within [30] days from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan (or other time limits prescribed in the issuance terms), the holder of the number of shares shall be granted a share certificate. The shareholder does not have to pay the Company the cost of printing the share certificate.

4. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be re-granted shares by the Company at the request of such shareholders and the shareholders shall pay all related expenses to the Company. The shareholder's proposal must include the following contents:

4.1. Information about stocks that have been lost, damaged or otherwise destroyed;

4.2. Commitment to take responsibility for disputes arising from the re-issuance of new shares.

5. The holder of an anonymous stock certificate shall be solely responsible for the preservation of the certificate and the Company shall not be liable in the event that the certificate is stolen or used for fraudulent purposes.

6. The company may issue registered shares not in the form of certificates. The Board of Directors may issue a regulatory document allowing registered shares (in the form of certificates or non-certificates) to be transferred without the requirement of a written transfer. The Board of Directors may promulgate regulations on certificates and transfer of

shares in accordance with the provisions of the Law on Enterprises, the law on securities and securities market and this Charter.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company shall be issued with the signature of the legal representative and the seal of the Company, unless otherwise provided for in the terms and conditions of issuance.

Article 9. Transfer of shares

All shares are freely transferable unless otherwise provided for by law, this Charter or the General Meeting of Shareholders or the Board of Directors has provisions on restriction of share transfer. Stocks listed and registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.

Article 10. Handling of shares in some special cases

1. In case an individual shareholder dies, the heir according to the will or law of such shareholder becomes a shareholder of the Company. The heirs shall register the change of shareholders for the inherited shares to become new shareholders of the Company in accordance with the provisions of law.

2. In case an individual shareholder dies without an heir, the heir refuses to receive the inheritance or is disqualified from inheritance, the number of shares of such shareholder shall be settled in accordance with the provisions of civil law.

3. In case a shareholder is an individual who is declared missing by a court, the rights and obligations of the shareholder shall be exercised through the asset manager of such shareholder in accordance with the civil law.

4. In case a shareholder is restricted or loses his/her civil act capacity or has difficulties in cognition and control of his/her acts, his/her rights and obligations in the company shall be exercised through his/her legal representative in accordance with the civil law.

5. The Company does not settle disputes related to share inheritance and disputes related to the exercise of rights and obligations of shareholders who are declared missing or restricted by the Court or have lost their civil act capacity or have difficulties in cognition, master behavior.

6. This provision shall not be understood to mean that a shareholder is an individual who has died or has been declared missing by the Court or has been restricted or has lost his/her civil act capacity or has difficulties in cognition and control of his/her act and is exempt from any obligations associated with any shares that such shareholder owns.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational structure, governance, and control

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

1. The General Meeting of Shareholders.
2. The Board of Directors and the Audit Committee are affiliated to the Board of Directors.
3. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of ordinary shareholders

1. Ordinary shareholders have the following rights:
 - 1.1. Attending and speaking at the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or other forms prescribed by the company's charter or law. Each ordinary share has one vote;
 - 1.2. To receive dividends at the rate decided by the General Meeting of Shareholders;
 - 1.3. Priority shall be given to the purchase of new shares corresponding to the percentage of ownership of ordinary shares of each shareholder in the Company;
 - 1.4. To freely transfer their shares to other persons, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
 - 1.5. To consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
 - 1.6. Examining, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;
 - 1.7. When the Company is dissolved or goes bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;
 - 1.8. To request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
 - 1.9. To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;
 - 1.10. Have full access to periodic and irregular information published by the Company in accordance with the provisions of law;
 - 1.11. To have their lawful rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
 - 1.12. Other rights as prescribed by law and this Charter.

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

2.1. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders under the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

2.2. To consider, look up and extract the number of minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and 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;

2.3. To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least [03 working days] before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue proposed to be included in the meeting agenda;

2.4. Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning [10%] or more of total ordinary shares may nominate persons to the Board of Directors as prescribed in Article 25 of this Charter.

Article 13. Obligations of ordinary shareholders

1. To pay in full and on time the number of shares committed to be purchased. Provide the correct address when registering to buy shares

2. It is not allowed to withdraw capital contributed in ordinary shares from the Company in any form, except for the case of repurchase of shares by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company shall be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damage incurred.

3. Comply with the company's Charter and the Company's internal management regulations.

4. To abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Confidentiality of information provided by the Company in accordance with the provisions of the Company's Charter and law; use the information provided only to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.

6. Attending the General Meeting of Shareholders and exercising the right to vote in the following forms:

6.1. Attending and voting directly at meetings;

6.2. To authorize other individuals and organizations to attend and vote at meetings;

6.3. Attending and voting through online conferences, electronic voting or other electronic forms;

6.4. Send the voting vote to the meeting by mail, fax or by [other means] as prescribed in the company's charter.

7. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:

7.1. Violations of law;

7.2. Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;

7.3. Payment of undue debts against financial risks to the Company.

8. To fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

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

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

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

3.1. The Board of Directors deems it necessary for the benefit of the Company;

3.2. The remaining number of members of the Board of Directors is less than the minimum number of members as prescribed by law;

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3.3. At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders;

3.4. Annual balance sheets, quarterly or semi-annual reports or audit reports of the fiscal year reflecting the charter capital that has been lost by half

3.5. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

4.1. The Board of Directors must convene a meeting of the General Meeting of Shareholders within [30] days from the date on which the remaining members of the Board of Directors and independent members of the Board of Directors as prescribed in Clause 3.2 of this Article or receipt of the request specified in Clause 3.3 of this Article or the occurrence of the case specified in Clause 3.4 of this Article;

4.2. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 4.1 of this Article, within the next 30 days, the shareholders or groups of shareholders specified in Clause 3.3 of this Article may request the representative of the Company to convene a meeting of the General Meeting of Shareholders as prescribed in the Law on Enterprises;

[In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders are refunded by the Company. This cost does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.]

