

**HSV VIETNAM GROUP
JOINT STOCK COMPANY**
No.: 08/2026/TTr-HĐQT - HSV

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, May ..., 2026

PROPOSAL

(Re: Amendment of the Company's Charter following the completion of the share issuance for charter capital increase in 2025)

**To: The 2026 Annual General Meeting of Shareholders
HSV Vietnam Group Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government providing detailed guidance on the implementation of several provisions of the Law on Securities;
- Pursuant to the Charter of Organization and Operation of HSV Vietnam Group Joint Stock Company;

Pursuant to the Proposal on Charter Capital Increase in 2025 No. 10/2025/TTr-HĐQT-HSV and Resolution of the 2025 Annual General Meeting of Shareholders No. 01/2025/NQ-ĐHĐCĐ-HSV dated May 12, 2025, HSV Vietnam Group Joint Stock Company completed the share issuance for charter capital increase on March 3, 2026, and received Official Letter No. 1665/UBCK-QLCB dated March 3, 2026 from the State Securities Commission regarding the report on the results of the private placement of shares. On March 18, 2026, the Company was granted the 19th amended Enterprise Registration Certificate by the Business Registration and Corporate Finance Division – Hanoi Department of Finance.

The Board of Directors respectfully submits the revised Charter of the Company to the General Meeting of Shareholders for approval.

Sincerely.

Recipients:

- General Meeting of Shareholders;
- Board of Directors, Supervisory Committee, Executive Board;
- Archives.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRWOMAN



NGUYEN THI QUYEN

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

AMENDED CHARTER
HSV VIETNAM GROUP JOINT STOCK COMPANY



Hanoi, March 2026

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PREAMBLE

This Charter was adopted pursuant to Resolution No. 01/2025/NQ-ĐHĐCĐ-HSV of the General Meeting of Shareholders dated December 1, 2025.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall have the meanings set out below:

- a) **Charter Capital** means the total par value of shares that have been sold or subscribed for upon the establishment of the Company and in accordance with Article 6 of this Charter;
 - b) **Voting Capital** means the share capital under which the holder has the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;
 - c) **Law on Enterprises** means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d) **Law on Securities** means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - đ) **Vietnam** means the Socialist Republic of Vietnam;
 - e) **Establishment Date** means the date on which the Company is granted the Enterprise Registration Certificate for the first time;
 - g) **Executive Officer(s)** means the General Director, Deputy General Director(s), Chief Accountant and other executive officers as prescribed in the Company's Charter;
 - h) **Manager(s)** means the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and other individuals holding managerial positions as prescribed in the Company's Charter;
 - i) **Related Person** means an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
 - k) **Shareholder** means an individual or organization owning at least one share of the joint stock company;
 - l) **Founding Shareholder** means a shareholder owning at least one ordinary share and whose name appears in the list of founding shareholders of the joint stock company;
 - m) **Major Shareholder** means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
 - n) **Operation Term** means the duration of operation of the Company as stipulated in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders;
 - o) **Stock Exchange** means the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to any provision or document shall include any amendments, supplements, or replacement documents thereof.
3. Headings (Sections and Articles of this Charter) are used for convenience of reference only and shall not affect the interpretation of this Charter.

II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATION TERM AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Term of Operation of the Company

1. Name of the Company

- **Vietnamese name:** HSV VIET NAM GROUP JOINT STOCK COMPANY
- Name of the Company in a foreign language: **HSV VIET NAM GROUP JOINT STOCK COMPANY**
- Abbreviated Name of the Company: **HSV VIET NAM GROUP.,JSC**

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

3. Registered Head Office of the Company:

- **Head office address:** No. 68 Luu Huu Phuoc Street, Tu Liem Ward, Hanoi City, Vietnam
- **Telephone:** +84 24 6686 1968
- **E-mail:** info@hsvvietnam.com
- **Website:** <https://www.hsvvietnam.com>

Article 3. Legal Representative of the Company

1. The Company shall have one (01) legal representative, who is the General Director of the Company.

2. The legal representative of the Company is an individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions, and represents the Company as a plaintiff, defendant, or person with related rights and obligations before an Arbitration Tribunal or a Court.

The responsibilities of the legal representative shall be implemented in accordance with Article 12 of the Law on Enterprises and other rights and obligations as prescribed by applicable laws.

3. The legal representative of the Company must reside in Vietnam. In the event that the legal representative exits Vietnam, he/she must authorize another person in writing to exercise the rights and perform the obligations of the legal representative of the Company. In such case, the legal representative shall still be responsible for the performance of the authorized rights and obligations.

4. If the authorization period expires and the legal representative of the Company has not yet returned to Vietnam and no further authorization has been granted, the authorized person shall continue to exercise the rights and perform the obligations of the legal representative of the Company within the scope of the authorization until the legal representative returns to work at

the Company or until the Board of Directors appoints another person as the legal representative of the Company.

In the event that the legal representative is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and perform the duties of the legal representative of the Company, or in the event that the legal representative dies, is missing, is detained, is sentenced to imprisonment, or has limited or lost civil act capacity, the Board of Directors shall appoint another person to act as the legal representative of the Company.

III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company

1. The Company's business lines have been published on the National Business Registration Portal, in accordance with applicable laws and the Company's Charter.

2. Objectives of the Company:

The Company is established to mobilize and efficiently utilize capital for the development of production and business activities in the registered business lines with the objective of maximizing profits; creating stable employment for employees; contributing to the State budget; and promoting the development of the Company.

Article 5. Business Scope and Operations of the Company

The Company is permitted to conduct business activities in the business lines stipulated in this Charter which have been registered, notified for changes with the business registration authority, and published on the National Business Registration Portal.

In the event that the Company conducts business in conditional business lines, the Company must satisfy all business conditions in accordance with the **Law on Investment** and other relevant specialized laws.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

1. The charter capital of the Company is **VND 307,499,940,000** (in words: Three hundred seven billion four hundred ninety-nine million nine hundred forty thousand Vietnamese dong).

2. The total charter capital of the Company is divided into **30,749,994** shares with a par value of VND 10,000 per share.

3. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of applicable laws.

4. The shares of the Company as of the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are stipulated in Article 12 and Article 13 of this Charter.

5. The Company may issue other classes of preference shares subject to approval by the General Meeting of Shareholders and in accordance with the provisions of law.

