

CENTRAL PHARMACEUTICAL JOINT STOCK COMPANY NO. 3

(STOCK CODE: DP3)



FORIPHARM

Trào sức khỏe - Gửi niềm tin

REGULATIONS

ORGANIZATION AND OPERATION

CENTRAL PHARMACEUTICAL JOINT STOCK COMPANY NO. 3

HAIPHONG, 2026

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INTRODUCTION

These charters were adopted pursuant to Resolution No. 503/2026/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated April 24, 2026.

CHAPTER I

DEFINITION OF TERMS IN THE BYLAWS

Article 1. Explanation of Terms

1. Unless otherwise provided by the terms or context of these Bylaws, the following terms are understood as follows in these Bylaws :

a. Charter capital is the total par value of shares sold or subscribed for when a joint-stock company is established, as stipulated in Article 5 of these Charters;

b. Voting capital is share capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;

c. The Enterprise Law is Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d. The Securities Law is Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

e. "The company" refers to Central Pharmaceutical Company No. 3 Joint Stock Company .

f. A "subsidiary" of Central Pharmaceutical Company No. 3 is a company that :
(i) Central Pharmaceutical Company No. 3 owns more than 50% of the charter capital or total number of common shares of that company; (ii) Central Pharmaceutical Company No. 3 has the right to directly or indirectly decide on the appointment of the majority or all members of the Board of Directors, Director or General Director of that company; (iii) The company has the right to decide on the amendment and supplementation of the charter of that company.

g. The Company's subsidiaries are units established, reorganized, or dissolved by the Board of Directors, including representative offices and branches.

h. A controlling stake or controlling capital contribution of a company is a share or capital contribution of the company that accounts for more than 50% of the charter capital of another company.

i. The founding date is the date the company was first granted its business registration certificate .

j. The business executives include the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the company's charter.

k. Business managers are those who manage the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial positions as stipulated in the company's charter;

l. Related parties are individuals and organizations as stipulated in Clause 46, Article 4 of the Securities Law;

m. A shareholder is an individual or organization that owns at least one share of a joint-stock company.

- n. Major shareholders are those defined in Clause 18, Article 4 of the Securities Law;
- o. The operating period is the duration of the Company's operation as stipulated in Article 2 of these Charters and any extension period (if any) approved by resolution of the Company's General Meeting of Shareholders.
- p. "Vietnam" refers to the Socialist Republic of Vietnam.
- 2. In these Regulations, references to one or more other regulations or documents shall include any amendments, supplements, or replacements.
- 3. The headings (chapters, articles of these Statutes) are used for convenience in understanding the content and do not affect the content of these Statutes.
- 4. Words or terms defined in the Securities Law, the Enterprise Law, and their implementing regulations shall have similar meanings in these Charters unless they conflict with the subject matter or context .

CHAPTER II

NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES AND COMPANY'S OPERATING PERIOD

Article 2. Name, form, head office, branches and operating period of the Company

- 1. Company Name
 - Company Name in Vietnamese: CÔNG TY CỔ PHẦN DƯỢC PHẨM TRUNG ƯƠNG 3
 - The company's legal name in English is: **Central Pharmaceutical Joint Stock Company No. 3**
 - Company Trade Name: **Foripharm**
 - Logo:



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- 2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law.
- 3. The company's registered office is:
 - Address: Number 16 Le Dai Hanh Street, Hong Bang Ward, Hai Phong City .
 - Phone number: (84-225) 3.842576
 - Fax: (84-225) 3.823125
 - Website: www.duocphamtw3.com
- 4. The CEO is the legal representative of the Company.
- 5. The company may establish branches and representative offices in its business area to pursue its operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.

6. Unless the company ceases operations prematurely as stipulated in Clause 2 of Article 54, its operating period is indefinite from the date of establishment.

CHAPTER III

COMPANY'S OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS

Article 3. Objectives of the Company's Operations

1. Business lines

1.1 Business lines as stated in Business Registration Certificate No.: 0200572501

Address: 16 Le Dai Hanh Street, Hong Bang Ward, Hai Phong City

| No. | Department Name | Industry code | Main business activities |
|------------|--|----------------------|---------------------------------|
| 1 | Other food manufacturing not elsewhere classified Details: Production of functional foods | 1079 | |
| 2 | Distilling, refining, and blending spirits. | 1101 | |
| 3 | Production of non-alcoholic beverages and mineral water. | 1105 | |
| 4 | Manufacture of cosmetics, perfumes, soaps, detergents, polishes and sanitary preparations. | 2023 | |
| 5 | Manufacture of pharmaceuticals, chemical drugs and medicinal materials Details: Drug manufacturing and testing | 2100 | (Main) |
| 6 | Wholesale food Details: Wholesale of dietary supplements | 4632 | |
| 7 | Wholesale of other household goods Details: Wholesale of medicines, vaccines, medical biological products and medical devices; wholesale of perfumes, cosmetics and hygiene products. | 4649 | |
| 8 | Wholesale of machinery, equipment and other machine parts Details: Wholesale of medical machinery and equipment | 4659 | |
| 9 | Other specialized wholesale trade not classified elsewhere Details: Wholesale of general chemicals (excluding those used in agriculture) | 4679 | |

| No. | Department Name | Industry code | Main business activities |
|------------|--|----------------------|---------------------------------|
| 10 | Retail sale of medicines, medical devices, cosmetics and hygiene products. | 4772 | |
| 11 | Retail sale of other new goods (excluding automobiles, motorcycles, and their accessories) Details: Retail sale of common chemicals (excluding chemicals prohibited by the state); Retail sale of essential oils, medical machinery and equipment. | 4773 | |
| 12 | Plant other annual crops Details: Cultivating annual spice and medicinal plants (excluding plants with addictive properties). | 0119 | |
| 13 | Real estate business, land use rights belonging to the owner, user or lessee. (Including warehouse and office space rentals) | 6810 | |
| 14 | Cultivating perennial spice plants, medicinal plants, and aromatic plants (excluding plants with addictive properties). | 0128 | |
| 15 | Food retail Details: Retail sale of dietary supplements | 4722 | |
| 16 | Agents, brokers, and auctioneers of goods. Details: Goods consignment agent (excluding securities and insurance agents), agent for functional foods, medical instruments, medical equipment, eyeglasses, essential oils, and general chemicals (excluding those used in agriculture). | 4610 | |
| 17 | Activities that directly support road transport services. Details: Motorcycle and car parking service | 5225 | |

1.2 Business lines as stated in Business Location Registration Certificate No.: 0200572501 – 00004

Address: Lot N1-2, Trang Due Industrial Park, An Phong Ward, Hai Phong City

| No. | Department Name | Industry code | Main business activities |
|------------|--|----------------------|---------------------------------|
| 1 | Other food manufacturing not elsewhere classified Details: Production of functional foods | 1079 | (main) |

| | | | |
|---|---|------|--|
| 2 | Manufacture of cosmetics, perfumes, soaps, detergents, polishes and sanitary preparations. | 2023 | |
| 3 | Manufacture of pharmaceuticals, chemical drugs and medicinal materials Details: Drug manufacturing and testing | 2100 | |

2. Company's operational objectives

The company was established to mobilize and utilize capital effectively in developing the production and business of products within its licensed business lines. Simultaneously, it aims to improve efficiency and maximize profits, create jobs and stable income for employees, increase returns for shareholders, contribute to the state budget, and continuously invest in the company's growth and development.

Article 4. Scope of business and operations

1. The Company is authorized to plan and conduct all business activities in accordance with the Business Registration Certificate and these Articles of Association, in compliance with applicable laws and regulations, and to take appropriate measures to achieve the Company's objectives.

2. The company may conduct business in other areas permitted by law and approved by the General Meeting of Shareholders.

CHAPTER IV

CHARTER CAPITAL, SHARES

Article 5. Charter capital and shares

1. The company's charter capital is VND 214,999,330,000 (Two hundred fourteen billion nine hundred ninety-nine million three hundred thirty thousand dong). The total charter capital of the company is divided into 21,499,933 shares with a par value of VND 10,000/share.

2. The company may change its charter capital with the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

3. All shares of the Company on the date of adoption of these Articles of Association are common shares.

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

5. Common shares must be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not subscribed by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute these shares to other parties under conditions and in a manner deemed appropriate, but may not sell them under more favorable conditions than those offered to existing shareholders,

unless otherwise approved by the General Meeting of Shareholders or in the case of shares sold through an auction on the Stock Exchange.

