



CHARTER

VISSAN JOINT STOCK COMPANY

APRIL 4 2026

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PREAMBLE

This Charter was adopted by a valid resolution of the General Meeting of Shareholders on April 23, 2026.

I. INTERPRETATION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be construed as follows:
 - a. "Charter Capital" means the total par value of all classes of shares sold by the Company as stipulated in Article 8 of this Charter;
 - b. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
 - c. "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
 - d. "Date of Incorporation" means the date on which the Company was first issued the Enterprise Registration Certificate;
 - đ. "Company Manager" means the Chairman and Vice Chairmen of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, and the Chief Accountant;
 - e. "Related Person" means any individual or organization as stipulated in Clause 23, Article 4 of the Law on Enterprises;
 - g. "Term of Operation" means the duration of the Company's operation as stipulated in Article 2 of this Charter;
 - h. "Vietnam" means the Socialist Republic of Vietnam.
2. In this Charter, references to one or several regulations or other documents include any amendments or replacements thereof.
3. The headings (chapters and articles of this Charter) are used for convenience of reference only and shall not affect the content of this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, LEGAL REPRESENTATIVE OF THE COMPANY, AND AUTHORIZED REPRESENTATIVES OF INSTITUTIONAL SHAREHOLDERS

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

1. Name of the Company
 - Vietnamese name: Công ty Cổ phần Việt Nam Kỹ nghệ Súc sản
 - English name: Vissan Joint Stock Company
 - Transaction name: VISSAN COMPANY

- Abbreviation: VISSAN COMPANY

2. The Company is a joint stock company with legal entity status in accordance with the current laws of Vietnam.

3. The registered head office of the Company is:

- Address: 420 No Trang Long, Binh Loi Trung Ward, Ho Chi Minh City

- Telephone: (84 28) 3553 3999 - (84 28) 3553 3888

- Fax: (84 28) 3553 3939

- E-mail: vissanco@vissan.com.vn

- Website: www.vissan.com.vn

4. The Company may establish branches and representative offices both domestically and abroad to fulfill its operational objectives, in accordance with resolutions of the Board of Directors and to the extent permitted by law.

5. Unless operations are terminated as stipulated in Article 52 of this Charter, the term of operation of the Company shall commence from the Date of Incorporation and shall be for an indefinite duration.

Article 3. Legal representative of the Company

1. The Company has one (01) legal representative, holding the title of General Director.

2. Regulations concerning the legal representative and the responsibilities of the legal representative shall comply with Articles 12 and 13 of the Law on Enterprises.

Article 4. Authorized representative of institutional shareholders

1. An authorized representative of an institutional shareholder must be an individual authorized in writing to exercise the rights and perform the obligations of such shareholder in its name in accordance with the Law on Enterprises.

2. An institutional shareholder owning from 10% to less than 30% of ordinary shares is entitled to appoint up to four (04) authorized representatives; from 30% to less than 40% is entitled to appoint up to six (06) authorized representatives; from 40% to less than 50% is entitled to appoint up to eight (08) authorized representatives; from 50% to less than 60% is entitled to appoint up to ten (10) authorized representatives; and from 60% or more is entitled to appoint up to twelve (12) authorized representatives.

3. The written appointment of authorized representative(s) must be notified to the Company and shall only take effect upon the Company's receipt of such document.

4. The responsibilities of an authorized representative of an institutional shareholder shall comply with Article 15 of the Law on Enterprises.

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

Article 5. Operational objectives of the Company

1. The operational objective of the Company is to conduct business to maximize profits and efficiency, and to preserve and develop shareholders' capital in the Company while complying with legal regulations. The Company aims to achieve sustainable development, continuously improve resources and quality; enhance its business efficiency, reputation, and competitiveness; and protect the legitimate interests of its shareholders and employees.

2. The Company's business lines

No.	Business Line Name	Code
1	Wholesale of food	4632 (Main)
2	Agency, brokerage, and auction of goods - <i>Details:</i> Foreign exchange agency.	4610
3	Scientific research and technological development in natural sciences - <i>Details:</i> Technical services for pig and cattle breeding.	7211
4	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, and cork) and live animals	4620
5	Retail sale of food	4722
6	Retail sale of beverages	4723
7	Manufacture of yarn - <i>Details:</i> Manufacture of all types of yarn.	1311
8	Manufacture of structural metal products - <i>Details:</i> Manufacture of hardware, electrical appliances, household and industrial machinery, and materials.	2511
9	Manufacture of other food products not elsewhere classified - <i>Details:</i> Production and processing of pork, beef, poultry, seafood, processed meat, canned meat, chicken and duck eggs. Breeding and raising of pigs and cattle for meat. Manufacture of animal feed. Production of all kinds of vegetables and fruits, processed vegetables and fruits, spices, agricultural products, and crop cultivation.	1079
10	Restaurants and mobile food service activities	5610

No.	Business Line Name	Code
	- <i>Details:</i> Food and beverage business. Contract catering services.	
11	Other specialized wholesale not elsewhere classified	4679
12	Retail sale of other new goods (excluding automobiles, motorcycles, motorbikes and their parts)	4773
13	Manufacture of knitted, crocheted, and other non-woven fabrics - <i>Details:</i> Manufacture of fabrics and raw materials/accessories for the textile and garment industry.	1391
14	Manufacture of fertilizers and nitrogen compounds - <i>Details:</i> Manufacture of fertilizers.	2012
15	Wholesale of beverages	4633
16	Retail sale of second-hand goods	4774
17	Wholesale of textiles, clothing, and footwear	4641
18	Wholesale of other machinery, equipment, and spare parts - <i>Details:</i> Trading in hardware, electrical appliances, household and industrial machinery, and materials.	4659
19	Processing and preserving of meat and meat products	1010
20	Freight transport by road	4933
21	Retail sale of food grains	4721
22	Processing and preserving of aquatic products and aquatic products-based	1020
23	Processing and preserving of fruit and vegetables	1030
24	Wholesale of other household goods	4649
25	Retail sale of electrical household appliances, beds, wardrobes, tables, chairs and similar furniture, lighting equipment, and other household articles not elsewhere classified	4759
26	Retail sale of clothing, footwear, leather, and imitation leather goods	4771
27	Scientific research and technological development in engineering and technology - <i>Details:</i> Technical services for pig and cattle breeding.	7212
28	Other business support service activities not elsewhere classified - <i>Details:</i> Export and import of goods traded by the Company, entrusting and receiving entrustment for the import and export of goods.	8299

No.	Business Line Name	Code
29	Scientific research and technological development in agricultural sciences	7214
30	Other support activities related to transportation	5229
31	Real estate business, land use rights belonging to the owner, user, or lessee - <i>Details:</i> Leasing and operating real estate and land.	6810
32	Technical testing and analysis - <i>Details:</i> Testing and quality inspection services for goods and food.	7120
33	Other professional, scientific, and technical activities not elsewhere classified - <i>Details:</i> Appraisal, testing, conformity assessment, inspection, quality and technical status monitoring of goods and food; consulting and training on quality inspection, quality declaration, and food quality management systems.	7499
34	Pig farming and production of pig breeds	0145

Article 6. Scope of business and operations

1. The Company is permitted to plan and conduct all business activities in accordance with the provisions of this Charter and current laws to achieve the objectives of the Company.
2. The Company may conduct business activities in other fields that are not prohibited by law and have been approved by the General Meeting of Shareholders.

Article 7. Rights and obligations of the Company

The Company holds the rights and obligations as prescribed in Articles 7 and 8 of the Law on Enterprises.

IV. CHARTER CAPITAL, SHARES

Article 8. Charter capital, shares, and founding shareholders

1. The Charter capital of the Company is **809,051,000,000 VND** (Eight hundred and nine billion, fifty-one million Vietnamese Dong).

The total charter capital of the Company is divided into 80,905,100 shares with a par value of 10,000 VND/share.

2. Cases of increasing or decreasing the charter capital shall be implemented in accordance with the laws on enterprises and securities.
3. The shares of the Company on the date of adoption of this Charter are ordinary shares. The rights and obligations of ordinary shareholders are stipulated in Article 15 and Article 16 of this Charter.
4. The Company may issue preference shares and other securities subject to the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

5. The Company does not have founding shareholders after being converted from a 100% state-owned enterprise into a joint stock company.
6. In case the Company issues or owns other types of securities besides shares, the rights and obligations of the General Meeting of Shareholders and the Board of Directors related to such securities shall be applied similarly to their rights and obligations with respect to shares.

Article 9. Share certificates

1. Shareholders of the Company are granted share certificates in written or electronic data form corresponding to the number and class of shares owned.
2. Share certificates in written form must bear the Company's seal and the signature of the legal representative of the Company. The share certificate must clearly state the number and class of shares held, the full name of the holder, and other information as prescribed by the Law on Enterprises.
3. Within thirty (30) days from the date of submitting a complete dossier requesting the transfer of share ownership according to the Company's regulations, or within thirty (30) days (or another period as stipulated in the issuance terms) from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan, the owner of the shares shall be granted a share certificate. The share owner is not required to pay the Company the printing costs of the share certificate.
4. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder may request a reissue of the share certificate. The shareholder's request must be made in writing and contain at least the following contents:
 - a. Information about the lost, damaged, or otherwise destroyed share certificate.
 - b. A commitment to bear responsibility for any disputes arising from the reissue of the new share certificate.

Article 10. Other securities certificates

Other securities certificates of the Company (except for offering letters, temporary certificates, and similar documents) are issued in written or electronic data form. Other securities certificates of the Company in written form must bear the seal and signature of the legal representative of the Company.

