



7. Địa chỉ Website đăng tải thông tin công bố:

Website address posting information announcement:

Link tiếng Việt: <https://www.tasco.com.vn/ir#thong-tin-cong-bo>.

Vietnamese link: <https://www.tasco.com.vn/ir#thong-tin-cong-bo>.

Link tiếng Anh: <https://www.tasco.com.vn/en/ir#thong-tin-cong-bo>.

English link: <https://www.tasco.com.vn/en/ir#thong-tin-cong-bo>.

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We hereby commit that the information announced above is truthful and bear full responsibility to the laws for the content of the announced information.

Nơi nhận:

Received place:

- Như trên/*As above*;
- Lưu/*For archived*: VT/Clerical Department, TC/Financial Department.

NGƯỜI ĐƯỢC ỦY QUYỀN CBTT
AUTHORIZED PERSON FOR INFORMATION
ANNOUNCEMENT



Phan Thuy Giang
Phan Thuy Giang



Hà Nội, ngày 17 tháng 04 năm 2026

Số:



182724/26

GIẤY XÁC NHẬN

Về việc thay đổi nội dung đăng ký doanh nghiệp

PHÒNG ĐĂNG KÝ KINH DOANH VÀ TÀI CHÍNH DOANH NGHIỆP: Thành phố Hà Nội

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Tên doanh nghiệp: CÔNG TY CỔ PHẦN TASCO

Mã số doanh nghiệp: 0600264117

Đã thông báo thay đổi nội dung đăng ký doanh nghiệp đến cơ quan đăng ký kinh doanh.

Thông tin của doanh nghiệp đã được cập nhật vào Hệ thống thông tin quốc gia về đăng ký doanh nghiệp như sau:

STT	Tên ngành	Mã ngành
1	Kinh doanh bất động sản, quyền sử dụng đất thuộc chủ sở hữu, chủ sử dụng hoặc đi thuê Chi tiết: Kinh doanh phát triển nhà ở; Cho thuê văn phòng, nhà ở, nhà xưởng (không bao gồm: Đầu tư xây dựng hạ tầng nghĩa trang, nghĩa địa để chuyển nhượng quyền sử dụng đất gắn với hạ tầng)	6810
2	Chuẩn bị mặt bằng Loại trừ: Hoạt động dò mìn và các loại tương tự (bao gồm cả việc cho nổ) tại mặt bằng xây dựng	4312
3	Hoạt động xây dựng chuyên dụng khác - Chi tiết: Xây lắp điện, nước	4390
4	Kiểm tra và phân tích kỹ thuật - Chi tiết: Dịch vụ thử nghiệm vật liệu xây dựng, thử nghiệm kiểm tra chất lượng các loại hình công trình xây dựng;	7120

STT	Tên ngành	Mã ngành
5	Nhà hàng và các dịch vụ ăn uống phục vụ lưu động - Chi tiết: Dịch vụ du lịch, nhà hàng, ăn uống (Không bao gồm kinh doanh quán bar, phòng hát Karaoke, vũ trường); (Không bao gồm Kinh doanh dịch vụ lễ hành)	5610
6	Trồng cây hàng năm khác - Chi tiết: Mua bán, ươm trồng cây xanh đô thị;	0119
7	Hoạt động dịch vụ hỗ trợ khác liên quan đến vận tải - Chi tiết: Kinh doanh bãi đỗ xe và gara; Kinh doanh, khai thác công trình kết cấu hạ tầng; (không bao gồm quản lý, khai thác hệ thống kết cấu hạ tầng đường sắt quốc gia, đường sắt đô thị do Nhà nước đầu tư)	5229
8	Bán buôn máy móc, thiết bị và phụ tùng máy khác Chi tiết: Mua bán, xuất nhập khẩu máy móc thiết bị (Không bao gồm thực hiện quyền xuất khẩu, quyền nhập khẩu, quyền phân phối đối với các hàng hóa thuộc danh mục hàng hóa nhà đầu tư nước ngoài, tổ chức kinh tế có vốn đầu tư nước ngoài không được thực hiện quyền xuất khẩu, quyền nhập khẩu, quyền phân phối)	4659
9	Thu gom rác thải không độc hại Chi tiết: Dịch vụ thu gom và xử lý rác thải, sản xuất các chế phẩm sau rác. (Không bao gồm: Dịch vụ thu gom rác thải trực tiếp từ hộ gia đình)	3811
10	Hoạt động kiến trúc và tư vấn kỹ thuật có liên quan - Chi tiết: Tư vấn giám sát công trình dân dụng, công nghiệp, giao thông, thủy lợi; Tư vấn lập dự án, lập báo cáo kinh tế kỹ thuật công trình công trình xây dựng dân dụng, công nghiệp, giao thông, thủy lợi, và các công trình kỹ thuật khác; Tư vấn quản lý dự án công trình, lập hồ sơ mời thầu, đánh giá hồ sơ dự thầu thi công công trình; Tư vấn thẩm tra thiết kế, dự toán công trình dân dụng, công nghiệp, công trình giao thông, thủy lợi, và hạ tầng kỹ thuật đô thị; Thiết kế kỹ thuật thi công công trình dân dụng, công nghiệp, công trình giao thông, cầu đường bộ; Tư vấn lập quy hoạch xây dựng;	7110
11	Xây dựng nhà để ở	4101
12	Xây dựng nhà không để ở	4102
13	Xây dựng công trình đường sắt	4211
14	Xây dựng công trình đường bộ	4212

STT	Tên ngành	Mã ngành
15	Xây dựng công trình điện Chi tiết: Xây dựng các công trình điện (nhiệt điện, thủy điện) (không bao gồm thực hiện hoạt động “Truyền tải điều độ hệ thống điện quốc gia; Xây dựng và vận hành Thủy điện đa mục tiêu và điện hạt nhân có nghĩa đặc biệt quan trọng về kinh tế - xã hội”)	4221
16	Xây dựng công trình cấp, thoát nước Chi tiết: Xây dựng hệ thống thủy lợi	4222
17	Xây dựng công trình công ích khác Chi tiết: Tu bổ, tôn tạo, phục hồi, phục dựng di tích lịch sử văn hoá, danh lam thắng cảnh	4229
18	Xây dựng công trình kỹ thuật dân dụng khác Chi tiết: - Xây dựng các công trình điện (nhiệt điện, thủy điện), công trình thủy lợi, công trình hạ tầng kỹ thuật; (Không bao gồm: Xây dựng và vận hành Thủy điện đa mục tiêu và điện hạt nhân có ý nghĩa đặc biệt quan trọng về kinh tế - xã hội) - Xây dựng đường hầm.	4299
19	Cho thuê máy móc, thiết bị và đồ dùng hữu hình khác không kèm người điều khiển Chi tiết: Cho thuê máy móc và thiết bị	7730
20	Bán buôn tổng hợp (đối với ngành nghề có điều kiện phải đảm bảo các điều kiện theo quy định của pháp luật trước khi kinh doanh) (Không bao gồm thực hiện quyền xuất khẩu, quyền nhập khẩu, quyền phân phối đối với các hàng hóa thuộc danh mục hàng hóa nhà đầu tư nước ngoài, tổ chức kinh tế có vốn đầu tư nước ngoài không được thực hiện quyền xuất khẩu, quyền nhập khẩu, quyền phân phối)	4690
21	Vận tải hành khách đường bộ trong nội thành, ngoại thành (trừ vận tải bằng xe buýt)	4931
22	Vận tải hàng hóa bằng đường bộ Chi tiết: Kinh doanh vận tải hàng hóa bằng xe ô tô	4933
23	Thu gom rác thải độc hại (Không bao gồm Dịch vụ thu gom rác thải trực tiếp từ các hộ gia đình)	3812
24	Xử lý và tiêu huỷ rác thải không độc hại	3821
25	Xử lý và tiêu huỷ rác thải độc hại	3822
26	Sửa chữa, bảo dưỡng mô tô, xe máy	9532
27	Bán lẻ mô tô, xe máy, phụ tùng và các bộ phận phụ trợ của mô tô, xe máy (Trừ hoạt động đấu giá)	4783

STT	Tên ngành	Mã ngành
28	Sản xuất khác chưa được phân vào đâu Chi tiết: sản xuất vật liệu xây dựng từ xỉ lò	3290
29	Bán buôn phụ tùng và các bộ phận phụ trợ của ô tô và xe có động cơ khác (Trừ hoạt động đấu giá)	4662
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32	Đại lý, môi giới, đấu giá hàng hóa (Trừ hoạt động đấu giá) Chi tiết: Đại lý ô tô và xe có động cơ khác	4610(Chính)
33	Hoạt động hành chính và hỗ trợ văn phòng	8210
34	Hoạt động tư vấn quản lý kinh doanh và hoạt động tư vấn quản lý khác	7020
35	Truyền tải và phân phối điện Chi tiết: Đại lý bán điện (không bao gồm thực hiện hoạt động “Truyền tải điều độ hệ thống điện quốc gia; Xây dựng và vận hành Thủy điện đa mục tiêu và điện hạt nhân có nghĩa đặc biệt quan trọng về kinh tế - xã hội”)	3513
36	Bán buôn ô tô và xe có động cơ khác (Trừ hoạt động đấu giá)	4661
37	Hoạt động chuyên môn, khoa học và công nghệ khác còn lại chưa được phân vào đâu - Chi tiết: Tư vấn và kinh doanh các dịch vụ về công nghệ môi trường (không bao gồm tư vấn tài chính và tư vấn pháp luật);	7499
38	Sản xuất điện từ nguồn năng lượng tái tạo (không bao gồm thực hiện hoạt động “Truyền tải điều độ hệ thống điện quốc gia; Xây dựng và vận hành Thủy điện đa mục tiêu và điện hạt nhân có nghĩa đặc biệt quan trọng về kinh tế - xã hội”)	3512
39	Bán buôn vật liệu, thiết bị lắp đặt khác trong xây dựng - Chi tiết: Sản xuất, mua bán vật liệu xây dựng, cấu kiện bê tông đúc sẵn;	4673

Nơi nhận:

-CÔNG TY CỔ PHẦN TASCO . Địa
chỉ:Tầng 1 và Tầng 20 Tòa nhà Tasco, Lô
HH2-2, đường Phạm Hùng, Phường Từ
Liêm, Thành phố Hà Nội, Việt Nam

.....;

- Lưu: Lê Đình Thuyền.....



**KT.TRƯỞNG PHÒNG
PHÓ TRƯỞNG PHÒNG**

Nguyễn Hữu Lương

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

CHARTER
TASCO JOINT STOCK COMPANY

Hanoi, April 2026

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sPREAMBLE

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Definition Of Terms

1. In this Charter, the following terms shall be understood as follows:
 - a. “*Company*” refers to TASCO Joint Stock Company;
 - b. “*Charter Capital*” means the total aggregate par value of shares which have been sold or registered for subscription upon the establishment of the enterprise and is specified in Article 6 of this Charter;
 - c. “*Voting Capital*” means the share capital whereby the owner has the right to vote on matters within the deciding authority of the General Meeting of Shareholders;
 - d. “*Law on Enterprises*” refers to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the documents amending, supplementing, or guiding the implementation of this Law;
 - e. “*Law on Securities*” refers to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and the documents amending, supplementing, or guiding the implementation of this Law;
 - f. “*Date of Establishment*” means the date on which the Company was first issued the Enterprise Registration Certificate (Business Registration Certificate and other documents of equivalent value);
 - g. “*Company Managers*” include the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and Deputy General Directors;
 - h. “*Company Executives*” or “*Enterprise Executives*” refer to the General Director, Deputy General Directors, and the Chief Accountant.
 - i. “*Related Persons*” refer to individuals or organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
 - j. “*Shareholder*” refers to an individual or organization owning at least one (01) share of the Company;
 - k. “*Founding Shareholder*” refers to a shareholder owning at least one (01) ordinary share and whose signature is included in the list of founding shareholders of the joint-stock company;
 - l. “*Major Shareholder*” refers to a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

- m. “*Operating Term*” refers to the duration of the Company's operations as specified in Article 2 of this Charter and any extension period (if any) approved by the Company's General Meeting of Shareholders through a resolution;
 - n. “*Stock Exchange*” refers to the Vietnam Stock Exchange and its subsidiaries;
 - o. “*Vietnam*” refers to the Socialist Republic of Vietnam.
2. In this Charter, any references to one or more regulations, legal documents, or other documents shall include any amendments, supplements, or replacement documents thereof.
 3. The headings (of chapters and articles in this Charter) are used for convenience of reference only and shall not affect the content of this Charter.
 4. Words or terms defined in the Law on Enterprises and the Law on Securities (unless inconsistent with the subject or context) shall have the same meanings in this Charter. In case of any conflict, the words or terms defined in the Law on Enterprises and the Law on Securities shall prevail.