4.3. Procedures for organizing a meeting of the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Law on Enterprises.

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

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

1.1. To adopt the Company's development orientation;

1.2. To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; Decide on the annual dividend of each type of share

1.3. To elect, dismiss and dismiss members of the Board of Directors;

1.4. Decision on investment or sale of assets valued at [35%] or more of the total value of assets recorded in the Company's latest financial statements, [except for cases where the company's charter stipulates a different ratio or value];

- 1.5. Decisions on amendments and supplements to the company's charter;
- 1.6. To approve annual financial statements;
- 1.7. To decide on the repurchase of more than 10% of the total sold shares of each type;
- 1.8. To consider and handle violations committed by members of the Board of Directors causing damage to the Company and its shareholders;
- 1.9. To decide on the reorganization or dissolution of the Company;
- 1.10 To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;
- 1.11. To approve the Internal Governance Regulation; Regulations on the operation of the Board of Directors;
- 1.12 Approve the list of approved auditing firms; decide on the auditing firm to be approved to inspect the Company's operations, dismiss the approved auditor when deeming it necessary;
- 1.13. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following issues:
 - 2.1. The Company's annual business plan;
 - 2.2. Audited annual financial statements;
 - 2.3. The report of the Managing Board on the governance and operation results of the Managing Board and each member of the Managing Board; report on activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders as prescribed in Article 284 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
 - 2.4. The dividend level for each share of each type; This dividend is not higher than the level proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders
 - 2.5. Number of members of the Board of Directors;
 - 2.6. To elect, dismiss and dismiss members of the Board of Directors;
 - 2.7. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Managing Board;
 - 2.8. To approve the list of approved auditing firms; deciding on the approved auditing firm to inspect the company's activities when deeming it necessary;
 - 2.9. Supplementing and amending the company's charter;
 - 2.10. Types of shares and the number of newly issued shares for each type of shares and the transfer of shares of the founding members within the first 03 years from the date of establishment;

- 2.11. Division, separation, consolidation, merger or transformation of the Company;
- 2.12. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- 2.13. Decision on investment or sale of assets valued at [35%] or more of the total value of assets stated in the company's latest financial statements [except for cases where the company's charter stipulates other ratios or values];
- 2.14. To decide on the repurchase of more than 10% of the total sold shares of each type;
- 2.15. The company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the company's assets recorded in the latest financial statements;
- 2.16. To approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- 2.17. Approving the internal regulations on corporate governance and the Regulation on operation of the Board of Directors;
- 2.18. Examining and handling violations of the Board of Directors causing damage to the Company and its shareholders and other matters in accordance with the provisions of law and this Charter.

3. Shareholders are not allowed to participate in voting in the following cases:

- 3.1. Contracts and transactions specified in Clause 3, Article 167 of the Law on Enterprises when such shareholder or a person related to such shareholder is a party to the contract;
- 3.2. Other cases as prescribed by law and this Charter.

4. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

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

2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney is made in accordance with the civil law and must clearly state the name of the authorized individual or organization and the number of authorized shares.

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

3. The voting slip of the authorized person attending the meeting within the scope of authorization shall still be valid in one of the following cases, except for the following cases:

3.1. The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;

3.2. The authorizing person has canceled the authorization appointment;

3.3. The authorizer has cancelled the authority of the person performing the authorization.

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

Article 17. Change permissions

1. The change or cancellation of special rights attached to a type of preference shares takes effect when it is approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or are approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.

2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the issued shares of that type. In case there is not enough number of delegates as mentioned above, the meeting shall be reorganized within the next 30 days and the holders of shares of that type (regardless of the number of persons and shares) who are present in person or through authorized representatives are considered to have sufficient number of delegates requested. At the above-mentioned meetings of shareholders holding preference shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. Procedures for conducting such separate meetings shall be similar to the provisions of Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided by the terms of the share issuance, the special rights attached to the types of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

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

1. The Board of Directors shall convene an annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

2.1. Prepare a list of shareholders eligible to participate in and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than [10 days] before the date of sending the notice of invitation to the General Meeting of Shareholders [if the company's Charter does not stipulate a shorter time limit]. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

2.2. To prepare the program and contents of the Meeting;

2.3. Preparing documents for the Meeting;

2.4. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

2.5. Determining the time and place of the Meeting;

2.6. To notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

2.7. Other tasks in service of the Meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least [21 days] before the opening date of the meeting [if the company's Charter does not stipulate a longer time limit] (counting from the date on which the notice is duly sent or sent). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders

or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

3.1. Agenda of the meeting, documents used in the meeting;

3.2. List and details of candidates in case of election of members of the Board of Directors;

3.3. Voting votes;

3.4. Draft resolutions on each issue on the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least [03 working days] before the opening date of the meeting. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue proposed to be included in the meeting agenda.