Article 11. Register of shareholders

1. The Company's register of shareholders shall be established and maintained from the date the Company is incorporated. The register of shareholders may be a written document or an electronic data file recording information on the share ownership of the Company's shareholders.
2. The register of shareholders must include the following principal contents:
 - a. Name and head office address of the Company;
 - b. Total number of authorized shares to be offered, classes of authorized shares to be offered, and the number of authorized shares to be offered for each class;
 - c. Total number of shares of each class already sold and the value of the contributed share capital;

d. Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, and head office address for institutional shareholders;

d. Number of shares of each class held by each shareholder, and the date of share registration.

3. The register of shareholders is kept at the Vietnam Securities Depository and Clearing Corporation. Shareholders have the right to inspect, search, extract, and copy the names and contact addresses of the Company's shareholders in the register of shareholders.

4. In case a shareholder changes their contact address, they must promptly notify the Company to update the register of shareholders. The Company is not responsible for the inability to contact a shareholder due to not being notified of the shareholder's change of contact address.

5. The Company must promptly update changes regarding shareholders in the register of shareholders upon the request of the relevant shareholder.

Article 12. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law.

Shares that are securities deposited at the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market

2. Shares owned by employee shareholders purchased with preference subject to a long-term working commitment to the Company during the Company's equitization are restricted from transfer during the commitment period. The transfer of shares in this case is carried out in accordance with current legal regulations.

3. Regulations restricting the transfer of shares shall be clearly stated on the share certificates of the respective shares.

Article 13. Purchase of shares and bonds

Shares and bonds of the Company may be purchased in Vietnamese Dong, freely convertible foreign currencies, gold, land use rights, intellectual property rights, technology, technical know-how, and other lawful assets, and must be paid in full in a single installment.

V. ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 14. Organizational, governance, and control structure

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

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 15. Rights of shareholders

1. Shareholders have rights and obligations corresponding to the number and class of shares they own. Shareholders are only liable for the debts and other property obligations of the Company to the extent of the capital contributed to the Company.

2. Ordinary shareholders have the following rights:

a. To attend and vote at General Meetings of Shareholders in the following forms:

- Attend and vote in person at the meeting;
- Authorize other individuals or legal entities to attend and vote at the meeting;
- Attend and vote via online conference, electronic voting, or other electronic forms;
- Send voting slips to the meeting by mail, fax, or email..

b. To receive dividends at the rate decided by the General Meeting of Shareholders;

c. To freely transfer their shares to other organizations and individuals, except in cases where transfer is restricted, in accordance with this Charter and current laws;

d. To be given priority in purchasing new shares in proportion to their respective ownership percentage of ordinary shares in the Company;

đ. To review, search, and extract information regarding names and contact addresses in the List of voting shareholders, and request the correction of any inaccurate information regarding themselves;

e. To review, search, extract, or copy the Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g. In the event of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their share ownership in the Company after the Company has paid its debts in accordance with the law;

h. To request the Company to repurchase their shares in accordance with Article 132 of the Law on Enterprises;

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

3. A shareholder or group of shareholders holding **5%** or more of the total ordinary shares has the following rights:

a. To request the convening of a General Meeting of Shareholders in the event that the Board of Directors commits a serious breach of shareholders' rights, managers' obligations, or makes decisions beyond its delegated authority. The request must be made in writing and include the following contents: full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, and head office address for institutional shareholders; the number of shares and date of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage of the Company's total shares; and the grounds and reasons for requesting the General Meeting of Shareholders to be convened. The request must be accompanied by documents and evidence regarding the violations of the Board of

Directors, the extent of the violations, or the decisions made beyond authority. The shareholder or group of shareholders must bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders;

b. To review, search, and extract the minutes book and resolutions/decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, transactions (contracts) requiring approval by the Board of Directors, and other documents, except for documents related to the Company's commercial secrets and business secrets;

c. To request the Supervisory Board to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be made in writing and include the following contents: full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, and head office address for institutional shareholders; the number of shares and date of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage of the Company's total shares; the issues to be inspected, and the purpose of the inspection;

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

4. A shareholder or a group of shareholders owning **10%** or more of the total ordinary shares has the right to nominate candidates to the Board of Directors and the Supervisory Board, specifically:

a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the convener of the meeting about the group formation prior to the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders stipulated in this Clause is entitled to nominate one or several persons as candidates for the Board of Directors and the Supervisory Board according to the decision of the General Meeting of Shareholders. In the event that the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 16. Obligations of shareholders

Shareholders have the following obligations:

1. To comply with the Charter and the internal regulations and rules of the Company; to abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. To pay in full for the shares registered for purchase in accordance with regulations.

3. To provide an accurate contact address when registering to purchase shares.

4. To maintain the confidentiality of information provided by the Company in accordance with the Charter and the law; to only use the provided information to exercise and protect their lawful rights and interests; strictly prohibiting the dissemination, copying, or forwarding of information provided by the Company to other organizations or individuals.

5. To fulfill other obligations as prescribed by current laws.

Article 17. The General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest authority of the Company. The Annual General Meeting of Shareholders shall be held once (01) a year. The General Meeting of Shareholders must hold its annual meeting within four (04) months from the end of the financial year. The Board of Directors may decide to extend the time limit for holding the Annual General Meeting of Shareholders in case of necessity, but it shall 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 a suitable venue. The venue of the General Meeting of Shareholders is defined as the place where the chairperson attends the meeting and must be within the territory of Vietnam. The Annual General Meeting of Shareholders shall decide on issues prescribed by law and Clauses 1 and 2, Article 18 of this Charter, specifically the approval of the annual audited financial statements. Independent auditors may be invited to attend the meeting to provide advice on the approval of the annual financial statements.

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

- a. The Board of Directors considers it necessary in the interests of the Company;
- b. The annual balance sheet, semi-annual or quarterly reports, or the audit report of a financial year reflects a loss of 10% of equity compared to the beginning of the period, and in other exceptional cases;
- c. When the number of remaining members of the Board of Directors or the Supervisory Board falls below the minimum number required by law, or the number of members of the Board of Directors is reduced by more than one-third (1/3) of the number prescribed in the Charter;
- d. A shareholder or group of shareholders stipulated in Clause 3, Article 15 of this Charter requests in writing to convene a General Meeting of Shareholders;
- đ. The Supervisory Board requests the convening of a meeting if it has reason to believe that members of the Board of Directors or other managers have seriously breached their obligations under Article 165 of the Law on Enterprises, or the Board of Directors is acting or intends to act beyond the scope of its authority;
- e. Other cases as prescribed by law and the Charter.

4. Convening the General Meeting of Shareholders:

- a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors or the Supervisory Board falls below the minimum required by law or in the cases under Points b, d, and f, Clause 3, Article 17 of this Charter; and within sixty (60) days from the date the number of Board of Directors members is reduced by more than one-third (1/3) of the number prescribed in the Charter;
- b. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4, Article 17 of the Charter, within the next thirty (30) days,

the Supervisory Board must step in to convene the General Meeting of Shareholders in place of the Board of Directors in accordance with Article 21 of the Charter;

c. If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4, Article 17 of the Charter, within the next thirty (30) days, the shareholder or group of shareholders making the request under Point d, Clause 3 of this Article has the right to step in to convene the General Meeting of Shareholders in place of the Board of Directors and the Supervisory Board in accordance with Article 21 of the Charter.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration authority to supervise the sequence and procedures for convening, conducting, and making decisions at the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include costs incurred by shareholders when attending the General Meeting of Shareholders, such as travel and accommodation expenses.

Article 18. Rights and obligations of the General Meeting of Shareholders

1. The Annual General Meeting of Shareholders has the right to discuss and approve:
 - a. The annual business plan of the Company;
 - b. The annual financial statements;
 - c. The report of the Board of Directors on governance and the performance of the Board of Directors and each of its members;
 - d. The report of the Supervisory Board on the Company's business results and the performance of the Board of Directors and the General Director;
 - d. The self-evaluation report on the performance of the Supervisory Board and its Supervisors;
 - e. The dividend payout rate for each class of shares;
 - g. Other issues within its authority.
2. The General Meeting of Shareholders has the following rights and obligations:
 - a. Approve the development orientation of the Company;
 - b. Decide on the classes of shares and total number of authorized shares of each class to be offered; decide on the annual dividend rate for each class of shares;
 - c. Elect, dismiss, and remove members of the Board of Directors and Supervisors;
 - d. Decide on investments or sales of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company;
 - d. Decide on amendments and supplements to the Charter; changes to the business lines and sectors;
 - e. Approve the annual financial statements;
 - g. Decide on the repurchase of more than 10% of the total sold shares of each class within a period of twelve (12) months;

- h. Consider and handle violations committed by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;
 - i. Decide on the reorganization or dissolution (liquidation) of the Company and appoint liquidators; change the management organizational structure of the Company as per Article 14 of the Charter;
 - k. Decide on the budget or the total level of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - l. Approve the Internal Regulations on Corporate Governance; and the Operating Regulations of the Board of Directors and the Supervisory Board;
 - m. Approve the list of independent auditing companies; decide on the independent auditing company to audit the Company's operations, and dismiss independent auditors when deemed necessary;
 - n. Decide on whether the General Director may concurrently serve as the Chairman of the Board of Directors, unless the Company is a public company;
 - o. Approve transactions (contracts) valued at 35% or more, or transactions (contracts) resulting in a total transaction value arising within twelve (12) months from the date of the first transaction being 35% or more of the Company's total asset value recorded in the most recent financial statements, between the Company and the subjects specified in Clause 1, Article 167 of the Law on Enterprises and Clause 4, Article 38 of the Company's Charter;
 - p. Approve borrowing transactions (contracts) or asset sales valued at more than 10% of the total asset value of the Company recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or the related persons of such shareholder;
 - q. Other rights and obligations as prescribed by this Charter and legal regulations.
3. All resolutions and issues included in the meeting agenda must be brought forward for discussion and voting at the General Meeting of Shareholders.
4. For matters approved in previous resolutions of the General Meeting of Shareholders that have not yet been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. In case there is a change to matters falling under the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit it to the nearest General Meeting of Shareholders for approval before implementation.
5. Members of the Board of Directors and members of the Supervisory Board are responsible for attending the Annual General Meeting of Shareholders to answer shareholders' questions at the meeting (if any); in cases of force majeure where they cannot attend, the members of the Board of Directors and the Supervisory Board must report in writing to the Board of Directors and the Supervisory Board. If the audit report on the Company's annual financial statements contains material qualifications, adverse opinions, or a disclaimer of opinion, the Company shall invite a representative of the approved auditing organization that performed the audit to attend the Annual General Meeting of Shareholders.