6. The Company may repurchase shares issued by itself in the manner prescribed in these Articles of Association and applicable law. Shares repurchased by the Company are treasury stock, and the Board of Directors may offer them for sale in manner consistent with the provisions of these Articles of Association, the Securities Law, and related guiding documents.

7. The company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with the law.

Article 6. Stock Certificate

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.

2. Share certificates must bear the company's seal and the signature of the company's legal representative, as stipulated in the Enterprise Law. The share certificate must clearly state the number and type of shares held by the shareholder, the full name of the shareholder, and other information as prescribed by the Enterprise Law.

3. Within two months from the date of submitting a complete application for the transfer of share ownership as stipulated by the Company (or another period as stipulated in the issuance terms) from the date of full payment for the shares as stipulated in the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the Company the cost of printing the share certificate.

4. In the event that a share certificate is damaged, altered, lost, stolen, or destroyed, the shareholder may request a new share certificate provided they offer proof of ownership and pay all related costs to the Company.

Article 7. Other securities certificates

Bond certificates or other securities certificates issued by the Company (excluding letters of offer, provisional certificates and similar documents) bear the seal and signature of the Company's legal representative.

Article 8. Offering and Transfer of Shares

1. Offering shares for sale:

1.1 The offering of shares may be carried out in one of the following ways: (i) offering to existing shareholders; (ii) offering to the public; and (iii) private placement of shares.

1.2 The sale and offering of shares of the Company shall be conducted in accordance with the provisions of the law.

2. Transfer of shares

2.1 All shares are freely transferable unless otherwise provided by these Articles of Association and the law. Shares listed on the stock exchange are transferable in accordance with the provisions of the law on securities and the securities market.

2.2 Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, or the right to purchase newly offered shares.

2.3 In the event that a shareholder who is an individual dies, the heir according to the will or by law of that shareholder becomes a shareholder of the Company.

2.4 In the event that a shareholder who is an individual dies without heirs, or the heirs refuse to accept the inheritance, or are disinherited, the shares shall be dealt with according to the provisions of civil law.

2.5 Shareholders have the right to donate a portion or all of their shares in the Company to others; or to use the shares to pay off debts. In this case, the recipient of the donated shares or the person receiving the shares as payment for debt will become a shareholder of the Company.

2.6 In the event that a shareholder transfers some of their shares, the old share certificate is canceled, and the Company issues new shares to record the transferred shares and the remaining shares.

2.7 Individuals receiving shares in the cases stipulated in this Article shall only become shareholders of the Company from the time their information is fully recorded in the shareholder register.

Article 9. Reclamation of shares

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount along with interest on that amount and any costs incurred by the Company due to the failure to pay in full.

2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the payment location, and the notice must clearly state that in case of non-payment as required, the remaining unpaid shares will be reclaimed.

3. The Board of Directors has the right to reclaim shares that have not been fully and promptly paid for if the requirements in the aforementioned notice are not met.

4. Recalled shares are considered shares entitled to be offered for sale. The Board of Directors may directly or authorize the sale, redistribution, or disposition of the recalled shares to the original owners or other parties under conditions and in a manner that the Board of Directors deems appropriate.

5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but must still pay all related amounts plus interest at a rate (but not exceeding 12% per year) at the time of repurchase as determined by the Board of Directors, from the date of repurchase until the date of payment. The Board of Directors has the full right to decide on the enforcement of payment of the full value of the shares at the time of repurchase.

6. The recall notice is sent to the holders of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.

CHAPTER V

ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 10. Organizational structure , governance and control

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

- a. General Shareholders' Meeting
- b. Board of Directors
- c. Supervisory Board
- d. General Director

CHAPTER VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Shareholders are the owners of the company, possessing rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the company's debts and other financial obligations to the extent of their capital contribution.

2. Holders of common stock have the following rights:

a. Shareholders have the right to attend and speak at the General Meeting of Shareholders and to exercise their voting rights directly or through an authorized representative or other forms as prescribed by the company's charter and the law. Each common share has one voting right;

b. Receive dividends at the rate determined by the General Meeting of Shareholders;

c. The shares are freely transferable and fully paid for in accordance with the provisions of this Charter and applicable law;

d. They have priority in purchasing newly offered shares in proportion to the percentage of common shares they own;

e. Review, search, and extract information related to shareholders in the list of shareholders eligible to participate in the General Meeting of Shareholders and request correction of inaccurate information;

f. Review, search, extract, or copy the company's 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, the shareholder is entitled to receive a portion of the remaining assets corresponding to the number of shares contributed to the company, after the company has paid its creditors and other shareholders holding different types of shares in accordance with the law.

h. They may request the company to repurchase their shares in the cases stipulated by the Enterprise Law;

i. Equal treatment is guaranteed. Each share of the same class confers equal rights, obligations, and benefits on the shareholder. In cases where the Company has preferred shares, the rights and obligations associated with those preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders.

j. To have full access to regular and extraordinary information disclosed by the Company in accordance with the law;

k. To protect their legitimate rights and interests; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;

l. Other rights as stipulated in these Statutes and the law.

(Rights relating to other types of shares)

3. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:

a. Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law;

b. Review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;

c. Request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of individual shareholders; name, business registration number or legal document number of organizational shareholders, and registered office address; number of shares and registration date of each shareholder, total number of shares of the entire group of shareholders, and ownership percentage in the total shares of the Company; the issue to be examined and the purpose of the examination;

d. Proposals for inclusion in the General Shareholders' Meeting agenda. Proposals must be in writing and submitted to the Company no later than 3 working days before the meeting date. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

d. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination process for the Board of Directors and the Supervisory Board is as follows:

- Ordinary shareholders forming groups to nominate candidates for the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

- Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders as stipulated in this clause have the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by shareholders or groups of shareholders is less than the number of candidates they are entitled to nominate according to 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.

e. Other rights as prescribed by law and these Statutes.

Article 12. Obligations of Shareholders

Shareholders have the following obligations:

1. Pay for the shares you committed to purchase in full and on time.
2. Shareholders are not permitted to withdraw contributed capital in the form of common shares from the Company in any form, except in cases where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed capital in violation of this provision, that shareholder and any related parties in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.
3. Comply with the Company's Charter and regulations; abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
4. The Company is responsible for protecting the information it provides in accordance with its Articles of Association and applicable laws; it shall only use the provided information to exercise and protect its legitimate rights and interests; and it is strictly prohibited to disseminate, copy, or send the information provided by the Company to other organizations or individuals.
5. Attend the General Shareholders' Meeting and exercise your voting rights through the following methods:
 - a. Attend and vote directly at the meeting;
 - b. Authorize other individuals or organizations to attend and vote at the meeting;
 - c. Attend and vote via online conference, electronic voting, or other electronic means;
 - d. Send the ballot to the meeting via mail, fax, or email;
 - d. Submitting ballots by other means as prescribed in the company's charter.
6. Payment for the registered shares must be made as per regulations;
7. Provide an accurate address when registering to purchase shares;
8. Individuals shall be held personally liable for any of the following acts committed in the name of the Company:
 - a. Violation of the law;
 - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c. Pay off debts that are not yet due to mitigate potential financial risks for the Company.
6. In cases where a shareholder is the legal representative of organizations or businesses with economic contracts, payment agreements, or other economic relationships with Central Pharmaceutical Company No. 3, that shareholder must actively influence and support these organizations or businesses in fulfilling their economic contracts, payment obligations, and other economic relationships with Central Pharmaceutical Company No. 3. If these organizations or businesses fail to fulfill their signed economic contracts, payment obligations, or other economic obligations with Central Pharmaceutical Company No. 3, their dividends will be temporarily withheld until these organizations or businesses fulfill their economic contract obligations, payment obligations, or other economic obligations with Central Pharmaceutical Company No. 3.
7. Fulfill other obligations as required by applicable law.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The Annual General Meeting of Shareholders is 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 Annual General Meeting of Shareholders if necessary, but not exceeding 6 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined by where the chairperson attends the meeting, and it must be within the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Articles of Association, particularly approving the audited annual financial statements. If the audited annual financial statements contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative from the approved auditing firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders. This representative from the approved auditing firm is obligated to attend the Annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The remaining number of members of the Board of Directors and the Supervisory Board is less than the minimum number of members required by law;
- c. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;

d. As requested by the Supervisory Board;

d. Other cases as prescribed by law and these Regulations.

4. Convene an extraordinary general meeting of shareholders.

a. The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is as stipulated in point b, clause 3 of this Article, or upon receiving the request stipulated in points c and d, clause 3 of this Article;

b. If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law;

c. If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders specified in point c, clause 3 of this Article has the right to request the Company's

representative to convene a General Meeting of Shareholders in accordance with the Law on Enterprises;

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 procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. Procedures for organizing a General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Enterprise Law.