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

5.1. The petition is sent in contravention of the provisions of Clause 4 of this Article;

5.2. At the time of the petition, the shareholder or group of shareholders fails to hold [5%] or more of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;

5.3. Proposals not falling within the scope of the decision-making competence of the General Meeting of Shareholders;

5.4. Other cases as prescribed by law and this Charter.

6. The Board of Directors must prepare draft resolutions for each issue on the meeting agenda.

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

Article 19. Conditions for conducting the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than [50%] of the total number of votes.

2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within [30 days] from the date of the first meeting. The second General Meeting of Shareholders shall be held

when the number of shareholders attending the meeting represents [33%] of the total number of votes or more.

3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within [20] days from the date of the intended second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

4. The agenda and contents of the second and/or third meeting shall remain the same as the agenda and contents of the meeting prepared for the first meeting.

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

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who are entitled to attend the meeting are fully registered in the following order:

1.1. When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder shall be inscribed. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. At the Meeting, the number of votes approving the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally counting the total number of votes in favor or disapproval to decide. The results of the vote counting were announced by the Chairman just before the end of the meeting. The Meeting shall elect persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting;

1.2. Shareholders, authorized representatives of shareholders being organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow shareholders to be late for registration and the validity of the previously voted contents remains unchanged.

2. The election of chairpersons, secretaries and vote counting committees is prescribed as follows:

2.1. The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to preside over the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one



of them to chair the meeting on the principle of majority. In case of failure to elect the chairperson, the member of the Board of Directors with the highest position present shall preside over the General Meeting of Shareholders to elect the chairman of the meeting from among the participants and the person with the highest vote to chair the meeting;

2.2. Except for the case specified in Clause 2.1 of this Article, the signatories shall convene a meeting of the Executive General Meeting of Shareholders so that the General Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes shall preside over the meeting;

2.3. The chairperson shall appoint one or several persons to act as the secretary of the meeting;

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

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

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

4.1. Arrangement of seats at the meeting place of the General Meeting of Shareholders;

4.2. To ensure the safety of everyone present at the meeting places;

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

5. The General Meeting of Shareholders shall discuss and vote on each issue in the contents of the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of the vote counting were announced by the chairman just before the end of the meeting.

6. Shareholders or persons authorized to attend the meeting after the meeting has opened may still register and have the right to participate in voting immediately after registration; In this case, the validity of the previously voted contents does not change.

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

7.1. Require all participants to submit to inspections or other lawful and reasonable security measures;

7.2. To request competent agencies to maintain the order of meetings; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order,

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prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.

8. The Chairperson has the right to postpone the meeting of the General Meeting of Shareholders with a sufficient number of people registered to attend the meeting for a maximum of 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:

8.1. The meeting place does not have enough convenient seats for all participants;

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

8.3. There are people attending the meeting who obstruct or disrupt the order or risk making the meeting not conducted in a fair and lawful manner.

9. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.

10. Method of organizing the General Meeting of Shareholders:

The General Meeting of Shareholders shall be held by one of the following methods:

10.1. Organizing meetings in person at the meeting venues;

10.2. Organizing online meetings;

10.3. Organize face-to-face meetings at the meeting venues combined with online meetings.

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

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

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

1.1. Types of shares and total number of shares of each type;

1.2. Changes in business lines and fields;

1.3. Changes in the organizational structure of the Company's management;

1.4. Projects on investment or sale of assets valued at 35% or more of the total value of assets recorded in the company's latest financial statements, unless the company's charter prescribes other ratios or values;

1.5. Reorganization and dissolution of the Company;

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

3. The voting for the election of members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates tablets. The winner of the election of members of the Board of Directors is determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's charter is sufficient. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulations or the company's charter.

In case of wishing to vote for the election of members of the Board of Directors by a method other than the method of cumulative voting, the voting by such method must be voted and approved by the General Meeting of Shareholders at the ratio specified in Clause 2 of this Article before electing members of the Board of Directors.

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

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

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

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders when deeming it necessary for the interests of the Company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises.

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

5.4. The total number of votes in favor, disapproval and no opinion on each issue;

5.5. Issues that have been approved and the corresponding voting rate;

5.6. Full names and signatures of the Chairman of the Board of Directors, the vote counting person and the vote counting supervisor.

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

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

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

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

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

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

1.1. Name and address of the head office and enterprise code;

1.2. Time and place of the General Meeting of Shareholders;

1.3. Agenda and contents of the meeting;

1.4. Full name of the chairperson and secretary;

1.5. Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue on the agenda;

1.6. The number of shareholders and the total number of votes cast by shareholders attending the meeting, the appendix to the list of shareholders and shareholders' representatives attending the meeting with the corresponding number of shares and votes;

1.7. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;

1.8. Issues that have been approved and the corresponding percentage of votes for approval;

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

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

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

4. The resolution, the minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registering to attend the meeting, the written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the securities market and must be stored at the Company's head office.

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

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

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's charter, except for the case specified in Clause 4, Article 21 of this Charter.

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

VII. BOARD OF DIRECTORS

Article 25. Candidacy and nomination of members of the Board of Directors

1. In case of identification of candidates for the Board of Directors, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best

interests of the Company if elected as a member of the Board of Directors. Information related to the Board candidate announced includes:

1.1. Full name, date of birth;

1.2. Professional qualifications;

1.3. Working process;

1.4. Other managerial titles (including the title of the Board of Directors of other companies);

1.5. Interests related to the Company and its related parties;

1.6. Other information (if any) as prescribed in the company's charter;

1.7. A public company shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate of the Board of Directors (if any).

2. Shareholders being individuals owning **10%** or more of the total ordinary shares may nominate themselves as candidates for the Board of Directors in accordance with the Law on Enterprises and the company's charter. Shareholders who have nominated themselves do not simultaneously exercise the right to nominate or group to nominate others as candidates for the Board of Directors and vice versa, shareholders who have exercised the right to nominate or group to nominate others as candidates do not concurrently nominate themselves as candidates for the Board of Directors.