Article 19. Authorized representatives

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or several other individuals or legal entities to attend the meeting.

2. The authorization of a representative to attend the General Meeting of Shareholders must be made in writing in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or legal entity, and the number of authorized shares.

The authorized representative attending the General Meeting of Shareholders must submit the written authorization document upon registration before entering the meeting room.

3. The voting slip of the authorized representative within the authorized scope remains valid in any of the following cases:

- a. The authorizing person is dead, or has their civil act capacity restricted or lost;
- b. The authorizing person has changed or canceled the authorization;

This clause does not apply in case the Company receives a reliable notice of one of the above events prior to the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 20. Variation of rights

1. A resolution of the General Meeting of Shareholders on contents that adversely change the rights and obligations of preference shareholders shall only be passed if approved by the attending preference shareholders of the same class who own 75% or more of the total preference shares of that class, or if approved by preference shareholders of the same class owning 75% or more of the total preference shares of that class in the event the resolution is passed by way of collecting written opinions.

2. The special rights attached to classes of preference shares regarding some or all matters related to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

Article 21. Convening the General Meeting of Shareholders, agenda, and notice of the General Meeting of Shareholders

1. The Board of Directors convenes the General Meeting of Shareholders, or the General Meeting of Shareholders is convened in accordance with the cases stipulated in Point b or Point c, Clause 4, Article 17 of this Charter.

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

- a. Disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the final registration date. Prepare a list of shareholders eligible to attend and vote at the meeting no more than ten (10) days before the date of sending the invitation to the General Meeting of Shareholders; prepare the meeting agenda and contents, and required documents in accordance with the law and the Company's regulations;
- b. Provide information and resolve complaints related to the list of shareholders;
- c. Determine the time and venue of the meeting;

d. Send the meeting notice of the General Meeting of Shareholders to all shareholders entitled to attend;

d. Prepare documents for the meeting;

e. Draft the resolutions of the General Meeting of Shareholders according to the proposed contents of the meeting; prepare the list and detailed information of candidates in the event of electing members of the Board of Directors and Supervisors.

3. The notice of the General Meeting of Shareholders shall be sent to the contact addresses of all shareholders and simultaneously published on the information media of the Stock Exchange and on the Company's website. The notice of the General Meeting of Shareholders must be sent at least twenty-one (21) days prior to the date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or dispatched, postage paid, or dropped into a mailbox). The meeting agenda, documents used in the meeting, draft resolutions for each issue on the agenda, and voting slips shall be sent to the shareholders and/or posted on the Company's website. In case the documents are not attached to the notice of the General Meeting of Shareholders, the meeting notice must clearly state the website address and instructions on how to download the documents so that shareholders can access them.

4. The shareholder or group of shareholders referred to in Clause 3, Article 15 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders in writing. Such proposal must be sent to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders and must include: the shareholder's full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, and head office address for institutional shareholders; the number and class of shares held by such shareholder(s), and the content of the proposal to be included in the agenda.

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

6. The convener of the General Meeting of Shareholders has the right to reject the proposals related to Clause 4, Article 21 in the following cases:

- a. The proposal is submitted late, or is incomplete or inaccurate in content;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as stipulated in Clause 3, Article 15 of this Charter;
- c. The proposed issue does not fall within the authority of the General Meeting of Shareholders to discuss and approve.

7. A resolution of the General Meeting of Shareholders passed by 100% of the total voting shares is lawful and effective even if the sequence and procedures for convening the meeting and passing such resolution violate the provisions of the Law and this Charter.

Article 22. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting rights.

2. In case the conditions for conducting the meeting as stipulated in Clause 1 of this Article are not met within two (02) hours from the scheduled opening time, the convener shall cancel the meeting. The notice for the second meeting must be sent within thirty (30) days from the intended date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall be conducted when the attending shareholders represent 33% or more of the total voting rights.

3. In case the second meeting does not meet the conditions for being conducted as stipulated in Clause 2 of this Article within two (02) hours from the scheduled opening time, the notice for the third meeting must be sent within twenty (20) days from the intended date of the second General Meeting of Shareholders. In this case, the meeting shall be conducted regardless of the total voting rights of the attending shareholders and shall be considered valid and authorized to decide on all issues intended for approval at the first General Meeting of Shareholders.

Article 23. Procedures for conducting and voting at the General Meeting of Shareholders

1. During the General Meeting of Shareholders, the Company must carry out shareholder registration procedures and must continue the registration until all shareholders entitled to attend who are present have registered.

2. Upon shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, which indicates the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes of such shareholder. When voting is conducted at the meeting, votes shall be cast as approving, disapproving, or abstaining (no opinion). The vote counting results shall be announced by the Chairperson immediately prior to the closing of the meeting. The General Meeting of Shareholders shall elect one or several persons to the vote counting committee upon the proposal of the Chairperson.

3. Shareholders arriving late to the General Meeting of Shareholders have the right to register immediately and to participate and vote at the meeting on matters after completing their registration. The Chairperson is not responsible for pausing the meeting for late shareholders to register, and the validity of any voting sessions conducted before the late shareholders attend shall not be affected.

4. The Chairman of the Board of Directors shall chair or assign another member of the Board of Directors in writing to chair the General Meetings of Shareholders convened by the Board of Directors. In the event the Chairman is absent or temporarily incapacitated, the remaining members shall elect one person among themselves to chair the meeting on a majority basis. In case a chairperson cannot be elected, the Head of the Supervisory Board shall steer the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person with the highest number of votes shall chair the meeting.

In other cases, the person who signed the notice convening the General Meeting of Shareholders shall steer the General Meeting of Shareholders to elect a chairperson, and the person with the highest number of votes shall be appointed to chair the meeting.

5. The Chairperson has the right to make decisions regarding the sequence, procedures, and events arising outside the agenda of the General Meeting of Shareholders.

6. The Chairperson has the right to adjourn a General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of no more than three (03)

working days from the scheduled opening date of the meeting, and may only adjourn the meeting or change the meeting venue in the following cases:

- a. The meeting venue lacks sufficient convenient seating for all attendees;
- b. The communication facilities at the meeting venue do not guarantee the attending shareholders' ability to participate, discuss, and vote;
- c. An attendee obstructs or disrupts order, risking the meeting not being conducted in a fair and lawful manner.

In the event the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to these provisions, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and steer the meeting until its conclusion; all resolutions passed at that meeting shall be valid and enforceable.

7. The Chairperson of the meeting may take necessary and reasonable measures to run the General Meeting of Shareholders in a valid and orderly manner, strictly according to the approved agenda, and reflecting the wishes of the majority of the attendees.

8. The convener or the Chairperson of the meeting may require all attendees of the General Meeting of Shareholders to undergo lawful and reasonable security checks or measures; and may expel from the General Meeting of Shareholders those who fail to comply with the Chairperson's authority, intentionally disrupt order, hinder the normal progress of the meeting, or refuse to comply with security check requirements.

9. The convener or the Chairperson of the meeting, after careful consideration, may take measures deemed appropriate to:

- a. Arrange seating at the venue of the General Meeting of Shareholders;
- b. Ensure the safety of everyone present at the meeting venues;
- c. Facilitate shareholders' attendance (or continued attendance) at the meeting.

The convener or the Chairperson of the meeting has full authority to change the aforementioned measures and apply any measures if deemed necessary. The measures applied may include issuing admission passes or using other selection methods.

10. In the event that the aforementioned measures are applied at the General Meeting of Shareholders, the meeting convener, when determining the meeting venue, may:

- a. Announce that the meeting will be conducted at the venue stated in the notice and that the Chairperson of the meeting will be present there (the "Main Meeting Venue");
- b. Make arrangements to allow shareholders or authorized representatives who cannot attend the meeting under this Clause, or those who wish to participate from a location other than the Main Meeting Venue, to attend the meeting simultaneously.

The notice of the meeting does not need to detail the organizational measures under this Clause.

11. In this Charter (unless the context requires otherwise), all shareholders shall be deemed to participate in the meeting at the Main Meeting Venue.