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

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

- a. Through the company's development strategy;
- b. Deciding on the types of shares and the total number of shares of each type authorized for sale; deciding on the annual dividend rate for each type of share;
- c. Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
- d. Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- d. Decision to amend or supplement the company's charter;
- e. Through annual financial reports;
- g. Decision to repurchase more than 10% of the total number of shares sold of each class;
- h. Review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i. Decisions on reorganizing or dissolving the Company;
- k. Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l. Approve the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;
- m. Approve the list of approved auditing firms; decide which auditing firm is approved to conduct an audit of the Company's operations, and dismiss approved auditors when deemed necessary;
- n. Other rights and obligations as prescribed by law.

2. The General Shareholders' Meeting discussed and approved the following matters:

- a. The company's annual business plan;
- b. Annual financial statements have been audited;
- c. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
- d. Report by the General Director
- d. Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors, and the General Director;

- e. Self-assessment report on the performance of the Supervisory Board and its members;
 - f. Dividend rate per share for each class;
 - g. Number of members of the Board of Directors and the Supervisory Board;
 - h. Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
 - i. Deciding on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - k. Approve the list of approved auditing firms; decide which auditing firm is approved to conduct audits of the company's operations when deemed necessary;
 - l. Supplementing and amending the company's charter;
 - m. The type of shares and the number of new shares to be issued for each type of share;
 - n. Dividing, separating, merging, consolidating, or transforming the Company;
 - o. Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
 - p. Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
 - q. Decision to repurchase more than 10% of the total shares sold of each class;
 - r. The company enters into contracts and transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the company's assets as recorded in the most recent financial statement;
 - s. Approving transactions as stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;
 - t. Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;
 - u. Other matters as prescribed by law and these Statutes.
3. Shareholders are not allowed to participate in voting in the following cases:
- a. Through contracts stipulated in Clause 2 of Article 14 when that shareholder or a person related to that shareholder is a party to the contract;
 - b. The repurchase of shares from that shareholder or a person related to that shareholder, except in cases where the repurchase is carried out in proportion to the ownership of all shareholders or the repurchase is carried out through order matching or a public tender offer on the stock exchange.
4. All resolutions and matters on the agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 15. Authorized Representatives

- 1. Shareholders, or authorized representatives of shareholders that are organizations, may attend meetings in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law.
- 2. Shareholders legally entitled to attend the General Meeting of Shareholders may authorize their representatives to attend. If a shareholder is an organization owning at least 10% of the total voting common shares, it may authorize a maximum of three

representatives to attend the General Meeting of Shareholders. If more than one representative is appointed, the number of shares and votes authorized for each representative must be specifically determined. Authorized representatives may not re-authorize others.

3. The authorization for a representative to attend the General Meeting of Shareholders must be in writing, using the Company's form, and must be signed as follows:

a. If an individual shareholder is the authorized representative, the power of attorney must be signed by both the shareholder and the authorized representative attending the meeting.

b. In cases where the authorized representative of a shareholder that is an organization is the authorizing party, the meeting must be attended by the authorized representative, the legal representative of the shareholder, and the authorized person.

c. In other cases, the power of attorney must be signed by both the legal representative of the shareholder and the person authorized to attend the meeting.

Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

4. In cases where a lawyer signs a letter of appointment on behalf of an authorized person, the appointment is only considered valid if the letter of appointment is presented together with the power of attorney for the lawyer or a valid copy of that power of attorney (if not previously registered with the Company).

5. Except as provided in Clause 4 of this Article, the vote of an authorized representative attending the meeting within the scope of their authorization remains valid in the following cases:

a. The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;

b. The authorizing party has revoked the designation of authorization;

c. The grantor has revoked the authority of the grantee.

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

Article 16. Changes to Rights

1. Changes or cancellations of special rights associated with a class of preferred shares take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders is only approved if it is endorsed by preferred shareholders of the same class present at the meeting who own 75% or more of the total preferred shares of that class, or by preferred shareholders of the same class who own 75% or more of the total preferred shares of that class in the case of a resolution adopted by written opinion.

2. The holding of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid when there are at least two (02)

shareholders (or their authorized representatives) and holding at least one-third (1/3) of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be held again within thirty (30) days thereafter, and those holding shares of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that class present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedure for conducting such separate meetings is carried out in accordance with the provisions of Articles 18 and 20 of these Regulations.

4. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets remain unchanged when the Company issues additional shares of the same class.

Article 17. Convening the General Meeting of Shareholders, the meeting agenda, and the 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 circumstances stipulated in Point b or Point c, Clause 4, Article 13 of these Charters.

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

a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b. Determine the time and location for holding the congress;

c. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

d. Providing information and resolving complaints related to the shareholder list;

e. Plan the agenda and content for the meeting;

f. Prepare documents for the meeting;

g. Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and Supervisory Board;

h. Other tasks related to the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the State Securities Commission and the Stock Exchange. The convenor of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of

Shareholders and related documents concerning the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

- a. Meeting agenda and materials to be used in the meeting;
- b. List and detailed information of candidates in the case of electing members of the Board of Directors and members of the Supervisory Board;
- c. Voting slip;
- d. Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders referred to in Clause 3, Article 11 of these Charters have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. Proposals must include the full name of the shareholder, the number and type of shares held by that person, and the content of the proposal to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject proposals related to Clause 4 of Article 17 in the following cases:

- a. Petitions were submitted late, or were incomplete or contained incorrect information .
- b. At the time of the proposal, the shareholder or group of shareholders did not hold at least 5% of the common shares as stipulated in Clause 3, Article 11 of these Charters;
- c. The issue raised in this proposal falls outside the scope of authority of the General Meeting of Shareholders.
- d. Other cases as prescribed by law and these Regulations.

6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as provided in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if it is approved by the General Meeting of Shareholders.

7. The board of directors must prepare draft resolutions for each item on the meeting agenda.

8. In cases where all shareholders representing 100% of the voting shares attend the General Meeting of Shareholders either in person or through authorized representatives, the decisions unanimously adopted by the General Meeting of Shareholders shall be considered valid even if the convening of the General Meeting of Shareholders does not follow the correct procedures or the voting items are not on the agenda.

Article 18. Conditions for holding a General Meeting of Shareholders

1. A general meeting of shareholders is considered valid when the number of shareholders present represents more than 50% of the total voting rights.

2. If the first meeting fails to meet the quorum requirements as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within 30 days from the date

of the first scheduled meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending represents 33% or more of the total voting shares.

3. If the second meeting fails to meet the quorum requirements as stipulated in Clause 2 of this Article, a notice of a third meeting must be sent within 20 days of the scheduled date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes cast by the shareholders present.

4. Upon the Chairman's recommendation, the General Meeting of Shareholders has the right to change the meeting agenda enclosed with the meeting invitation notice, as stipulated in Clause 3, Article 17 of these Charters.

Article 19. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:

a. When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast by that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the voting cards for the resolution are collected first, followed by those for the resolution against, and finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately after the vote on that item is taken. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b. Shareholders, authorized representatives of shareholders (if organizational), or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any previously voted-on items remains unchanged.

2. The election of the chairperson, secretary, and vote counting committee is regulated as follows:

a. The Chairman of the Board of Directors presides over or authorizes another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, and the person with the highest number of votes shall preside over the meeting;

b. Except as provided in point a of this clause, the signatory convening the General Meeting of Shareholders shall preside over the meeting so that the General Meeting of

Shareholders can elect the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting;

- c. The chairperson appoints one or more people to act as meeting secretaries;

- d. The General Meeting of Shareholders shall elect one or more members to the vote counting committee upon the recommendation of the meeting chairman.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda.

4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.

- a. Arrange seating at the Shareholders' General Meeting venue;

- b. Ensure the safety of everyone present at the meeting venues;

- c. Facilitating shareholder attendance (or continued attendance) at the general meeting. The person convening the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. These measures may include issuing entry passes or using other selection methods.

5. The person convening or presiding over the General Meeting of Shareholders has the following rights:

- a. Require all meeting attendees to undergo security checks or other lawful and reasonable security measures;

- b. Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the Shareholders' General Meeting.

6. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

- a. The meeting venue does not have enough convenient seating for all attendees;

- b. The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate, discuss, and vote;

- c. Some attendees obstruct or disrupt the meeting, potentially preventing it from being conducted fairly and lawfully.

7. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions adopted at that meeting shall be effective and enforceable.