3. Shareholders or groups of shareholders owning **10%** or more of total ordinary shares may nominate one **(01) candidate** for the Board of Directors in accordance with the Law on Enterprises and the company's charter.

4. The candidacy, nomination and introduction of persons to the Board of Directors shall be carried out as follows:

4.1. In case a shareholder exercises the right to run for election or nominate a candidate for the Board of Directors, such shareholder must use all the ordinary shares under his or her ownership to run for election or nominate a single candidate, and is not allowed to divide the percentage of shares owned for candidacy. nominated for multiple candidates.

4.2. Ordinary shareholders who form a group to nominate persons to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders.

4.3. Shareholders or groups of shareholders exercising the right to stand for election or nomination must maintain their ownership shares at least in the ratio specified in Clauses 2 and 3 of this Article throughout the time limit from the time of candidacy or nomination of candidates to the time when the General Meeting of Shareholders votes to elect members of the Board of Directors.

4.4. Shareholders or groups of shareholders specified in Clauses 2 and 3 of this Article may nominate or nominate a person as a candidate for the Board of Directors. Based on the number of candidates (meeting all conditions and criteria) through the nomination and candidacy of shareholders or groups of shareholders, the incumbent Board of Directors is entitled to recommend additional candidates with the total number of candidates equal to or greater than the number of members of the Board of Directors to be elected. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

4.5. Procedures, dossiers, time limit for candidacy and nomination shall be prescribed by the Board of Directors and notified to ordinary shareholders for compliance with the provisions of law and the company's charter.

5. Members of the Board of Directors must meet the following criteria and conditions:

5.1. Being an individual with full civil act capacity.

5.2. Not falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises.

5.3. Clean judicial records: not being banned from managing enterprises, having not been convicted of crimes under criminal law (persons whose criminal records are expunged are considered not yet convicted).

5.4. Professional qualifications: Graduated from a university or higher in one of the majors in business administration, economics, finance, law, textiles, or other majors related to the Company's activities as decided by the incumbent Board of Directors.

5.5. Experience: Having at least 05 years of experience in management, administration or corporate administration; Knowledge of public company management, stock market.

5.6. Being an individual shareholder owning at least 0.1% of the Company's ordinary shares for a continuous period from the time of making the list of shareholders entitled to attend the Annual General Meeting of Shareholders in the preceding year to the time of being nominated or nominated for members of the Board of Directors and must continuously maintain ownership of ordinary shares equal to or greater than this minimum percentage during the term from being nominated or candidacized to the end of his/her term. This condition does not apply to independent members of the Board of Directors.

5.7. To be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies at the same time.

6. Unless otherwise provided for by the law on securities or the company's charter, in addition to the criteria and conditions specified in Clause 5 of this Article, an independent member of the Board of Directors must also meet the following criteria and conditions:

6.1. Not being a person working for the Company, the parent company or its subsidiaries; not being a person who has worked for the Company, the parent company or its subsidiaries for at least 03 consecutive years;

6.2. Not being a person who is receiving salaries or remunerations from the Company, except for allowances that members of the Board of Directors are entitled to as prescribed;

6.3. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;

6.4. Not being a person who directly or indirectly owns at least 1% of the total voting shares of the Company;

6.5. Not being a person who has been a member of the Board of Directors or the Control Board of the Company for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms;

6.6. Must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law and business administration.

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

1. The number of members of the Board of Directors shall be at least five (05) persons and at most eleven (11) persons.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected with an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. Board members are staggered to ensure that the Board cannot be replaced in its entirety and at the same time for any reason. Within 01 year or between two General Meetings (whichever is longer), the Board of Directors can only replace up to 2 members, except for the case of electing additional members of the Board of Directors for the reason of resignation of members of the Board of Directors. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.

Calculation of term of office of members of the Board of Directors: The term of office starts from the time the resolution of the General Meeting of Shareholders on the election of such members of the Board of Directors is passed and ends at the time of the closing of the annual General Meeting of Shareholders of the last year of the term. regardless of whether the end of this term is 365 days per year or not.

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

3.1. The number of non-executive members of the Board of Directors must meet the following provisions:

3.2. There is at least 01 non-executive member in case the company has between 03 and 05 members of the Board of Directors;

3.3. There are at least 02 non-executive members in case the company has between 06 and 08 members of the Board of Directors;

3.4. There are at least 03 non-executive members in case the company has between 09 and 11 members of the Board of Directors.

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3.5. The total number of independent members of the Board of Directors must ensure the following provisions:

a) There is at least 01 independent member in case the company has from 03 to 05 members of the Board of Directors;

b) There are at least 02 independent members in case the company has from 06 to 08 members of the Board of Directors;

c) There are at least 03 independent members in case the company has between 09 and 11 members of the Board of Directors.

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

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

a) Failing to meet the criteria and conditions prescribed by law and the company's charter;

b) Having a letter of resignation/resignation and being approved;

c) Failing to continuously maintain the ownership of ordinary shares equal to or greater than the minimum ratio specified in Clause 5.6, Article 25 of the Charter until the end of his/her term of office.