6. Ordinary shares must be offered for sale to the existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed for by shareholders shall be decided upon by the Board of Directors.

The Board of Directors may distribute such shares to shareholders and other persons provided

that the conditions offered are not more favorable than those offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

7. The Company may repurchase shares issued by itself in accordance with the methods prescribed in this Charter and applicable laws.

8. The Company may issue other types of securities in accordance with the provisions of law.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.

2. A share certificate is a type of security certifying the lawful rights and interests of its holder in respect of a portion of the share capital of the issuing organization. A share certificate must contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within **60 days** from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within **60 days** from the date of full payment for the subscribed shares in accordance with the Company's share issuance plan (or within another period as stipulated in the issuance terms), the holder of such shares shall be issued a share certificate.

The shareholder shall not be required to pay the Company for the cost of printing the share certificate.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon request. Such request must include the following information:

a) Information regarding the share certificate that has been lost, damaged, or otherwise destroyed;

b) A commitment to assume responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates issued by the Company must bear the signature of the legal representative and the seal of the Company.

Article 9. Transfer of Shares

1. All shares shall be freely transferable, except where otherwise provided in this Charter and by law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the regulations of the laws on securities and the securities market.

2. Shares that have not been fully paid for shall not be transferred and shall not enjoy related rights and benefits such as the right to receive dividends, the right to receive shares issued for the purpose of increasing share capital from equity, the right to subscribe for newly issued shares, and other rights and benefits as prescribed by law.

Article 10. Share Forfeiture (in the case of enterprise registration)

1. In the event that a shareholder fails to fully and timely pay the amount payable for the subscribed shares, the Board of Directors shall notify and has the right to request such shareholder to pay the outstanding amount and shall be liable corresponding to the total par

value of the shares subscribed for with respect to the financial obligations of the Company arising from such failure to fully pay.

2. The payment notice must clearly specify a new payment deadline (at least 07 days from the date of sending the notice), the place of payment, and must clearly state that if the payment is not made as required, the unpaid shares shall be subject to forfeiture.

3. The Board of Directors shall have the right to forfeit shares that have not been fully and timely paid in the event that the requirements stated in the above notice are not fulfilled.

4. Shares that are forfeited shall be deemed shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or reallocation of such shares under terms and conditions it deems appropriate.

5. A shareholder holding forfeited shares shall cease to be a shareholder in respect of such shares but shall still be liable corresponding to the total par value of the subscribed shares for the financial obligations of the Company arising up to the time of forfeiture in accordance with the decision of the Board of Directors, from the date of forfeiture until the payment is made. The Board of Directors shall have full authority to decide on the enforcement of payment of the full value of the shares at the time of forfeiture.

6. The notice of forfeiture shall be sent to the holder of the forfeited shares prior to the forfeiture date. The forfeiture shall remain valid even in the event of errors or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 11. Organizational Structure, Management and Supervision

The organizational structure for management, governance and supervision of the Company shall comprise:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Audit Committee under the Board of Directors;
4. The General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:

- a) To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly, through an authorized representative, or by other methods as prescribed by the Company's Charter and applicable laws. Each ordinary share shall carry one vote;
- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
- c) To have the pre-emptive right to subscribe for new shares in proportion to each shareholder's holding of ordinary shares in the Company;

d) To freely transfer their shares to other persons, except for the cases stipulated in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;

đ) To review, look up and extract information regarding names and contact addresses in the list of shareholders with voting rights; and to request correction of their inaccurate information;

e) To review, look up, extract or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) To receive a portion of the remaining assets corresponding to their shareholding ratio in the Company when the Company is dissolved or goes bankrupt;

h) To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same class shall confer equal rights, obligations and benefits on its holder. In the event that the Company has different classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) To have access to full periodic and extraordinary information disclosed by the Company in accordance with the provisions of law;

l) To have their lawful rights and interests protected; and to request the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

m) Other rights as prescribed by law and this Charter.

2. Shareholders or a group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:

a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) To review, examine and extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the independent members of the Board of Directors in the Audit Committee, contracts and transactions that must be approved by the Board of Directors, and other documents, except for documents relating to the trade secrets and business secrets of the Company;

c) To request the Audit Committee to examine specific issues relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and must include the following contents:

- full name, contact address, nationality, and legal identification number for individual shareholders;
- name, enterprise code or legal identification number, and head office address for organizational shareholders;

- number of shares and the time of share registration of each shareholder, the total number of shares of the group of shareholders and the ownership ratio in the total number of shares of the Company;
- the issues to be examined and the purpose of the examination;

d) To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least 03 working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held by such shareholder, and the matter proposed to be included in the meeting agenda;

đ) Other rights as prescribed by law and this Charter.

3. Shareholders or a group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors. The nomination of candidates to the Board of Directors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify the attending shareholders of the formation of such group prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this clause shall have the right to nominate one or more persons as candidates for the Board of Directors in accordance with the decision of the General Meeting of Shareholders.

In the event that the number of candidates nominated by shareholders or groups of shareholders is less than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the number of shares committed to be subscribed.
2. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any form, except in cases where the shares are repurchased by the Company or by another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this clause, such shareholder and any related persons in the Company shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and for any damages incurred.
3. To comply with the Company's Charter and the internal management regulations of the Company.
4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information only for the purpose of exercising and protecting their lawful rights and interests; and not to disclose, copy or send such information to other organizations or individuals.

6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through one of the following methods:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another individual or organization to attend and vote at the meeting;
 - c) Attending and voting through online conferencing, electronic voting or other electronic forms;
 - d) Sending voting ballots to the meeting by mail, fax or email.
7. To bear personal responsibility when acting in the name of the Company in any form to carry out any of the following acts:
 - a) Violating the law;
 - b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c) Paying debts not yet due in the presence of financial risks to the Company.
8. To fulfill other obligations as prescribed by applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within six (06) months from the end of the fiscal year. In addition to the annual meeting, extraordinary meetings may be convened when necessary. The location of the General Meeting of Shareholders shall be the place where the Chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and the Company's Charter, particularly the approval of the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material qualifications, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a) When deemed necessary for the interests of the Company;
 - b) When the number of remaining members of the Board of Directors is fewer than the minimum number required by law;
 - c) Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders or be made in multiple documents collectively containing the signatures of the relevant shareholders;
 - d) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

a) The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors or independent members of the Board of Directors falls below the number specified in Point b, Clause 3 of this Article, or from the date of receipt of the request specified in Points c and d, Clause 3 of this Article;

b) If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the following thirty (30) days, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In such case, the shareholder or group of shareholders convening the meeting may request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses do not include the costs incurred by shareholders when attending the meeting, including accommodation and travel expenses.

d) Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

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

a) To approve the development orientation of the Company;

b) To decide on the types of shares and the total number of shares of each type authorized to be offered; to decide the annual dividend rate for each class of shares;

c) To elect, dismiss or remove members of the Board of Directors;

d) To decide on investments or the sale of assets with a value equal to or greater than thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;

e) To decide on amendments to and supplements of the Company's Charter;

f) To approve the annual financial statements;

g) To decide on the repurchase of more than ten percent (10%) of the total number of issued shares of each class;

h) To review and handle violations committed by members of the Board of Directors that cause damage to the Company and its shareholders;

i) To decide on the reorganization or dissolution of the Company;

k) To decide on the budget or the total remuneration, bonuses and other benefits for the Board of Directors;

l) To approve the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors;

- m) To approve the list of approved auditing firms; to decide the auditing firm that will conduct audits of the Company's operations and to dismiss an approved auditor when deemed necessary;
 - n) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a) The Company's annual business plan;
 - b) The audited annual financial statements;
 - c) The report of the Board of Directors on its governance and operational performance and that of each member of the Board of Directors;
 - d) The operational report of the independent member of the Board of Directors in the Audit Committee;
 - e) The dividend level for each share of each class;
 - g) The number of members of the Board of Directors;
 - h) The election, dismissal or removal of members of the Board of Directors;
 - i) The budget or the total remuneration, bonuses and other benefits for the Board of Directors;
 - k) The approval of the list of approved auditing firms and the decision on the auditing firm that will audit the Company's operations when deemed necessary;
 - l) Amendments and supplements to the Company's Charter, except for cases prescribed in Clause ... Article 27 of this Charter;
 - m) The types and number of new shares to be issued for each class of shares and the transfer of shares of founding shareholders within the first three (03) years from the date of establishment;
 - n) The division, separation, consolidation, merger or conversion of the Company;
 - o) The reorganization and dissolution (liquidation) of the Company and the appointment of the liquidator;
 - p) Decisions on investments or the sale of assets with a value equal to or greater than thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
 - q) Decisions on the repurchase of more than ten percent (10%) of the total number of issued shares of each class;
 - r) The Company entering into contracts or transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises with a value equal to or greater than thirty-five percent (35%) of the total assets of the Company recorded in the most recent financial statements;
 - s) Approval of the transactions specified in Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities;
 - t) Approval of the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors;
 - u) Other matters as prescribed by law and this Charter.

3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to Attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of organizational shareholders may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting on their behalf, or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of an individual or organization to attend the General Meeting of Shareholders as provided in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents and scope of authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.
3. The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance. In the case of re-authorization, the attendee must additionally present the original power of attorney from the shareholder or the authorized representative of the organizational shareholder (if it has not been previously registered with the Company).
4. The voting ballot of the authorized representative attending the meeting within the scope of authorization shall remain valid even in the occurrence of one of the following events, except in the cases where:
 - a) The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
 - b) The authorizing person has revoked the authorization;
 - c) The authorizing person has revoked the authority of the authorized representative.
5. This provision shall not apply if the Company receives notice of any of the above events before the opening time of the General Meeting of Shareholders or before the reconvened meeting is held.

Article 17. Changes to Rights

1. Any amendment or cancellation of special rights attached to a class of preference shares shall be effective only when approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all attending shareholders. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of shareholders holding preference shares shall only be adopted if it is approved by shareholders holding at least seventy-five percent (75%) of the total number of such preference shares of the same class attending the meeting, or by shareholders holding at least seventy-five percent (75%) of the total number of such preference shares of the same class in the case where the resolution is adopted in the form of written opinions.
2. A meeting of shareholders holding a particular class of preference shares to approve the change of the aforementioned rights shall only be valid when attended by at least two (02) shareholders (or their authorized representatives) representing at least one-third (1/3) of the total par value of the issued shares of that class. In the absence of such quorum, the meeting

shall be reconvened within the following thirty (30) days, and those holders of shares of that class (regardless of the number of participants and the number of shares held) attending in person or through authorized representatives shall be deemed sufficient to constitute a quorum. At such meetings of shareholders holding the aforementioned preference shares, shareholders present in person or through authorized representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. Procedures for conducting such separate meetings shall be carried out in accordance with the provisions set forth in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares with preferential rights in respect of certain or all matters relating to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

Article 18. Convening of Meetings, Meeting Agenda, and Notice of Invitation to the General Meeting of Shareholders

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

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

3. Prepare the 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 shall be prepared no more than ten (10) days prior to the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;

a) Prepare the meeting agenda and contents of the meeting;

b) Prepare documents for the meeting;

c) Prepare draft resolutions of the General Meeting of Shareholders in accordance with the expected agenda of the meeting;

d) Determine the time and venue of the meeting;

e) Notify and send the notice of invitation to the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

G) Perform other tasks necessary for the meeting.

3. The notice of invitation to the General Meeting of Shareholders must be sent to all shareholders by a method that ensures delivery to the shareholders' contact addresses, and must simultaneously be published on the Company's website and disclosed to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading.

The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting no later than twenty-

one (21) days prior to the opening date of the meeting (calculated from the date the notice is properly sent or dispatched).

The meeting agenda and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. In cases where such documents are not enclosed with the notice of invitation, the notice must clearly state the link to access the entire set of meeting documents for shareholders, including:

- a) The meeting agenda and documents used in the meeting;
- b) The list and detailed information of candidates in the case of election of members of the Board of Directors;
- c) Voting ballots;
- d) Draft resolutions for each matter included in the meeting agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held by the shareholder, and the matter proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to refuse a proposal specified in Clause 4 of this Article in any of the following cases:

- a) The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
- b) At the time the proposal is made, the shareholder or group of shareholders does not hold at least five percent (5%) of the total ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

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

Article 19. Conditions for Conducting the General Meeting of Shareholders

- 1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the total voting shares.
- 2. In the event that the first meeting does not meet the conditions for conducting the meeting as prescribed in Clause 1 of this Article, a notice of invitation for the second meeting shall be sent within thirty (30) days from the date of the intended first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least thirty-three percent (33%) of the total voting shares.
- 3. In the event that the second meeting does not meet the conditions for conducting the meeting as prescribed in Clause 2 of this Article, a notice of invitation for the third meeting must be sent

within twenty (20) days from the date of the intended second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares represented by the attending shareholders.

Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Company must carry out the shareholder registration procedures and must continue such registration until all shareholders entitled to attend the meeting have completed their registration in the following order:

a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of such shareholder.

The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by approving, disapproving, or abstaining. At the meeting, the number of approval cards shall be collected first, followed by the number of disapproval cards, and finally the total number of approval and disapproval votes shall be counted to determine the result. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising the vote counting as proposed by the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b) Shareholders, authorized representatives of organizational shareholders, or other authorized persons arriving after the meeting has commenced shall have the right to register immediately and thereafter participate in and vote at the meeting upon completion of registration. The Chairperson is not required to suspend the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on shall not be affected.

2. The election of the Chairperson, Secretary and Vote-Counting Committee shall be conducted as follows:

a) The Chairperson of the Board of Directors shall act as the chairperson of the meeting or may authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairperson is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one among them to act as the chairperson of the meeting based on the majority principle.

b) Except for the case specified in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the meeting in order for the General Meeting of Shareholders to elect the chairperson of the meeting, and the person receiving the highest number of votes shall act as the chairperson of the meeting.

c) The chairperson shall appoint one or more persons to act as the secretary(ies) of the meeting.

d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the proposal of the chairperson of the meeting.

3. The meeting agenda and contents must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocated for each matter included in the meeting agenda.

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

a) Arrange seating at the venue of the General Meeting of Shareholders;

b) Ensure the safety of all persons present at the meeting venue;

c) Facilitate shareholders' participation (or continued participation) in the meeting.

The person convening the General Meeting of Shareholders shall have full authority to change the above-mentioned measures and apply all necessary measures. Such measures may include issuing admission cards or applying other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by votes of approval, disapproval, or abstention. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. A shareholder or an authorized representative attending the meeting after it has commenced may still register and has the right to participate and vote immediately after registration; in such case, the validity of the matters already voted on shall remain unchanged.

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

a) To request that all attendees comply with inspection procedures or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; and to remove from the meeting any persons who fail to comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

8. The Chairperson has the right to postpone a General Meeting of Shareholders that has already met the required quorum for registration for no more than three (03) working days from the originally scheduled opening date, and may only postpone the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have sufficient seating for all attendees;

b) The communication and information systems at the venue do not ensure that shareholders attending the meeting can participate in discussions and voting;

c) Attendees obstruct or disrupt order, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

9. If the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to conduct the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company must ensure that shareholders can attend and vote by electronic voting or other electronic methods in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government, detailing the implementation of several provisions of the Law on Securities.

Article 21. Conditions for the adoption of resolutions of the General Meeting of Shareholders

1. A resolution of the General Meeting of Shareholders on matters within its authority shall be adopted when it is approved by shareholders representing more than 50% of the total valid votes of all attending shareholders, unless otherwise provided in Clause 2 of this Article or by relevant laws.

2. A resolution of the General Meeting of Shareholders shall be adopted when it is approved by shareholders representing at least 65% of the total valid votes of all attending shareholders in the following cases:

- a) Types of shares and the total number of shares of each type;
- b) Changes to business lines and sectors;
- c) Changes to the Company's organizational and management structure;
- d) Investment projects or sale of assets with a value equal to or greater than 35% of the total assets of the Company as recorded in the most recent audited financial statements;
- đ) Reorganization or dissolution of the Company;
- e) Other matters as stipulated by law and the Company's Charter.

3. Voting to elect members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders may allocate all or part of their votes to one or several candidates.

4. In case a resolution is passed by written opinion collection, such resolution shall be adopted when it is approved by shareholders representing more than 50% of the total voting shares of all shareholders entitled to vote, unless otherwise provided by law or the Company's Charter.

5. Resolutions of the General Meeting of Shareholders shall be binding upon all shareholders, including shareholders who did not attend the meeting or who voted against the resolution.

Article 22. Authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be implemented as follows:

- 1. The Board of Directors has the right to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders when it deems necessary in the interests of the Company.
- 2. The Board of Directors shall prepare the opinion solicitation ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send

them to all shareholders with voting rights at least ten (10) days prior to the deadline for returning the opinion ballots. The requirements and method of sending the opinion ballots and accompanying documents shall comply with the provisions of Clause 3 Article 18 of this Charter.

3. The opinion solicitation ballot must contain the following principal contents:

- a) Name, head office address, and enterprise registration number of the Company;
- b) Purpose of collecting shareholders' opinions;
- c) Full name, contact address, nationality, and legal identification number of an individual shareholder; for an organizational shareholder: name, enterprise registration number or legal document number, and head office address; or full name, contact address, nationality, and legal identification number of the representative of the organizational shareholder; number of shares of each class and the corresponding number of voting rights of the shareholder;
- d) Matters on which opinions are being solicited for approval;
- đ) Voting options including approval, disapproval, or abstention for each matter submitted for opinion;
- e) Deadline for returning the completed opinion solicitation ballot to the Company;
- g) Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may send their completed opinion solicitation ballots to the Company by mail, fax, or email in accordance with the following provisions:

- a) In case of sending by mail, the completed opinion ballot must bear the signature of the shareholder who is an individual, or the authorized representative or legal representative of the shareholder who is an organization. The ballot sent to the Company must be placed in a sealed envelope and must not be opened by anyone prior to the vote counting;
- b) In case of sending by fax or email, the opinion ballot sent to the Company must be kept confidential until the vote-counting time;
- c) Opinion ballots returned to the Company after the deadline specified in the ballot, or ballots that have been opened (in the case of sending by mail) or disclosed (in the case of sending by fax or email), shall be deemed invalid. Ballots that are not returned to the Company shall be deemed non-voting ballots.

5. The Board of Directors shall conduct the vote counting and prepare the vote-counting minutes under the supervision of the Chairperson of the Audit Committee or a shareholder who does not hold a managerial position in the Company.