8. In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

9. Under these Articles of Association (unless circumstances require otherwise), all shareholders shall be deemed to be attending the meeting at the main meeting place.

The Company holds a General Meeting of Shareholders at least once (01) every year. The annual General Meeting of Shareholders is not held in the form of written voting.

Article 20. Conditions for the adoption of a Resolution of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 3, 4 and 6 of this Article:

- a. Type of shares and total number of shares of each type;
- b. Changes in industry, occupation, and business sector;
- c. Changes to the company's organizational and management structure;
- d. Investment projects or asset sales with a value of 35% or more of the total asset value recorded in the company's most recent financial statement;
- d. Reorganize or dissolve the company;
- e. Other matters as stipulated in the company's Articles of Association.

2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 1, 3, 4 and 6 of this Article.

3. The voting for members of the Board of Directors and the Supervisory Board must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the company's charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Directors or the Supervisory Board, a re-election will be held among the candidates with the equal number of votes, or a selection will be made according to the criteria stipulated in the election regulations.

4. In cases where a resolution is adopted through written consultation, the resolution of the General Meeting of Shareholders is considered adopted if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

5. Resolutions of the General Meeting of Shareholders must be published on the Company's website in accordance with current regulations.

6. A resolution of the General Meeting of Shareholders concerning matters that adversely affect the rights and obligations of shareholders holding preferred shares shall only be adopted if it is approved by preferred shareholders of the same class present at the meeting who own 75% or more of the total number of preferred shares of that class, or if it is approved by preferred shareholders of the same class who own 75% or more of the total number of preferred shares of that class in the case of adopting a resolution by written ballot.

7. Resolutions passed by 100% of the total voting shares of the General Meeting of Shareholders are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the company's charter.

Article 21. Authority and procedures for obtaining shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders.

The authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders at any time, if deemed necessary for the benefit of the Company, except as provided in Clause 2, Article 147 of the Enterprise Law ;

2. The Board of Directors must prepare ballot papers, draft resolutions for the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballot papers . The list of shareholders to whom ballot papers are to be sent shall be compiled in accordance with Clause 2, Article 17 of these Charters. The requirements and methods for sending ballot papers and accompanying documents shall be in accordance with Clause 3, Article 17 of these Charters.

3. The survey form must include the following key information:

a. Name, registered office address, and business registration number of the Company;

b. Purpose of soliciting feedback;

c. The full name, contact address, nationality, and legal document number of an individual shareholder; the name, business registration number or legal document number of an organization, and the head office address of an organization shareholder; or the full name, contact address, nationality, and legal document number of an individual representative of an organization shareholder; the number of shares of each class and the number of voting rights of the shareholder.

d. The issue requires consultation before approval;

e. The voting options include approve, disapprove, and abstain.

f. The deadline for submitting the feedback form to the company has been set.

g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the company;

4. Shareholders may submit their completed opinion ballots to the Company using one of the following methods .

a. By mail : The completed opinion poll form must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The opinion poll form sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote count;

b. Sending by fax or email: Opinion forms sent to the Company via fax or email must be kept confidential until the vote count.

Opinion ballots submitted to the Company after the deadline specified in the ballot, or that have been opened (in the case of mail submission) or disclosed (in the case of fax

or email submission), are invalid. Unsubmitted ballots will be considered non-voting ballots .

5. The Board of Directors counts the votes and prepares a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following key information:

- a. Name, registered office address, business registration number;
- b. The purpose and issues requiring consultation before the resolution can be passed;
- c. The number of shareholders with the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the vote, along with an appendix listing the shareholders who participated in the vote ;
- d. The total number of votes in favor, against, and abstentions for each issue;
- e. The issues were approved;
- f. The full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

6. The vote count minutes and resolutions must be published on the Company's website in accordance with current regulations.

7. The completed ballots, vote counting records, the full text of the adopted resolution, and any related documents attached to the ballots must all be kept at the Company's head office.

8. Resolutions adopted through written shareholder consultation must be approved by shareholders representing at least 50% of the total voting shares and shall have the same validity as decisions adopted at a General Meeting of Shareholders.

Article 22. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be written in Vietnamese, and may also be written in a foreign language, and must include the following main contents:

- a. Name, registered office address, business registration number;
- b. Time and location of the Shareholders' General Meeting;
- c. Meeting agenda and content;
- d. The names of the chairperson and secretary;
- e. Summarize the proceedings of the meeting and the opinions expressed at the General Shareholders' Meeting on each item on the agenda;
- f. The number of shareholders and the total number of voting shares of shareholders attending the meeting, the appendix listing registered shareholders, and the shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
- g. The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting.

h. The issues were approved and the corresponding percentage of votes were cast in favor;

i. Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and contain all the content as stipulated in this clause. The meeting minutes shall clearly state the reason why the chairperson or secretary refused to sign the minutes.

2. The minutes of the General Shareholders' Meeting must be prepared and approved before the meeting concludes.

3. The meeting chair and secretary, or any other person who signs the meeting minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.

4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

Article 23. Request for annulment of a resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote count of the General Meeting of Shareholders, the shareholder or group of shareholders mentioned in Clause 3 of Article 11 has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violated the provisions of the Enterprise Law and the company's charter, except as stipulated in Clause 7, Article 20 of this Charter.

2. The resolution's content violates the law or the Company's Articles of Association.

In the event that a resolution of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person who convened the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within thirty (30) days in accordance with the procedures stipulated in the Enterprise Law and this Charter.

CHAPTER VII

BOARD OF DIRECTORS

Article 24. Nomination and candidacy of Board of Directors members

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must

provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors that must be published includes:

- a. Full name, date of birth (day, month, year);
- b. Professional qualifications;
- c. Work experience;
- d. Other managerial positions (including board positions in other companies);
- d. Interests related to the Company and its related parties;
- g. The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests of the candidate in the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the company's charter.

3. If the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the operating regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law and the company's charter.

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

1. The Board of Directors has five members.

2. The term of office for a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms. If all members of the Board of Directors complete their terms at the same time, they shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work .

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

The company's board of directors must ensure that at least one-third of the total board members are non-executive members and that there is at least one independent board member.

4. Shareholders holding voting shares have the right to combine their individual voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates;

from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% or more may nominate a maximum of eight (08) candidates.

5. If the number of candidates for the Board of Directors, through nominations and candidacies, is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism stipulated by the Company in its internal regulations on corporate governance. The nomination mechanism or the method by which the incumbent Board of Directors nominates candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before the nomination process begins.

6. Members of the Board of Directors must meet the following standards and qualifications:

a. Possess full legal capacity and not be subject to the restrictions on managing businesses as stipulated in Clause 2, Article 17 of the Enterprise Law;

b. Possess professional qualifications and experience in business administration or in the field, industry, or profession of the Company's business, and are not necessarily shareholders of the Company;

c. A member of the Company's Board of Directors may also be a member of the Board of Directors of another Company.

7. A member of the Board of Directors is no longer eligible to be a member of the Board of Directors in the following cases:

a. That member is not eligible to be a member of the Board of Directors according to the provisions of the Enterprise Law or is prohibited by law from being a member of the Board of Directors;

b. That member submits a written resignation letter to the Company's head office;

c. That member suffers from a mental disorder, and another member of the Board of Directors has professional evidence demonstrating that the person is no longer capable of acting.

d. That member has not attended Board of Directors meetings for six (06) consecutive months without the approval of the Board of Directors and the Board of Directors decides that the position of that person is vacant;

d. That member is dismissed by a decision of the General Meeting of Shareholders;

6. The Board of Directors may appoint another person temporarily to fill any vacant position, and this new member must be approved by the General Meeting of Shareholders immediately following the appointment. After approval by the General Meeting of Shareholders, the appointment of the new member takes effect on the date of the appointment by the Board of Directors. The term of office of the new Board member is calculated from the date the appointment takes effect until the end of the Board's term. In the event that the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors made prior to the General Meeting of Shareholders with the participation of the replacement Board member shall remain in effect.

7. The Board of Directors must convene a General Meeting of Shareholders to elect additional members to the Board of Directors in the following cases:

a. When the number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members stipulated by law, the Board of Directors must convene a General Meeting of Shareholders within 30 days of this event. If the Board of Directors fails to convene a General Meeting of Shareholders as required, the Chairman of the Board of Directors and the members of the Board of Directors must compensate the Company for any resulting damages;

b. The number of independent members of the Board of Directors has decreased, failing to meet the legally required ratio.