Article 24. Adoption of resolutions of the General Meeting of Shareholders

1. Except as provided in Clauses 3 and 4 of this Article and Article 20 of the Charter, a resolution of the General Meeting of Shareholders on the following matters shall be passed

when approved by shareholders representing 65% or more of the total voting votes of all shareholders attending and voting at the meeting:

- a. Classes of shares and the number of shares of each class;
 - b. Reorganization or dissolution of the Company;
 - c. Changes to the business lines and sectors;
 - d. Changes to the management organizational structure of the Company as prescribed in Article 14 of the Charter;
 - đ. Investment projects or the sale of assets valued at 35% or more of the total asset value of the Company recorded in the latest financial statements;
 - e. Transactions (contracts) valued at 35% or more, or transactions (contracts) resulting in a total transaction value arising within twelve (12) months from the date of the first transaction being 35% or more of the Company's total asset value recorded in the latest financial statements, between the Company and the subjects specified in Clause 1, Article 167 of the Law on Enterprises and Clause 4, Article 38 of the Company's Charter. In this case, shareholders with related interests shall not have the right to vote;
 - g. Borrowing or asset sale transactions (contracts) valued at more than 10% of the total asset value of the Company recorded in the latest financial statements between the Company and a shareholder owning 51% or more of the total voting shares or the related persons of such shareholder. In this case, shareholders with related interests shall not have the right to vote.
2. Resolutions shall be passed when approved by shareholders owning more than 50% of the total voting votes of all shareholders attending and voting at the meeting, except for the cases stipulated in Clauses 1, 3, and 4 of this Article and Article 20 of the Charter.
 3. The voting to elect members of the Board of Directors and the Supervisory Board shall be conducted by the cumulative voting method as prescribed by the Law on Enterprises.
 4. Resolutions of the General Meeting of Shareholders on all matters within its authority (except for the reorganization or dissolution of the Company; election, dismissal, or removal of members of the Board of Directors and the Supervisory Board; approval of the annual financial statements, and Article 20 of the Charter) may be passed by collecting written opinions if approved by shareholders owning more than 50% of the total voting votes of all shareholders with voting rights.

Article 25. Authority and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders are carried out as follows:

1. The Board of Directors has the right to collect written opinions from shareholders to pass resolutions of the General Meeting of Shareholders at any time if it deems it necessary for the interests of the Company.
2. The Board of Directors must prepare the written opinion form, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution. The written opinion form, accompanied by the draft resolution and explanatory documents, must be sent by a guaranteed method to the registered address of each shareholder. The Board of Directors must ensure the documents are sent and disclosed to

shareholders within a reasonable time for their consideration and voting, and must be sent at least ten (10) days prior to the deadline for returning the written opinion form.

3. The written opinion form must include the following principal contents:

a. Name, head office address, enterprise registration certificate number and issuance date, and place of business registration of the Company;

b. Purpose of collecting opinions;

c. Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, and head office address for institutional shareholders; or full name, contact address, nationality, and legal document number of the individual representing an institutional shareholder; the number of shares of each class and the number of votes of the shareholder;

d. Issues requiring opinions to pass the resolution;

đ. Voting options including approval, disapproval, and abstention (no opinion) for each issue requiring an opinion;

e. The deadline for returning the completed written opinion form to the Company;

g. Full name and signature of the Chairman of the Board of Directors

4. Shareholders may send the completed written opinion form to the Company in one of the following ways:

a. By mail: The completed written opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The written opinion form sent to the Company must be enclosed in a sealed envelope, and no one is permitted to open it prior to the vote counting;

b. By fax or email: The content of the written opinion form sent to the Company via fax or email must be kept confidential until the time of vote counting;

c. Written opinion forms returned to the Company after the deadline specified in the form, or those that have been opened (in the case of mail) or disclosed (in the case of fax or email), are invalid. Written opinion forms that are not returned shall be considered as uncast votes.

5. The Board of Directors shall organize the vote counting and prepare a vote counting minutes under the witness and supervision of the Supervisory Board or a shareholder not holding a managerial position in the Company. The vote counting minutes must include the following principal contents:

a. Name, head office address, and enterprise registration number;

b. Purpose and issues requiring opinions to pass the resolution;

c. Number of shareholders and total number of votes having participated in the voting, classifying valid and invalid votes, and the method of submitting the votes, accompanied by an appendix listing the participating shareholders;

d. Total number of votes approving, disapproving, and abstaining for each issue;

đ. Issues passed and the respective passing vote percentages;

e. Full names and signatures of the Chairman of the Board of Directors, the vote counters, and the vote supervisors.

The members of the Board of Directors, the vote counters, and the vote supervisors must be jointly liable for the truthfulness and accuracy of the vote counting minutes; and jointly liable for any damages arising from decisions passed due to untruthful or inaccurate vote counting.

6. The vote counting minutes and the resolution must be sent to the shareholders within fifteen (15) days from the end of the vote counting. In case the Company has a website, sending the vote counting minutes and the resolution may be replaced by posting them on the Company's website within twenty-four (24) hours from the completion of the vote counting.

7. The completed written opinion forms, the vote counting minutes, the full text of the passed resolution, and related documents attached to the written opinion form must be archived at the Company's head office.

8. A resolution passed by collecting written opinions from shareholders has the same validity as a decision passed at a General Meeting of Shareholders.

Article 26. Minutes of the General Meeting of Shareholders

1. The Chairperson of the General Meeting of Shareholders is responsible for organizing the archiving of the minutes of the General Meeting of Shareholders. The minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the closing date of the General Meeting of Shareholders. In case the Company has a website, sending the minutes of the General Meeting of Shareholders may be replaced by publishing them on the Company's website within twenty-four (24) hours from the closing date of the General Meeting of Shareholders.

2. The minutes of the General Meeting of Shareholders shall be considered authentic evidence of the work conducted at the General Meeting of Shareholders, unless an objection to the contents of the minutes is raised in accordance with the procedures stipulated in the Internal Regulations on Corporate Governance within ten (10) days from the date of sending the minutes or disclosing the information on the website.

3. The minutes must be prepared in Vietnamese, signed for confirmation by the Chairperson of the meeting and the Secretary, and prepared in accordance with the provisions of the Law on Enterprises and this Charter. In case the Chairperson or the Secretary refuses to sign the meeting minutes, these minutes shall be effective if signed by all other attending members of the Board of Directors and contain all the contents prescribed in Clause 1, Article 150 of the Law on Enterprises. The meeting minutes must clearly state the fact that the Chairperson or Secretary refused to sign.

4. The minutes of the General Meeting of Shareholders, the appendix listing the registered shareholders attending the meeting, the passed resolutions, and related documents sent with the meeting notice must be archived at the Company's head office.

Article 27. Request for cancellation of resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receiving the resolution, the minutes of the General Meeting of Shareholders, or the minutes of the vote counting results from collecting opinions of the General Meeting of Shareholders, the shareholder or group of shareholders stipulated in Clause 3, Article 15 of this Charter has the right to request a

Court or an Arbitrator to consider and cancel a resolution 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 the Charter, except for the case stipulated in Clause 7, Article 21 of this Charter.
2. The content of the resolution violates the law or the Charter.

VII. THE BOARD OF DIRECTORS

Article 28. Composition and term of office of the Board of Directors members

1. The number of members of the Board of Directors is five (05). The term of office of a member of the Board of Directors shall not exceed five (05) years; a member of the Board of Directors may be re-elected for an unlimited number of terms. The specific term of each member of the Board of Directors shall be decided by the General Meeting of Shareholders.
2. Shareholders holding voting shares have the right to aggregate their voting shares to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares is entitled to nominate up to one (01) candidate; from 30% to less than 40%, up to two (02) candidates; from 40% to less than 50%, up to three (03) candidates; from 50% to less than 60%, up to four (04) candidates; from 60% to less than 70%, up to five (05) candidates; from 70% to less than 80%, up to six (06) candidates; and from 80% to less than 90%, up to seven (07) candidates.
3. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism stipulated by the Company in the Internal Regulations on Corporate Governance. The nomination mechanism or the method by which the incumbent Board of Directors nominates candidates must be clearly announced and approved by the General Meeting of Shareholders before the nomination proceeds.
4. The General Meeting of Shareholders shall dismiss or remove a member of the Board of Directors in the following cases:
 - a. Such member no longer meets the criteria and conditions to be a member of the Board of Directors as prescribed in the Charter, or is prohibited by law from being a member of the Board of Directors;
 - b. Such member submits a written resignation letter to the Company's head office and it is approved by the General Meeting of Shareholders;
 - c. Such member is declared by a Court as having lost or restricted civil act capacity, or having difficulties in cognition and behavioral control;
 - d. Except in cases of force majeure, such member fails to attend the meetings of the Board of Directors or fails to participate in other activities of the Board of Directors for six (06) consecutive months;

- đ. Such member fails to complete the assigned duties and tasks;
 - e. Such member commits multiple violations (three (03) or more times in a single term) or a serious violation of the obligations of a member of the Board of Directors as prescribed by the Charter or legal regulations;
 - g. The institutional shareholder fails to appoint a representative or authorized proxy;
 - h. Other cases pursuant to a resolution of the General Meeting of Shareholders.
5. The appointment of members of the Board of Directors must be publicly disclosed in accordance with the laws on securities and the securities market.
6. Criteria and conditions for members of the Board of Directors:
- a. Not falling into the categories of persons stipulated in Clause 2, Article 17 of the Law on Enterprises;
 - b. Possessing professional qualifications and experience in business administration or in the business fields and industries of the Company, and not necessarily being a shareholder of the Company;
 - c. Being permitted to concurrently serve as a member of the Board of Directors or the Members' Council of other enterprises (up to a maximum of 05 other enterprises if the Company is a public company);
 - d. Not being a family member of the General Director and other managers of the Company; or of the managers, or the persons authorized to appoint managers of the parent company.
7. In the event that the terms of all members of the Board of Directors expire at the same time, such members shall continue to serve as members of the Board of Directors until new members are elected as replacements and take over the work.

