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Hai Phong, 25 April...2026

DISCLOSURE OF EXTRAORDINARY INFORMATION

To: Hanoi Stock Exchange

1. Organization name: **Hai Phong Electricity Water Machine Assembly Joint Stock Company**

- Ticker symbol/Member code: DNC

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2. Content of disclosure:

The Charter on Organization and Operation of **Hai Phong Electricity Water Machine Assembly Joint Stock Company** (amended in 2026).

3. This information was published on the Company's website on April 25, 2026, at the following link: <https://diennuochp.com.vn/XemTin?article=10609>.

We hereby certify that the information disclosed above is true and accurate, and we take full legal responsibility for the content of the disclosed information.

Organization's Representative

Authorized Person for Information Disclosure

(Signature, full name, title, and seal)



Attachments:

The Charter on Organization and Operation of Hai Phong Electricity Water Machine Assembly Joint Stock Company

Vũ Thị Lương Dung



SOCIALIST REPUBLIC OF VIETNAM

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CHARR

ORGANIZATION AND OPERATION

**HAI PHONG ELECTRICITY WATER MACHINE ASSEMBLY JOINT
STOCK COMPANY
(DNC)**

Hai Phong, 2026

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PREAMBLE

This Charter is amended in accordance with the Resolution of the Annual General Meeting of Shareholders held on April 25, 2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

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

a. "Charter Capital" means the total par value of shares that have been sold or registered for subscription upon the establishment of the enterprise and as stipulated in Article 6 of this Charter;

b. "Law on Enterprises" means Law No. 59/2020/QH14 promulgated on June 17, 2020;

c. "Law on Securities" means Law No. 54/2019/QH14 promulgated on November 26, 2019;

d. "Date of Establishment" means the date on which the Company was granted the Enterprise Registration Certificate (the first Business Registration Certificate issued on October 21, 2005);

e. "Executives of the Enterprise" means the General Director, Deputy General Director, Chief Accountant, and other executives as prescribed in the Company's Charter;

f. A person having a family relationship means an individual or organization as prescribed in Clause 23, Article 4 of the Law on Enterprises;

g. "Related Person" means an individual or organization as prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

h. "Major Shareholder" means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;

i. "Term of Operation" means the operating period of the Company as stipulated in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders of the Company by resolution;

j. "Vietnam" means the Socialist Republic of Vietnam;

2. In this Charter, references to one or more provisions or other documents shall include any amendments or replacement documents thereto.

3. The headings (chapters and articles of this Charter) are used for convenience in understanding the content and shall not affect the interpretation of the content of this Charter..

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

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

1. Name of the Company

- Vietnamese name: **Hai Phong Electricity Water Machine Assembly Joint Stock Company.**

- English name: **Hai Phong Electricity Water Machine Assembly Joint - Stock Company.**

- Abbreviated name: **DNC.HP**

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

3. The registered head office of the Company is:

- Head office address: No. 34, Thien Loi Street, An Bien Ward, Hai Phong City, Vietnam.

- Telephone: 0225.3856209

- Fax: 0225.3785759

- E-mail: dnc@diennuochp.com.vn

- Website: <http://www.diennuochp.com.vn>

4. The Company may establish branches and representative offices within its business areas in order to implement the Company's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.

5. Unless the Company terminates its operation prior to the term in accordance with Clause 2, Article 52 or extends its operation in accordance with Article 53 of this Charter, the term of operation of the Company shall commence from the date of establishment and shall be 50 years.

Article 3. Legal representative of the Company

The Company has 01 legal representative: the Chairman of the Board of Directors

The rights and obligations of the legal representative shall be as prescribed by law.

III. OBJECTIVES, BUSINESS SCOPE AND ACTIVITIES OF THE COMPANY

Article 4. Objectives of the Company's operations

1. The Company's principal business sectors operate in 05 main fields:

- Transmission and retail distribution of electricity.
- Exploitation, treatment and retail distribution of clean water.
- Construction and installation of electrical works, water supply works, civil works, etc.