8. The appointment of Board of Directors members must be disclosed in accordance with the regulations of the law on securities and the securities market.

Article 26. Powers and obligations of the Board of Directors

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

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

a. Develop and present to the General Meeting of Shareholders: the Company's strategy, medium-term development plan, and annual business plan;

b. Develop a plan for offering each class of shares;

c. Decisions to sell new shares within the permitted number of shares for each class, and decisions to raise additional capital through other means;

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

d. The decision to repurchase shall not exceed 10% of the total number of shares of each class offered within 12 months;

e. Deciding on investment options and investment projects within the authority and limits prescribed by law;

g. Deciding on solutions for market development, marketing, and technology;

h. Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, and contracts and transactions falling under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Enterprise Law;

i. Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the General Director and other key managers; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;

k. Supervise and direct the General Director and other managers in the daily operation of the Company's business;

l. Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

m. To exercise the rights and obligations of Central Pharmaceutical Company No. 3 Joint Stock Company in its subsidiaries in which it holds controlling shares or capital contributions, as stipulated in this Charter;

n. Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to approve decisions;

o. Present the audited annual financial statements to the General Meeting of Shareholders;

p. Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;

q. Propose the reorganization, dissolution, or bankruptcy of the Company;

w. Decision to issue the Regulations on the operation of the Board of Directors and the Internal Regulations on corporate governance after approval by the General Meeting of Shareholders;

j. Other rights and obligations as stipulated by the Enterprise Law and these Articles of Association.

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

4. The Board of Directors makes decisions by voting at meetings or by written consultation. Each member of the Board of Directors has one vote.

5. In performing its functions, rights, and obligations, the Board of Directors shall strictly comply with the provisions of the law, the Company's Charter, and the resolutions of the General Meeting of Shareholders. In the event that a resolution passed by the Board of Directors is contrary to the provisions of the law or the Company's Charter and causes damage to the Company, the members who approved the resolution shall be jointly and severally liable for the resolution and shall compensate the Company for the damage; members who opposed the resolution shall be exempt from liability.

6. Unless otherwise provided by law and the Articles of Association, the Board of Directors may authorize subordinate staff and management personnel to act on behalf of the Company.

7. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work as members of the Board of Directors. The total amount of remuneration for the Board of Directors will be decided by the General Meeting of Shareholders. This remuneration will be distributed among the members of the Board of Directors according to agreement within the Board of Directors or equally distributed in the absence of agreement.

8. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, affiliated companies, and other companies in which the Board member represents a capital contribution, must be disclosed in detail in the Company's annual report.

9. Members of the Board of Directors holding executive positions or members of the Board of Directors performing other duties which the Board of Directors deems outside the ordinary scope of a member's duties may be compensated in the form of a

lump-sum payment, salary, commission, percentage of profits, or other forms as determined by the Board of Directors.

10. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in 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.

11. Members of the Board of Directors may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Company's Articles of Association.

Article 27. Chairman of the Board of Directors

1. The General Meeting of Shareholders or the Board of Directors must select a Chairman from among its members. The Chairman of the Board of Directors shall not concurrently hold the position of Chief Executive Officer of the Company.

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

- a. Develop the program and activity plan for the Board of Directors;
- b. Prepare the agenda, content, and documents for the meeting; convene and chair the Board of Directors meeting;
- c. Organizing the adoption of resolutions by the Board of Directors;
- d. Monitoring the implementation of resolutions of the Board of Directors;
- d. Presiding over the General Meeting of Shareholders and the Board of Directors meeting;
- g. Other rights and obligations as prescribed by the Enterprise Law.

3. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the dismissal or removal from office.

4. In the absence of the Chairman of the Board of Directors or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. If there is no authorized person, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or lacks civil capacity, has difficulties in understanding or controlling his/her actions, or is prohibited by the Court from holding office, practicing a profession, or engaging in a specific job, then the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

Article 28. Meetings of the Board of Directors

1. In the case where the Board of Directors elects the Chairman, the first meeting of the Board of Directors' term to elect the Chairman and make other decisions within its authority must be held within seven (07) working days from the date of the end of the

election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes. In the case where more than one (01) member has the same highest number of votes, these members shall elect one of them to convene the Board of Directors meeting by majority rule.

2. The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, set the agenda, time and place of the meeting at least 03 days before the scheduled meeting date. The Chairman may convene a meeting whenever he deems it necessary, but at least one (01) meeting must be held every quarter .

3. The Chairman of the Board of Directors shall convene extraordinary meetings when deemed necessary for the benefit of the Company. Furthermore, the Chairman of the Board of Directors must convene a Board meeting, without delay unless justifiable, when one of the following parties submits a written request outlining the purpose of the meeting and the issues to be discussed:

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

Proposals must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Directors to make decisions.

4. meetings referred to in Clause 3 of this Article must be held within seven (07) working days from the date of the meeting proposal. If the Chairman of the Board of Directors does not accept the request to convene the meeting, the Chairman shall be liable for any damages incurred by the Company; those who proposed to hold the meeting referred to in Clause 3 of this Article may convene the Board of Directors meeting themselves.

5. If requested by 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. Board of Directors meetings are held at the Company's registered address or at other addresses in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the consent of the Board of Directors.

7. Notices of Board of Directors meetings must be sent to Board members at least three working days before the meeting. Board members may refuse the meeting notice in writing, and such refusal may be retroactive. The notice of the Board meeting must be in writing in Vietnamese and must fully detail the agenda, time, and location of the meeting, along with necessary documents regarding the issues to be discussed and voted on at the Board meeting, and ballots for Board members unable to attend.

The meeting notice shall be sent by mail, fax, email, or other means, but must ensure that it reaches the address of each Board member registered with the Company.

8. The Chairman of the Board of Directors or the person convening the meeting sends the notice of meeting and accompanying documents to the members of the Supervisory Board in the same way as to the members of the Board of Directors.

Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to participate in discussions but do not have the right to vote.

9. A Board meeting is considered valid when at least three-quarters of the total number of members are present.

If the required number of members is not present, the meeting must be reconvened within seven (07) days from the date of the first scheduled meeting. The reconvened meeting will be held if more than half (1/2) of the Board of Directors members are present.

10. A member of the Board of Directors is deemed to have attended and voted at the meeting in the following circumstances:

- a. Attend and vote in person at the meeting;
- b. Authorize another person to attend the meeting as stipulated in Clause 13 of this Article;
- c. Participate and vote via online conference or other similar means;
- d. Submit your ballot to the meeting via mail, fax, or email.

If ballots are sent to the meeting by mail, they must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. Ballots may only be opened in the presence of all attendees.

A resolution of the Board of Directors is adopted if it is approved by a majority of the members present; in the event of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

11. Members must attend all meetings of the Board of Directors. Members may authorize another person to attend meetings on their behalf if approved by a majority of the Board members.

12. Voting

a. Except as provided in point b of this Clause, each member of the Board of Directors or a person directly authorized to be present in their personal capacity at the Board of Directors meeting has one (01) voting right;

b. Board members are not permitted to vote on contracts, transactions, or proposals in which they or persons related to them have an interest that conflicts with, or may conflict with, the interests of the Company. Board members shall not be counted toward the minimum number of representatives required to convene a Board meeting regarding decisions in which they do not have the right to vote;

c. According to Clause d of this Section, when issues arise during a meeting of the Board of Directors concerning the interests of a Board member or the voting rights of a member, and such issues cannot be resolved by the voluntary waiver of voting rights of the relevant Board member, the issues shall be referred to the meeting chair for decision. The chair's decision on such matters shall be final unless the nature or scope of the interests of the relevant Board member has not been fully disclosed;

d. A member of the Board of Directors who benefits from a contract as stipulated in Clause 5 of Article 38 of these Charters shall be deemed to have a substantial interest in that contract.

13. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been or is being considered for conclusion with the Company, and who is aware of their own interest, is responsible for disclosing the nature and content of that interest at the first meeting of the Board of Directors that considers the conclusion of such contract or transaction. If a member of the Board of Directors is unaware that they or their related parties have an interest at the time the contract or transaction is concluded with the Company, that member must disclose the relevant interest at the first meeting of the Board of Directors held after that member becomes aware of their interest or potential interest in the relevant transaction or contract;

14. The Board of Directors makes decisions and passes resolutions by following the majority vote of the Board members present (over 50%). In the event of a tie vote, the Chairman's vote will be the deciding vote.

15. Board meetings may be held in the form of deliberations among the members of the Board when all or some of the members are in different locations, provided that each member participating in the meeting is able to:

- a. Listen to each of the other Board members who are participating in the meeting speak;
- b. If they wish, they can speak to all other attendees simultaneously.