The vote-counting minutes must include the following principal contents:

- a) Name, head office address, and enterprise registration number of the Company;
- b) Purpose of the opinion solicitation and the matters submitted for approval;
- c) Number of shareholders and the total number of votes participating in the voting, clearly specifying the number of valid votes and invalid votes, and the method of submitting the voting ballots, together with an appendix containing the list of shareholders participating in the voting;
- d) Total number of votes in favor, votes against, and abstentions for each matter;

d) Matters approved and the corresponding voting approval ratios;

e) Full name and signatures of the Chairperson of the Board of Directors, the vote counters, and the vote-counting supervisors.

Members of the Board of Directors, the vote counters, and the vote-counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes, and shall also be jointly liable for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

6. The vote-counting minutes and the resolution must be sent to shareholders within fifteen (15) days from the date the vote counting is completed. The sending of the vote-counting minutes and the resolution may be replaced by posting them on the Company's website within twenty-four (24) hours from the time the vote counting is completed.

7. The completed opinion solicitation ballots, vote-counting minutes, adopted resolutions, and related documents accompanying the opinion solicitation ballots must be kept and archived at the Company's head office.

8. A resolution adopted through the collection of shareholders' written opinions shall be approved if it receives affirmative votes from shareholders representing more than 50% of the total voting rights of all shareholders entitled to vote, and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 23. 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 shall be prepared in Vietnamese and may also be prepared in a foreign language, and shall contain the following principal contents:

a) Name, address of the head office, and enterprise registration number;

b) Time and venue of the General Meeting of Shareholders;

c) Meeting agenda and contents of the meeting;

d) Full name of the Chairperson and the Secretary;

e) Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders regarding each item on the agenda;

f) Number of shareholders and the total number of voting votes of shareholders attending the meeting; the appendix of the list of registered shareholders and shareholder representatives attending the meeting, together with the number of shares held and the corresponding number of voting votes;

g) Total number of votes for each matter put to vote, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; and the corresponding percentages of the total voting votes of shareholders attending the meeting;

h) Matters approved and the corresponding voting approval ratios;

i) Full name and signatures of the Chairperson and the Secretary. In case the Chairperson or the Secretary refuses to sign the minutes of the meeting, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all the

contents as prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson or the Secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The Chairperson and the Secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. The minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

4. The Resolutions and Minutes of the General Meeting of Shareholders, the appendix containing the list of shareholders registering to attend the meeting with their signatures, powers of attorney for attendance at the meeting, all documents attached to the Minutes (if any), and other related documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the laws on information disclosure in the securities market and must be kept at the Company's head office.

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

Within 90 days from the date of receipt of the Resolution or the Minutes of the General Meeting of Shareholders, or the Minutes of the vote-counting results of collecting written opinions of the General Meeting of Shareholders, a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request the Court or Arbitration to review and annul the Resolution or part of the Resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case prescribed in Clause 3, Article 21 of this Charter.

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

VII. BOARD OF DIRECTORS

Article 25. Nomination and Candidacy for Members of the Board of Directors

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review information about the candidates before voting.

Candidates for the Board of Directors must provide a written commitment confirming the truthfulness and accuracy of the personal information disclosed and undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors.

Information relating to candidates for the Board of Directors to be disclosed shall include:

- a) Full name; date of birth;
- b) Professional qualifications;

- c) Working experience;
- d) Other managerial positions held (including positions on the board of directors of other companies);
- đ) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as stipulated in the Company's Charter;
- g) A public company must disclose information regarding companies in which the candidate currently holds the position of member of the Board of Directors, other managerial positions and related interests of such candidate with those companies (if any).

2. Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 15% of the total voting shares may nominate one (01) candidate; from 15% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; and from 70% or more may nominate a full number of candidates.

3. In the event that the number of candidates for the Board of Directors nominated and self-nominated remains insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. Any additional candidates introduced by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders conducts the voting for the election of members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must satisfy the standards and conditions as prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

Article 26. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors of the Company shall consist of from three (03) to five (05) members.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously reach the end of their term, such members shall continue to act as members of the Board of Directors until new members are elected to replace them and assume their duties.

3. The composition of the Board of Directors shall be as follows:

The structure of the Board of Directors of a public company must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members.

The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions within the Company in order to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must comply with the following requirements:

- a) At least one (01) independent member in the case where the Board of Directors has from three (03) to five (05) members;
 - b) At least two (02) independent members in the case where the Board of Directors has from six (06) to eight (08) members;
 - c) At least three (03) independent members in the case where the Board of Directors has from nine (09) to eleven (11) members.
4. A member of the Board of Directors shall cease to hold such position if he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the regulations on information disclosure in the securities market.
6. Members of the Board of Directors are not necessarily required to be shareholders of the Company.

Article 27. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:
- a) To decide on the Company's strategy, medium-term development plans and annual business plans;
 - b) To propose the types of shares and the total number of shares authorized to be offered for each type;
 - c) To decide on the sale of unsold shares within the number of shares authorized to be offered for each type and to decide on raising additional capital in other forms;
 - d) To decide on the selling price of the Company's shares and bonds;
 - đ) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - e) To decide on investment plans and investment projects within its authority and limits as prescribed by law;
 - g) To decide on solutions for market development, marketing and technology;
 - h) To approve contracts for purchase, sale, borrowing, lending and other contracts or transactions with a value equal to or greater than 35% of the total asset value as recorded in the most recent financial statements of the Company, except for contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138, and Clauses 1 and 3 Article 167 of the Law on Enterprises;

- i) To elect, dismiss and remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts with and terminate contracts with the General Director and other key managers as stipulated in the Company's Charter; to decide on the salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and to decide on the remuneration and other benefits of such representatives;
- k) To supervise and direct the General Director and other managers in the management and operation of the Company's daily business activities;
- l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices and the capital contribution to or purchase of shares in other enterprises;
- m) To approve the agenda and documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions from shareholders for the adoption of resolutions;
- n) To submit the audited annual financial statements to the General Meeting of Shareholders;
- o) To recommend the dividend rate; to decide on the time limit and procedures for dividend payment or the handling of losses arising in the course of business operations;
- p) To propose the reorganization or dissolution of the Company and to request the bankruptcy of the Company;
- q) To decide on the issuance of 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; to decide on the issuance of the Regulations on the Operation of the Audit Committee under the Board of Directors and the Regulations on Information Disclosure of the Company;
- s) To decide on amendments and supplements to the Company's Charter regarding matters related to: the increase of charter capital within the scope already approved by the General Meeting of Shareholders; the change of the head office address within the same province/city; and other matters authorized in writing by the General Meeting of Shareholders;
- t) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws and the Company's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the performance results of the Board of Directors in accordance with 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.