- Electricity generation from non-renewable energy sources.

- Electricity generation from renewable energy sources.

Other business activities permitted by law

2. The operational objectives of the Company are:

- To enhance the efficiency of capital utilization and maximize profits;
- To create employment and stable income for employees;
- To increase dividends for shareholders;
- To fully perform obligations to the state budget and continuously invest in the development of the Company to become increasingly stronger

Article 5. Business scope and activities of the Company

1. The Company is permitted to formulate plans and conduct all business activities in accordance with its registered business lines as published on the National Enterprise

Registration Portal and this Charter, in compliance with the provisions of current laws and to implement appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other sectors and trades as permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, and founding shareholders

1. The charter capital of the Company is VND 100,346,810,000 (In words: One hundred billion three hundred forty-six million eight hundred ten thousand Vietnamese dong).

The total charter capital of the Company is divided into 10,034,681 shares with a par value of VND 10,000 per share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. 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 type of shares are stipulated in Article 12 and Article 13 of this Charter.

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

5. The names, addresses, number of shares and other information of founding shareholders in accordance with the Law on Enterprises are specified in Appendix I attached hereto. This Appendix forms an integral part of this Charter.

6. Ordinary shares must be offered for sale to existing shareholders in priority in proportion to their respective ownership ratio of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to purchase in full shall be decided by the Board of Directors of the Company. The Board of Directors may allocate such shares to other subjects under conditions and methods that the Board of Directors deems appropriate, but such shares shall not be sold under conditions more favorable than those offered to the existing shareholders, except where the shares are sold through the Stock Exchange by auction method.

7. The Company may repurchase shares issued by the Company in accordance with the methods prescribed in this Charter and applicable laws. Shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in accordance with the Securities Law, relevant guiding documents and the provisions of this Charter.

8. The Company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

Article 7. Share certificates

1. Shareholders of the Company shall be granted share certificates corresponding to the number of shares and class of shares owned.

2. A share certificate is a certificate issued by the Company, a book-entry record or electronic data confirming the ownership of one or more shares of that Company. The

share certificate must contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within fifteen (15) days from the date of submission of complete documents requesting the transfer of share ownership in accordance with the regulations of the Company or within two (02) months (or another period as stipulated in the issuance terms) from the date of full payment for the purchase of shares in accordance with the Company's share issuance plan, the owner of such shares shall be granted a share certificate. The owner of shares shall not be required to pay the Company the cost of printing the share certificate.

4. In case the share certificate is lost, destroyed or damaged, the owner of such share certificate may request the issuance of a new share certificate, provided that evidence of share ownership is presented and all related costs are paid to the Company.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares may be freely transferred unless 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 provisions of the law on securities and the securities market.

2. Shares that have not been fully paid shall not be transferred and shall not enjoy related rights such as the right to receive dividends, the right to receive shares issued for capital increase from equity sources, the right to purchase newly offered shares and other rights as prescribed by law.

Article 10. Share forfeiture

1. In the event that a shareholder fails to fully and timely pay the amount payable for the purchase of shares, the Board of Directors shall notify and has the right to request such shareholder to pay the remaining amount together with interest on such amount and any expenses arising from the failure to make full payment to the Company.

2. The above-mentioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment, and must clearly indicate that if the payment is not made as required, the unpaid shares shall be forfeited.

3. The Board of Directors has 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. Forfeited shares shall be deemed shares that may be offered for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale or reallocation of such shares under conditions and methods that the Board of Directors deems appropriate.

5. Shareholders holding forfeited shares must relinquish their status as shareholders with respect to such shares but must still pay [related amounts] and accrued interest at the corresponding rate (the lending interest rate of the bank where the

Company opens its transaction account) at the time of forfeiture as decided by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the enforcement of payment of the entire value of the shares at the time of forfeiture.