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

a) Failing to participate in activities of the Board of Directors for 06 consecutive months, except for force majeure cases;

b) Other cases specified in the company's charter.

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

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the managing agency of the Company and has full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations falling under the competence of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the company's charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

2.1. To decide on the Company's medium-term development strategies, plans and annual business plans;

2.2. To propose the types of shares and the total number of shares entitled to be offered for sale of each type;

2.3. To decide on the sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;

2.4. Deciding on the selling price of the Company's shares and bonds;

2.5. To decide on the repurchase of shares under the provisions of Clauses 1 and 2, Article 133 of the Law on Enterprises;

2.6. To decide on investment plans and investment projects within their competence and limits as prescribed by law;

2.7. To decide on solutions for market development, marketing and technology;

2.8. To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of [35%] or more of the total value of assets recorded in the Company's latest financial statements, except for contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138. Clauses 1 and 3, Article 167 of the Law on Enterprises;

2.9. To elect, dismiss and dismiss the Chairman of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts for the General Director and other important managers as prescribed by the company's charter; decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the remuneration and other benefits of such persons;

2.10. To supervise and direct the General Director and other managers in the daily operation of the Company's business;

2.11. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment, division, separation, consolidation, merger or transformation and dissolution of subsidiaries; decisions on the establishment or termination of operation of branches and representative offices and the capital contribution or purchase of shares of other enterprises or the sale of shares or capital contributions in other enterprises;

2.12. Approving programs and contents of documents for meetings of the General Meeting of Shareholders, convening meetings of the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;

2.13. To submit the audited annual financial statements to the General Meeting of Shareholders;

2.14. To propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business; pay

dividends to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders;

2.15. To propose the reorganization and dissolution of the Company; request for bankruptcy of the Company;

2.16. To decide on the promulgation of the Regulation on operation of the Board of Directors and the internal regulation on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate the Regulation on operation of the Audit Committee under the Board of Directors, the Regulation on information disclosure of the company;

2.17. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of operation of the Board of Directors as prescribed in Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

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

1. The company has the right to pay remuneration and rewards to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. The work remuneration is calculated according to the number of working days required to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of ordinary duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum of remuneration each time. salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be paid all expenses for travel, meals, accommodation and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors, including expenses

incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.

6. Members of the Board of Directors may purchase liability insurance by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

Article 29. Chairman of the Board of Directors, Vice Chairman of the Board of Directors

1. The Chairman of the Board of Directors and the Vice Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors may not concurrently concurrently serve as the General Director.

3. The Chairman of the Board of Directors shall have the following rights and obligations:

3.1. To formulate programs and plans for operation of the Board of Directors;

3.2. Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;

3.3. To organize the adoption of resolutions and decisions of the Managing Board;

3.4. To supervise the process of organizing the implementation of resolutions and decisions of the Managing Board;

3.5. Chairing the General Meeting of Shareholders;

3.6. Other rights and obligations as prescribed by the Law on Enterprises, the Company's Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

4. Election of the Chairman of the Board of Directors:

The Chairman of the Board of Directors is elected by the Board of Directors from among the members of the Board of Directors. Within 03 (three) months from the date of election by the Board of Directors, the Chairman of the Board of Directors must own at least 10% of the Company's ordinary shares and continuously maintain the ownership of ordinary shares equal to or greater than this minimum ratio until the end of his/her term.

5. To dismiss or dismiss the Chairman of the Board of Directors in the following cases:

5.1. Failing to meet the criteria and conditions for being a member of the Board of Directors as prescribed by law and the company's charter;

5.2. There is a letter of resignation/resignation;

5.3. In case another member must be elected to hold the position of Chairman of the Board of Directors as prescribed in Clause 7 of this Article;

5.4. Failing to satisfy the conditions on share ownership ratio as prescribed in Clause 4 of this Article;

5.5. Failing to continuously maintain the ownership of ordinary shares equal to or greater than the minimum ratio specified in Clause 4 of this Article until the end of his/her term of office;

5.6. Not participating in activities of the Board of Directors for 06 consecutive months, except for force majeure cases;

5.7. Other cases specified in the company's charter or by the decision of the majority of members of the Board of Directors.

6. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed from office, the Board of Directors must elect a replacement within [10 days] from the date of receipt of the letter of resignation or dismissal.

7. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors [according to the principles specified in the company's charter]. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

8. The Vice Chairman of the Board of Directors shall have the following rights and obligations:

8.1. To perform tasks and tasks as assigned or authorized by the Board of Directors and the Chairman of the Board of Directors.

8.2. Other rights and obligations as prescribed by the Law on Enterprises, the Company's Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

9. To dismiss or dismiss the Vice Chairman of the Board of Directors in the following cases:

9.1. Failing to meet the criteria and conditions for being a member of the Board of Directors as prescribed by law and the company's charter;

9.2. Having a letter of resignation/resignation;

9.3. Not participating in the activities of the Board of Directors for 06 consecutive months, except for force majeure cases;

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9.4. Other cases specified in the company's charter or by the decision of the majority of members of the Board of Directors.

Article 30. Board of Directors' Meetings

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

2. The Board of Directors must meet at least once a quarter and may hold an extraordinary meeting to pass a resolution or decision at the meeting or may adopt a resolution or decision in the form of collecting opinions in writing or in the form of collecting opinions through electronic means.