Communication between members may take place directly by telephone or by other means of communication (including the use of such means at the time of adoption of the Bylaws or later), or a combination of all these methods. Under these Bylaws, a Board member attending such a meeting is deemed to be "present" at that meeting. The meeting place as prescribed by these Bylaws is the place where the largest group of Board members is assembled, or, if no such group exists, the place where the Chair of the meeting is present.

Decisions made during a formally organized and conducted telephone meeting will take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members present at the meeting.

16. Resolutions adopted by written consultation are based on the unanimous agreement of a majority of the voting members of the Board of Directors. These resolutions have the same effect and value as resolutions adopted by the Board members at a meeting convened and held in accordance with established practice.

17. The Chairman of the Board of Directors is responsible for forwarding the minutes of the Board of Directors meeting to the members, and these minutes serve as authentic evidence of the work performed in those meetings unless there is an objection to the content of the minutes within ten (10) days from the date of forwarding. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and must be signed by all members of the Board of Directors attending the meeting, or the minutes shall be prepared in multiple copies, each copy signed by at least one (01) member of the Board of Directors attending the meeting.

18. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of persons holding membership in subcommittees of the Board of Directors shall be deemed legally valid even if the election or appointment of members of the subcommittee or the Board of Directors may have been flawed.

Article 29. Person in charge of corporate governance

1. The Company's Board of Directors must appoint at least one person in charge of corporate governance to support corporate governance within the enterprise. The person in charge of corporate governance may also serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of corporate governance may not simultaneously work for an approved auditing firm that is auditing the Company's financial statements.

3. The person in charge of company administration has the following rights and responsibilities:

- a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;
- b. Prepare for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c. Providing advice on meeting procedures;
- d. Attend meetings;
- d. Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- e. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. To serve as the point of contact with relevant stakeholders;
- i. Maintain confidentiality of information in accordance with legal regulations and the company's charter;
- k. Other rights and obligations as stipulated by law and the company's charter.

CHAPTER VIII

CEO, OTHER EXECUTIVES , AND COMPANY SECRETARY

Article 30. Organizational structure of the management apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is under the leadership of the Board of Directors. The Company has one (01) General Director, Deputy General Directors and one Chief Accountant and other positions appointed by the Board of Directors. The appointment, dismissal, and removal of the above-mentioned positions must be carried out by a resolution or decision of the Board of Directors that is formally adopted.

Article 31. Company Managers

1. The company's management includes the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the company's charter.
2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. These executives are responsible for supporting the Company in achieving its operational and organizational goals.
3. The General Director receives a salary and bonuses. The General Director's salary and bonuses are determined by the Board of Directors.
4. Executive salaries are included in the Company's business expenses in accordance with the law on corporate income tax, are presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 32. Appointment, dismissal, duties and powers of the Chief Executive Officer

1. The Board of Directors appoints one of its members or another person as the Chief Executive Officer; and signs a contract specifying the salary, remuneration, benefits, and other related terms. Information regarding the salary, allowances, and benefits of the Chief Executive Officer must be reported at the Annual General Meeting of Shareholders and included in the Company's Annual Report.

2. The term of office of the CEO is five (05) years and may be reappointed. The appointment may expire based on the provisions of the employment contract. The CEO is not a person who is prohibited by law from holding this position.

3. The CEO has the following powers and responsibilities:

a. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, and the business plan and investment plan of the Company that have been approved by the Board of Directors and the General Meeting of Shareholders;

b. To decide on all matters not requiring a resolution from the Board of Directors, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the Company's daily production and business operations in accordance with best management practices;

c. To propose the number and types of management personnel that the Company needs to recruit for the Board of Directors to appoint or dismiss in order to carry out effective management activities as proposed by the Board of Directors, and to advise the Board of Directors on the salary, remuneration, benefits, and other terms of employment contracts for management personnel;

d. Consult with the Board of Directors to decide on the number of employees, salaries, allowances, benefits, appointments, dismissals, and other terms related to their employment contracts;

d. In the fourth quarter of each year, the CEO must submit to the Board of Directors for approval a detailed business plan for the following fiscal year based on meeting the requirements of the relevant budget as well as the five-year financial plan;

e. Propose measures to improve the company's operations and management;

g. Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as the budget) to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan. The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information stipulated in the Company's regulations;

h. Propose organizational structure and internal management regulations for the Company;

i. Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the Board of Directors;

j. Propose a plan for paying dividends or handling business losses;

k. To carry out all other activities as stipulated in this Charter and the Company's regulations, resolutions of the Board of Directors, the General Director's employment contract, and the law.

4. The Chief Executive Officer is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies when requested.

5. The Board of Directors may remove the Chief Executive Officer when a majority of the Board members present at the meeting with voting rights approve and appoint a new Chief Executive Officer to replace him.

Article 33. Company Secretary

When deemed necessary, the Chairman of the Board of Directors shall employ a Company Secretary to assist the Board of Directors and the Chairman of the Board of Directors in fulfilling their duties within their authority as prescribed by law and the Company's Articles of Association. The Company Secretary shall have the following rights and obligations:

a. Assisting in organizing and convening General Meetings of Shareholders and Board of Directors; recording meeting minutes;

b. To assist members of the Board of Directors in exercising their assigned rights and obligations;

c. Assisting the Board of Directors in applying and implementing the company's governance principles;

d. To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders;

d. Assist the Company in complying with its obligations regarding information provision, information disclosure, and administrative procedures.

The Company Secretary is responsible for maintaining confidentiality of information in accordance with the law and the Company's Articles of Association.

CHAPTER IX

SUPERVISORY BOARD

Article 34. Inspectors

1. The Company's number of Supervisors is three (03) members

2. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are based on a majority vote. The rights and obligations of the Head of the Supervisory Board are stipulated in the company's charter. More than half of the Supervisory Board members must be residents of Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the company's business operations.

3. If a Supervisor's term ends at the same time as a new Supervisor's term, the former Supervisor shall continue to exercise their rights and obligations until a new Supervisor is elected and assumes office.

4. Standards and conditions for Supervisors

a. Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;

b. Having received training in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the business activities of the enterprise;

c. Not a family member of a member of the Board of Directors, Director or General Manager, or other manager;

d. Not a company manager; not necessarily a shareholder or employee of the company;

d. Other standards and conditions as prescribed by relevant laws and the company's charter.

5. The head of the supervisory board has the following rights and responsibilities:

a. Convene a meeting of the Supervisory Board;

b. Request the Board of Directors, the Chief Executive Officer, and other Company Managers to provide relevant information for reporting to the Supervisory Board;

c. Prepare and sign the Supervisory Board's report after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

6. Shareholders have the right to combine their individual voting shares to nominate candidates for the Supervisory Board. Shareholders or groups of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% or more may nominate a maximum of six (06) candidates.

7. If the number of candidates for the Supervisory Board nominated through candidacy and application is still insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the mechanism stipulated by the Company in its internal regulations on corporate governance. The mechanism for the incumbent Supervisory Board to nominate candidates for the Supervisory Board must be clearly announced and approved by the General Meeting of Shareholders before the nomination process begins.

8. Members of the Supervisory Board are elected by the General Meeting of Shareholders, the term of the Supervisory Board is not more than five (05) years; members of the Supervisory Board may be re - elected for an unlimited number of terms.

9. Members of the Supervisory Board lose their membership status in the following cases:

a. That member is prohibited by law from serving as a Supervisor;

b. That member resigns by sending a written notice to the Company's headquarters;

c. That member suffers from a mental disorder, and other members of the Supervisory Board have professional evidence demonstrating that the person no longer has the capacity for civil acts;

d. That member is absent from the Supervisory Board meetings for six (06) consecutive months without the approval of the Supervisory Board and the Supervisory Board decides that the position of that person is vacant;

e. That member was removed from the position of Supervisory Board member by a decision of the General Meeting of Shareholders.

Article 35. Supervisory Board

1. The Supervisory Board shall have the powers and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

a. Propose and recommend to the General Meeting of Shareholders to approve the list of auditing firms approved to audit the Company's financial statements; decide on the auditing firm approved to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary;

b. Be accountable to shareholders for their supervisory activities;

c. Monitoring the company's financial situation and ensuring compliance with the law in the operations of board members, the General Director, and other managers;

d. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders;

e. In the event of discovering any violation of the law or the company's charter by a member of the Board of Directors, the General Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences;

f. Develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;

g. Reporting to the General Meeting of Shareholders as prescribed in Article 290 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;

h. Has the right to access the Company's records and documents kept at the head office, branches, and other locations; has the right to visit the workplaces of the Company's managers and employees during working hours;

i. Has the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company;

k. Other rights and obligations as prescribed by law and these Statutes.