II. **NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, OPERATING TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY**

Article 2. Name, form, head office, branches, representative offices and operating term of the Company

Name of the Company

Company name in Vietnamese: **CÔNG TY CỔ PHẦN TASCO**

Company name in English: **TASCO JOINT STOCK COMPANY**

Abbreviated name: **TASCO – JSC**

1. The Company is a joint-stock company with legal entity status in accordance with the current laws of Vietnam.
2. The registered head office address of the Company is: 1st and 20th Floor, Tasco Building, Lot HH2-2, Pham Hung Street, Tu Liem Ward, Hanoi City, Vietnam.
3. The Company may establish subsidiaries, invest in, or contribute capital to member companies; establish branches and representative offices within its business areas, and set up a system of agents and business locations to achieve the Company's operational objectives within the scope permitted by law.
4. Unless the Company's operation is terminated prematurely as provided in Article 51 of this Charter, the Company's operating term shall commence from the Date of Establishment and shall be indefinite.

Article 3. Legal Representative of the Company

1. The Company has one (01) legal representative, who is the General Director. During periods when the Company does not have a General Director (*due to*

the former General Director's resignation being accepted by the Board of Directors or other cases resulting in the vacancy of the General Director position when the former General Director no longer hold such a position and the Board of Directors has not appointed a new one), the Chairman of the Board of Directors shall replace the Legal Representative to decide, sign, and exercise all powers and responsibilities of the Company's Legal Representative. However, this replacement period shall not exceed thirty (30) days from the date the former General Director no longer holds the position. Within the aforementioned thirty (30) day period, the Board of Directors must officially appoint a new General Director and conduct registration with the state management agencies in accordance with current laws.

2. Rights and obligations of the Legal Representative:
 - a. To represent the Company in exercising rights and performing obligations arising from the Company's transactions;
 - b. To represent the Company as a plaintiff, defendant, or person with related rights and obligations before Arbitration or the Court;
 - c. Other rights and obligations in accordance with this Charter, Resolutions of the General Meeting of Shareholders, and the Board of Directors of the Company.
3. The Legal Representative of the Company as specified in this Charter must reside in Vietnam. In the event that the Legal Representative exits Vietnam, they must authorize another person in writing to exercise the rights and perform the duties of the Legal Representative. In such cases, the Legal Representative shall remain responsible for the exercise of the authorized rights and the performance of the authorized obligations.
4. In the event that the authorization period specified in Clause 3 of this Article expires but the Legal Representative of the Company has not yet returned to Vietnam and no other authorization has been made, the authorized person shall continue to exercise the rights and perform the duties of the Legal Representative within the scope of the existing authorization until the Legal Representative returns to work at the Company or until the Board of Directors issues a decision to appoint another person as the Legal Representative of the Company.

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

Article 4. Operational Objectives of the Company

1. The Company's business lines are:

No.	Business line name	VSIC code
1.	Rental of machinery, equipment, and other tangible goods without operator	7730

No.	Business line name	VSIC code
	Details: Rental of machinery and equipment	
2.	Wholesale of motor vehicles and other motor vehicles (Excluding auction activities)	4661
3.	Retail sale of automobiles and other motor vehicles	4781
4.	Commercial Agents, brokers, and commodity auctioning (excluding auctioning). Detail: Sale of automobiles and other motor vehicle parts	4610 (Main)
5.	Construction of other civil engineering works Details: - Construction of electrical works (thermal power, hydropower), irrigation works, and technical infrastructure works (Excluding: Construction and operation of multi-purpose hydropower plants and nuclear power plants of particularly significant socio-economic importance) - Construction of tunnels	4299
6.	Repair and maintenance of automobiles and other motor vehicles	9531
7.	Sale of spare parts and auxiliary components of automobiles and other motor vehicles (Excluding auction activities)	4662
8.	Retail sale of motorbikes, motorcycles, and related spare parts and ancillary components (Excluding auction activities)	4783
9.	Repair and maintenance of motorcycles and motorbikes	9532
10.	Electric power transmission and distribution Detail: Electricity sales agent; (Excluding the performance of activities: "Transmission and dispatching of the national power system; Construction and operation of multi-purpose hydropower and nuclear power plants with particularly significant socio-economic importance")	3513
11.	Construction of residential buildings	4101
12.	Business and other management consultancy activities	7020
13.	Construction of non-residential buildings	4102

No.	Business line name	VSIC code
14.	Office administrative and support activities	8210
15.	Construction of railway works	4211
16.	Construction of road works	4212
17.	Construction of electrical works Details: Construction of electrical works (thermal power, hydropower) (excluding the activities of "National power system transmission and dispatch; construction and operation of multi-purpose hydropower plants and nuclear power plants of particularly significant socio-economic importance")	4221
18.	Construction of water supply and drainage works Details: Construction of irrigation systems	4222
19.	Construction of other utility works Details: Renovation, embellishment, restoration, and reconstruction of historical and cultural relics and scenic landscapes	4229
20.	Collection of non-hazardous waste Details: Waste collection and treatment services; production of post-waste products. (Excluding: Waste collection services directly from households)	3811
21.	Other professional, scientific, and technical activities not elsewhere classified Detail: Consulting and trading of environmental technology services (excluding financial and legal consultancy);	7499
22.	Electricity production from renewable energy sources (Excluding the performance of activities: "Transmission and dispatching of the national power system; Construction and operation of multi-purpose hydropower and nuclear power plants with particularly significant socio-economic importance")	3512
23.	Architectural activities and related technical consulting - Details: Construction supervision consulting for civil, industrial, transportation, and irrigation works; project development consulting and preparation of economic-technical reports for civil, industrial, transportation,	7110

No.	Business line name	VSIC code
	irrigation, and other engineering works; project management consulting for works; preparation of bidding documents; evaluation of construction bid proposals; design and estimate appraisal consulting for civil, industrial, transportation, irrigation, and urban technical infrastructure works; construction technical design for civil, industrial, transportation, and road bridge works; construction planning consulting.	
24.	General wholesale (For conditional business lines, compliance with legal conditions is required prior to commencement of business) (Not including the exercise of export rights, import rights, and distribution rights for goods falling under the categories in which foreign investors and economic organizations with foreign investment are not permitted to exercise export rights, import rights, and distribution rights)	4690
25.	Urban and suburban passenger road transport (excluding transport by bus)	4931
26.	Freight transport by road Details: Freight transport business by automobile	4933
27.	Collection of hazardous waste (Excluding waste collection services directly from households)	3812
28.	Treatment and disposal of non-hazardous waste	3821
29.	Treatment and disposal of hazardous waste	3822
30.	Other manufacturing not elsewhere classified Details: Production of construction materials from furnace slag	3290
31.	Real estate business, land use rights owned, used, or leased by the owner or user Details: Residential property development; Rental of offices, residential housing, and factories/warehouses (Excluding: Investment in construction of cemetery and	6810

No.	Business line name	VSIC code
	burial ground infrastructure for the transfer of land use rights associated with such infrastructure)	
32.	Site preparation Excluding: Mine detection and similar activities (including blasting) at construction sites	4312
33.	Other specialized construction activities Details: Electrical and plumbing installation	4390
34.	Wholesale of other construction materials and equipment Detail: Manufacturing and trading of construction materials, pre-cast concrete components;	4673
35.	Technical testing and analysis Details: Construction material testing services; quality inspection and testing services for various types of construction works	7120
36.	Restaurants and mobile food service activities Details: Tourism services, restaurants, and food and beverage services (Excluding bar, karaoke lounge, and nightclub operations); (Excluding travel agency services)	5610
37.	Growing of other annual crops Details: Trading and cultivation of urban greenery	0119
38.	Other transportation support service activities Details: Parking lot and garage operations; infrastructure facility business and operation; (excluding management and operation of national railway and urban railway infrastructure systems invested by the State)	5229
39.	Wholesale of other machinery, equipment, and spare parts Details: Trading and import-export of machinery and equipment (Not including the exercise of export rights, import rights, and distribution rights for goods falling under the categories in which foreign investors and economic	4659

No.	Business line name	VSIC code
	organizations with foreign investment are not permitted to exercise export rights, import rights, and distribution rights)	

2. Operational objectives of the Company:

The Company is established to mobilize and effectively utilize capital sources; to promote traditional business lines (transportation and irrigation infrastructure products) while expanding business operations into other sectors (civil construction, electrical installation, petroleum business, commerce, etc.); to continuously improve product quality to meet the increasing demands of customers; to ensure stable employment for employees and create favorable conditions for shareholders and employees to truly exercise ownership of the enterprise; to increase profits and dividends, and to fulfill obligations while contributing increasingly to the State budget.

Article 5. Scope of Business and Operations of the Company

1. The Company is permitted to plan and conduct all business activities in accordance with the business lines published on the National Business Registration Portal and this Charter, consistent with current laws, and to take appropriate measures to achieve the Company's objectives.
2. Additionally, the Company may utilize surplus or idle capital for financial investments or securities trading in accordance with the Company's financial management regulations.
3. The Company may conduct business activities in other business lines as permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

1. The Charter Capital of the Company at the current time is:

In figures: 10,682,855,810,000 Vietnamese Dong.

In words: *Ten trillion, six hundred eighty-two billion, eight hundred fifty-five million, eight hundred ten thousand Vietnamese Dong.*

The total Charter Capital of the Company is divided into 1,068,285,581 shares with a par value of 10,000 Vietnamese Dong per share.

2. Charter Capital shall be utilized for the following activities: purchasing fixed assets and essential equipment for the Company's operations; providing working capital for production and business activities; contributing capital to joint ventures or associations with other economic entities, and conducting financial investments.

3. Charter Capital shall not be used for dividend distribution or for the dispersal of the Company's assets in connection with decisions to amend the Charter, scale down production.
4. The Company may increase or decrease its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
5. The Company's shares as of the date of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding ordinary shares are specified in Article 11 and Article 12 of this Charter.
6. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
7. The names, addresses, number of shares, and other information regarding founding shareholders as required by the Law on Enterprises are specified in the attached Appendix I. This Appendix constitutes an integral part of this Charter.
8. Ordinary shares must be offered with priority to existing shareholders in proportion to their respective ownership percentage of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not fully subscribed by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to other subjects under conditions and in a manner that the Board of Directors deems appropriate, provided that such shares shall not be sold under conditions more favorable than those offered to the existing shareholders, except where the shares are sold through the Stock Exchange via an auction method.
9. The Company may repurchase shares issued by itself in accordance with the methods specified in this Charter and current laws. Shares repurchased by the Company shall be treasury shares, and the Board of Directors may offer them for sale in a manner consistent with the Law on Securities, relevant guiding documents, and the provisions of this Charter.
10. The Company may issue other classes of shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued with share certificates corresponding to the number and class of shares they own.
2. A share certificate is a certificate issued by the Company, a book entry, or electronic data confirming the ownership of one or more shares of the Company. A share certificate must contain all the required contents as specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within a period of two (02) months from the date of submission of a complete application for the transfer of share ownership in accordance with the Company's regulations, or within a period of two (02) months (or another period as specified in the issuance terms) from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan, the share owner shall be issued with a share certificate. The share owner shall not be required to pay the Company any costs for printing the share certificate.
4. In the event that a share certificate is lost, torn, burnt, destroyed, or otherwise damaged, the owner of such shares may request the issuance of a new share certificate, provided that they provide evidence of share ownership, pay all related costs to the Company, and commit to being responsible for any disputes arising from the re-issuance of the new share certificate. Within fifteen (15) days from the date of receipt of a complete application, the Company shall issue a new share certificate as a replacement.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates of the Company (except for offering letters, temporary certificates, and similar documents) shall be issued with the seal and the specimen signature of the Legal Representative of the Company, unless otherwise provided by the terms and conditions of issuance.

Article 9. Securities Registration, Transfer, Restriction, and Release of Shares

1. All shares shall be freely transferable unless otherwise provided by this Charter, the law, and Resolutions of the General Meeting of Shareholders/Board of Directors. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the securities market.
2. Shares that have not been fully paid for shall not be transferable and shall not be entitled to related benefits, such as the right to receive dividends, the right to receive shares issued to increase share capital from owner's equity, the right to purchase newly offered shares, and other benefits as prescribed by law.
3. In the event that the Company's shares are no longer centrally traded on the Stock Exchange Department or via other forms as prescribed by law, the Board of Directors shall regulate the procedures for the transfer of share ownership of the Company.
4. Shares of the Company may be pledged, mortgaged, used as collateral for obligations, or as capital contribution assets in accordance with current laws. The Board of Directors shall regulate the contents related to the restriction and release of shares upon receiving a request from a shareholder or at the request of competent State authorities.

V. ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 10. Organizational, Governance, and Control Structure

The organizational, governance, and control structure of the Company comprises:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Board of Supervisors;
4. The Executive Board, including the Legal Representative(s) and the Board of Management.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Shareholders are the owners of the Company, having rights and obligations corresponding to the number and class of shares they own. A shareholder shall only be liable for the debts and other property obligations of the Company within the extent of the amount of capital contributed to the Company.
2. Ordinary shareholders shall have the following rights:
 - a. To attend and speak at the General Meeting of Shareholders and exercise their voting rights directly at the meeting, or through an authorized representative, or by remote voting, or via other methods in accordance with the provisions of law. Each ordinary share shall carry one vote;
 - b. To receive dividends at a rate determined by the General Meeting of Shareholders;
 - c. To freely transfer shares that have been fully paid for in accordance with the provisions of this Charter and current laws, except where otherwise provided by this Charter, the law, or Resolutions of the General Meeting of Shareholders/Board of Directors;
 - d. To have the priority to purchase newly offered shares in proportion to the ratio of ordinary shares they own;
 - e. To inspect and receive copies of, or extracts from, information regarding the names and contact addresses in the list of shareholders with voting rights; and to request the correction of any inaccurate information regarding themselves;
 - f. To access information regarding the list of shareholders entitled to attend the General Meeting of Shareholders;
 - g. To inspect, look up, extract, or photocopy the Charter of the Company, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

- h. In the event of dissolution or bankruptcy of the Company, to receive a portion of the residual assets in proportion to the ratio of share ownership in the Company, after the Company has paid its debts (including debt obligations to the State, taxes, and fees) and made payments to shareholders holding other classes of shares of the Company in accordance with the provisions of law;
 - i. To request the Company to repurchase shares in cases as prescribed in Article 132 of the Law on Enterprises;
 - j. Other rights in accordance with the provisions of law and this Charter.
3. A shareholder or a group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:
- a. To request the convening of the General Meeting of Shareholders in the cases as prescribed in Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b. To inspect and receive copies of, or extracts from, the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;
 - c. To request the Board of Supervisors to inspect specific issues related to the management and administration of the Company's operations whenever deemed necessary. Such a request must be made in writing and must include the full name, permanent address, nationality, Identity Card number, Passport number, or other legal personal identification for individual shareholders; or the name, permanent address, nationality, establishment decision number, or business registration number for institutional shareholders; the number of shares and the date of share registration of each shareholder, the total number of shares of the entire group of shareholders, and their ownership percentage in the total shares of the Company; the issues to be inspected, and the purpose of the inspection;
 - d. Other rights in accordance with the provisions of law and this Charter.
4. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors in accordance with the respective provisions in Article 24 and Article 35 of this Charter.

Article 12. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

- 1. To comply with the Company's Charter and internal regulations; to abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
- 2. To attend the General Meeting of Shareholders and exercise their voting rights through the following methods:
 - a. To attend and vote directly at the meeting;
 - b. To authorize another person to attend and vote at the meeting;

- c. To attend and vote via online meetings, electronic voting, or other electronic forms;
- d. To send voting ballots to the meeting via mail, fax, or electronic means.
- 3. To pay for the registered shares in full and on time. To pay for the registered shares in full and on time. A shareholder must not withdraw their contributed capital in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or another person. In the event that a shareholder withdraws a part or all of their contributed share capital in contravention of this Clause, such shareholder and any person with related interests in the Company shall be jointly and severally liable for the debts and other property obligations of the Company within the extent of the value of the withdrawn shares and any incurred damages;
- 4. To provide full and accurate information when registering to purchase shares and to update any changes during the period of share ownership;
- 5. To fulfill other obligations as prescribed by current laws;
- 6. To be responsible for the Company's losses in proportion to their contributed shares;
- 7. In the event of participating in the production activities of the Company, to be responsible for protecting the assets and interests of the Company; to maintain professional confidentiality, operational secrets, and production technology know-how of the Company;
- 8. To be personally liable when acting in the name of the Company in any form to perform any of the following acts:
 - a. Violating the law;
 - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c. Paying undue debts when the Company is facing potential financial risks.
- 9. In the event that shareholders participating in the management and administration of the Company cause a loss of the Company's money or assets, or otherwise cause damage to the Company, the Company shall, at its discretion, implement one of the following measures to ensure liability:
 - a. If the amount of money or assets (converted into cash) is less than the number of shares currently held at the time the loss occurred, the Company shall have the right to request the Vietnam Securities Depository and Clearing Corporation and its depository members to freeze the entire quantity of such shares until the shareholder has fully indemnified for the loss. Alternatively, the Company may require such shareholder to perform a put-through transaction to another shareholder designated by the Board of Directors to recover the lost amount;

- b. If the amount of money or assets (converted into cash) or the value of the damage incurred is greater than the number of shares currently held at the time the loss occurred, in addition to the measures prescribed in Point a of this Clause, the Company shall have the right to initiate a lawsuit at a competent Court to demand indemnification for the remaining value of the damage.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest decision-making body of the Company. The Annual General Meeting shall be held once (01) every year. The Annual General Meeting must be held within four (04) months from the end of the financial year. The Board of Directors may decide to extend the timeline for the Annual General Meeting when necessary, provided that such extension does not exceed six (06) months from the end of the financial year.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue within the territory of Vietnam. The Annual General Meeting of Shareholders shall decide on matters in accordance with the provisions of law and the Company's Charter. In the event that the audited annual financial statements of the Company contain material exceptions, the Company may invite representatives of the independent auditing firm to attend the Annual General Meeting of Shareholders to clarify relevant contents.
3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary for the interests of the Company;
 - b. The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number of members required by law;
 - c. The shareholder or group of shareholders as prescribed in Clause 3, Article 11 of this Charter request the convening of the General Meeting of Shareholders in writing. Such a request must clearly state the reasons and the purpose of the meeting, and be accompanied by sufficient signatures of the relevant shareholders; alternatively, the written request may be made in multiple counterparts which, when combined, contain sufficient signatures of the relevant shareholders;
 - d. At the request of the Board of Supervisors;
 - e. Other cases in accordance with the provisions of law and this Charter.
4. Convocation of the Extraordinary General Meeting of Shareholders:
 - a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or Supervisors is as prescribed in Point b, Clause 3 of this Article, or from the

date of receiving the request as prescribed in Point c and Point d, Clause 3 of this Article;

- b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the Board of Supervisors shall, within the next thirty (30) days, replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

- c. In the event that the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, within the next thirty (30) days, the shareholder or group of shareholders who made the request as prescribed in Point d, Clause 3 of this Article shall have the right to replace the Board of Directors and the Board of Supervisors to convene the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises.

All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

Article 14. Rights and Duties of the General Meeting of Shareholders

- 1. The Annual General Meeting of Shareholders shall discuss and approve the following matters:
 - a. The audited annual financial statements;
 - b. The report of the Board of Directors;
 - c. The report of the Board of Supervisors;
 - d. The annual business plan of the Company;
 - e. The dividend rate for each share of each class;
 - f. Other matters within its authority.
- 2. The Annual or Extraordinary General Meeting of Shareholders (including the form of collecting shareholders' opinions in writing) shall approve decisions on the following matters:
 - a. Approving the development orientation of the Company;
 - b. Approving the audited annual financial statements;
 - c. The annual dividend rate for each class of shares in accordance with the Law on Enterprises and the rights attached to such class of shares. This dividend rate shall not exceed the rate proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;
 - d. The number of members of the Board of Directors and the Board of Supervisors;

- e. Approving the list of independent auditing firms; deciding on the independent auditing firm to conduct audits of the Company's operations; and dismissing independent auditors when deemed necessary;
 - f. Electing, dismissing, or removing members of the Board of Directors and members of the Board of Supervisors;
 - g. Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
 - h. Deciding on the amendment of or supplement to the Charter of the Company;
 - i. Deciding on the classes of shares and the total number of shares of each class authorized for issuance; deciding on the annual dividend rate for each class of shares;
 - j. Division, separation, consolidation, merger, or transformation of the Company;
 - k. Deciding on the reorganization or dissolution of the Company;
 - l. Reviewing and handling violations committed by members of the Board of Directors or Supervisors which cause damage to the Company and its shareholders;
 - m. Deciding on the investment in or sale of assets with a value equal to or greater than thirty-five percent (35%) of the total asset value of the Company as recorded in the most recent audited financial statements;
 - n. Deciding on the repurchase of more than ten percent (10%) of the total issued shares of each class;
 - o. The Company or its branches entering into contracts or transactions with the subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than thirty-five percent (35%) of the total asset value of the Company as recorded in the most recent audited financial statements;
 - p. Approving transactions as prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;
 - q. Approving internal corporate governance regulations; operational regulations of the Board of Directors and the Board of Supervisors;
 - r. Authorizing the Board of Directors to perform duties and powers within the authority of the General Meeting of Shareholders as stated in this Article, except where otherwise provided by law;
 - s. Other matters in accordance with the provisions of law and this Charter.
3. Shareholders shall not be entitled to participate in voting in the following cases:

- a. Approving contracts or transactions as prescribed in Point p, Clause 2 of this Article when such shareholder or a related person of such shareholder is a party to the contract;
 - b. The repurchase of shares from such shareholder or a related person of such shareholder, except where the share repurchase is conducted in proportion to the ownership percentage of all shareholders, or where the repurchase is executed through order-matching transactions on the Stock Exchange Department or a public tender offer in accordance with the law.
4. All resolutions and matters included in the meeting agenda must be brought for discussion and voting at the General Meeting of Shareholders.

Article 15. Authorized Representatives

- 1. A shareholder, or the authorized representative of a shareholder that is an organization, may attend the meeting in person or authorize one or several other individuals or organizations to attend the meeting, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.
- 2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing using the Company's form and must be signed in accordance with the following provisions:
 - a. In the event that an individual shareholder is the authorizer, the power of attorney must bear the signatures of such shareholder and the individual, the legal representative of the organization authorized to attend the meeting. For meetings convened by the Board of Directors, the Board of Directors may issue specific written regulations allowing authorization via telephone, fax, or email, provided that the confirmation and storage of the authorization content are ensured;
 - b. In the event that an organizational shareholder is the authorizer, the power of attorney must bear the signature of the authorized representative or the legal representative of such organizational shareholder, and the signature of the individual, the legal representative of the organization authorized to attend the meeting;
 - c. The person authorized to attend the General Meeting of Shareholders must submit the power of attorney during the registration process before entering the meeting room.
- 3. Except for the cases prescribed in Clause 3 of this Article, the voting ballot of an authorized representative within the scope of authorization shall remain valid upon the occurrence of any of the following cases:
 - a. The authorizer has died, has their civil act capacity restricted, or has lost their civil act capacity;
 - b. The authorizer has revoked the authorization appointment;

- c. The authorizer has revoked the authority of the person performing the authorization.

This Article shall not apply in the event that the Company receives notice of any of the aforementioned events at least forty-eight (48) hours prior to the opening of the General Meeting of Shareholders or before the reconvened meeting.

Article 16. Changes to Rights Related to Preference Shares

1. Resolutions of the General Meeting of Shareholders on contents which adversely change the rights and obligations of shareholders holding preference shares shall only be approved if they are passed by the attending preference shareholders of the same class who hold at least 75% of the total preference shares of that class, or are approved by preference shareholders of the same class holding at least 75% of the total preference shares of that class in the event that the decision is approved by collecting written opinions.
2. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 18, 19, and 20 of this Charter.
3. Unless otherwise provided by the terms of share issuance, special rights attached to classes of shares that have preference over some or all matters regarding the distribution of profits or assets of the Company shall not be deemed altered by the issuance of additional shares of the same class.