Article 28. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on the Company's business results and performance.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. The remuneration shall be calculated based on the number of working days required to perform the duties of a member of the Board of Directors and the daily remuneration rate. The Board of

Directors shall estimate the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, shall be 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.

4. Members of the Board of Directors who hold executive positions or members of the Board of Directors who work in subcommittees of the Board of Directors or perform duties beyond the normal scope of responsibilities of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum payment per assignment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement for all travel, accommodation and other reasonable expenses incurred in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, meetings of the Board of Directors or meetings of subcommittees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company subject to the approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

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

- a) To formulate the agenda and operational plan of the Board of Directors;
- b) To prepare the agenda, contents and documents for meetings; to convene, preside over and chair meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- đ) To chair meetings of the General Meeting of Shareholders;
- e) To exercise other rights and perform other obligations as prescribed by the Law on Enterprises and the Company's Charter.

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

5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the

obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company's Charter. In the absence of such authorization, or in the event that the Chairman of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is subject to compulsory administrative measures at a compulsory detoxification establishment or compulsory education institution, absconds from his/her place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavioral control, or is prohibited by the Court from holding positions, practicing a profession or performing certain work, the remaining members shall elect one of them to serve as Chairman of the Board of Directors based on the majority approval of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest voting percentage. In the event that more than one member receives the highest and equal number or percentage of votes, the members shall elect, by majority vote, one among them to convene the meeting of the Board of Directors.

2. The Board of Directors shall convene at least once every quarter and may hold extraordinary meetings when necessary.

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

- a) Upon request of an independent member of the Board of Directors;
- b) Upon request of the General Director or at least five (05) other managers;
- c) Upon request of at least two (02) members of the Board of Directors;
- d) Other cases (if any).

4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed and decided within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, he/she shall be responsible for any damages incurred by the Company; the requesting party shall have the right to convene the meeting of the Board of Directors in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the meeting must send the notice of meeting invitation at least 03 working days prior to the meeting date. The notice must clearly specify the time and venue of the meeting, the agenda, matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and voting ballots of the members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or other methods as stipulated in the Company's Charter, ensuring that it reaches the registered contact address of each member of the Board of Directors.

7. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members attend. If the meeting convened in accordance with this provision does not have the required quorum, it shall be reconvened within 07 days from the originally scheduled meeting date. In such case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

8. A member of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax or email.

9. In case voting ballots are sent to the meeting by mail, the ballots must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour before the opening of the meeting. The ballots shall only be opened in the presence of all meeting attendees.

10. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf if approved by the majority of the members of the Board of Directors.

11. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of attending members. In the event of a tie vote, the final decision shall follow the opinion of the Chairman of the Board of Directors.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subordinate committees responsible for development policies, human resources, remuneration, internal audit, and risk management. The number of committee members shall be decided by the Board of Directors and must be at least three (03), including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority of the committee, and one of them shall be appointed as the Chairperson of the Committee by decision of the Board of Directors. The operation of the committee must comply with the regulations issued by the Board of Directors. Resolutions of the committee shall only be valid when approved by the majority of members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or of its subordinate committees must comply with the applicable laws and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

Article 32. Person in Charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support corporate governance activities within the Company. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The person in charge of corporate governance shall have the following rights and obligations:
 - a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;
 - b) To prepare meetings of the Board of Directors, the Audit Committee, and the General Meeting of Shareholders as required by the Board of Directors or the Audit Committee;
 - c) To advise on meeting procedures;
 - d) To attend meetings;
 - đ) To advise on procedures for preparing resolutions of the Board of Directors in compliance with the law;
 - e) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors;
 - g) To supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h) To act as the focal contact point with stakeholders;
 - i) To maintain confidentiality of information in accordance with the law and the Company's Charter;
 - k) To perform other rights and obligations in accordance with the law and the Company's Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the Management Apparatus

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business operations of the Company.

The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, or removal of the above-mentioned positions must be approved through resolutions or decisions of the Board of Directors.

Article 34. Executives of the Company

1. The executive officers of the Company include the General Director, Deputy General Directors, and the Chief Accountant.
2. Upon the proposal of the General Director and subject to the approval of the Board of Directors, the Company may recruit other executives in numbers and with qualifications appropriate to the Company's organizational structure and management regulations as prescribed by the Board of Directors. The executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.

3. The General Director shall receive a salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

4. The salaries of executives shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax, shall be 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 35. Appointment, Dismissal, Duties and Powers of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the General Director.

2. The General Director is responsible for managing the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the performance of the assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and he/she may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions as prescribed by law and the Company's Charter.

4. The General Director shall have the following rights and obligations:

a) To decide on matters relating to the daily business operations of the Company that are not within the authority of the Board of Directors;

b) To organize the implementation of resolutions and decisions of the Board of Directors;

c) To organize the implementation of the Company's business plans and investment plans;

d) To propose plans for the organizational structure and internal management regulations of the Company;

đ) To appoint, dismiss or remove the Chief Accountant and other managerial positions within the Company, except for those positions under the authority of the Board of Directors;

e) To decide on salaries and other benefits for employees of the Company, including managers appointed by the General Director;

g) To recruit employees;

h) To propose plans for dividend distribution or handling of business losses;

i) To exercise other rights and perform other obligations in accordance with the law, the Company's Charter, and the resolutions or decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of voting members of the Board of Directors attending the meeting approve such dismissal and appoint a new General Director as replacement.

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 36. Nomination and Candidacy for Members of the Audit Committee

1. The Chairman of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and must not be executive officers of the Company.