Article 29. Rights and obligations of the Board of Directors

- 1. The business operations 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 authority to exercise all rights in the name of the Company, except for the authorities vested in the General Meeting of Shareholders
- 2. The Board of Directors shall treat all shareholders equally and respect the interests of persons with related interests in the Company; be accountable to the shareholders for the operations of the Company; and ensure that the operations of the Company comply with the provisions of the law, the Charter, and the internal regulations of the Company.
- 3. The Board of Directors has the following rights and obligations:
 - a. Decide on the strategy, medium-term development plan, and annual budget of the Company;
 - b. Recommend the classes of shares and the total number of authorized shares to be offered for sale for each class;
 - c. Decide to sell unsold shares within the number of authorized shares of each class; decide to raise additional capital through other forms;
 - d. Decide the share repurchase price; decide the timing, method, and selling price of the Company's shares;

- đ. Decide on the repurchase of no more than **10%** of the total number of shares of each class already sold within a period of twelve (12) months;
- e. Decide on investment plans and investment projects valued at less than **35%** of the total asset value of the Company recorded in the latest financial statements;
- g. Decide on market development, marketing, and technological solutions;
- h. Approve purchasing, borrowing, and other transactions (contracts) valued at **35%** or more of the total asset value of the Company recorded in the latest financial statements, except for transactions (contracts) on selling assets or those falling under the decision-making authority of the General Meeting of Shareholders;
- i. Approve transactions (contracts) valued at less than **35%** of the total asset value of the Company recorded in the latest financial statements between the Company and related persons as stipulated in Clause 1, Article 167 of the Law on Enterprises and Clause 4, Article 38 of the Company's Charter;
- k. Elect, dismiss, and remove the Chairman and Vice Chairmen of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts, and decide on salaries, remuneration, bonuses, and other benefits for the General Director, Deputy General Directors, and the Chief Accountant; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other enterprises, and decide on the remuneration and other benefits of such persons;
- l. Supervise and direct the General Director and other managers in running the day-to-day business operations of the Company;
- m. Decide on the organizational structure and internal management regulations of the Company (except for the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors and the Supervisory Board, which fall under the decision-making authority of the General Meeting of Shareholders). The Board of Directors determines the scope of the internal management regulations within its authority to promulgate; decide on the establishment, termination, or temporary suspension of operations of subsidiaries, branches, and representative offices; decide on capital contributions or purchasing shares of other enterprises;
- n. Approve the agenda, content, and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to pass resolutions;
- o. Submit the annual financial statements to the General Meeting of Shareholders;
- p. Recommend the dividend payout rate; decide on the timeframe and procedures for dividend payment or the handling of losses incurred during business operations;
- q. Recommend the reorganization or dissolution of the Company;
- r. Formulate the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance to submit to the General Meeting of Shareholders for approval;
- s. Supervise and prevent conflicts of interest involving members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers, including the misuse of Company assets and the abuse of related-party transactions (contracts);
- t. Appoint the Person in charge of Corporate Governance;

- u. Organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Person in charge of Corporate Governance, and other managers;
 - v. Execute the payment of dividends to shareholders in accordance with legal regulations after being approved by the General Meeting of Shareholders;
 - x. Other rights and obligations as prescribed by the Charter and legal regulations.
4. The Board of Directors has the right to request the General Director, Deputy General Directors, and the Chief Accountant to provide information and documents regarding the financial status and business operations of the Company and its units according to the following sequence and procedures:
- The request for a company manager to provide information must be approved by a majority of the members of the Board of Directors prior to execution;
 - The Board of Directors shall send a written request for information to the company manager, including the following principal contents: date of the request; information and documents to be provided; timeframe for provision; full name and signature of the Chairman of the Board of Directors or another member authorized by the Chairman;
 - The requested company manager must promptly, fully, and accurately provide the information and documents as requested by the Board of Directors; and must provide a written explanation in case of failure to properly fulfill the responsibility of providing the requested information within seven (07) days from the expiration of the deadline for providing information.
5. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically regarding its supervision of the General Director and other managers during the financial year.
6. Members of the Board of Directors are entitled to receive remuneration, bonuses, and other benefits for their work in their capacity as members of the Board of Directors. The total level of remuneration, bonuses, and other benefits for the Board of Directors shall be decided by the General Meeting of Shareholders. The remuneration, bonuses, and other benefits shall be distributed among the members of the Board of Directors according to an agreement within the Board of Directors, or divided equally in case no agreement can be reached.
7. The total amount paid to each member of the Board of Directors, including remuneration, bonuses, expenses, commissions, stock options, and other benefits received from the Company, its subsidiaries, affiliated companies, and other companies where the member represents the capital contribution, must be disclosed in detail in the Company's annual report.
8. A member of the Board of Directors holding an executive position, or working in subcommittees of the Board of Directors, or performing other tasks which the Board of Directors considers to be outside the normal scope of duties of a Board member, may be paid additional remuneration in the form of a lump-sum per occasion, salary, commission, profit percentage, or other forms as decided by the Board of Directors.
9. Members of the Board of Directors are entitled to reimbursement for all travel, meals, accommodation, and other reasonable expenses incurred while performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of

the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

10. The delegation and decentralization of authority by the Board of Directors to the General Director shall be implemented in accordance with the Charter, the Company's regulations, and the resolutions and decisions of the Board of Directors.

Article 30. Chairman of the Board of Directors

1. The Board of Directors shall elect one of its members as the Chairman. Unless otherwise decided by the General Meeting of Shareholders, the Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company. The concurrent holding of the General Director position by the Chairman of the Board of Directors must be approved annually at the Annual General Meeting of Shareholders, except in cases where the Chairman of the Board of Directors of a public company is prohibited from concurrently serving as the General Director.

2. The Chairman of the Board of Directors has the following rights and obligations:

- a. To prepare the working programs and plans of the Board of Directors;
- b. To prepare the agenda, contents, and documents for meetings; to convene, preside over, and chair the meetings of the Board of Directors;
- c. To organize the adoption of resolutions and decisions of the Board of Directors;
- d. To supervise the implementation process of the resolutions and decisions of the Board of Directors;
- đ. To chair the General Meetings of Shareholders;
- e. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial statements, the Company's operational report, the audit report, and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders.

4. In the event that the Chairman of the Board of Directors resigns, is dismissed, or is removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or the date of dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member of the Board of Directors in writing to exercise the rights and perform the obligations of the Chairman of the Board of Directors. In the event that no person is authorized, or the Chairman of the Board of Directors dies, goes missing, is held in temporary detention, is serving a prison sentence, is subject to administrative handling measures at a compulsory drug rehabilitation center or a compulsory educational institution, absconds from their place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavioral control, or is prohibited by a Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members of the Board of Directors shall elect one person among themselves to hold the position of Chairman of the Board of Directors based on the majority approval of the remaining members until a new decision is made by the Board of Directors.

Article 31. Meetings of the Board of Directors

1. In case the Board of Directors elects its Chairman, the first meeting of the Board of Directors to elect the Chairman and make other decisions within its authority must be conducted within seven (07) working days from the date of completion of the election of that Board of Directors. This meeting shall be convened by the member receiving the highest number of votes. If there is more than one (01) member with the highest and equal number of votes, these members shall elect one person among themselves to convene the Board of Directors' meeting on a majority basis.

2. The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, and prepare the agenda, time, and venue of the meeting at least three (03) days prior to the scheduled meeting date. The Chairman of the Board of Directors may convene a meeting whenever deemed necessary, but must meet at least once (01) every quarter.

3. The Chairman of the Board of Directors shall convene extraordinary meetings when deemed necessary for the interests of the Company. In addition, the Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay unless there is a legitimate reason, when one of the following subjects makes a written request stating the purpose of the meeting and the issues to be discussed and decided within the authority of the Board of Directors:

- a. The General Director or at least five (05) other managers;
- b. At least two (02) members of the Board of Directors;
- c. The Supervisory Board.

4. The meetings of the Board of Directors mentioned in Clause 3, Article 31 must be conducted within seven (07) working days after the request for the meeting is made. In the event the Chairman of the Board of Directors fails to convene the meeting as requested, they must bear responsibility for any damages caused to the Company; the persons requesting the meeting mentioned in Clause 3, Article 31 may convene the Board of Directors' meeting themselves.

5. Upon the request of an independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Meetings of the Board of Directors shall be conducted at the registered address of the Company or at other locations in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the consensus of the Board of Directors.

7. A notice of a Board of Directors meeting must be sent to the members of the Board of Directors at least three (03) working days prior to the meeting date. Members of the Board of Directors may refuse the meeting notice in writing, and such refusal may have retroactive effect. The notice of the Board of Directors meeting must be made in writing in Vietnamese and must fully state the agenda, time, and venue of the meeting, accompanied by the necessary documents regarding the issues to be discussed and decided at the meeting, as well as voting slips for the members.

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

8. The first meeting of the Board of Directors shall only be conducted when at least three-quarters (3/4) of the members of the Board of Directors are present in person or through a representative (authorized proxy).

In the event that the number of attending members is insufficient as prescribed, the meeting must be reconvened within seven (07) days from the intended date of the first meeting. The reconvened meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors attend.