Article 17. Convocation, Agenda, and Notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in accordance with the cases prescribed in Point b or Point c, Clause 4, Article 13 of this Charter.
2. The convener of the General Meeting of Shareholders shall perform the following duties:
 - a. Preparing a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than ten (10) days prior to the date of sending the notice of invitation to the General Meeting of Shareholders;
 - b. Preparing the agenda and content of the general meeting;
 - c. Preparing documents for the general meeting;
 - d. Drafting the resolution of the General Meeting of Shareholders in accordance with the proposed agenda of the meeting;
 - e. Determining the time and venue for holding the general meeting;
 - f. Notifying and sending the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

- g. Other tasks in service of the general meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a guaranteed method, and simultaneously published on the Company's website, as well as with the State Securities Commission and the Stock Exchange. The convener of the General Meeting of Shareholders must send the notice of invitation to all shareholders in the List of shareholders entitled to attend the meeting at least twenty-one (21) days prior to the opening date of the General Meeting of Shareholders. The agenda of the General Meeting of Shareholders and documents related to the matters to be voted on at the meeting shall be sent to the shareholders or posted on the Company's website. In the event that documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation must clearly specify the URL link to the full set of meeting documents so that shareholders can access them, including:
- a. The meeting agenda and documents to be used in the meeting;
 - b. The list and detailed information of candidates in the event of electing members of the Board of Directors and Supervisors (if candidates have been identified in advance);
 - c. Voting ballots;
 - d. The form for appointing an authorized representative to attend the meeting;
 - e. Draft resolutions for each matter on the meeting agenda.
4. A shareholder or a group of shareholders as prescribed in Clause 3, Article 11 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, permanent residence address, nationality, Citizen Identity Card number, National Identity Card number, Passport number, or other legal personal identification for individual shareholders; the name, enterprise registration number or establishment decision number, and head office address for organizational shareholders; the quantity and class of shares held by such shareholder; and the content of the proposal to be included in the meeting agenda.
5. The convener of the General Meeting of Shareholders shall have the right to refuse a proposal as prescribed in Clause 4 of this Article in any of the following cases:
- a. The proposal is not submitted on time or is insufficient or incorrect in terms of content;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as prescribed in Clause 3, Article 11 of this Charter;

- c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
 - d. Other cases in accordance with the provisions of law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposal as prescribed in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the cases prescribed in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.
7. Decisions approved at a General Meeting of Shareholders with the attendance of shareholders and authorized representatives representing 100% of the total voting shares shall be legal and valid even if the sequence and procedures for convocation, the meeting agenda, and the meeting formalities were not carried out in accordance with the regulations.

Article 18. Conditions for Conducting the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the total voting shares.
2. In the event that the first meeting is not eligible to be conducted as prescribed in Clause 1 of this Article, the notice of the second meeting must be sent within 30 days from the intended date of the first meeting, unless otherwise provided by the Company's Charter. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 33% of the total voting shares; the specific percentage shall be stipulated in the Company's Charter.
3. In the event that the second meeting is not eligible to be conducted as prescribed in Clause 2 of this Article, the notice of the third meeting must be sent within 20 days from the intended date of the second meeting, unless otherwise provided by the Company's Charter. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the attending shareholders.
4. At the proposal of the Chairperson, only the General Meeting of Shareholders shall have the right to change the meeting agenda that was enclosed with the notice of invitation in accordance with Clause 6, Article 17 of this Charter.
5. Shareholders may attend the General Meeting of Shareholders in one of the following forms:
- a. Attending and voting in person at the General Meeting of Shareholders through physical meetings, online conferences, electronic voting, or other electronic forms;
 - b. Sending voting ballots by guaranteed mail, fax, or email to the Board of Directors at least one (01) day prior to the opening of the meeting. In the case of sending by guaranteed mail, the Vote Counting Committee of the General

Meeting of Shareholders shall have the right to open the voting ballots of such shareholder. In the case of sending by fax or email, the Board of Directors is responsible for maintaining the confidentiality of the shareholder's voting content and handing over the data and information to the Vote Counting Committee of the General Meeting of Shareholders;

- c. Authorizing another person to attend the General Meeting of Shareholders.

Article 19. Formalities for Conducting and Voting at the General Meeting of Shareholders

1. Prior to the opening of the meeting, the Company must conduct the shareholder registration process and must continue such registration until all attending shareholders entitled to attend have completed their registration.
2. Upon shareholder registration, the Company shall issue a voting card to each shareholder or authorized representative entitled to vote, which specifies the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares held by such shareholder. Voting cards may be encoded or digitized so that voting and/or vote counting can be conducted using computer software or other technological and digital means. The General Meeting shall elect persons responsible for counting votes or supervising the vote counting at the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson.
3. Shareholders or authorized representatives who arrive after the opening of the meeting have the right to register immediately and subsequently have the right to attend and vote at the meeting immediately upon registration. The Chairperson shall not be responsible for pausing the meeting to allow late-arriving shareholders to register, and the validity of the matters previously voted upon shall remain unchanged.
4. The Chairman of the Board of Directors shall act as the chairperson of the meetings convened by the Board of Directors. The Chairman of the Board of Directors may authorize the Vice Chairman of the Board of Directors to act as the chairperson. In the event that both the Chairman and the Vice Chairman are absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one person among them to act as the chairperson of the meeting on a majority basis. In the case where a chairperson cannot be elected, the Head of the Board of Supervisors shall moderate the meeting so that the General Meeting of Shareholders can elect a chairperson from among the attendees, and the person with the highest number of votes shall act as the chairperson of the meeting.

In other cases, the person who signed the notice to convene the General Meeting of Shareholders shall moderate the meeting so that the General Meeting of Shareholders can elect a chairperson, and the person with the highest number of votes shall be appointed as the chairperson of the meeting.

The chairperson shall have the right to appoint one or more persons to act as the Meeting Secretary to record the Minutes and assist the chairperson during the General Meeting.

The composition of the Vote Counting Committee shall be approved by the General Meeting of Shareholders based on the nomination of the chairperson.

5. The meeting agenda and contents must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time allotted for each matter within the meeting content.
6. The chairperson of the meeting may take necessary and reasonable actions to conduct the General Meeting of Shareholders in a valid and orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attending delegates.
7. The chairperson of the meeting may adjourn the meeting when there is a consensus or request from the General Meeting of Shareholders that has reached the required quorum to another time or change the meeting location in the following cases:
 - a. The meeting location does not have enough convenient seating for all attendees;
 - b. The communication facilities at the meeting location do not ensure that the attending shareholders can participate, discuss, and vote;
 - c. There are attendees who obstruct or disrupt the order, posing a risk that the meeting cannot be conducted in a fair and legal manner.

The maximum duration of adjournment shall not exceed three (03) days from the intended opening date of the meeting.
8. In the event that the chairperson adjourns or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attending members to replace the chairperson to conduct the meeting until its conclusion, and the validity of the votes cast at such meeting shall remain unaffected.
9. The convenor of the General Meeting of Shareholders shall have the right to require shareholders or authorized representatives attending the General Meeting of Shareholders to undergo inspections or other legal and reasonable security measures. In the event that a shareholder or an authorized representative fails to comply with the aforementioned inspection regulations or security measures, the convenor of the General Meeting of Shareholders, after careful consideration, may refuse entry to or expel such shareholder or representative from the meeting.
10. The Board of Directors, after careful consideration, may take appropriate measures to:

- a. Arrange seating at the location of the General Meeting of Shareholders;
- b. Ensure the safety of all persons present at the meeting locations;
- c. Facilitate the attendance (or continued attendance) of shareholders at the meeting.

The Board of Directors shall have full discretion to change the aforementioned measures and apply all necessary measures. The measures applied may include the issuance of entry permits or the use of other alternative forms.

- 11. In the event that the General Meeting of Shareholders applies the aforementioned measures, the Board of Directors, when determining the meeting location, may:
 - a. Announce that the meeting shall be conducted at the location specified in the notice, where the chairperson of the meeting shall be present ("Principal meeting location");
 - b. Arrange and organize for shareholders or authorized representatives who are unable to attend under this Clause, or those who wish to attend at a location other than the Principal meeting location, to simultaneously participate in the meeting;

The notice of the meeting organization is not required to specify the details of the organizational measures under this Clause.

- 12. Under this Charter (unless the context otherwise requires), all shareholders shall be deemed to attend the meeting at the Principal meeting location.
- 13. In the event that the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company shall be responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic forms in accordance with current legal regulations.
- 14. Annually, the Company shall organize the General Meeting of Shareholders at least once (01) per year. The Annual General Meeting of Shareholders shall not be organized in the form of collecting written opinions from shareholders.

Article 20. Adoption of Resolutions of the General Meeting of Shareholders

- 1. The General Meeting of Shareholders shall adopt resolutions within its authority by way of voting at meetings or by collecting written opinions.
- 2. Regarding the adoption of resolutions at a meeting:
 - 2.1. Resolutions on the following contents shall be adopted if approved by a number of shareholders representing at least sixty-five percent (65%) of the total voting shares of all attending and voting shareholders at the meeting:
 - a. Classes of shares and the total number of shares of each class;
 - b. Changes in business lines and sectors;
 - c. Changes in the management organizational structure of the Company;

- d. Reorganization or dissolution of the Company;
- e. Transactions involving the purchase or sale of assets of the Company, its subsidiaries, or its branches with a value of thirty-five percent (35%) or more of the total asset value of the Company, as determined based on the most recent audited Financial Statements.

In this case, the Company's representative signing the contract must notify the Board of Directors and the Supervisors of the related parties regarding such contract or transaction, accompanied by the draft contract or a notice of the primary contents of the transaction. The Board of Directors shall submit the draft contract or provide an explanation of the primary contents of the transaction at the General Meeting of Shareholders or collect written opinions from shareholders. In this event, shareholders with related interests shall not have the right to vote; the contract or transaction shall be approved if it receives the affirmative vote of shareholders representing at least sixty-five percent (65%) of the total remaining voting shares.

- 2.2. Other resolutions shall be adopted when approved by a number of shareholders owning more than fifty percent (50%) of the total voting shares of all attending and voting shareholders at the meeting, except for the cases specified in Clauses 1, 3, 4, and 5 of this Article and Clause 9, Article 21 of this Charter.
- 3. Resolutions adopted by way of collecting written opinions shall be approved when they are affirmatively voted for by a number of shareholders owning more than fifty percent (50%) of the total voting shares, except for the cases specified in Clauses 4 and 5 of this Article.
- 4. The voting to elect members of the Board of Directors and the Board of Supervisors must be conducted via the cumulative voting method. Under this method, each shareholder shall have a total number of voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and the shareholder has the right to accumulate all or part of their total votes for one or several candidates. Candidates elected as members of the Board of Directors or Supervisors shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes until the required number of members specified in the Company's Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the final position of the Board of Directors or the Board of Supervisors, a re-election shall be held among the candidates with an equal number of votes, or the selection shall be made according to the criteria set forth in the election regulations or the Company's Charter.
- 5. A resolution of the General Meeting of Shareholders on contents that adversely change the rights and obligations of preferred shareholders shall only be adopted if approved by attending preferred shareholders of the same

class owning at least 75% of the total preferred shares of such class; or approved by preferred shareholders of the same class owning at least 75% of the total preferred shares of such class in the event that the resolution is adopted by way of collecting written opinions.

Article 21. Authority and procedures for collecting written opinions from shareholders to adopt resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions from shareholders to adopt resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following regulations:

1. The Board of Directors shall have the right to collect written opinions from shareholders to adopt all resolutions of the General Meeting of Shareholders at any time when deemed necessary for the interests of the Company.
2. The Board of Directors must prepare written opinion forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions. The Board of Directors shall ensure that the documents are sent and disclosed to shareholders within a reasonable period for their consideration and voting, and such documents must be sent at least ten (10) days prior to the deadline for receiving the written opinion forms. The requirements and methods for sending the written opinion forms and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 17 of this Charter.
3. The written opinion form must contain the following primary contents:
 - a. Name, head office address, and enterprise code;
 - b. Purpose of collecting opinions;
 - c. Full name, permanent residence address, nationality, number of Citizen identity card, People's identity card, Passport, or other lawful personal identification of the shareholder being an individual; name, enterprise code or number of establishment decision, and head office address of the shareholder being an organization, or full name, permanent residence address, nationality, number of Citizen identity card, People's identity card, Passport, or other lawful personal identification of the authorized representative of the shareholder being an organization; the number of shares of each class and the number of voting shares of the shareholder;
 - d. Matters to be voted on to adopt the resolution;
 - e. Voting options, including "affirmative," "negative," and "no opinion" for each matter being voted on;
 - f. The deadline by which the completed written opinion forms must be returned to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors.