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

- 3.1. At the request of independent members of the Board of Directors;
- 3.2. At the request of the General Director or at least 05 other managers;
- 3.3. At the request of at least 02 members of the Board of Directors;
- 3.4. At the request of the majority of members of the Audit Committee.

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

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

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least [01 working day] before the meeting date. In case of urgency of the matter to be discussed, the notice of invitation to the meeting may be sent later than this time limit provided that all members attend the meeting. In case the meeting is convened according to the deadline for sending this notice of shortened meeting invitation, if the number of members attending the meeting is insufficient, the procedures for convening the second meeting specified in Clause 7 of this Article shall apply.

The notice of invitation to the meeting must specify the time and place of the meeting, the form of the meeting (face-to-face conference, online conference or face-to-face conference combined with online), agenda, issues to be discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

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

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

8. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases, depending on the form of meeting stated in the notice of invitation to the meeting:

8.1. Attending and voting directly at meetings;

8.2. To authorize other persons to attend the meeting and vote under the provisions of Clause 11 of this Article;

8.3. Attend and vote through online conferences, electronic voting or other electronic forms;

8.4. To send voting papers to the meeting by mail, fax or e-mail;

8.5. Sending voting papers by other means.

9. In case of sending voting papers to the meeting by mail, the voting papers must be contained in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees. In case of sending fax or email, it must be sent before the end of counting votes.

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

11. [Unless the company's charter provides for a higher ratio], a resolution or decision of the Board of Directors shall be adopted if it is approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

Resolutions and decisions in the form of collecting opinions in writing or collecting voting opinions through electronic means shall be adopted on the basis of the approval of

the majority of members of the Board of Directors who have the right to vote, in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors. This Resolution has the same effect and validity as adopted at the meeting.

12. Voting:

12.1. Except for the provisions of Clause 12.2 of this Article, each member of the Board of Directors or a person directly authorized to be present as an individual at a meeting of the Board of Directors shall have one vote;

12.2. A member of the Board of Directors may not vote on contracts, transactions or proposals in which such member or a person related to that member has an interest and such interest conflicts or may conflict with the interests of the Company in accordance with the provisions of law and the company's Charter. A member of the Board of Directors shall not be counted in the minimum number of delegates required to be present in order to be able to hold a meeting of the Board of Directors on decisions that the member does not have the right to vote on;

12.3. When a matter arises at a meeting of the Board of Directors relating to the degree of interest of a member of the Board of Directors or in relation to the voting rights of a member of the Board of Directors which is not resolved by voluntarily waiving the voting rights of such member of the Board of Directors, such arising issues shall be referred to the Chairman of the meeting and the Chairman's decision in relation to all other members of the Board of Directors shall be of final determination, unless the nature or scope of interests of the relevant member of the Board of Directors has not been properly announced;

13. Disclosure of benefits: A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be concluded with the Company and knows that he has an interest in it, shall be required to disclose the nature and content of such interest at the meeting in which the Board of Directors considers the issue for the first time concluding this contract or transaction. Or this member may make it public at the first meeting of the Board of Directors held after the member knows that he or she has an interest or will have an interest in the relevant transaction or contract.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may set up sub-committees to be in charge of development policies, human resources, remuneration, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors is at least [03 persons], including members of the Board of Directors and external members. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current provisions of law and the provisions of the company's charter and internal regulations on corporate governance.

Article 32. Person in charge of corporate governance

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

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

2.1. Having an understanding of the law;

2.2. Other criteria 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:

3.1. Advising the Board of Directors on organizing the General Meeting of Shareholders as prescribed and related affairs between the Company and shareholders;

3.2. To prepare meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;

3.3. Advising on the procedures of meetings;

3.4. Attending meetings;

3.5. Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;

3.6. To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors;

3.7. To supervise and report to the Board of Directors on the Company's information disclosure activities;

3.8. To act as a point of contact with relevant interested parties;

3.9. To keep information confidential in accordance with the provisions of law and the company's charter;

3.10. Other rights and obligations as prescribed by law and the company's charter.

VIII. GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

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

2. Directors of dependent units shall be selected by the Board of Directors, sign contracts to hire directors, and comply with this Charter. Directors of dependent units are the heads, managers and are responsible to the Board of Directors and the General Director of the Company for all activities of the units.

Article 34. Company Executive

1. The company's executives include the General Director, Deputy General Director, Chief Accountant and [other executives as prescribed by the company's Charter].

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

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

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

Article 35. Appointment, dismissal, duties and powers of the General Director

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

The salary, remuneration, benefits, rights, obligations and responsibilities of the General Director are specified in detail in the management hire contract and/or resolutions, decisions, regulations and regulations issued by competent persons of the Company. Information on the salary, allowances and benefits of the CEO must be reported in the Annual General Meeting of Shareholders and stated in the Company's annual report.

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

3. The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the following specific criteria and conditions:

3.1. Being an individual with full civil act capacity;

3.2. Not falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises.

3.3. Clean judicial records: not violating the criminal law, not subject to the prohibition of enterprise management.

3.4. Professional qualifications: Bachelor's degree or higher in one of the majors of business administration, economics, finance, law, textiles and garments, or other majors related to the Company's activities shall be decided by the Board of Directors.

3.5. Experience: At least 05 years of experience in executive management or corporate administration, knowledge of public company administration and securities market.