2. Members of the Board of Directors, the General Director, and other Company Managers must provide all information and documents relating to the Company's operations upon request from the Supervisory Board. The Company Secretary must ensure that all copies of financial information, other information provided to members of the Board of Directors, and copies of Board of Directors meeting minutes are provided to members of the Supervisory Board at the same time they are provided to the Board of Directors.

3. The Supervisory Board must meet at least two (02) times a year, and the number of members attending the meetings must be at least two. Minutes of the Supervisory Board meetings must be detailed and clear. The person recording the minutes and the Supervisory Board members attending the meeting must sign the minutes. Minutes of the Supervisory Board meetings must be kept to determine the responsibilities of each Supervisory Board member.

The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.

4. The remuneration of the Supervisors is determined by the General Meeting of Shareholders. Members of the Supervisory Board are reimbursed for reasonable travel, hotel, and other incidental expenses when they attend Supervisory Board meetings or perform other Supervisory Board activities.

Salaries and operating expenses of the Supervisory Board are included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

CHAPTER X

RESPONSIBILITIES OF BOARD MEMBERS, AUDITOR , GENERAL MANAGER, AND OTHER EXECUTIVES

Article 36. Responsibility for Care

Members of the Board of Directors, Supervisors, General Managers, and other Company Executives are responsible for performing their duties, including those as members of subcommittees of the Board, in good faith, in the best interests of the Company, and with the degree of prudence that a prudent person would have in a similar position and under similar circumstances.

Article 37. Responsibility for honesty and avoiding conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose their related interests in accordance with the Enterprise Law and relevant legal documents.

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

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and those entities themselves or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Directors are not permitted to vote on transactions that benefit that member or a related party, as stipulated in the Enterprise Law and the company's charter.

5. Contracts and transactions between the Company and the following parties must be approved by the General Meeting of Shareholders or the Board of Directors:

a. Shareholders, authorized representatives of shareholders who are organizations owning more than 10% of the total common shares of the Company, and their related parties;

b. Members of the Board of Directors, the General Director, and their related parties;

c. Enterprises where members of the Board of Directors, Supervisory Board, General Director, and other managers of the company are required to declare their assets as stipulated in Clause 2, Article 164 of the Enterprise Law.

5.1. The Board of Directors approves contracts and transactions with a value less than 35% of the total value of the company's assets as recorded in the most recent financial statement. In this case, the company representative signing the contract must notify the members of the Board of Directors and the Supervisory Board about the parties involved in that contract or transaction; and simultaneously include a draft contract or the main contents of the transaction. The Board of Directors decides on the approval of the contract or transaction within 15 days from the date of receiving the notification; members of the Board of Directors with an interest related to the parties in the contract or transaction do not have the right to vote.

5.2. The General Meeting of Shareholders approves the following contracts and transactions:

a. Contracts and other transactions other than those stipulated in Clause 5.1 of this Article;

b. Contracts, loan transactions, lending transactions, or asset sales with a value exceeding 10% of the total asset value of the enterprise as recorded in the most recent financial statement between the company and shareholders owning 51% or more of the total voting shares or related parties of those shareholders.

In this case, the company representative signing the contract must notify the Board of Directors and the Supervisory Board of the parties involved in the contract or transaction; and simultaneously provide a draft contract or notification of the main contents of the transaction. The Board of Directors shall present the draft contract or explanation of the main contents of the transaction at the General Meeting of Shareholders or obtain shareholder opinions in writing. In this case, shareholders with an interest in the contract or transaction do not have the right to vote; the contract or transaction is approved in accordance with Clauses 1 and 4 of Article 148 of the Enterprise Law.

6. Contracts and transactions shall be voided and processed according to the law if they are signed or executed without the approval stipulated in Articles 5.1 and 5.2 above, causing damage to the Company; the signatories of the contracts and transactions, shareholders, members of the Board of Directors, or the General Director involved shall be jointly liable for compensation for the resulting damages and reimburse the Company for any profits obtained from the execution of such contracts and transactions.

7. Members of the Board of Directors, Supervisory Board, General Director, other Company Managers, and persons related to the aforementioned members are prohibited from using or disclosing unauthorized information of the Company to conduct related transactions.

Article 38. Liability for damages and compensation

1. Members of the Board of Directors, Supervisors, Chief Executive Officers, and other company executives who violate their duties and responsibilities of integrity and diligence, or fail to perform their duties with conscientiousness and professional competence, shall be held liable for damages caused by their misconduct.

2. The Company shall compensate individuals who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and

not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company who have been or are performing duties under the Company's authorization, acting honestly and diligently in the Company's best interests in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. Compensation costs include incidental expenses (including attorney fees), judgment costs, fines, and payments actually incurred or considered reasonable in resolving such cases within the framework of the law. The company may purchase insurance for those individuals to avoid the aforementioned compensation liabilities.

CHAPTER XI

COMPANY RELATIONSHIPS WITH SUBSIDIARY UNITS

Article 39. Subordinate Units

1. The Company has subsidiary units established, organized, and dissolved by the Board of Directors, including: representative offices and branches; these are managed in accordance with the Company's regulations and the provisions of the law; and they operate in accordance with this Charter and the unit's regulations submitted by the General Director to the Board of Directors for approval.

2. The Company's representative office is established domestically or abroad to carry out trade promotion activities within the scope of the law; it is tasked with representing the Company's interests and protecting those interests under authorization; it has its own headquarters, is authorized to open bank accounts, and has a seal bearing the name of the representative office as prescribed by relevant laws; and it has its own organizational and operational regulations as prescribed by the Company.

3. Branches of the Company are established domestically and internationally to conduct commercial activities, with the task of performing all or part of the Company's functions, including the function of representation by authorization; their business lines and activities are consistent with the Company's business lines and activities; and their business accounting is organized according to the Company's hierarchical structure and the provisions of the law.

Article 40. Subsidiary companies are joint-stock companies.

1. The subsidiary is a joint-stock company with controlling shares or capital contributions from Central Pharmaceutical Company No. 3, established, organized, and operating in accordance with the Enterprise Law and relevant legal regulations. The subsidiary is not permitted to invest capital in the parent company.

2. The company exercises the rights, obligations, and responsibilities of a controlling shareholder or capital contributor in accordance with the law, this Charter, the regulations governing the operation of the subsidiary company, and the charter of that subsidiary company.

3. The company directly manages its controlling shares and capital contributions in the subsidiary through its capital contribution representative in that subsidiary.

4. The Board of Directors exercises the following main rights and obligations at the subsidiary companies:

a. Appointing, dismissing, rewarding, disciplining, and deciding on allowances and benefits for representatives of capital contributions;

b. Require the representative of the capital contribution to report periodically or on an ad hoc basis on the financial situation, business results, and other matters of the subsidiary company;

c. Assign tasks and require the representative of the capital contribution to seek opinions on important issues as stipulated in the regulations on the management of the Company's capital contribution in other enterprises issued by the Board of Directors before voting at the subsidiary; report on the use of controlling capital to serve the development direction and objectives of the Company;

d. To receive profits and bear the risks from their capital contribution in the subsidiary company;

e. Monitoring and inspecting the use of capital contributed to subsidiary companies;

f. Be responsible for the efficient use, preservation, and development of the capital contributed to the subsidiaries;

g. To exercise other rights and fulfill other obligations as prescribed by law.

Article 41. Responsibilities of the Parent Company towards the Subsidiary Company

1. The Company's overall business strategy is aligned with the Company's Articles of Association and the Articles of Association of its subsidiaries;

The company exercises the rights and obligations of shareholders through its representatives who manage the company's capital contributions in its subsidiaries to ensure the efficiency of capital investment and the achievement of the company's overall development goals and strategies.

2. To guide and coordinate business activities among subsidiaries within the company to find and supply input sources and sell products and services that individual companies are unable to produce or find difficult to produce effectively; to coordinate with subsidiaries in selling each other's products, goods, and services when needed;

3. Conduct research, marketing, and trade promotion activities, creating conditions for businesses within the Company to expand and improve production and business efficiency;

4. Exercise the controlling rights of the Company over the subsidiary in accordance with the articles of incorporation of the controlling Company.

Article 42. Standards, conditions, rights and obligations of the representative of the Company's capital contribution.

1. The representative of the Company's capital contribution must meet all the standards and conditions, and exercise the rights and obligations according to the regulations for the Company's capital representative in its subsidiaries.