4. The completed written opinion forms must be signed by the shareholder being an individual, or the legal representative of the shareholder being an organization, or the individual, legal representative of the organization being an authorized representative.
5. Written opinion forms may be returned to the Company in the following forms:
 - a. By post: The written opinion forms sent to the Company must be contained in a sealed envelope, and no one is entitled to open them before the counting of votes.
 - b. By fax or email: Written opinion forms sent to the Company via fax or email must be kept confidential until the time of the counting of votes.
 - c. Written opinion forms received by the Company after the deadline specified in the content of the form, or those that have been opened in the case of post, or those disclosed before the time of the counting of votes in the case of fax or email, shall be invalid. Written opinion forms that are not returned shall be considered as non-participating in the voting.
6. The Board of Directors shall count the votes and prepare a minutes of the vote counting under the supervision of the Board of Supervisors or of a shareholder who does not hold a management position in the Company. The minutes of the vote counting must contain the following primary contents:
 - a. Name, head office address, and enterprise code;
 - b. Purpose and matters to be voted on to adopt the resolution;
 - c. Number of shareholders and the total number of voting shares that participated in the voting, clearly distinguishing between valid and invalid voting shares and the methods of sending the voting forms, accompanied by an appendix listing the participating shareholders;
 - d. Total number of affirmative, negative, and no opinion votes for each matter;
 - e. Matters that have been adopted;
 - f. Full names and signatures of the Chairman of the Board of Directors, the vote-counting supervisors, and the vote-counters.

The members of the Board of Directors, the vote-counters, and the vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the minutes of the vote counting; and shall be jointly liable for any damages arising from decisions adopted due to untruthful or inaccurate vote counting.
7. The minutes of the vote counting must be uploaded to the Company's website within twenty-four (24) hours from the time of completion of the vote counting and must be disclosed in accordance with the regulations on securities and the securities market.

8. The completed written opinion forms, the minutes of the vote counting, the adopted resolutions, and the relevant documents attached to the written opinion forms must all be archived at the Company's head office.
9. A resolution adopted by way of collecting written opinions from shareholders must be approved by a number of shareholders representing more than fifty percent (50%) of the total voting shares and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 22. Minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and archived in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in English, and must contain the following primary contents:
 - a. Name, head office address, and enterprise code;
 - b. Time and location of the General Meeting of Shareholders;
 - c. Agenda and contents of the meeting;
 - d. Full names of the chairperson and the secretary;
 - e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter in the meeting agenda;
 - f. Number of shareholders and the total number of voting shares of attending shareholders, an appendix of the list of registered shareholders and shareholders' representatives attending the meeting with their corresponding number of shares and voting shares;
 - g. Matters that have been adopted and the corresponding ratio of affirmative voting shares;
 - h. Full names and signatures of the chairperson and the secretary.

In the event that the chairperson, the secretary refuses to sign the meeting minutes, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all the required contents as specified in this Clause. The meeting minutes shall clearly state the refusal of the chairperson, the secretary to sign the minutes.

The minutes prepared in Vietnamese and English shall have equal legal validity. In the event of any discrepancy between the contents of the Vietnamese version and the English version, the contents of the Vietnamese version shall prevail.
2. The minutes of the General Meeting of Shareholders must be completed and adopted before the end of the meeting. The chairperson and the secretary of

the meeting, or any other person signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

3. The minutes of the General Meeting of Shareholders must be disclosed on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the date of completion of the meeting.
4. The minutes of the General Meeting of Shareholders shall be considered as authentic evidence of the tasks conducted at the meeting of the General Meeting of Shareholders, unless an objection to the contents of the minutes is raised in accordance with the prescribed procedures within ten (10) days from the date of sending the minutes.
5. The resolutions, minutes of the General Meeting of Shareholders, the appendix of the list of registered shareholders with their signatures, powers of attorney to attend the meeting, and other relevant documents must be archived at the Company's head office.

Article 23. Request for annulment of resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the results of counting written opinion forms, any member of the Board of Directors, any member of the Board of Supervisors, the General Director, or any shareholder or group of shareholders as specified in Clause 3, Article 11 of this Charter, shall have the right to request a Court or an Arbitrator to consider and annul a decision of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the cases stipulated in Clause 2, Article 152 of the Law on Enterprises.
2. The contents of the resolution violate the law or this Charter.

In the event that a decision of the General Meeting of Shareholders is annulled by a decision of a Court or an Arbitrator, the person who convened the annulled General Meeting of Shareholders may consider re-organizing the General Meeting of Shareholders within thirty (30) days in accordance with the sequence and procedures stipulated in the Law on Enterprises and this Charter.

VII. BOARD OF DIRECTORS

Article 24. Nomination and candidacy for Members of the Board of Directors

1. In the event that candidates have been identified in advance, information related to the candidates for the Board of Directors shall be included in the documents for the General Meeting of Shareholders and disclosed at least ten (10) days prior to the opening date of the meeting on the Company's website so that shareholders may research these candidates before voting. Each

candidate for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the disclosed personal information and must commit to performing their duties faithfully if elected as a member of the Board of Directors. The disclosed information related to a candidate for the Board of Directors shall include at least the following contents:

- a. Full name, date of birth;
 - b. Educational background;
 - c. Professional qualifications;
 - d. Work experience;
 - e. Companies in which the candidate currently holds the position of a member of the Board of Directors and other management positions;
 - f. An assessment report on the candidate's contribution to the Company, in the event that the candidate is currently a member of the Board of Directors of the Company;
 - g. Any interests related to the Company (if any);
 - h. Full names of the shareholder or group of shareholders nominating such candidate (if any);
 - i. Other information (if any).
2. Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding the total number of voting shares shall be entitled to nominate a number of candidates in accordance with the following holding ratios:
- a. From ten percent (10%) to less than twenty percent (20%) may nominate one (01) candidate;
 - b. From twenty percent (20%) to less than thirty percent (30%) may nominate a maximum of two (02) candidates;
 - c. From thirty percent (30%) to less than forty percent (40%) may nominate a maximum of three (03) candidates;
 - d. From forty percent (40%) to less than fifty percent (40%) may nominate a maximum of four (04) candidates;
 - e. From fifty percent (50%) to less than sixty percent (60%) may nominate a maximum of five (05) candidates;
 - f. From sixty percent (60%) to less than seventy percent (70%) may nominate a maximum of six (06) candidates;
 - g. From seventy percent (70%) to less than eighty percent (80%) may nominate a maximum of seven (07) candidates; and

- h. From eighty percent (80%) to less than ninety percent (90%) may nominate a maximum of eight (08) candidates.
3. In the event that the number of candidates for the Board of Directors through nomination and candidacy remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize the nomination in accordance with the mechanism stipulated by the Company in its Internal regulations on corporate governance. The procedures for the incumbent Board of Directors to introduce candidates for the Board of Directors must be clearly disclosed and must be approved by the General Meeting of Shareholders before proceeding with the nomination in accordance with the law.

Article 25. Composition and term of members of the Board of Directors

1. The number of members of the Board of Directors shall be at least five (05) and no more than eleven (11) members; the specific number of members shall be decided by the General Meeting of Shareholders. The term of office of a member of the Board of Directors shall not exceed five (05) years, and a member may be re-elected for an unlimited number of terms. An individual may only be elected as an Independent Member of the Board of Directors of a company for no more than two (02) consecutive terms.
2. The composition of the Board of Directors, the number of non-executive members, and the independent members of the Company shall comply with relevant legal regulations.
3. Members of the Board of Directors and Independent Members of the Board of Directors must satisfy the standards and conditions as prescribed by current laws.
4. A member of the Board of Directors shall cease to be a member of the Board of Directors in the following cases:
 - a. Failure to satisfy the qualifications to be a member of the Board of Directors as prescribed by the Law on Enterprises or being prohibited by law from serving as a member of the Board of Directors;
 - b. Submission of a resignation letter which has been approved;
 - c. Other cases as prescribed by current laws and this Charter.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the regulations of the law on securities and the securities market.
6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 26. Powers and obligations of the Board of Directors

1. The business activities and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors

is the body with full power to exercise the rights and perform the obligations of the Company, except for those powers that fall under the authority of the General Meeting of Shareholders.

2. The Board of Directors shall be responsible for supervising the activities of the Company's Management Board.
3. 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 shall have the following powers and obligations:
 - a. To decide on the strategy, medium-term development plans, and annual business plans of the Company;
 - b. To elect, dismiss, or remove the Chairman of the Board of Directors;
 - c. To appoint, dismiss, or remove, to sign or terminate contracts, to decide on the salary and other benefits of the General Director;
 - d. To appoint, dismiss, or remove the Person in charge of corporate governance and the Board of Directors' secretary. The legal representative of the Company shall sign or terminate labor contracts and decide on the salary and other benefits of the Person in charge of corporate governance and the Board of Directors' secretary based on the decisions of the Board of Directors;
 - e. To propose the consolidation, merger, restructuring, or dissolution of the Company, or to request the bankruptcy of the Company;
 - f. To decide on the internal management regulations of the Company and other Regulations falling under the authority of the General Meeting of Shareholders after being authorized by the General Meeting of Shareholders;
 - g. To approve the programs and contents of documents for the General Meeting of Shareholders, to convene the General Meeting of Shareholders, or to collect written opinions for the General Meeting of Shareholders to pass decisions;
 - h. To propose the annual dividend rates; to decide on the timeline and procedures for dividend payment or the handling of losses incurred during business operations; and to decide on the allocation of the Company's funds in accordance with the purposes approved by the General Meeting of Shareholders;
 - i. To propose the classes of shares to be issued and the total number of shares to be issued for each class;
 - j. To propose the issuance of convertible bonds and bonds with warrants;
 - k. To decide on the issuance of non-convertible bonds and bonds without warrants;
 - l. To submit the audited annual financial statements to the General Meeting of Shareholders;

- m. To decide on investment plans and investment projects within its authority and limits as prescribed by law. To decide on the investment in or sale of assets with a value from 25% to less than 35% of the total asset value recorded in the Company's most recent audited financial statements;
 - n. To decide on the offering of new shares within the scope of authorized shares of each class; to decide on raising additional capital in other forms (including but not limited to the issuance of non-convertible bonds and bonds without warrants);
 - o. The Board of Directors shall have the power to decide on matters relating to plans for the issuance of shares, convertible bonds, and bonds with warrants, as well as the use of proceeds raised from such issuances, in the event of being authorized by the General Meeting of Shareholders in accordance with the law;
 - p. Other rights and obligations as prescribed by law, resolutions, decisions, or authorizations of the General Meeting of Shareholders, the Charter, and the internal regulations of the Company.
4. The following matters must be approved by the Board of Directors:
- a. The establishment, dissolution, or restructuring of branches or representative offices of the Company;
 - b. Deciding on the establishment of subsidiaries, capital contributions, or the purchase and sale of shares or capital contributions in other enterprises established in Vietnam or abroad with a value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements. Simultaneously, deciding on the appointment of representatives to manage the Company's capital contributions or shares in such enterprises;
 - c. Within the scope prescribed in Clause 2, Article 153 of the Law on Enterprises, and except for the cases prescribed in Clause 3, Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors shall decide on the execution, amendment, and rescind of the Company's contracts;
 - d. To appoint and remove persons authorized by the Company as commercial representatives and Lawyers of the Company;
 - e. To decide on and sign contracts for purchase, sale, borrowing, lending, guarantee, security, pledge, mortgage, and other contracts with a value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements. This regulation shall not apply to contracts and transactions prescribed in Clause 1, Article 167 of the Law on Enterprises;
 - f. Investment items not included in the business plan and budget that exceed ten percent (10%) of the annual business plan and budget value, except for investments falling under the authority of the General Meeting of Shareholders or the Legal Representative as prescribed in this Charter;

- g. The valuation of non-cash assets contributed to the Company during share issuances, including gold, land use rights, intellectual property rights, technology, and technological know-how;
 - h. The Company's purchase or redemption of no more than ten percent (10%) of the total number of shares of each class issued within twelve (12) months;
 - i. Deciding on the price for the redemption or repurchase of the Company's shares;
 - j. Business matters or transactions which the Board of Directors decides are subject to its approval within the scope of its powers and responsibilities;
 - k. To approve transactions with a value of less than 35% of the total asset value recorded in the most recent financial statements with subjects prescribed in Clause 1, Article 167 of the Law on Enterprises, except for transactions prescribed in Clause 3, Article 167 of the Law on Enterprises;
5. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically regarding the Board's supervision of the General Director and other executives during the fiscal year;
 6. The Board of Directors may authorize the legal representative or members of the Board of Management/other executives to perform duties and powers falling under the authority of the Board of Directors as stipulated in this Article, except where otherwise provided by law;
 7. Other duties and powers as prescribed by current laws.