2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 37. Composition of the Audit Committee

1. The Audit Committee shall consist of at least two (02) members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

2. Members of the Audit Committee must have knowledge of accounting and auditing, a general understanding of the law and the Company's operations, and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
 - b) Being a member or employee of an approved auditing organization that has conducted the audit of the Company's financial statements during the preceding three (03) consecutive years.
3. The Chairman of the Audit Committee must hold at least a bachelor's degree in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

Article 38. Rights and Obligations of the Audit Committee

The Audit Committee shall have the rights and obligations as prescribed in Article 161 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:

- 1. To have the right to access documents relating to the Company's operational status and to communicate with other members of the Board of Directors, the General Director, the Chief Accountant and other managers in order to collect information for the activities of the Audit Committee.
- 2. To have the right to request representatives of the approved auditing organization to attend and respond to issues relating to the audited financial statements at meetings of the Audit Committee.
- 3. To engage external legal, accounting or other advisory services when necessary.
- 4. To develop and submit to the Board of Directors policies for the detection and management of risks; and to propose solutions to the Board of Directors for handling risks arising in the Company's operations.
- 5. To prepare written reports to the Board of Directors upon discovering that any member of the Board of Directors, the General Director or other managers have failed to fully perform their responsibilities in accordance with the Law on Enterprises and the Company's Charter.
- 6. To develop the Regulations on the Operation of the Audit Committee and submit them to the Board of Directors for approval.

Article 39. Meetings of the Audit Committee

1. The Audit Committee must convene at least two (02) meetings per year. Minutes of the meetings must be prepared in a detailed and clear manner and must be fully retained. The minute-taker and the members of the Audit Committee attending the meeting must sign the minutes of the meeting.

2. The Audit Committee shall adopt decisions through voting at meetings, by written opinions, or by other forms as prescribed in the Regulations on the Operation of the Audit Committee.

Each member of the Audit Committee shall have one (01) vote. Unless the Company's Charter or the Regulations on the Operation of the Audit Committee prescribe a higher voting threshold, a decision of the Audit Committee shall be adopted if approved by a majority of members attending the meeting; in the event of a tie vote, the final decision shall follow the opinion of the Chairman of the Audit Committee.

Article 40. Activity Report of Independent Members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. The independent member of the Board of Directors serving on the Audit Committee is responsible for reporting on the Committee's activities at the Annual General Meeting of Shareholders.

2. The activity report of the independent member of the Board of Directors serving on the Audit Committee presented at the Annual General Meeting of Shareholders must include the following contents:

- a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee in accordance with the Law on Enterprises and the Company's Charter;
- b) A summary of the meetings of the Audit Committee and the conclusions and recommendations of the Audit Committee;
- c) Results of the supervision of the Company's financial statements, operational performance and financial position;
- d) An evaluation report on transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors, the General Director, other executives of the enterprise and their related persons; as well as transactions between the Company and companies in which members of the Board of Directors, the General Director or other executives were founding members or managers during the three (03) years preceding the time of the transaction;
- đ) Results of the evaluation of the Company's internal control and risk management systems;
- e) Results of supervision of the Board of Directors, the General Director and other executives of the enterprise;
- g) Results of the evaluation of coordination between the Audit Committee, the Board of Directors, the General Director, and the shareholders.

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

Members of the Board of Directors, the General Director, and other executives shall perform their duties, including those performed in their capacity as members of committees of the Board of Directors, honestly and prudently in the best interests of the Company.

Article 41. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, the General Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and other relevant legal regulations.

2. Members of the Board of Directors, the General Director, other managers, and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the Board of Directors, the General Director, other managers, and their related persons must notify the Board of Directors in writing of transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, and themselves or their related persons, in accordance with the law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities laws on information disclosure.

4. A member of the Board of Directors may not vote on any transaction that brings benefits to such member or to their related persons, in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, the General Director, other managers, and their related persons must not use or disclose internal information to others in order to conduct related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, the General Director, other executives, and related individuals or organizations shall not be invalid in the following cases:

a) For transactions with a value equal to or less than 35% of the total assets recorded in the most recent financial statements, the essential contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, the General Director, or other executives must have been reported to the Board of Directors and approved by a majority vote of Board members without related interests;

b) For transactions with a value greater than 35% of the total assets, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction reaching 35% or more of the total assets recorded in the most recent financial statements, the essential contents of such transactions as well as the relationships and interests of the members of the Board of Directors, the General Director, or other executives must have been disclosed to the shareholders and approved by the General Meeting of Shareholders by votes of shareholders without related interests.

Article 42. Liability for Damages and Compensation

1. Members of the Board of Directors, the General Director, and other executives who breach their duties or obligations of honesty and prudence, or fail to properly perform their duties, shall be liable for any damages caused by such violations.

2. The Company shall indemnify persons who have been, are, or may become a party to claims, lawsuits, or legal proceedings (including civil and administrative cases and excluding cases where the Company itself is the plaintiff) if such person has been or is a member of the Board of Directors, the General Director, another executive, an employee, or an authorized representative of the Company, and has acted honestly, prudently, and in the interests of the Company in compliance with the law, and there is no evidence proving that such person has breached his/her responsibilities.

3. The indemnification costs include judgments, fines, and actual payments arising in the settlement of such cases (including attorneys' fees) within the limits permitted by law. The

Company may purchase insurance for these persons to cover the indemnification liabilities mentioned above.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 43. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect the Company's books and records as follows:

a) An ordinary shareholder has the right to examine, search, and extract information relating to the names and contact addresses in the list of shareholders entitled to vote; request the correction of his/her inaccurate information; and examine, search, extract, or obtain copies of the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares has the right to examine, search, and extract the minutes book and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the independent member of the Board of Directors in the Audit Committee, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets.

2. Where an authorized representative of a shareholder or group of shareholders requests access to books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders represented, or a notarized copy of such authorization.

3. Members of the Board of Directors, the General Director, and other executives have the right to inspect the shareholder register, the list of shareholders, and other books and records of the Company for purposes related to their duties, provided that such information must be kept confidential.

4. The Company shall keep this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the independent member of the Board of Directors in the Audit Committee, annual financial statements, accounting books, and other documents as required by law at its head office or another location, provided that shareholders and the business registration authority are notified of the location where such documents are kept.

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

XII. EMPLOYEES AND TRADE UNION

Article 44. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the recruitment, termination of employment, salaries, social insurance, employee benefits, rewards, and disciplinary actions for employees and executives of the Company.