9. Voting:

a. Except as provided in Point b, Clause 9 of Article 31, each member of the Board of Directors or an authorized proxy present in person at the meeting of the Board of Directors shall have one (01) vote;

b. A member of the Board of Directors shall not vote on any transaction (contract) in which such member or their related person has an interest, or where such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors benefiting from a transaction (contract) as stipulated in Clause 4, Article 38 of the Charter is deemed to have an interest in that transaction (contract). Such member shall still be counted toward the quorum for the Board of Directors meeting but shall not have the right to vote;

c. Pursuant to the provisions in Point b, Clause 9 of Article 31, when an issue arises in a meeting of the Board of Directors regarding the interests of a Board member or the voting rights of a member, and such issue is not resolved by the voluntary waiver of voting rights by the member concerned, the issue shall be referred to the Chairperson for a ruling. The ruling of the Chairperson regarding this matter shall be final and conclusive, except where the nature or scope of the interests of the relevant Board member has not been fully disclosed.

10. Any member of the Board of Directors who directly or indirectly benefits from a transaction (contract) that has been signed or is intended to be signed with the Company, and is aware of their interest therein, has the responsibility to disclose the nature and content of such interest at the meeting where the Board of Directors first considers the signing of said transaction (contract). In the event a Board member is unaware that they or their related persons have an interest at the time the transaction (contract) is signed with the Company, such member must disclose the relevant interests at the first meeting of the Board of Directors held after the member becomes aware of their actual or potential interest in the related transaction (contract).

11. The Board of Directors shall pass decisions and issue resolutions based on the approval of a majority of the members present (over 50%). In the event of an equality of votes, the Chairman of the Board of Directors shall have the casting vote.

12. Meetings of the Board of Directors may be organized in the form of proceedings among members of the Board of Directors when all or some members are at different locations, provided that each participating member is able to:

a. Hear each of the other participating members of the Board of Directors speaking in the meeting;

b. Speak to all other participating members simultaneously.

The exchange between members may be conducted directly via telephone or other means of communication (including the use of such means at the time of adoption of the Charter

or thereafter), or a combination of these methods. A member of the Board of Directors participating in such a meeting is deemed to be present at that meeting. The venue of the meeting held under this provision shall be the location where the largest group of Board members gathers, or if there is no such group, the location where the Chairperson of the meeting is present.

Decisions passed in such a meeting, which is duly organized and conducted, shall take effect immediately upon the conclusion of the meeting but must be confirmed by signatures in the minutes by all members of the Board of Directors attending the meeting.

13. Resolutions by way of written opinion solicitation shall be passed based on the majority consent of the voting members of the Board of Directors. Such resolutions shall have the same effect and validity as a resolution passed by the members of the Board of Directors at a meeting convened and organized in the usual manner.

14. The Chairman of the Board of Directors is responsible for dispatching the minutes of the Board of Directors' meetings to the members, and such minutes shall serve as authentic evidence of the work conducted at those meetings, unless a dissenting opinion regarding the contents of the minutes is raised within ten (10) days from the date of dispatch. Meeting minutes of the Board of Directors must be prepared in Vietnamese and signed by all attending members, the chairperson, and the minute-taker. In the event that the chairperson or the minute-taker refuses to sign the minutes, such minutes shall be effective if signed by all other attending members of the Board of Directors who agree to pass them, provided they contain all the contents prescribed in Points a, b, c, d, đ, e, g and h Clause 1, Article 158 of the Law on Enterprises. The minutes must clearly state the refusal to sign by the chairperson or minute-taker.

The person signing the minutes shall be jointly liable for the accuracy and truthfulness of the contents of the Board of Directors' meeting minutes. The chairperson and the minute-taker shall be personally liable for any damages caused to the Company resulting from their refusal to sign the minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.

15. The Board of Directors may establish subcommittees and define their responsibilities. Members of a subcommittee may include one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. In exercising their delegated powers, the subcommittees must comply with the regulations set forth by the Board of Directors. These regulations may adjust or allow for the addition of non-Board members to the subcommittees and grant them voting rights as subcommittee members, provided that (a) the change or addition of subcommittee members is approved by the Board of Directors and (b) resolutions and decisions of the subcommittees are only effective when approved by a majority of the attending subcommittee members.

16. The implementation of resolutions and decisions of the Board of Directors, its subcommittees, or persons acting as members of a Board subcommittee shall be deemed legally valid even if there were errors in the election or appointment of such subcommittee or Board members.

VIII. THE SUPERVISORY BOARD

Article 32. Supervisors

1. The number of Supervisors of the Company is three (03). More than half of the members of the Supervisory Board must be permanent residents of Vietnam.

The Supervisors shall elect one among themselves to be the Head of the Supervisory Board; such election, dismissal, or removal shall follow the majority principle. The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other majors related to the Company's business operations, and must work full-time at the Company. The Head of the Supervisory Board has the following rights and responsibilities:

- a. To convene meetings of the Supervisory Board;
 - b. To request the Board of Directors, the General Director, and other managers to provide relevant information to report to the Supervisory Board;
 - c. To prepare and sign the Supervisory Board's reports for submission to the General Meeting of Shareholders.
2. Shareholders holding voting shares have the right to aggregate their voting rights to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares is entitled to nominate up to one (01) candidate; from 30% to less than 40%, up to two (02) candidates; from 40% to less than 50%, up to three (03) candidates; from 50% to less than 60%, up to four (04) candidates; and from 60% to less than 70%, up to five (05) candidates.
3. In the event that the number of candidates for the Supervisory Board through nomination and candidacy is still insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the mechanism stipulated by the Company in the Internal Regulations on Corporate Governance. The mechanism by which the incumbent Supervisory Board nominates candidates must be clearly announced and approved by the General Meeting of Shareholders before the nomination proceeds.
4. Supervisors are elected by the General Meeting of Shareholders. The term of office of a Supervisor shall not exceed five (05) years; a Supervisor may be re-elected for an unlimited number of terms. The specific term of each Supervisor shall be decided by the General Meeting of Shareholders.
5. The General Meeting of Shareholders shall dismiss or remove a Supervisor in the following cases:
- a. Such member no longer meets the criteria and conditions to be a Supervisor as prescribed in the Charter, or is prohibited by law from being a Supervisor;
 - b. Such member submits a written resignation letter to the Company's head office and it is approved by the General Meeting of Shareholders;
 - c. Such member is declared by a Court as having lost or restricted civil act capacity, or having difficulties in cognition and behavioral control;

d. Except in cases of force majeure, such member fails to attend the meetings of the Supervisory Board or fails to exercise their rights and perform their obligations for six (06) consecutive months;

d. Such member fails to complete the assigned duties and tasks;

e. Such member commits multiple violations (three (03) or more times in a single term) or a serious violation of the obligations of a Supervisor as prescribed by the Charter or legal regulations;

g. The institutional shareholder fails to appoint a representative or authorized proxy;

h. Other cases pursuant to a resolution of the General Meeting of Shareholders.

6. Criteria and conditions for Supervisors:

a. Not falling into the categories of persons stipulated in Clause 2, Article 17 of the Law on Enterprises;

b. Not being a family member of any manager of the Company or its parent company; or of a representative of the enterprise's capital or the State's capital in the parent company;

c. Not holding managerial positions in the Company; not being part of the accounting or finance departments of the Company; and not being a member or employee of the auditing firm approved to audit the Company's financial statements in the three (03) preceding consecutive years; not necessarily being a shareholder or employee of the Company;

d. Being trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities;

d. Other criteria and conditions as prescribed by other relevant laws.

7. In the event that the terms of all Supervisors expire simultaneously and the Supervisors for the new term have not yet been elected, the Supervisors whose terms have expired shall continue to perform their rights and obligations until the Supervisors for the new term are elected and assume their duties.

Article 33. The Supervisory Board

1. The Supervisory Board has the following rights and obligations:

a. To supervise the financial situation; to supervise the Board of Directors, the General Director, and other managers in the management and administration of the Company. To be accountable to the shareholders for its supervisory activities;

b. To inspect the reasonableness, legality, truthfulness, and level of prudence in the management and administration of business activities; the systematicity, consistency, and suitability of accounting, statistics, and financial statement preparation;

c. To appraise the completeness, legality, and truthfulness of the Company's annual and semi-annual (06-month) business reports and financial statements, as well as the reports evaluating the management of the Board of Directors, and to present the appraisal reports at the Annual General Meeting of Shareholders. To review transactions (contracts) with related persons within the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on transactions (contracts) that require approval by the Board of Directors or the General Meeting of Shareholders;

d. To review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management, and early warning systems;

đ. To examine accounting books, accounting records, and other documents of the Company, as well as the management and administration of the Company's activities when deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in Clause 3, Article 15 of the Charter.

The Supervisory Board shall conduct the inspection within seven (07) working days from the date of receiving the request from the shareholder or group of shareholders as prescribed in this Clause. Within fifteen (15) days from the completion of the inspection, the Supervisory Board must report the issues requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Supervisory Board as prescribed in this Clause must not hinder the normal operations of the Board of Directors or cause disruption to the management of the Company's business operations;

e. To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the management organizational structure, supervision, and administration of the Company's business operations;

g. Upon detecting that a member of the Board of Directors, the General Director, or another manager has violated the provisions of Article 165 of the Law on Enterprises or the Charter, to immediately notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and provide solutions to remedy the consequences;

h. To attend and participate in discussions at the General Meetings of Shareholders, meetings of the Board of Directors, and other meetings of the Company;

i. To use independent consultants or specialized units of the Company to perform assigned duties;

k. The Supervisory Board may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

l. To propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations authorized to perform audits of the Company's financial statements; to decide on the auditing organization authorized to inspect the Company's operations, and to dismiss the authorized auditor when deemed necessary;

m. To discuss with the independent auditor the nature and scope of the audit before the audit begins;

n. To discuss difficulties and issues identified from mid-term or year-end audit results, as well as any matters the independent auditor wishes to discuss;

o. To review the management letter from the independent auditor and the feedback from the company managers;

p. To review results of internal investigations and the feedback from company managers regarding these issues;

q. To formulate the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;

r. Other rights and obligations as prescribed by the Charter, resolutions of the General Meeting of Shareholders, and legal regulations.