Article 27. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.
2. Members of the Board of Directors (excluding authorized representatives) shall be entitled to remuneration for their work and bonuses. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be distributed among the members of the Board of Directors as agreed upon by the Board of Directors, or divided equally if no agreement can be reached.
3. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share options, and other benefits received from the Company, its subsidiaries, its associates, and other companies where the member of the Board of Directors serves as a representative of capital contributions, must be disclosed in detail in the Company's Annual Report. The remuneration of each member of the Board of Directors must be presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors who hold executive positions, serve on sub-committees of the Board of Directors, or perform other tasks that, in the opinion of the Board of Directors, fall outside the ordinary scope of duties of a Board member, may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to be reimbursed for all travel, accommodation, and dining expenses, as well as other reasonable costs incurred in the performance of their duties as Board members, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

Article 28. Chairman of the Board of Directors, Vice Chairman of the Board of Directors

1. The Board of Directors must select from among its members to elect one Chairman and one or more Vice Chairman.
2. The Chairman of the Board of Directors shall be responsible for preparing the agenda and documents, as well as convening and presiding over meetings of the Board of Directors; and presiding over the General Meeting of Shareholders; while having other rights and obligations as prescribed by the Law on Enterprises and this Charter. The Vice Chairman shall have the same rights and obligations as the Chairman when authorized by the Chairman. In the event that the Chairman has notified the Board of Directors of his/her absence or must be absent due to force majeure or becomes incapable of performing his/her duties but does not designate or authorize the Vice Chairman to perform the duties and powers of the Chairman, the remaining members of the Board of Directors shall designate the Vice Chairman. In the event that both the Chairman and the Vice Chairman are temporarily unable to perform their duties for any reason, the Board of Directors may appoint another member from among them to perform the Chairman's duties based on the majority principle.
3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors sends the annual financial statements, the Company's performance report, the audit report, and the inspection report of the Board of Directors to the shareholders at the General Meeting of Shareholders.
4. In addition to the rights and obligations mentioned above, the Chairman of the Board of Directors shall have other powers based on the authorization of the General Meeting of Shareholders and the Company's Board of Directors.
5. The Chairman of the Board of Directors may be dismissed by a decision of the Board of Directors. In the event that the Chairman resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days.

Article 29. Meetings of the Board of Directors

1. In the event that the Board of Directors elects a Chairman, the Chairman of the Board of Directors shall be elected during the first meeting of the Board's term within seven (07) working days from the date the election of the Board of Directors for that term is concluded. This meeting shall be convened by the member who received the highest number of votes or the highest voting percentage. In the event that more than one (01) member receives the same highest number of votes or highest voting percentage, the members shall elect one (01) person from among them by majority principle to convene the Board of Directors meeting. The first meeting of the Board's term may elect the Chairman of the Board of Directors based on the principle that the Chairman shall be one of the individuals receiving the highest number of votes, and it is not mandatory to achieve an absolute majority of the total votes of the Board members.
2. The Chairman of the Board of Directors shall convene periodic and extraordinary meetings of the Board of Directors, and prepare the agenda, time, and venue of the meeting at least three (03) working days prior to the meeting date. The Chairman may convene a meeting whenever deemed necessary, but must hold at least one (01) meeting per quarter.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors and shall not delay without a justifiable reason when one of the following subjects makes a written request stating the purpose of the meeting and the matters to be discussed:
 - a. The General Director or at least five (05) other executives;
 - b. Independent members of the Board of Directors or the Board of Supervisors;
 - c. At least two (02) members of the Board of Directors;
4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request as prescribed in Clause 3 of this Article. In the event of refusal to convene the meeting as requested, the Chairman of the Board of Directors shall be held liable for any damages incurred by the Company; and the persons requesting the meeting as prescribed in Clause 3 of this Article may themselves convene the Board of Directors meeting.
5. In the event of a request from the independent auditing firm performing the audit of the Company's financial statements, the Chairman of the Board of Directors must convene a Board meeting to discuss the audit report and the Company's situation.
6. Meetings of the Board of Directors shall be conducted at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors.

7. Notice of the Board of Directors meeting must be sent to the members of the Board of Directors and the Supervisors at least three (03) working days prior to the meeting date. A member of the Board of Directors may refuse the meeting invitation in writing, such refusal may be changed or canceled in writing by that Board member. The notice of the Board of Directors meeting must be made in Vietnamese and must fully state the time, venue, agenda, and contents of the matters to be discussed, accompanied by necessary documents regarding the matters to be discussed and voted on at the meeting, as well as the voting ballots for the members (except where the Board of Directors approves matters through a show of hands or other forms of voting that are not by secret ballot).

The meeting notice shall be sent by post, fax, email, or other means, provided that it must be ensured to reach the contact address of each member of the Board of Directors as registered with the Company.

8. Board of Directors meetings shall be conducted when at least three-quarters (3/4) of the total number of Board members are present in person or through a representative (authorized person) if approved by a majority of the Board members.

In the event that the number of attending members is insufficient as prescribed, the meeting must be reconvened for a second time within seven (07) days from the originally intended date of the first meeting. The reconvened meeting shall be conducted if more than half (1/2) of the Board members are in attendance.

9. Board of Directors meetings may be organized in the form of a video conference among members of the Board of Directors when all or some members are at different locations, provided that each participating member is able to:
- Hear each of the other participating Board members speak and discuss during the meeting;
 - Speak or discuss the contents of the meeting with all other participants simultaneously. Discussion among members may be conducted directly via telephone or other means of communication, or a combination of such methods. A member of the Board of Directors participating in such a meeting shall be deemed "present" at that meeting. The venue of a meeting held under this regulation shall be the location where the largest number of Board members is gathered, or the location where the Chairperson of the meeting is present.

Decisions approved during a meeting held via telephone, which is organized and conducted in a proper manner, shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members participating in such meeting.

10. Members of the Board of Directors may send their voting ballots to the meeting via post, fax, or email. In the event that a voting ballot is sent via post, it must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one (01) hour prior to the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.
11. Voting
 - a. Except as provided in point b, Clause 11 of this Article, each member of the Board of Directors or an authorized person as prescribed in Clause 8 of this Article who is present in person at the Board of Directors meeting shall have one (01) vote;
 - b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which such member or their related person has an interest that conflicts or may conflict with the interests of the Company. Such Board member shall still be counted toward the minimum quorum required to conduct a Board of Directors meeting regarding decisions for which that member does not have the right to vote;
 - c. As prescribed in point d, Clause 11 of this Article, when an issue arises at a meeting concerning the interests or the voting rights of a member of the Board of Directors and such member does not voluntarily waive their voting rights, the ruling of the chairperson shall be final, except where the nature or scope of the interests of the relevant Board member has not been fully disclosed;
 - d. A member of the Board of Directors who benefits from a contract as prescribed in points a and b, Clause 5, Article 39 of this Charter shall be deemed to have a material interest in such contract.
 - e. Supervisors shall have the right to attend meetings of the Board of Directors and the right to discuss, but shall not have the right to vote.
12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is proposed to be signed with the Company, and is aware that they are an interested party therein, shall be responsible for disclosing such interest at the first meeting of the Board of Directors at which the signing of such contract or transaction is discussed. In the event that a Board member is unaware that they or their related persons have an interest at the time the contract or transaction is signed with the Company, such Board member must disclose the relevant interests at the first meeting of the Board of Directors held after the member becomes aware that they have or will have an interest in the aforementioned transaction or contract.
13. The Board of Directors shall approve decisions and issue resolutions based on a majority (over 50%) of the attending Board members in favor. In the event of an equality of votes for and against, the vote of the Chairman of the Board of Directors shall be the casting vote.

14. Resolutions in the form of written ballots shall be approved based on the favorable opinions of a majority of the Board members who have the right to vote. Resolutions in the form of written ballots shall be approved based on the favorable opinions of a majority of the Board members who have the right to vote. The Chairman of the Board of Directors must send the written ballots to all members of the Board of Directors. The sending of written ballots may be conducted via express delivery, email, fax, or a combination of these methods. A resolution approved by way of written ballots must be favored by a majority of the Board members. Such resolution shall have the same effect and validity as a resolution approved by the Board members at a meeting.
15. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meetings to the members, and such minutes shall serve as authentic evidence of the proceedings conducted during the meetings, unless there is an objection to the contents of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meetings shall be prepared in Vietnamese and may also be prepared in English. The minutes must bear the signatures of the chairperson and the person recording the minutes.

Article 30. Committees under the Board of Directors

1. The Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, and internal audit. The number of members of a sub-committee shall be decided by the Board of Directors, consisting of at least three (03) members, including Board members and external members. Independent Board members/Non-executive Board members shall constitute a majority of the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by a decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee shall only take effect when it is approved by a majority of the members attending and voting at the sub-committee meeting who are also members of the Board of Directors.
2. The implementation of decisions of the Board of Directors, or of its sub-committees, or of a person acting as a member of a Board sub-committee, must comply with current legal regulations and the provisions of the Company's Charter.

Article 31. Person in charge of corporate governance

1. The Board of Directors shall appoint at least one (01) person to be the Person in charge of corporate governance to support the effective conduct of the Company's corporate governance activities. The term of office of the Person in charge of corporate governance shall be decided by the Board of Directors, with a maximum term of five (05) years. The Person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises. In the event of such

- dual appointment, the Person in charge of corporate governance shall have the rights and obligations as prescribed in Clause 5 of this Article.
2. The Person in charge of corporate governance must satisfy the following criteria:
 - a. Possess knowledge of the law;
 - b. Must not concurrently work for the independent auditing firm that is currently auditing the Company's financial statements;
 - c. Other criteria as prescribed by law, this Charter, and decisions of the Board of Directors.
 3. The Board of Directors may dismiss the Person in charge of corporate governance when necessary, provided that such dismissal is not contrary to the prevailing labor laws. The Board of Directors may appoint Assistants to the Person in charge of corporate governance from time to time.
 4. The Person in charge of corporate governance shall have the following rights and obligations:
 - a. Advise the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and relevant matters between the Company and its shareholders;
 - b. Prepare for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
 - c. Advise on the procedures for meetings;
 - d. Attend meetings;
 - e. Advise on procedures for drafting resolutions of the Board of Directors in accordance with the law;
 - f. Provide financial information, copies of minutes of the Board of Directors meetings, and other information to members of the Board of Directors and Supervisors;
 - g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h. Serve as the focal point of contact with stakeholders;
 - i. Maintain information confidentiality in accordance with the law and the Company's Charter;
 - j. Other rights and obligations as prescribed by law and the Company's Charter.
 5. When necessary, the Chairman of the Board of Directors shall recruit and appoint one or more Company Secretaries to assist the Board of Directors and the Chairman in performing their duties and authorities in accordance with the law and the Company's Charter. The Chairman of the Board of Directors may dismiss a Company Secretary when necessary, provided that

such dismissal is not contrary to the prevailing labor laws. A Company Secretary shall have the following rights and obligations:

- a. Assist in organizing and convening General Meetings of Shareholders and meetings of the Board of Directors; record meeting minutes;
- b. Assist members of the Board of Directors in performing their assigned rights and obligations;
- c. Assist the Board of Directors in applying and implementing corporate governance principles;
- d. Assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders;
- e. Assist the Company in complying with information disclosure obligations, transparency requirements, and administrative procedures;
- f. Other rights and obligations as prescribed in the Company's Charter.

VIII. THE MANAGEMENT TEAM

Article 32. Organizational structure of the Management Team

1. The Company shall ensure that the Management Team is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's day-to-day business operations.
2. The Management Team of the Company shall consist of the legal representative(s), the General Director, Deputy General Directors, and the Chief Accountant.