6. Notice of forfeiture shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture shall remain effective 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, administration and supervision of the Company includes:

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

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

2. Ordinary shareholders have the following rights:

- a. To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly at the meetings of the General Meeting of Shareholders or through authorized representatives or by remote voting;
- b. To receive dividends at a rate determined by the General Meeting of Shareholders;
- c. To freely transfer shares that have been fully paid in accordance with this Charter and applicable laws;
- d. To have priority in purchasing newly offered shares corresponding to the proportion of ordinary shares they own;
- e. To examine, search and extract information related to shareholders and request correction of inaccurate information;
- f. To access information on the list of shareholders entitled to attend meetings of the General Meeting of Shareholders;
- g. To examine, search, extract or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- h. In the event the Company is dissolved or bankrupt, to receive a portion of the remaining assets corresponding to their shareholding ratio in the Company after the

Company has paid all debts (including obligations to the State, taxes and fees) and made payments to shareholders holding other classes of shares in accordance with the law;

i. To request the Company to repurchase their shares in cases specified in Article 129 of the Law on Enterprises;

j. Other rights in accordance with the provisions of law and this Charter.

(Rights with respect to other classes of shares)

3. A shareholder or group of shareholders holding from [5]% or more of the total ordinary shares shall have the following rights:

a. To examine, search, extract the minutes book and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, contracts and transactions that must be approved by the Board of Directors and other documents, except documents relating to trade secrets and business secrets of the Company;

b. To request the convening of a meeting of the General Meeting of Shareholders when: the Board of Directors seriously violates the rights of shareholders, the obligations of managers, or makes decisions beyond the assigned authority;

c. To request the Audit Committee to inspect specific issues relating to the management and operation of the Company when deemed necessary;

d. All requests of the shareholder group for convening the General Meeting of Shareholders or requesting the Audit Committee to conduct an inspection must be made in writing and must include the following contents: full name, contact address, nationality, legal identification number of the individual for individual shareholders; name, enterprise code or legal identification number of the organization, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the shareholder group and the ownership ratio in the total number of shares of the Company with full signatures of each shareholder; issues to be inspected, purpose of inspection; grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request for convening the meeting must be accompanied by documents and evidence of violations of the Board of Directors, the level of violation or decisions exceeding authority.

4. A shareholder or group of shareholders holding from [10]% or more of the total ordinary shares shall have the following rights:

a. To nominate candidates to the Board of Directors in accordance with the relevant provisions in Article 25 of this Charter;

b. Other rights in accordance with the provisions of law and this Charter.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

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

2. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:

a. Attending and voting directly at the meeting;

b. Authorizing another person to attend and vote at the meeting;

- c. Attending and voting through online meetings, electronic voting or other electronic forms;
 - d. Sending voting ballots to the meeting by mail, fax or email.
 - 3. To pay for the shares registered for purchase in accordance with regulations.
 - 4. To provide an accurate address when registering to purchase shares.
 - 5. To fulfill other obligations in accordance with the provisions of applicable laws.
 - 6. To bear personal responsibility when acting in the name of the Company in any form to carry out one of the following acts:
 - a. Violating the law;
 - b. To conduct business operations and other transactions for personal gain or for the benefit of other organizations or individuals;
 - c. To pay debts that are not yet due before financial risks to the Company.
- (Other obligations applicable to other classes of shares)