2. Members of the Board of Directors, the General Director, and other managers must fully, accurately, and promptly provide all information and documents related to the Company's operations as requested by the Supervisor or the Supervisory Board. The Company Secretary must ensure that all copies of financial information and other information provided to members of the Board of Directors, as well as copies of Board meeting minutes, are provided to the Supervisor at the same time they are provided to the Board of Directors.
3. The Supervisory Board must meet at least twice (02) a year, and the quorum for the Supervisory Board meetings shall be at least two-thirds (2/3) of its members. Minutes of the Supervisory Board meetings must be prepared in a detailed and clear manner. The minute-taker and the attending members of the Supervisory Board must sign the minutes. All minutes of the Supervisory Board meetings must be archived to determine the responsibility of each member. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend its meetings and clarify relevant issues.
4. The salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board shall be decided by the General Meeting of Shareholders. Members of the Supervisory Board shall be reimbursed for travel, meal, accommodation, independent consulting, and other reasonable expenses incurred when participating in meetings or performing other activities of the Supervisory Board. The total amount of salaries, remuneration, and these expenses must not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

IX. ORGANIZATION OF THE MANAGEMENT APPARATUS, GENERAL DIRECTOR, AND COMPANY SECRETARY

Article 34. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is accountable to and falls under the leadership of the Board of Directors. The Company shall have one (01) General Director, several Deputy General Directors, and one (01) Chief Accountant. The appointment, dismissal, or removal of the aforementioned positions must be implemented through resolutions or decisions of the Board of Directors.

Article 35. General Director

1. The Board of Directors shall appoint one of its members or hire another person as the General Director. In the case of hiring, a labor contract must be signed, specifying the salary, remuneration, benefits, and other related terms. Information regarding the salary, allowances, and benefits of the General Director must be reported to the Annual General Meeting of Shareholders and disclosed in the Company's Annual Report.
2. The term of office of the General Director is five (05) years, and they may be re-appointed for an unlimited number of terms. The appointment may be terminated in accordance with the provisions of the labor contract.
3. The General Director has the following powers and responsibilities:

- a. To organize the implementation of resolutions and decisions of the Board of Directors, business plans, and investment plans of the Company;
 - b. To decide on all matters that do not require a resolution or decision from the Board of Directors, including representing the Company in signing financial and commercial contracts, and organizing and managing the day-to-day business operations of the Company in accordance with this Charter and the Internal Regulations on Corporate Governance;
 - c. To propose to the Board of Directors the appointment, dismissal, removal, salary levels, benefits, and other terms of the labor contracts for the Deputy General Directors and the Chief Accountant;
 - d. To propose to the Board of Directors for approval the recruitment of necessary company managers in quantities and quality suitable for the Company's management structure and practices from time to time;
 - đ. To consult with the Board of Directors to decide on the headcount, salaries, allowances, benefits, appointments, dismissals, and other terms related to the labor contracts of employees;
 - e. Prior to March 31 of each year, the General Director must submit to the Board of Directors for approval a detailed business plan for the next financial year based on meeting the requirements of the appropriate budget as well as the five-year (05) financial plan;
 - g. To propose measures to enhance the Company's operations and management;
 - h. To prepare annual, quarterly, and long-term estimates of the Company (hereinafter referred to as "the estimates") to serve the management activities according to the business plan. The annual estimates (including the projected balance sheet, profit and loss statement, and cash flow statement) for each financial year must be submitted to the Board of Directors for approval and must include information required by the Company's regulations;
 - i. To recommend to the Board of Directors the Company's organizational structure: specialized departments or equivalents (divisions/departments, production workshops), branches, and representative offices; to recommend the establishment of subsidiaries;
 - k. To decide on the internal organizational structure of the specialized departments (divisions/departments, production workshops), branches, and representative offices;
 - l. To decide on purchasing, selling, borrowing, and other transactions (contracts) valued at less than 35% of the total asset value of the Company recorded in the latest financial statements, except for transactions (contracts) falling under the authority of the Board of Directors;
 - m. To promulgate operating regulations and other internal documents of the Company, except for those under the decision-making authority of the General Meeting of Shareholders or the Board of Directors;
 - n. To perform all other activities in accordance with the provisions of this Charter, the Company's regulations, resolutions and decisions of the Board of Directors, the General Director's labor contract, and legal regulations.
4. The General Director manages the day-to-day business of the Company in accordance with the law, the Charter, the labor contract signed with the Company, and the resolutions

and decisions of the Board of Directors; and reports to the Board of Directors upon request. If the management is conducted contrary to the provisions of this Clause and causes damage to the Company, the General Director shall be held legally responsible and must compensate the Company for such damages.

5. The Board of Directors may appoint, dismiss, or remove the General Director when a majority of the attending Board members vote in favor. In this case, a Board member concurrently serving as the General Director still has the right to vote as a member of the Board of Directors regarding the appointment, dismissal, or removal of the General Director.

6. The General Director must satisfy the following criteria and conditions:

a. Not fall within the categories of persons stipulated in Clause 2, Article 17 of the Law on Enterprises;

b. Not be a family member of any manager of the Company or its parent company; of a Supervisor of the Company or its parent company; of the representative of the State capital in the parent company; or of the representative of the enterprise's capital in the Company or its parent company;

c. Possess professional qualifications and experience in the Company's business administration.

Article 36. Company Secretary

The Board of Directors shall appoint one (01) or more persons as Company Secretary with the term and terms decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not in violation of current legal regulations on labor. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. The roles and duties of the Company Secretary include:

1. Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board.
2. Advising on meeting procedures.
3. Attending and preparing minutes of the meetings.
4. Drafting resolutions and decisions of the Board of Directors.
5. Providing financial information, copies of Board meeting minutes, and other information to members of the Board of Directors and the Supervisory Board.

The Company Secretary is responsible for information confidentiality in accordance with the law, the Charter, and the Company's regulations.

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

Article 37. Duty of care

Members of the Board of Directors, Supervisors, the General Director, and other managers are responsible for performing their duties, including duties as members of subcommittees of the Board of Directors, in an honest manner for the best interests of the Company and

with the degree of care that a prudent person would exercise in a similar position and circumstances.

Article 38. Duty of loyalty and prevention of conflicts of interest

1. Members of the Board of Directors, Supervisors, the General Director, and other managers are not permitted to use business opportunities that could bring benefits to the Company for personal purposes; simultaneously, they must not use information obtained by virtue of their position for personal gain or to serve the interests of other organizations or individuals.

2. Members of the Board of Directors, Supervisors, the General Director, and other managers have the obligation to:

a. Declare their related interests to the Company as stipulated in Clauses 2 and 3, Article 164 of the Law on Enterprises and notify the Company of all interests that may cause a conflict with the Company's interests which they may enjoy through other organizations or individuals.

b. Report in writing to the Board of Directors and the Supervisory Board in the following cases:

- Transactions (contracts) between the Company and an enterprise in which they have been a founding member or enterprise manager within the last three (03) years prior to the time of the transaction (contract).

- Transactions (contracts) between the Company and an enterprise where their related persons are members of the Board of Directors, the General Director (Director), or major shareholders.

- Transactions (contracts) between the Company, its subsidiaries, or enterprises in which the Company controls over 50% of the charter capital and such members or their related persons.

3. The Company shall not grant loans or guarantees to members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons or enterprises in which these persons have financial interests, unless such loans or guarantees have been approved by the General Meeting of Shareholders.

4. Members of the Board of Directors, Supervisors, the General Director, and other managers have the obligation to notify the Company of transactions (contracts) between the Company and such members or their related persons; with enterprises in which such members are owners or own capital contributions or shares; with enterprises in which related persons of such members are owners, or jointly or separately own more than 10% of the charter capital; and such transactions must be approved by the Board of Directors or the General Meeting of Shareholders:

a. The Board of Directors approves transactions (contracts) valued at less than 35% of the total asset value of the Company recorded in the latest financial statements. In this case, the representative of the Company signing the transaction (contract) must notify the members of the Board of Directors and the Supervisors of the related parties of the transaction (contract); and attach the draft or principal contents of the transaction (contract). The Board of Directors shall decide on the approval of the transaction (contract) within fifteen (15) days from the date of receipt of the notice; members with related interests do not have the right to vote;

b. The General Meeting of Shareholders approves transactions (contracts) valued at 35% or more, or transactions (contracts) resulting in a total transaction value arising within twelve (12) months from the date of the first transaction being 35% or more of the Company's total asset value recorded in the latest financial statements. In this case, the representative of the Company signing the transaction (contract) must notify the Board of Directors and the Supervisors of the related parties of the transaction (contract); and attach the draft or notice the principal contents of the transaction (contract). The Board of Directors shall submit the draft or explanation of the principal contents of the transaction (contract) at the meeting of the General Meeting of Shareholders or collect written opinions of shareholders. In this case, shareholders with related interests do not have the right to vote; the transaction shall be approved in accordance with Clauses 1 and 4, Article 24 of the Charter.