Article 33. Managers of the Company

1. Legal Representative:
 - 1.1. The Legal Representative shall lead and be responsible for directing, assigning, and supervising the performance of the duties and powers of the Management Team.
 - 1.2. In addition to the provisions of Article 3, the Legal Representative shall have the following duties and powers:
 - a. To decide on and sign contracts for purchase, sale, borrowing, lending, guarantee, security, pledge, mortgage, and other contracts with a value of less than 35% of the total asset value recorded in the Company's most recent audited financial statements. This provision does not apply to contracts and transactions specified in Clause 1, Article 167 of the Law on Enterprises;
 - b. To decide on investments and/or the sale of assets and/or transactions specified in Clause 1, Article 167 of the Law on Enterprises with a value of less than 25% of the total asset value recorded in the Company's most recent audited financial statements;
 - c. To decide on the establishment of subsidiaries, capital contribution, or the purchase and sale of shares or contributed capital in other enterprises

incorporated in Vietnam or abroad with a value of less than 35% of the total asset value recorded in the Company's most recent audited financial statements. Simultaneously, to decide on the appointment of representatives to manage the Company's contributed capital or shares in such enterprises;

- d. Organize the implementation of resolutions of the Board of Directors;
 - e. Organize the implementation of the Company's business plans and investment projects;
 - f. Propose the organizational structure and internal management regulations of the Company;
 - g. Appoint, dismiss, or remove the Chief Accountant, Deputy General Directors, and other management positions within the Company, except for positions falling under the authority of the Board of Directors;
 - h. Decide on salaries and other benefits for the Company's employees, except for positions falling under the authority of the Board of Directors;
 - i. Propose plans for dividend distribution or handling of business losses;
 - j. Decide on and issue regulations, procedures, and other internal documents of the Company, except for those falling under the authority of the General Meeting of Shareholders and the Board of Directors as prescribed in this Charter;
2. At the proposal of the General Director, the Legal Representative shall decide on and implement the recruitment of Deputy General Directors with a quantity and standards consistent with the Company's structure and management regulations.
 3. The Management Team shall be responsible for exercising due diligence to assist the Company in achieving its operational and organizational goals.
 4. Remuneration, salaries, benefits, and other terms in the labor contract for the General Director shall be decided by the Board of Directors. Contracts for other managers shall be decided by the Legal Representative after consulting with the General Director.
 5. The duties and powers of the members of the Management Team shall be in accordance with the assignment by the Legal Representative, consistent with the provisions of this Charter and the Resolutions of the General Meeting of Shareholders and the Board of Directors.

Article 34. Appointment, dismissal, duties, and powers of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as the General Director; and enter into a contract specifying the remuneration, salary, and other benefits. The remuneration, salary, and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, presented as a separate item in the annual Financial Statements, and disclosed in the Company's Annual Report.

2. The term of office of the General Director shall not exceed five (05) years and may be renewed. The appointment may be ceased to be effective in accordance with the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must satisfy the criteria and conditions as prescribed by law and the Company's Charter.
3. Criteria and conditions for the General Director:
 - a. Having full civil act capacity and not being among the subjects prohibited from establishing and managing enterprises in Vietnam as prescribed in Clause 2, Article 17 of the Law on Enterprises.
 - b. Possessing professional qualifications or practical experience in business administration or in the Company's core business sectors.
 - c. Possessing good health, high moral character, and a strong reputation, performing rights and obligations honestly and diligently, prioritizing the interests of the Company and its shareholders above all else.
 - d. Possessing social awareness, management experience, and proven competence in directing the Company's operations.
4. The General Director shall have the following rights and obligations:
 - a. To decide on matters assigned or authorized by the General Meeting of Shareholders, the Board of Directors, and the Legal Representative, including signing financial and commercial contracts on behalf of the Company, and organizing and directing the Company's day-to-day business operations in accordance with best management practices;
 - b. Propose plans for the organizational structure and internal management regulations of the Company;
 - c. Propose measures to enhance the Company's operations and management;
 - d. Recommend the number of executives or managers the Company needs to recruit or appoint for the Board of Directors or the Legal Representative to recruit, appoint, or dismiss in accordance with internal regulations; and propose remuneration, salaries, and other benefits for such individuals;
 - e. Carry out the recruitment of employees;
 - f. No later than December 31 of each year, the General Director must submit to the Board of Directors for approval a detailed business plan for the following financial year, and a financial plan for the use and mobilization of capital based on meeting relevant budget requirements, as well as a three (03) year financial plan;
 - g. Prepare long-term, annual, and quarterly budgets of the Company (hereinafter referred to as the "budget") to serve long-term, annual, and quarterly management activities in accordance with the business plan. The annual budget (including the projected balance sheet, income statement, and cash

flow statement) for each financial year must be submitted to the Board of Directors for approval and must include the information prescribed by the Company's regulations;

- h. Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and the labor contract entered into with the Company.
5. Responsibilities of the General Director:
- a. To exercise assigned rights and perform assigned obligations honestly, prudently, and to the best of their ability to ensure the legitimate interests of the Company;
 - b. To be loyal to the interests of the Company; not to use the Company's information, know-how, or business opportunities, and not to abuse their status, position and use the Company's assets for personal gain or to serve the interests of other organizations or individuals;
 - c. To promptly, fully, and accurately notify the Company of enterprises in which the General Director and their related persons own, or hold controlling shares or contributed capital;
 - d. Be personally liable for any damages caused to the Company resulting from a breach of the provisions in points (a), (b), and (c) of this Clause;
 - e. Be responsible to the Legal Representative, the Board of Directors, and the General Meeting of Shareholders for the exercise of assigned powers and the performance of assigned duties and responsibilities, and must report upon request.
6. The Board of Directors may dismiss or remove the General Director when a majority of the Board members with voting rights attending the meeting vote in favor, and shall appoint a new General Director as a replacement.

IX. BOARD OF SUPERVISORS

Article 35. Nomination and candidacy for Supervisors

- 1. The nomination and candidacy for Supervisors shall be carried out similarly to the provisions in Clause 1 and Clause 2, Article 24 of this Charter.
- 2. In the event that the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination according to the mechanism prescribed in the Company's Charter and the Internal Regulations on Corporate Governance. The mechanism by which the incumbent Board of Supervisors nominates candidates for the Board of Supervisors must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination is conducted.

Article 36. Supervisors

1. The number of Supervisors of the Company shall be a minimum of three (03) and a maximum of five (05) members; the specific number shall be approved by the General Meeting of Shareholders. The term of a Supervisor shall not exceed five (05) years and they may be re-elected for an unlimited number of terms.
2. Supervisors must satisfy the criteria and conditions as prescribed in Article 169 of the Law on Enterprises and the Company's Charter, and must not fall under any of the following cases:
 - a. Working in the accounting or finance department of the Company;
 - b. Being a member or employee of the independent auditing firm that has performed audits of the Company's financial statements for the three (03) consecutive preceding years.
3. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be based on the majority principle. More than half of the members of the Board of Supervisors must be permanent residents of Vietnam. The Head of the Board of Supervisors must possess a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the Company's business operations. The rights and obligations of the Head of the Board of Supervisors include:
 - a. To convene meetings of the Board of Supervisors;
 - b. To request the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Board of Supervisors;
 - c. To prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.
4. A Supervisor shall be dismissed in the following cases:
 - a. No longer satisfying the criteria and conditions to serve as a Supervisor as prescribed by the Law on Enterprises;
 - b. Failing to exercise their rights and perform their obligations for six (06) consecutive months, except in cases of force majeure;
 - c. Submitting a resignation letter which is subsequently approved;
 - d. Other cases as prescribed by law and this Charter.
5. A Supervisor shall be removed in the following cases:
 - a. Failing to fulfill assigned tasks or duties;
 - b. Committing serious or repeated violations of the Supervisor's obligations as prescribed by the Law on Enterprises and this Charter;

- c. Pursuant to a decision of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and this Charter.

Article 37. Board of Supervisors

1. The Board of Supervisors shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises, as well as the following rights and obligations:
 - a. To propose and recommend the General Meeting of Shareholders to approve an independent auditing firm to perform the audit of the Company's Financial Statements;
 - b. In the event of detecting a violation of the law or the Company's Charter by a member of the Board of Directors, the General Director, or other corporate managers, the Board of Supervisors must provide written notice to the Board of Directors within forty-eight (48) hours, requesting the violator to cease the violation and implement remedial measures;
 - c. Discuss with the independent auditor the nature and scope of the audit before the commencement of the audit process;
 - d. Seek independent professional or legal advice and ensure the involvement of external experts with appropriate experience and professional qualifications in the Company's affairs if deemed necessary;
 - e. Inspect the annual, semi-annual, and quarterly financial statements;
 - f. To inspect the accounting books and other documents of the Company, as well as management and operational activities, whenever deemed necessary or as decided by the General Meeting of Shareholders or a group of shareholders holding more than five percent (5%) of the total shares;
 - g. To supervise the liquidation of assets, the repayment of capital or assets to creditors and shareholders in the event of dissolution, bankruptcy, or divestment;
 - h. To recommend measures for supplementing, amending, or improving the organizational structure, management, and operation of the Company's business activities;
 - i. To supervise the Company's capital contribution into joint ventures and associates, and the results achieved from such activities;
 - j. To discuss difficulties and existing issues identified from interim or year-end audit results, as well as any matters that the independent auditor wishes to discuss;
 - k. To review the management letter issued by the independent auditor and the response from the Company's management;
 - l. To review the Company's reports on internal control systems before they are approved by the Board of Directors;

- m. To review the results of internal investigations and the responses from the management;
 - n. In the event of detecting a breach of obligations by a Company manager, the Board of Supervisors must provide notice to the Board of Directors within forty-eight (48) hours, requesting the violator to cease the violation and implement remedial measures;
 - o. Be responsible to the shareholders for its supervisory activities;
 - p. Supervise the financial situation of the Company, the legality of the activities of the members of the Board of Directors, the General Director, and other managers, and the coordination of activities between the Board of Supervisors and the Board of Directors, the General Director, and the shareholders;
 - q. Report to the General Meeting of Shareholders in accordance with the Law on Enterprises;
 - r. Other rights and obligations as prescribed by the Company's internal regulations;
 - s. Other rights and obligations as prescribed by law this Charter.
2. Members of the Board of Directors, the General Director, and other corporate managers must provide full, accurate, and timely information and documents regarding the management, administration, and operation of the Company upon the request of the Board of Supervisors. The person in charge of corporate governance must ensure that all copies of resolutions and minutes of the General Meeting of Shareholders and the Board of Directors, financial information, and other information and documents provided to shareholders and members of the Board of Directors must be provided to the Supervisors at the same time and in the same manner as they are provided to the shareholders and members of the Board of Directors.
3. The Board of Supervisors must meet at least twice a year, with a quorum of at least two-thirds (2/3) of its members. The minutes of the Board of Supervisors' meetings shall be prepared in a detailed and clear manner. The secretary and the members of the Board of Supervisors attending the meeting must sign the minutes. All minutes of the Board of Supervisors' meetings must be archived to determine the responsibility of each member.
4. The salaries, remuneration, bonuses, and other benefits of the members of the Board of Supervisors shall be implemented in accordance with the following regulations:
- a. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

- b. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent advisory services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
- c. Salaries and operating expenses of the Board of Supervisors shall be recorded as business expenses of the Company in accordance with the law on corporate income tax and other relevant legal provisions, and must be presented as a separate item in the Company's annual financial statements.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER MANAGERS

Article 38. Duty of prudence

Members of the Board of Directors, Supervisors, the General Director, and other managers shall be responsible for performing their duties, including duties as members of sub-committees of the Board of Directors, in an honest and prudent manner for the best interests of the Company.

Article 39. Duty of loyalty and avoidance of conflicts of interest

1. Members of the Board of Directors, Supervisors, the General Director, and other managers must disclose their related interests in accordance with Article 164 of the Law on Enterprises and other legal provisions.
2. Members of the Board of Directors, Supervisors, the General Director, and other managers are not permitted to use business opportunities that could benefit the Company for personal purposes; nor shall they use information obtained by virtue of their positions for personal gain or to serve the interests of any other organization or individual.
3. Members of the Board of Directors, Supervisors, the General Director, and other managers shall have the obligation to notify the Board of Directors of all interests that may conflict with the Company's interests, which they may receive through other economic entities, transactions, or individuals. The aforementioned individuals may only utilize such opportunities when the members of the Board of Directors who have no related interests have decided not to pursue the matter.
4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, Supervisors, the General Director, other managers, and individuals or organizations related to the aforementioned members, or legal entities in which these individuals have financial interests; except where the public company and the organization related to such members are companies within the same group or companies operating under a group model, including

parent-subsidary companies, economic groups, and where specialized laws provide otherwise.