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

4.1. To decide on matters related to the daily business of the Company which do not fall under the competence of the Board of Directors;

4.2. To organize the implementation of resolutions and decisions of the Managing Board;

4.3. To organize the implementation of the Company's business plans and investment plans according to resolutions and decisions of competent authorities;

4.4. To propose plans on organizational structure and internal management regulations of the Company;

4.5. To appoint, dismiss and dismiss managerial positions in the Company, except for those under the competence of the Board of Directors;

4.6. To decide on salaries and other benefits for employees in the Company, including managers under the appointing competence of the General Director, in accordance with the decentralization of powers of the Board of Directors;

4.7. To recruit laborers according to the decentralization of powers of the Managing Board;

4.8. To propose plans to pay dividends or handle losses in business;

4.9 Perform tasks and tasks as assigned and authorized by the Board of Directors.

4.10 Other rights and obligations as prescribed by law, [Charter of the company and resolutions and decisions of the Board of Directors].

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



- 5.1. Failing to meet the qualifications and conditions to be the General Director.
- 5.2. There is a letter of resignation/resignation.
- 5.3. Not participating in the Company's operating activities for 06 consecutive months, except for force majeure cases.
- 5.4. Violating the obligations of the General Director, the responsibilities of the Company's managers, causing damage to the Company.
- 5.5. Other cases specified in the company's charter or by the decision of the majority of members of the Board of Directors.

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 36. Candidacy and nomination of members of the Audit Committee

1. The Chairman of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and are not executives of the Company.
2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 37. Composition of the Audit Committee

1. The Audit Committee has 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
2. Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and the Company's operation and do not fall into the following cases:
 - 2.1. Working in the accounting and finance departments of the Company;
 - 2.2. Being a member or employee of an auditing organization approved to audit the company's financial statements in the preceding 03 years.
3. The Chairperson of the Audit Committee must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law and business administration.

Article 38. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations specified in Article 161 of the Law on Enterprises, the company's charter and the following rights and obligations:

1. To have the right to access documents related to the Company's operation, communicate with other members of the Board of Directors, the General Director, the Chief Accountant and other managers to collect information for the operation of the Audit Committee.

2. Have the right to request representatives of approved audit organizations to attend and answer issues related to audited financial statements at meetings of the Audit Committee.

3. Use legal consultancy, accounting or other external consultancy services when necessary.

4. To formulate and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.

5. Make a written report and send it to the Board of Directors when detecting that members of the Board of Directors, the General Director and other managers fail to fully perform their responsibilities as prescribed in the Law on Enterprises and the company's charter.

6. To formulate the Regulation on operation of the Audit Committee and submit it to the Board of Directors for approval.

Article 39. Audit Committee Meetings

1. The Audit Committee must meet at least 02 times in a year. The minutes of the meeting must be made in detail, clearly and must be kept in full. The recordkeeper and members of the Audit Committee attending the meeting must sign the minutes of the meeting.

2. The Audit Committee shall approve the decision by voting at the meeting, collecting opinions in writing or other forms prescribed by the Audit Committee's Operation Regulations. Each member of the Audit Committee has one vote. Unless the Audit Committee's Operation Regulation stipulates a higher ratio, the Audit Committee's decision shall be approved if it is approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Audit Committee.

Article 40. Report on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. Independent members of the Board of Directors of the Audit Committee shall report on activities at the annual General Meeting of Shareholders.

2. The report on activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:

2.1. Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the [Company's Charter];

2.2. Summarizing the meetings of the Audit Committee and the conclusions and recommendations of the Audit Committee;

2.3. Supervision results of the Company's financial statements, operation and financial situation;

2.4. A report on the assessment of transactions between the Company, its subsidiaries and other companies in which the Company controls more than 50% or more of the charter capital and members of the Board of Directors, the General Director, other executives of the enterprise and related persons of such subjects; transactions between companies and companies in which members of the Board of Directors, General Directors, and other executives of the enterprise are founding members or managers of the enterprise in the last 03 years before the time of transaction;

2.5. Results of the assessment of the Company's internal control and risk management system;

2.6. Supervision results of the Board of Directors, the General Director and other executives of the enterprise;

2.7. Results of assessment of the coordination of activities between the Audit Committee and the Board of Directors, the General Director and shareholders.

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

Members of the Board of Directors, the General Director and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

Article 41. Responsibility for honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, the General Director and other managers must publicize relevant interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, General Directors, other managers and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, the General Director and other managers are obliged to notify in writing to the Board of Directors and the Audit Committee of transactions between the company, its subsidiaries and other companies in which the public company controls more than 50% or more of the charter capital and such entity or with related persons of the statutes in accordance with the provisions of law. For the above-mentioned 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 the securities law on information disclosure.

4. Members of the Board of Directors may not vote on transactions that benefit such member or related persons in accordance with the provisions of the Law on Enterprises and the [Charter of the Company].

5. Members of the Board of Directors, members of the Audit Committee, General Directors, other managers and related persons of these entities are not allowed to use or disclose to others internal information to perform related transactions.

6. The General Director must not be a person with family relations of the enterprise manager, the controller of the company and the parent company, the representative of the enterprise's capital interests at the company and the parent company.

7. Transactions between the Company and one or more members of the Board of Directors, General Directors, other executives and individuals and organizations related to these subjects shall not be invalidated in the following cases:

7.1. For transactions with a value of less than [35%] of the total value of assets recorded in the latest financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, the General Director and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;

7.2. For a transaction with a value of [35%] or more or a transaction resulting in a transaction value arising within 12 months from the date of the first transaction with a value of [35%] or more, the total value of assets recorded in the latest financial statements, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

Article 42. Liability for Damage and Compensation

1. Members of the Board of Directors, the General Director and other executives who violate their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be responsible for the damage caused by their acts of violation.