2. Representatives of the parent company's capital contribution in the subsidiary company who are nominated or participate in the election for the Board of Directors, Supervisory Board, or Director must meet the qualifications and conditions prescribed by law and the subsidiary company's charter.

CHAPTER XI I

RIGHT TO INSPECT COMPANY RECORDS AND ACCOUNTING

Article 43. Right to investigate books and records

1. Ordinary shareholders have the right to access the books and records, specifically as follows:

a. Ordinary shareholders have the right to review, search, and extract information about their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning 5% or more of the total number of common shares, or having the right to review, search, and extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests to search the books and records, they must include the authorization letter from the shareholder or group of shareholders they represent, or a notarized copy of such authorization letter.

3. Members of the Board of Directors, Supervisory Board, Chief Executive Officer, and other executives have the right to inspect the Company's shareholder register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

4. The company must keep these Articles of Association and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes 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 documents as prescribed by law at its head office or another location provided that the shareholders and the business registration authority are notified of the location where these documents are stored.

5. The Company's Articles of Association must be published on the Company's website.

CHAPTER XII I

WORKERS AND UNIONS

Article 44. Workers and trade unions

1. The CEO must develop a plan for the Board of Directors to approve matters relating to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and management.

2. The Chief Executive Officer shall develop a plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance

with best management standards, practices and policies, the practices and policies set forth in this Charter, the Company's regulations and applicable laws.

CHAPTER XI V

PROFIT DISTRIBUTION

Article 45. Profit Distribution

1. The General Meeting of Shareholders decides on the dividend payout rate and the form of dividend payment annually from the Company's retained earnings.

2. According to the provisions of the Enterprise Law, the Board of Directors may decide to pay interim dividends if it deems such payment appropriate to the Company's profitability.

3. The company does not pay interest on dividend payments or other payments related to a particular stock.

4. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors is the body responsible for implementing this decision.

5. In the event that dividends or other payments related to a stock are paid in cash, the Company must make the payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to the beneficiary. Dividend payments for shares listed on the stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution specifying a particular date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.

7. Other matters related to profit distribution shall be handled in accordance with the law.

CHAPTER XV

BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 46. Bank Accounts

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

2. With prior approval from the competent authority, the Company may, if necessary, open overseas bank accounts in accordance with the law.

3. The company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the company has opened accounts.

Article 47. Reserve Fund

Annually, the Company allocates a portion of its after-tax profits to the Development Investment Fund and the Reward and Welfare Fund. The total amount allocated to these two funds must be approved by the General Meeting of Shareholders.

Article 48. Fiscal Year

The Company's financial year begins on the first day of January each year and ends on the thirty-first (31) day of December of the same year.

Article 49. Accounting System

1. Accounting system used by the company It is a corporate accounting system or a specific accounting system issued or approved by a competent authority.

2. The company maintains accounting records in Vietnamese and keeps accounting records in accordance with accounting laws and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.

3. The company uses the Vietnamese Dong as its accounting currency. If the company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

CHAPTER XV I

FINANCIAL REPORTS, ANNUAL REPORTS

RESPONSIBILITY FOR DISCLOSING INFORMATION PUBLIC

Article 50. Annual, semi-annual and quarterly financial reports

1. The company must prepare annual financial statements, and these statements must be audited in accordance with the law. The company must publish the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

2. Financial statements must include an income statement that truthfully and objectively reflects the Company's profit and loss for the fiscal year, a balance sheet that truthfully and objectively reflects the Company's operations up to the time of preparing the report, a cash flow statement, and notes to the financial statements. If Central Pharmaceutical Company No. 3 is a parent company, in addition to the consolidated financial statements on the Company's operations, the Company must also prepare consolidated financial statements for the parent company and its subsidiaries in accordance with legal regulations.

3. The company must prepare and publish audited semi-annual reports and quarterly financial statements in accordance with the legal regulations on information disclosure in the securities market and submit them to the competent state authority.

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

5. Interested organizations and individuals have the right to examine or copy the audited annual financial statements, reviewed semi-annual reports, and quarterly reports during company business hours, at the company's head office, and must pay a reasonable fee for copying.

Article 51. Annual Report

The company must prepare and publish annual reports in accordance with the laws and regulations governing securities and the securities market.

CHAPTER XVI I

COMPANY AUDIT

Article 52. Auditing

1. The Annual General Meeting of Shareholders will appoint an independent auditing firm, or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to conduct the audit of the Company for the following fiscal year based on terms and conditions agreed upon with the Board of Directors. The Company must prepare and submit the annual financial statements to the independent auditing firm after the end of the fiscal year.

2. The independent auditing firm examines, verifies, and reports on the annual financial statements reflecting the Company's income and expenses, prepares an audit report, and submits that report to the Board of Directors within three (03) months from the end of the financial year.

3. A copy of the audit report is attached to the Company's annual financial statements.

4. Independent auditors conducting the audit of the Company's financial statements are entitled to attend Shareholders' General Meetings, receive notices and other information related to the Shareholders' General Meetings, and express their opinions at the meeting on matters related to the audit of the Company's financial statements.

CHAPTER XVII I

STAMP

Article 53. Seals

1. The seal includes seals made at seal-making establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.

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

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

CHAPTER XI

CLOSING OPERATIONS AND LIQUIDATING

Article 54. Termination of operations

1. A company may be dissolved or cease operations in the following circumstances:

- a. The court declared the company bankrupt in accordance with current law.
- b. Dissolved before the scheduled date by decision of the General Meeting of Shareholders;
- c. The business registration certificate is revoked, except where the Law on Tax Administration provides otherwise;
- d. Other cases are as prescribed by law.

The premature dissolution of the Company (including any extended term) is 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 required) as prescribed by law.

Article 55. Liquidation

1. At least six months before the end of the Company's operating term or after a decision to dissolve the Company is made, the Board of Directors must establish a three-member Liquidation Committee. Two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee prepares its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation will be paid by the Company prior to its other debts.

2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the business registration authority. From that point onwards, the Liquidation Committee acts on behalf of the Company in all matters related to the Company's liquidation before the Courts and administrative agencies.

3. The proceeds from the liquidation will be paid out in the following order:
- a. Liquidation costs;
 - b. Wage arrears, severance pay, social insurance, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;
 - c. Taxes and other payments to the government;
 - d. Other liabilities of the Company;
 - e. The remaining amount after all debts from items (a) to (d) above have been paid is distributed to the shareholders. Preferred shares are given priority in payment.

CHAPTER XX

RESOLVING INTERNAL DISPUTES

Article 56. Resolution of internal disputes

1. In the event of any disputes or claims arising from the Company's operations or from the rights and obligations of shareholders as stipulated in the Enterprise Law, the Company's Articles of Association, other legal regulations, or agreements between:

- a. Shareholders and the Company;
- b. Shareholders, along with the Board of Directors, the Supervisory Board, and the General Director, manager or other operator.

The parties involved attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board, the Chairman of the Board presides over the dispute resolution process and requires each party to present factual information relevant to the dispute within 10 working days of the dispute arising. In cases involving the Board of Directors or the Chairman of the Board, either party may request the appointment of an independent expert to mediate the dispute resolution process.

2. If no conciliation agreement is reached within six (06) weeks from the start of the conciliation process or if the conciliation decision is not accepted by the parties, either party may submit the dispute to Arbitration or Court.

3. Each party bears its own costs related to the negotiation and mediation process. Payment of court costs is made according to the court's judgment.

CHAPTER XX I

SUPPLEMENTS AND AMENDMENTS TO THE STATUTES

Article 57. Amendments and Supplements to the Charter

1. Any amendments or additions to these Articles of Association must be considered and decided upon by the General Meeting of Shareholders.

2. In the event that there are legal provisions relating to the Company's operations not addressed in this Charter, or in the event that new legal provisions differ from the provisions in this Charter, those legal provisions shall automatically apply and govern the Company's operations.

CHAPTER XXII

EFFECTIVE DATE

Article 58. Effective Date

1. This charter consists of 22 chapters and 58 articles.
2. This Charter is made in five (05) copies, all of equal value, and kept at the Company Office. In case it is necessary to provide it to management agencies, it shall be done in accordance with the provisions of the law.
3. These bylaws are the sole and official document of the Company.

4. Copies or extracts of the Company's Articles of Association are valid only when signed by the Chairman of the Board of Directors or by at least one-half (1/2) of the total number of members of the Board of Directors.

Full name and signature of the company's legal representative.

GENERAL MANAGER



Nguyen Dinh Khai