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest decision-making authority of the Company. The Annual General Meeting of Shareholders shall be held once every year. The Annual General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year.
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 matters in accordance with the provisions of law and the Company Charter, particularly the approval of the annual financial statements and the budget plan for the following fiscal year. In the event that the audited annual financial statements of the Company contain material qualified opinions, the Company may invite representatives of the independent auditing firm to attend the Annual General Meeting of Shareholders to explain relevant contents.
3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a. Hội đồng quản trị xét thấy cần thiết vì lợi ích của Công ty;
 - a. The Board of Directors deems it necessary for the interests of the Company;
 - b. [Quarterly, semi-annual (06 months) financial statements or audited annual financial statements indicate that the owner's equity has decreased by one-half (1/2) compared to the beginning of the period];
 - c. The number of members of the Board of Directors or independent members of the Board of Directors is fewer than the number prescribed by law or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number stipulated in this Charter;
 - d. Shareholders or a group of shareholders as prescribed in Clause 3, Article 12 of this Charter request the convening of a General Meeting of Shareholders. The request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting and bearing the signatures of the relevant shareholders, or the request may be made in multiple copies with sufficient signatures of the relevant shareholders.

e. 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 members of the Board of Directors or independent members of the Board of Directors remains as prescribed in Point c Clause 3 of this Article or from the date of receipt of the request as prescribed in Point d Clause 3 of this Article;

b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a Clause 4 of this Article, within the following thirty (30) days, the shareholders or group of shareholders requesting the meeting as prescribed in Point d Clause 3 of this Article shall have the right to replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 2 Article 115 of the Law.

In this case, the shareholders or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and issuing resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses shall not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

1. The Annual General Meeting of Shareholders has the right to discuss and approve the following matters:

a. Approval of the annual financial statements;

b. The level of dividends paid annually for each type of share in accordance with the Law on Enterprises and the rights attached to such type of share. This dividend level shall not exceed the level proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders;

c. The number of members of the Board of Directors;

d. Selection of an independent auditing company;

e. Election, dismissal, removal and replacement of members of the Board of Directors;

f. Total remuneration of members of the Board of Directors and the remuneration report of the Board of Directors;

g. Amendments and supplements to the Company Charter;

h. The type of shares and number of new shares to be issued for each type of share;

i. Division, separation, consolidation, merger or conversion of the Company;

j. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;

k. Inspection and handling of violations by the Board of Directors causing damage to the Company and shareholders;

l. Decision on investment transactions/sale of assets with a value of 35% or more of the total assets of the Company recorded in the most recent audited financial statements;

m. Decision on repurchase of more than 10% of the total issued shares of each type;

n. The Company entering into contracts or transactions with entities specified in Clause 3 Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total assets of the Company recorded in the most recent financial statements;

o. Other matters as prescribed by law and this Charter.

3. Shareholders shall not participate in voting in the following cases:

a. Approval of contracts specified in Clause 2 of this Article when such shareholder or a related person of such shareholder is a party to the contract;

b. Repurchase of shares of such shareholder or of a related person of such shareholder, except where the repurchase is conducted proportionally to the ownership ratio of all shareholders or conducted through order-matching transactions on the Stock Exchange or through a public tender offer in accordance with the law.

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

Article 16. Authorized representatives

1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with the law may authorize individuals or organizations to attend on their behalf. In case there is more than one authorized representative, the number of shares and votes authorized to each representative must be clearly determined.

2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the form prescribed by the Company and must bear signatures as follows:

a. In the case where an individual shareholder is the authorizing party, the power of attorney must bear the signature of such shareholder and the individual or the legal representative of the organization authorized to attend the meeting;

b. In the case where an organizational shareholder is the authorizing party, the power of attorney must bear the signatures of the authorized representative, the legal representative of the organizational shareholder and the individual or the legal representative of the organization authorized to attend the meeting;

c. In other cases, the power of attorney must bear the signatures of the legal representative of the shareholder and the authorized representative attending the meeting.

The authorized representative attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance before entering the meeting room.

3. In the event that a lawyer signs the document appointing a representative on behalf of the authorizing person, such appointment shall only be considered valid if the document appointing the representative is presented together with the power of attorney granted to the lawyer (if not previously registered with the Company).

4. Except for the case specified in Clause 3 of this Article, the voting ballot of the authorized representative attending the meeting within the scope of authorization shall remain valid even in the event of one of the following cases:

- 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 person performing the authorization.