2. The Company shall compensate persons who have been, are or may become a related party in complaints, lawsuits and prosecutions (including civil and administrative cases and non-lawsuits initiated by the Company) if such persons have been or are members of the Board of Directors, The General Director, other executives, employees or representatives authorized by the Company have been or are performing duties as authorized by the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with the law, and there is no evidence confirming that such person has breached his or her responsibilities.

3. [Compensation costs include judgment costs, fines, and payables incurred in practice (including lawyers' fees) when settling these cases within the framework permitted by law. The company may purchase insurance for these people to avoid the above liabilities].

XI. RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS

Article 43. Right to look up books and records

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

1.1. Ordinary shareholders have the right to consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information; consider, lookup, extract or copy the company's charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders. The review, search and extraction of information in the list of shareholders with voting rights specified in this Clause must be carried out directly by shareholders or authorized persons of shareholders at the head office of the Company, and must not be filmed, photographed, photocopied or stored in electronic form or other forms that may be at risk of infringement infringing on the privacy and information security of other shareholders.

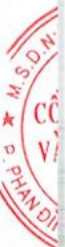
1.2. Shareholders or groups of shareholders owning [05%] or more of total ordinary shares have the right to consider, look up and extract minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports as prescribed in Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

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

3. Members of the Board of Directors, members of the audit committee, the General Director and other executives have the right to look up the register of shareholders of the Company, the list of shareholders, books and other records of the Company for purposes related to their positions provided that such information must be kept confidential.

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

5. The company's charter must be published on the company's website.



XII. EMPLOYEES AND TRADE UNIONS

Article 44. Workers and trade unions

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

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

XIII. PROFIT DISTRIBUTION

Article 45. Profit distribution

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

2. The Company does not pay interest on dividend payments or payments related to a type of stock.

3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the agency that implements this decision.

4. In case dividends or other amounts related to a type of stock are paid in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The payment of dividends for stocks listed/registered for trading at the Stock Exchange may be conducted through the securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date for finalizing the list of shareholders. Pursuant to that date, those who register as shareholders or owners of other securities are entitled to receive cash or stock dividends, receive notices or other documents.

6. Other matters related to profit distribution shall comply with the provisions of law.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 46. Bank Account

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

2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an overseas bank account in accordance with the provisions of the law.

3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at the banks in which the Company opens accounts.

Article 47. Fiscal Year

The Company's fiscal year starts on January 1 of each year and ends on December 31 of each year. The first fiscal year commenced on the date of issuance of the Enterprise Registration Certificate and ended on December 31, 2003.

Article 48. Accounting regime

1. The accounting regime used by the company is the enterprise accounting regime or a specific accounting regime promulgated and approved by a competent agency.

2. The company shall make accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to substantiate and explain the Company's transactions.

3. The company shall use the accounting currency unit of Vietnam dong. In case the company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

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

Article 49. Annual, semi-annual and quarterly financial statements

1. The company must make annual financial statements and annual financial statements must be audited in accordance with law. The company announces the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state agency.

2. Annual financial statements must include all reports, appendices and explanations in accordance with the law on enterprise accounting. The annual financial statements must reflect honestly and objectively the Company's operations.

3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

Article 50. Annual Report

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

XVI. CORPORATE AUDIT

Article 51. Audit

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

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

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

XVII. SEAL OF THE ENTERPRISE

Article 52. Seal of the business

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

2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, its branches and representative offices (if any).

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

XVIII. DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the company

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

1.1. Termination of the operation duration stated in the company's charter without a decision on extension;

1.2. According to resolutions and decisions of the General Meeting of Shareholders;

1.3. The enterprise registration certificate is revoked, unless otherwise provided for by the Law on Tax Administration;

1.4. Other cases as prescribed by law.

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

Article 54. Extension of Operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least [7 months] before the end of the operation term so that shareholders



can vote on the extension of the Company's operation at the request of the Board of Directors.

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

Article 55. Liquidation

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

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

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

3.1. Liquidation expenses;

3.2. Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreements and labor contracts;

3.3. Tax debts;

3.4. Other debts of the Company;

3.5. The remaining amount after payment of all debts from (3.1) to (3.4) above shall be divided among shareholders. Preferred shares are prioritized for prepayment.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 56. Internal Dispute Resolution

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

2.1. Shareholders with the Company;

2.2. Shareholders with the Board of Directors, the Control Board, the Director (General Director) or other executives;

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute

within [10 working days] from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to mediate the dispute resolution process.

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

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

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 57. Company Charter

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions related to the Company's operation that are not mentioned in this Charter or in case there are new legal provisions different from the provisions in this Charter, such provisions shall be applied to regulate the Company's operation.

XXI. EFFECTIVE DATE

Article 58. Effective Date

1. This Charter consists of [21 items, 58 articles] approved by the General Meeting of Shareholders of TNG Investment and Trading Joint Stock Company **on April 19, 2026** at the 2026 Annual General Meeting of Shareholders and jointly approves the full validity of this Charter.

2. The Charter shall be made in 01 copy and must be kept at the Company's head office.

3. This Charter is unique and official to the Company.

4. Copies or extracts of the company's charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

TNG INVESTMENT AND TRADING JSC

(Legal representative)



**CHỦ TỊCH
NGUYỄN VĂN THỜI**