5. For transactions (contracts) of subjects approved by the General Meeting of Shareholders or the Board of Directors, the Company shall perform information disclosure regarding these resolutions in accordance with the securities law on information disclosure.

6. Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons shall not use the Company's unauthorized information or disclose it to others to conduct related transactions (contracts).

Article 39. Responsibility for damages and compensation

1. Members of the Board of Directors, Supervisors, the General Director, and other managers who violate their obligations, duties of loyalty and care, or fail to fulfill their duties with due diligence and professional competence shall be liable for damages caused by their violations.

2. In performing their functions, duties, or executing tasks authorized by the Company, Supervisors, company managers, employees, or authorized representatives of the Company shall be compensated by the Company when becoming a related party in complaints, lawsuits, or prosecutions (except for lawsuits where the Company is the plaintiff) in the following cases:

a. Having acted honestly, carefully, and diligently for the interests of and without conflict with the interests of the Company;

b. Complying with the law and there is no evidence confirming failure to perform their responsibilities.

3. Compensation costs include incurred expenses (including attorney fees), litigation costs, fines, and payments actually incurred or considered reasonable when resolving these cases within the framework permitted by law. The Company may purchase insurance for such persons to avoid the aforementioned compensation liabilities.

XI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 40. Right to inspect books and records

1. Shareholders have the right, directly or through an authorized representative legal entity or individual, to send a written request to review, search, and extract information regarding names and contact addresses in the list of shareholders, minutes of meetings, and

resolutions of the General Meeting of Shareholders at the Company's head office. A request for inspection from an authorized representative of a shareholder must be accompanied by a legal authorization document from the shareholder whom that legal entity or individual represents.

2. Members of the Board of Directors, Supervisors, the General Director, and other managers have the right to inspect the Company's register of shareholders, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that this information must be kept confidential.

3. The Company must archive this Charter and its amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders, resolutions and decisions of the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and any other papers as prescribed by law at the head office or another location, provided that shareholders are notified of the location where these documents are archived.

4. The Charter must be published on the Company's website.

XII. EMPLOYEES AND SOCIO-POLITICAL ORGANIZATIONS

Article 41. Political organizations and socio-political organizations

1. Political and socio-political organizations within the Company operate in accordance with the Constitution, the law, and the Charter of such organizations.

2. The Company respects and facilitates employees' participation in political and socio-political organizational activities at the Company.

Article 42. Employees and grassroots employee representative organizations

1. Matters related to recruitment, termination of labor contracts, salaries, social insurance, benefits, rewards, and discipline for employees and managers of the Company are implemented in accordance with the Company's regulations and legal provisions.

2. Matters related to the Company's relationship with grassroots employee representative organizations must be performed 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 legal provisions.

XIII. PROFIT DISTRIBUTION

Article 43. Profit distribution

1. The General Meeting of Shareholders decides on the annual dividend payout rate and form of dividend payment from the Company's retained earnings. The Company only pays dividends to shareholders upon fulfillment of tax obligations and other financial obligations to the State, full contribution to Funds, and full recovery of previous losses (if any) in accordance with the law and the Charter; while ensuring fulfillment of due financial obligations after paying all dividends.

2. The Company does not pay interest on dividend payments or payments related to any class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in the form of shares, and the Board of Directors shall be the body implementing this decision.
4. In case dividends or other payments related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments may be made directly or via banks based on the bank details provided by shareholders. If the Company has transferred the funds in accordance with the bank details provided by a shareholder but that shareholder does not receive the money, the Company shall not be held liable for the funds transferred to the beneficiary shareholder. The payment of dividends for shares deposited at the Stock Exchange may be conducted through securities companies.
5. 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 finalize the list of shareholders (record date). Based on that date, shareholders named in the list are entitled to the rights arising from the shares they own.
6. Other matters related to profit distribution shall be implemented in accordance with the law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 44. Bank accounts

1. The Company shall open accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authority, the Company may, if necessary, open bank accounts abroad in accordance with 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 in accordance with the law.

Article 45. Fiscal year

1. The fiscal year of the Company shall commence on the 1st day of January and end on the 31st day of December each year.
2. The first fiscal year shall commence on the date of issuance of the Enterprise Registration Certificate and end on the 31st day of December immediately following the date of issuance of such certificate.
3. In the event that the duration of the first or final fiscal year of the Company is shorter than ninety (90) days, it may be consolidated with the accounting period of the following or preceding year to be calculated as one fiscal year accounting period in accordance with current law. The first or final fiscal year accounting period must be shorter than fifteen (15) months.

Article 46. Accounting system

1. The accounting system used by the Company shall be the Vietnamese Accounting Standards (VAS) or another accounting system approved by the Ministry of Finance.

2. The Company shall maintain accounting books in Vietnamese. The Company shall archive accounting records based on the types of business activities in which it is engaged. These records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.

3. The Company shall use Vietnamese Dong (or a freely convertible foreign currency if approved by the competent state authority) as the currency unit used in accounting.

XV. ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE, AND PUBLIC NOTICE

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

1. The Company must prepare annual financial statements in accordance with the law and the regulations of the State Securities Commission. The statements must be audited as prescribed in Article 50 of this Charter, and within ninety (90) days from the end of each financial year, the annual financial statements approved by the General Meeting of Shareholders must be submitted to the competent tax authority, the State Securities Commission, the Stock Exchange, and the business registration authority.

2. The annual financial statements must include an income statement reflecting truthfully and objectively the profit and loss situation of the Company during the financial year, a balance sheet reflecting truthfully and objectively the financial position of the Company up to the time of reporting, a cash flow statement, and notes to the financial statements.

3. The Company must prepare and disclose semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and the Stock Exchange, and submit them to the relevant tax authority and the business registration authority in accordance with the Law on Enterprises.

4. The audited financial statements (including the auditor's opinion) and the semi-annual and quarterly reports of the Company must be published on the Company's website.

Article 48. Annual report

The Company must prepare and disclose an Annual Report in accordance with the laws on securities and the securities market.

Article 49. Information disclosure and public notice

The Company shall implement information disclosure and public notices in accordance with legal regulations

XVI. AUDITING OF THE COMPANY

Article 50. 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 decide on the selection of one of these entities to conduct the auditing activities for the Company for the subsequent financial year.

The independent auditing company performing the audit for the Company must be an auditing company approved by the State Securities Commission.

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

2. The independent auditing company shall inspect, certify, prepare an audit report, and submit such report to the Board of Directors within eighty (80) days from the end of the financial year.

3. A copy of the audit report shall be attached to the annual financial statements of the Company.

4. The auditor performing the audit for the Company is permitted to attend the General Meetings of Shareholders, is entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive, and has the right to express opinions at the meeting regarding matters related to the audit.

XVII. THE SEAL OF THE COMPANY

Article 51. The seal of the Company

1. The Company has the right to decide on the type, form, quantity, and content of its seals.

2. The management, use, and retention of the seal shall be implemented in accordance with the Company's regulations.

3. The seal shall be used in cases prescribed by law or where the transacting parties have an agreement on the use of the seal.

XVIII. TERMINATION OF OPERATION

Article 52. Termination of operation

1. The Company may terminate its operations in the following cases:

a. The Court declares the Company bankrupt;

b. Dissolution pursuant to a resolution or decision of the General Meeting of Shareholders, or revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;

c. Other cases as prescribed by law.

2. The 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) as prescribed by law.

Article 53. Liquidation

1. At least six (06) months after a decision to dissolve the Company is made, 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 operating 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 given priority for payment by the Company over other debts of the Company.

2. The Liquidation Committee is responsible for reporting the date of its establishment and the date of commencement of operations to the business registration authority. From that time onward, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative authorities.

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

a. Liquidation expenses;

b. Debts for salaries, severance pay, social insurance, and other benefits of employees in accordance with the collective labor agreement and the signed labor contracts;

c. Taxes and other payments to the State;

d. Loans (if any);

d. Other debts of the Company;

e. The remaining balance after paying all debts from items (a) to (e) above shall be distributed to the shareholders. Preference shares shall be prioritized for payment.

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 54. Resolution of internal disputes

1. In the event of a dispute or complaint related to the Company's operations or the rights and obligations of shareholders under the Charter, the Law on Enterprises, other laws, or administrative regulations between:

a. A shareholder and the Company;

b. A shareholder and the Board of Directors, the Supervisory Board, the General Director, or other managers.

The relevant parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present the factual elements related to the dispute within thirty (30) working days from the date the dispute arises. In case the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request the Chairman of the Board of Directors to appoint an independent expert to act as an arbitrator for the dispute resolution process.

2. In the event that a mediation decision is not reached within six (06) weeks from the start of the mediation process or if the decision of the mediator is not accepted by the parties, any party may refer the dispute to an Arbitrator or a Court of competent jurisdiction..

3. The parties shall bear their own costs related to the negotiation and mediation procedures. The payment of dispute resolution costs shall be made in accordance with the award of the Arbitrator or the judgment of the Court.

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 55. Amendments and supplements to the Charter

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are legal provisions related to the Company's operations that are not mentioned in this Charter, or in case there are new legal provisions different from the clauses in this Charter, those legal provisions shall automatically apply and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 56. Effective date

1. This Charter, consisting of 21 chapters and 56 articles, was unanimously adopted by the General Meeting of Shareholders of Vissan Joint Stock Company on April 23, 2026, and the full text of this Charter was approved for effectiveness.
2. The Charter is made in four (04) copies kept at the Company's Head Office.
3. This Charter is the sole and official one of the Company and replaces the previous Charter./.