This provision shall not apply if the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the reconvened meeting.

Article 17. Changes of rights

1. Any change or cancellation of special rights attached to a class of preference shares shall be valid when approved by shareholders holding at least 65% of the ordinary shares attending the meeting and simultaneously approved by shareholders holding at least 65% of the voting rights of the aforementioned class of preference shares. The organization of a meeting of shareholders holding a class of preference shares to approve such change of rights shall only be valid if there are at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class. In case the required quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter and those holding shares of that class (regardless of the number of persons and shares) present in person or through authorized representatives shall be deemed sufficient to meet the quorum requirement. At such meetings of shareholders holding the above-mentioned preference shares, shareholders holding shares of that class present in person or through representatives may request secret ballots. Each share of the same class shall have equal voting rights at such meetings.

2. Procedures for conducting such separate meetings shall be implemented in accordance with the provisions of Article 19 and Article 21 of this Charter.

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

Article 18. Convening of meetings, meeting agenda and notice of meeting of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders or the General Meeting of Shareholders shall be convened in the cases specified in Point b Clause 4 Article 14 of this Charter.

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

- a. To 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 earlier than five (05) days before the date of sending the notice of invitation to the General Meeting of Shareholders;

- b. Prepare the agenda and contents of the General Meeting;
- c. Prepare documents for the General Meeting;
- d. Draft resolutions of the General Meeting of Shareholders according to the proposed contents of the meeting;
- e. Determine the time and venue for holding the General Meeting;
- f. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g. Other tasks serving the General Meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders according to the consolidated list prepared by the Vietnam Securities Depository and Clearing Corporation by appropriate means to ensure delivery to the shareholders' contact addresses, and shall simultaneously be published on the Company's website and the websites of the State Securities Commission and the Stock Exchange (for listed companies or companies registered for trading). The Company shall not be responsible for the failure to deliver the notice of invitation due to shareholders not notifying changes to their contact addresses. The convener of the General Meeting of Shareholders must send the notice of invitation to all shareholders in the List of Shareholders entitled to attend the meeting no later than [twenty-one (21)] days prior to the opening date of the General Meeting of Shareholders (calculated from the date on which the notice is validly sent or dispatched, postage paid or placed in the mailbox). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event that the documents are not attached to the notice of the General Meeting of Shareholders, the notice must clearly specify the link to the full set of meeting documents so that shareholders may access them, including:

- a. Meeting agenda and documents used at the meeting;
- b. List and detailed information of candidates in the case of election of members of the Board of Directors;
- c. Voting ballots;
- d. Form for appointment of proxy to attend the meeting;
- e. Draft resolutions for each matter on the meeting agenda.

4. A shareholder or group of shareholders as prescribed in Clause 3 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 at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, permanent address, nationality, Citizen Identity Card number, Identity Card number, Passport or other lawful personal identification of an individual shareholder; name, enterprise code or establishment decision number, and head office address of an organizational shareholder; the number and class of shares held by such shareholder, and the content of the proposal to be included in the meeting agenda.

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

a. The proposal is not sent within the prescribed time limit or does not contain sufficient or proper contents;

b. At the time of making the proposal, the shareholder or group of shareholders does not hold at least [5]% of the total ordinary shares as prescribed in Clause 3 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.

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 [50%] of the total voting shares.

2. In case the required number of participants is not present within [thirty (30)] minutes from the scheduled time for the opening of the meeting, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within [thirty (30)] days from the date originally scheduled for the first meeting. The second convened meeting of the General Meeting of Shareholders shall only be conducted when the number of attending shareholders represents at least 33% of the total voting shares.