5. Contracts or transactions between the Company, its subsidiaries, or enterprises in which the Company directly or indirectly controls 50% or more of the charter capital, and one or more members of the Board of Directors, Supervisors, the General Director, other managers, and their related individuals or organizations, or companies, partners, associations, or organizations in which the members of the Board of Directors, Supervisors, the General Director, other managers, or their related persons are members or have related financial interests, shall not be invalidated in the following cases:
- a. For contracts with a value of less than 35% (thirty-five percent) of the total asset value recorded in the most recent financial statements, the material contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, Supervisors, the General Director, and other managers, have been reported to the Board of Directors. Concurrently, the Board of Directors has authorized the execution of such contract or transaction in an honest manner by a majority vote of the Board members who have no related interests;
 - b. For contracts with a value equal to or greater than 35% (thirty-five percent) of the total asset value recorded in the most recent financial statements, the material contents of such contract or transaction, as well as the relationships and interests of the members of the Board of Directors, Supervisors, the General Director, and other managers, have been disclosed to the shareholders who have no related interests and are entitled to vote on such matter, and such shareholders have approved the contract or transaction;
 - c. Such contract or transaction is considered fair and reasonable by an independent advisory organization in all aspects relating to the Company's shareholders at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.
- Members of the Board of Directors, Supervisors, the General Director, other managers, and their related organizations and individuals are not permitted to use the Company's non-public information or disclose such information to others for the purpose of executing related transactions.
- d. Superiors shall not use their professional positions to pressure subordinates for personal gain. They must respect the Company's interests, refrain from embezzling Company assets, and shall not engage in any act, in any form, intended to convert the Company's assets or interests into personal assets or interests.
 - e. The Company shall not provide loans or guarantees to shareholders who are individuals and their related persons who are individuals.
 - f. The Company shall not provide loans or guarantees to related persons of a shareholder that is an organization, except where the Company and the



organization related to such shareholder are companies within the same group or companies operating under a group model, including parent-subsidary companies, economic groups, and such transaction must be approved by the General Meeting of Shareholders or the Board of Directors within their respective delegated authorities.

Article 40. Liability for damages and indemnification

1. Members of the Board of Directors, Supervisors, the General Director, and other managers who breach their obligations, duties of loyalty and prudence, or fail to fulfill their duties with due diligence and professional competence, shall be liable for any damages caused by their violations.
2. The Company shall indemnify any person who was, is, or may become a party to any claims, lawsuits, or prosecutions (including civil and administrative cases, excluding lawsuits initiated by the Company) if such person is or was a member of the Board of Directors, a Supervisor, the General Director, another manager, an employee, or an authorized representative of the Company, or if such person acted at the Company's request in the capacity of a member of the Board of Directors, a manager, an employee, or an authorized representative of the Company provided that such person acted honestly, prudently, and diligently for the best interests of, or not in conflict with the interests of the Company, based on legal compliance, and there is no evidence confirming that such person breached their responsibilities.
3. In the course of performing their functions, duties, or executing tasks authorized by the Company, members of the Board of Directors, Supervisors, other managers, employees, or authorized representatives of the Company shall be indemnified by the Company when becoming a party to a claim, lawsuit, or prosecution (excluding lawsuits initiated by the Company) in the following cases:
 - a. Having acted honestly, prudently, and diligently for the best interests of, and not in conflict with the interests of the Company;
 - b. Complying with the law and there being no evidence confirming a failure to perform one's responsibilities.
4. Indemnification expenses shall include incurred costs (including legal fees), judgment costs, fines, and payments actually or reasonably incurred in the resolution of such cases within the framework permitted by law. The Company may purchase insurance for such persons to avoid the aforementioned liabilities.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 41. Right to inspect books and records

1. A shareholder or a group of shareholders owning 05% or more of the total ordinary shares shall have the right to review, consult, and extract the minutes book and resolutions, decisions of the Board of Directors, semi-annual and

annual financial statements, reports of the Board of Supervisors, contracts, and transactions subject to approval by the Board of Directors, and other documents; except for documents related to the Company's trade secrets and business secrets and those of the Company's shareholders.

In the event that an authorized representative or a lawyer of a shareholder or a group of shareholders requests to inspect the books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders whom such person represents, or a notarized copy of such power of attorney.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives shall have the right to inspect the Company's register of shareholders, the list of shareholders, and other books and records of the Company for purposes relevant to their positions, provided that such information must be kept confidential.
3. The Company must archive this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions and minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that the shareholders and the business registration authority are notified of the location where such documents are stored.
4. The Company's Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 42. Employees and Trade Union

1. The General Director must prepare plans for approval by the Board of Directors regarding matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and discipline of employees and corporate managers.
2. The General Director must prepare plans for approval by the Board of Directors regarding matters related to the Company's relationship with trade unions, in accordance with the best management standards, practices, and policies, as well as the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

XIII. PROFIT DISTRIBUTION

Article 43. Profit Distribution

1. The General Meeting of Shareholders shall decide on the dividend payout ratio and the method of annual dividend payment from the Company's retained profits, based on the proposal of the Board of Directors.

2. In accordance with the Law on Enterprises, the Board of Directors may decide on the payment/interim dividend advance if such payment is deemed consistent with the Company's profitability.
3. The payment of cash dividends must be completed within a period of no more than 06 (six) months from the closing date of the Annual General Meeting of Shareholders.
4. The Company shall not pay interest on any dividend payments or any payments related to a class of shares.
5. The Board of Directors may recommend the General Meeting of Shareholders to approve the payment of dividends, in whole or in part, by shares or specific assets, and the Board of Directors shall be the body responsible for implementing such decision.
6. Where dividends or other payments related to a class of shares are paid in cash, the Company must make such payments in Vietnamese Dong. Payments may be made directly or through banks based on the banking details provided by the shareholders. In the event that the Company has transferred funds in accordance with the banking details provided by a shareholder but such shareholder does not receive the funds, the Company shall not be held liable for the amount transferred to that shareholder. The payment of dividends for shares listed/registered for trading at the Stock Exchange Department may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.
7. With the approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares shall receive dividends in the form of ordinary shares instead of cash dividends. These additional shares issued for dividend payment shall be recorded as fully paid-up shares, provided that the value of such dividend shares must be equivalent to the amount of cash dividends that the shareholders are entitled to receive.
8. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific date to close the list of entitled persons. Based on that date, shareholders or owners of other securities are entitled to attend the general meeting of shareholders, receive dividends, interest, profit distributions, receive shares, notices, or other rights as decided by the Board of Directors or the General Meeting of Shareholders. The record date may be on the same day or at a time prior to the exercise of such rights. This shall not affect the rights of both parties in a transaction to transfer shares or related securities. Those registered as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, receive shares, notices, or other documents.
9. Other matters related to profit distribution shall be implemented in accordance with the provisions of the law.

XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 44. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or at foreign banks permitted to operate in Vietnam.
2. Subject to the prior approval of the competent authority, where necessary, the Company may open bank accounts abroad in accordance with the provisions of the law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts. The Company may also implement other payment methods and transactions as decided by the Board of Directors and/or the General Director.

Article 45. Fiscal Year

1. The Company's fiscal year shall begin on the first day of January each year and end on the 31st day of December of the same year.
2. The first fiscal year shall begin from the date of the first issuance of the Enterprise Registration Certificate and end on the 31st day of December of that same year.

Article 46. Accounting System

1. The accounting system used by the Company shall be the corporate accounting system or a specialized accounting system issued or approved by the competent authority.
2. The Company shall maintain accounting books in Vietnamese and archive accounting records according to the types of business activities in which the Company participates and in accordance with the laws on accounting and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as the accounting currency. In the event that the Company's economic transactions primarily arise in a specific foreign currency, the Company may elect such foreign currency as its accounting currency, shall be legally responsible for such election, and must notify the direct managing tax authority.
4. The Company must conduct audits of its financial statements in accordance with current legal provisions.

XV. ANNUAL REPORTS, FINANCIAL STATEMENTS, AND DISCLOSURE RESPONSIBILITIES

Article 47. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements in accordance with the provisions of the law as well as the regulations of the State Securities Commission, and such statements must be audited in accordance with Article 49 of this Charter. Within ninety (90) days from the end of each fiscal year, the Company must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange Department, and the Business Registration Authority.
2. The annual financial statements must include a business performance report reflecting truthfully and objectively the Company's profit/loss situation during the fiscal year; a statement of financial position reflecting truthfully and objectively the Company's operational status as of the date of the report; a cash flow statement; and notes to the financial statements.
3. The Company must prepare and disclose semi-annual reviewed financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and the Stock Exchange Department, and submit them to the relevant tax authorities and the Business Registration Authority pursuant to the provisions of the Law on Enterprises.
4. The audited annual financial statements (including the auditor's opinion), the reviewed semi-annual financial statements, and the quarterly financial statements of the Company must be published on the Company's website.
5. Interested organizations and individuals shall have the right to inspect or photocopy the audited annual financial statements, the reviewed semi-annual financial statements, and the quarterly financial statements during business hours at the Company's head office and must pay a reasonable fee for such photocopying.

Article 48. Annual Report

The Company must prepare and disclose the Annual Report and other supporting documents in accordance with the regulations on enterprises, securities, and the securities market.

XVI. AUDITING OF THE COMPANY

Article 49. Auditing

1. The Annual General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to select one of these entities to conduct the audit of the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.

The Company must prepare and submit the annual financial statements to the independent auditing company after the end of the fiscal year.

2. The independent auditing company shall examine, verify, and prepare the audit report, and submit such report to the Board of Directors within two (02) months from the end of the fiscal year.
3. A copy of the audit report shall be attached to the Company's annual financial statements.
4. The independent auditor(s) conducting the audit of the Company shall be permitted to attend the General Meetings of Shareholders and shall be entitled to receive all notices and other information relating to the General Meeting of Shareholders that shareholders are entitled to receive, and to express opinions at the meeting on matters relevant to the audit of the Company's financial statements.

XVII. SEAL

Article 50. Seal

1. The Board of Directors shall decide to approve the type, quantity, form, and content of the seals of the Company, its branches, and representative offices; and the seals shall be engraved in accordance with the provisions of the law and this Charter.
2. The Board of Directors and the General Director shall use and manage the seal in accordance with current legal provisions.

XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION

Article 51. Termination of Operations

1. The Company may be dissolved in the following cases:
 - a. The Court declares the Company bankrupt in accordance with current legal provisions;
 - b. Early dissolution according to a decision of the General Meeting of Shareholders;
 - c. Revocation of the Enterprise Registration Certificate;
 - d. Other cases in accordance with the provisions of the law.
2. The early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) in accordance with the regulations.

Article 52. Liquidation

1. At least six (06) months after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operational regulations. Members of the

Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be prioritized for payment by the Company before any other debts.

2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority regarding its date of establishment and the date of commencement of operations. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order of priority:
 - a. Liquidation expenses;
 - b. Liabilities for wages, severance allowances, social insurance, and other benefits of employees in accordance with the collective labor agreement and the signed labor contracts;
 - c. Tax liabilities;
 - d. Other debts of the Company;
 - e. The remainder, after all debts from items (a) to (d) above have been paid, shall be distributed among the shareholders. Preferred shares shall be prioritized for payment first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 53. Internal Dispute Resolution

1. In the event of disputes or complaints arising in connection with the Company's operations, the rights and obligations of shareholders under the Law on Enterprises, other legal provisions, the Company's Charter, and the regulations between:
 - a. Shareholders and the Company;
 - b. Shareholders and the Board of Directors, the Board of Supervisors, the General Director, or other executives;

The relevant parties shall endeavor to resolve such disputes through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and require each party to present information relevant to the dispute within sixty (60) working days from the date the dispute arises. In the event a 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 act as a mediator for the dispute resolution process.
2. In the event that a conciliation decision is not reached within sixty (60) days from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party may refer such dispute to the Economic Arbitration or a competent Court of Vietnam for resolution.
3. Each party shall bear its own costs related to negotiation and conciliation procedures. The payment of Court fees and expenses shall be implemented in accordance with the judgment of the Court.

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 54. The Company's Charter

1. Any supplement to or amendment of this Charter must be considered and decided by the General Meeting of Shareholders, except for adjustments to the charter capital resulting from the sale of new shares within the scope of the number of shares authorized for issuance in accordance with a Resolution approved by the General Meeting of Shareholders.
2. In the event that there are legal provisions relevant to the Company's operations which are not mentioned in this Charter, or in the event that new legal provisions differ from the articles of this Charter, such legal provisions shall naturally apply and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 55. Effective Date

1. This Charter, consisting of 21 chapters and 55 articles, was consolidated and approved by the General Meeting of Shareholders of Tasco Joint Stock Company on April 20, 2026, and the full text of this Charter was ratified for effectiveness.
2. This Charter is the unique and official Charter of the Company.
3. Copies or extracts of the Company's Charter shall be valid only when they bear the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

Signature of the Legal Representative of the Company./.

GENERAL DIRECTOR



HOANG MINH HUNG