2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relations with trade union organizations, in accordance with best management standards, practices and policies, as well as the provisions set forth in this Charter, the Company's internal regulations, and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 45. Profit Distribution

1. The General Meeting of Shareholders shall decide the dividend payment level and the form of dividend payment each year from the Company's retained earnings.
2. The Company shall not pay interest on any dividend amounts or other amounts payable in respect of any class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividends in shares, and the Board of Directors shall be responsible for implementing such decision.
4. In the event that dividends or other amounts relating to a class of shares are paid in cash, the Company shall make such payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholders. In the event the Company has transferred the payment in accordance with the bank details provided by the shareholder but such shareholder does not receive the funds, the Company shall not be liable for the amount already transferred to that shareholder. Dividend payments for shares listed or registered for trading on a Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific record date for closing the shareholder list. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive cash dividends, share dividends, or other notices and documents.
6. Other matters relating to profit distribution shall be implemented in accordance with the provisions of applicable laws.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Điều 46. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. With the prior approval of the competent authorities, where necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company maintains its accounts.

Article 47. Fiscal Year

The fiscal year of the Company shall commence on January 1 each year and end on December 31 of the same year.

The first fiscal year of the Company shall commence on the date of issuance of the Enterprise Registration Certificate and end on December 31, 2013.

Article 48. Accounting System

1. The accounting regime applied by the Company shall be the enterprise accounting regime or a specialized accounting regime issued or approved by the competent authority.
2. The Company shall maintain its accounting books in Vietnamese and keep accounting records in accordance with the laws on accounting and other relevant laws. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.

3. The Company shall use Vietnamese Dong (VND) as the accounting currency. In the event that the Company's main economic transactions arise primarily in a foreign currency, the Company may select that foreign currency as the accounting currency, shall be responsible for such selection before the law, and must notify the direct tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 49. Annual, Semi-annual and Quarterly Financial Statements

1. The Company must prepare annual financial statements, which must be audited in accordance with the law. The Company shall disclose the audited annual financial statements in compliance with the regulations on information disclosure in the securities market and submit them to the competent state authorities.

2. The annual financial statements must include all reports, appendices, and explanatory notes as required by the laws on enterprise accounting. The annual financial statements must present a true and fair view of the Company's operational performance.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the regulations on information disclosure in the securities market and submit them to the competent state authorities.

Article 50. Annual Report

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

XVI. COMPANY AUDIT

Article 51. Audit

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

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

3. The independent auditor performing the audit of the Company's financial statements may attend meetings of the General Meeting of Shareholders, has the right to receive notices and other information related to such meetings, and may express opinions at the meeting on matters relating to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 52. Company Seal

1. The seal includes a seal made by a seal-engraving establishment or a digital signature seal in accordance with the provisions of the law on electronic transactions.

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

3. The Board of Directors and the General Director shall use and manage the seals in accordance with the applicable laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the Company

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

- a) Upon the expiration of the operating term stated in the Company's Charter without a decision on extension;
 - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c) Upon revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
 - d) Other cases as prescribed by law.
2. The dissolution of the Company prior to the expiration of its operating term (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such decision on dissolution must be notified to or approved by the competent authorities (if required) in accordance with applicable regulations.

Article 54. Extension of the Company's Operation Term

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months before the expiration of the Company's operating term so that shareholders may vote on the extension of the Company's operation as proposed by the Board of Directors.
2. The operating term shall be extended when shareholders representing 65% or more of the total voting rights of all shareholders attending the General Meeting of Shareholders approve such extension.

Article 55. Liquidation

1. At least six (06) months prior to the expiration of the Company's operating term, or after a decision on the dissolution of the Company has been issued, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company with priority over other debts of the Company.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of its establishment and the date it commences operations. From that time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before the courts and administrative authorities.
3. Proceeds from the liquidation shall be distributed in the following order:
- a) Liquidation expenses;
 - b) Outstanding salaries, severance allowances, social insurance contributions, and other benefits of employees in accordance with the collective labor agreement and labor contracts signed;
 - c) Tax liabilities;
 - d) Other debts of the Company;
 - đ) The remaining amount after payment of all debts specified in items (a) to (d) above shall be distributed to the shareholders. Preferred shares shall be given priority in payment.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 56. Settlement of Internal Disputes

1. In the event of disputes or complaints arising in connection with the Company's operations or the rights and obligations of shareholders in accordance with the Law on Enterprises, the Company's Charter, other relevant laws, or agreements between:

a) Shareholders and the Company;

b) Shareholders and the Board of Directors, the General Director, or other executives;

the relevant parties shall attempt to resolve such disputes through negotiation and mediation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution process and request each party to present relevant information concerning the dispute within 07 working days from the date the dispute arises.

In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Chairman of the Board of Directors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. If no mediation decision is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to Arbitration or a Court of Law.

3. Each party shall bear its own costs related to the negotiation and mediation procedures. The payment of court costs shall be carried out in accordance with the decision of the Court.

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 57. The Company's Charter

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

2. In cases where legal regulations related to the Company's operations are not addressed in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal regulations shall prevail and be applied to govern the Company's operations.

XXI. EFFECTIVE DATE

Article 58. Effective Date

1. This charter, comprising 21 sections and 58 articles, was unanimously approved by the Board of Directors on March 4, 2026, at the Company's headquarters, and they jointly agreed to the full validity of this charter..

2. This Charter is made in 02 originals, each having equal legal validity, and shall be kept at the Company's head office.

3. This Charter is the sole and official Charter of the Company.

4. Copies or extracts of the Company's Charter shall be valid only when bearing the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

LEGAL REPRESENTATIVE
GENERAL DIRECTOR



TỔNG GIÁM ĐỐC
Nguyễn Văn Quân

**HSV VIETNAM GROUP
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No. 09/2026/BC-HDQT-HSV

Hanoi, May 2026

DRAFT



PROPOSAL

Re: Amendment and supplementation of certain business lines

To: The General Meeting of Shareholders of HSV Vietnam Group Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter on organization and operation of HSV Vietnam Group Joint Stock Company;

Based on the Company's actual situation, the Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders the proposal to remove certain business lines, with details as presented in the table below:

No.	Name of business lines to be removed	Business Line Code	Note
1.	Wholesale of solid, liquid and gaseous fuels and related products: <i>Details: Wholesale of petroleum products</i>	4661	

The General Meeting of Shareholders is respectfully requested to authorize the Board of Directors (BOD) to carry out procedures for changes to business line registration codes in accordance with applicable laws.

We respectfully submit this to the General Meeting of Shareholders for consideration and approval.

Sincerely thank you!

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN**

NGUYEN THI QUYEN