3. In case the second meeting cannot be conducted due to the absence of the required number of participants within [thirty (30)] minutes from the scheduled opening time, the third meeting of the General Meeting of Shareholders may be convened within [twenty (20)] days from the date scheduled for the second meeting. In this case, the meeting shall be conducted regardless of the total number of voting shares of attending shareholders and shall be deemed valid and entitled to decide on all matters expected to be approved at the first meeting of the General Meeting of 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 procedures for shareholder registration and shall continue the registration until all attending shareholders entitled to attend the meeting have been registered.

2. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card, which shall state the registration number, full name of the shareholder, full name of the authorized representative and the number of voting rights of such shareholder. When voting at the meeting, the number of cards approving the resolution shall be collected first, the number of cards opposing the resolution shall be collected afterward, and finally the total number of approving or opposing votes shall be counted to determine the result. The total number of votes approving, opposing, abstaining or invalid for each matter shall be announced by the Chairperson immediately after the voting on such matter. The meeting shall elect persons responsible for vote counting or supervising vote counting upon the proposal of the Chairperson. The number of members of the vote-counting committee shall be

decided by the General Meeting of Shareholders based on the proposal of the Chairperson.

3. Shareholders or authorized representatives arriving after the meeting has opened shall have the right to register immediately and thereafter participate and vote at the meeting immediately after registration. The Chairperson shall not be responsible for suspending the meeting to allow latecomers to register and the validity of matters voted on before their arrival shall remain unchanged.

4. The Chairman of the Board of Directors shall act as the Chairperson of meetings convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the Chairperson of the meeting in accordance with the majority principle.

In the event that a Chairperson cannot be elected, in other cases, the person signing the decision to convene the General Meeting of Shareholders shall preside over the meeting for the General Meeting of Shareholders to elect the Chairperson, and the person receiving the highest number of votes shall be appointed as the Chairperson of the meeting.

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

6. The Chairperson of the meeting may conduct necessary activities to manage the meeting of the General Meeting of Shareholders in a lawful and orderly manner in accordance with the approved agenda and reflecting the wishes of the majority of attending participants.

7. The Chairperson may adjourn the meeting upon the consent or request of the General Meeting of Shareholders which has the required quorum of attending participants as prescribed in Clause 8 Article 146 of the Law on Enterprises.

8. The convener of the General Meeting of Shareholders has the right to request shareholders or authorized representatives attending the meeting to comply with inspection procedures or other lawful and reasonable security measures. In the event that any shareholder or authorized representative fails to comply with such inspection procedures or security measures, the convener of the General Meeting of Shareholders, after careful consideration, shall have the right to refuse or expel such shareholder or representative from the meeting.

9. The convener of the General Meeting of Shareholders, after careful consideration, may implement appropriate measures to:

- a. Arrange seating at the venue of the General Meeting of Shareholders;
- b. Ensure safety for all persons present at the meeting venues;
- c. Facilitate shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. The measures applied may include issuing entry cards or using other forms of selection.

10. In the event that the General Meeting of Shareholders applies the above measures, the convener of the General Meeting of Shareholders, when determining the meeting venue, may:

- a. Announce that the meeting is conducted at the venue specified in the notice and that the Chairperson of the meeting is present there ("Main meeting venue");
- b. Arrange and organize so that shareholders or authorized representatives who cannot attend at the venue according to this Clause or those who wish to attend at a location other than the main meeting venue may simultaneously participate in the meeting.

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

11. In this Charter (unless the context requires otherwise), every shareholder shall be deemed to participate in the meeting at the main meeting venue.

12. Annually, the Company shall organize the General Meeting of Shareholders at least once. The Annual General Meeting of Shareholders shall not be conducted in the form of collecting written opinions of shareholders.

Article 21. Adoption of Decisions by the Shareholders' General Meeting

1. Except as provided in Clauses 2 and 3 of this Article, the decisions of the Shareholders' General Meeting on the following matters shall be adopted when there is more than [50%] of the total voting shares of shareholders entitled to vote present either in person or through an authorized representative at the Shareholders' General Meeting:

- a. Adoption of the annual financial statements;
- b. Short-term and long-term development plans of the Company;
- c. Dismissal, removal, and replacement of members of the Board of Directors and the report on the Board of Directors' appointment of the General Director.

2. Election of members of the Board of Directors must be carried out in accordance with Clause 3, Article 148 of the Enterprise Law.

3. Decisions of the Shareholders' General Meeting relating to amendments and supplements to the Charter, types of shares and the number of shares offered, reorganization or dissolution of the enterprise, and transactions to purchase or sell assets of the Company or its branches with a value of 35% or more of the total assets of the Company according to the most recent audited financial statements shall be adopted when there is at least [65%] of the total voting shares of shareholders entitled to vote present either in person or through an authorized representative at the Shareholders' General Meeting.

4. Resolutions of the Shareholders' General Meeting adopted by 100% of the total voting shares are valid and effective even if the procedure and process for adopting the resolution is not conducted strictly in accordance with the provisions.

Article 22. Authority and Procedure for Obtaining Shareholders' Written Opinions to Approve Decisions of the Shareholders' General Meeting

The authority and procedure for obtaining shareholders' written opinions to approve decisions of the Shareholders' General Meeting shall be carried out as follows:

1. The Board of Directors shall have the right to obtain shareholders' written opinions to approve decisions of the Shareholders' General Meeting when deemed necessary in the interest of the Company.

2. The Board of Directors must prepare the opinion form, the draft resolution of the Shareholders' General Meeting, and the explanatory documents for the draft resolution. The Board of Directors must ensure that these documents are sent and published to the shareholders within a reasonable time to review and vote, and must send them at least ten (10) days before the deadline for receiving the returned opinion forms. The requirements and methods for sending the opinion forms and accompanying documents shall be conducted in accordance with Clause 3, Article 18 of this Charter.

3. The opinion form must contain the following principal contents:

- a. Name, principal office address, and enterprise code;
- b. Purpose of obtaining opinions;
- c. Full name, permanent address, nationality, citizen identification number, identity card, passport, or other legally recognized personal identification of individual shareholders; name, enterprise code, or establishment decision number, and principal office address of shareholders who are organizations, or full name, permanent address, nationality, citizen identification number, identity card, passport, or other legally recognized personal identification of the authorized representative of organizational shareholders; number of shares of each type and voting rights of the shareholder;
- d. Matters for which opinions are sought to approve decisions;
- e. Voting options including approval, disapproval, and no opinion for each matter;
- f. Deadline for returning the completed opinion forms to the Company;
- g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.

4. The returned opinion forms must be signed by individual shareholders, or the legal representative of shareholders who are organizations or individuals, or the authorized legal representative of the organization.

5. The opinion forms may be sent to the Company via the following methods:

- a. By mail: the opinion forms sent to the Company must be enclosed in a sealed envelope and must not be opened prior to the vote counting;
- b. By fax or email: the opinion forms sent via fax or email must remain confidential until the vote counting.

Opinion forms received by the Company after the deadline stated in the form, opened prematurely in case of mail, or disclosed prior to the vote counting in case of fax/email are invalid. Forms not sent back shall be considered as abstentions.

6. The Board of Directors shall count the votes and prepare the vote counting report under the supervision of the Audit Committee or shareholders who are not executives. The vote counting report must contain the following principal contents:

- a. Name, principal office address, and enterprise code;
- b. Purpose and matters for which opinions are sought to approve the resolution;

c. Number of shareholders and total voting shares participating in the vote, distinguishing between valid and invalid votes, and the method of submission, accompanied by an appendix listing participating shareholders;

d. Total number of votes for approval, disapproval, and no opinion for each matter;

e. Matters adopted;

f. Full name and signature of the Chairman of the Board of Directors, legal representative of the Company, vote counters, and vote supervisors.

Members of the Board of Directors, vote counters, and vote supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting report, and jointly liable for any damages arising from decisions adopted due to untruthful or inaccurate vote counting.

7. The vote counting report must be sent to shareholders within fifteen (15) days from the date of vote counting. If the Company has a website, posting the report online within twenty-four (24) hours from the completion of vote counting may replace sending it to shareholders.

8. The returned opinion forms, vote counting report, adopted resolutions, and related documents accompanying the opinion forms must be retained at the principal office of the Company.

9. A resolution adopted by obtaining shareholders' written opinions shall be valid if shareholders representing more than 50% of total voting shares approve, and shall have the same legal effect as a resolution adopted at a Shareholders' General Meeting.

Article 23. Minutes of the Shareholders' General Meeting

1. The Shareholders' General Meeting must be recorded in minutes and may also be recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese and concurrently in English and shall contain the following principal contents:

a. Name, principal office address, and enterprise code;

b. Time and venue of the Shareholders' General Meeting;

c. Agenda and contents of the meeting;

d. Full name of the chairperson and secretary;

e. Summary of the meeting proceedings and statements made at the Shareholders' General Meeting on each matter on the agenda;

f. Number of shareholders and total voting shares of attending shareholders, appendix listing registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and voting rights;

g. Total votes for each matter on the agenda, specifying the method of voting, total valid votes, invalid votes, votes in favor, votes against, and abstentions; corresponding percentage over total voting shares of attending shareholders;

h. Matters approved and corresponding percentage of votes in favor;

i. Signatures of the chairperson and secretary.

Biên bản được lập bằng tiếng Việt và tiếng Anh đều có hiệu lực pháp lý như nhau. Minutes prepared in Vietnamese and English shall have equal legal effect. In the event of any discrepancy between the Vietnamese and English versions, the content of the Vietnamese minutes shall prevail.

2. The minutes of the Shareholders' General Meeting must be completed and approved before the conclusion of the meeting. The chairperson and secretary shall be jointly responsible for the truthfulness and accuracy of the minutes.

3. The minutes of the Shareholders' General Meeting must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the date of the meeting's conclusion.

4. The minutes of the Shareholders' General Meeting shall be regarded as authentic evidence of the matters conducted at the meeting, except where objections to the contents of the minutes are submitted in accordance with the prescribed procedure within ten (10) days from the date of dispatch.

5. The minutes of the Shareholders' General Meeting, appendix listing registered shareholders with signatures, power of attorney documents for attending the meeting, and related documents must be retained at the Company's principal office.

Article 24. Request to Annul Decisions of the Shareholders' General Meeting

Within ninety (90) days from the receipt of the minutes of the Shareholders' General Meeting or the vote counting report of shareholders' written opinions, members of the Board of Directors, the General Director, shareholders, or group of shareholders as specified in Clause 3, Article 12 of this Charter shall have the right to request the Court or Arbitration to review and annul decisions of the Shareholders' General Meeting in the following cases:

1. The procedure for convening the meeting or obtaining shareholders' written opinions and adopting decisions of the Shareholders' General Meeting was not conducted in accordance with the provisions of the Enterprise Law and this Charter, except as provided in Clause 4, Article 21 of this Charter.

2. The content of the resolution violates the law or this Charter.

In the event that decisions of the Shareholders' General Meeting are annulled pursuant to a Court or Arbitration decision, the convener of the annulled meeting may consider organizing a new Shareholders' General Meeting within sixty (60) days in accordance with the procedures and formalities prescribed by the Enterprise Law and this Charter.

VII. BOARD OF DIRECTORS

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

1. In the case that candidates have been identified in advance, information related to the candidates for the Board of Directors shall be included in the materials for the Shareholders' General Meeting and published at least ten (10) days before the opening date of the Shareholders' General Meeting on the Company's website so that shareholders can review such candidates before voting. Candidates for the Board of

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

- a. Full name, date, month, and year of birth;
- b. Educational background;
- c. Professional qualifications;
- d. Work experience;
- e. Companies in which the candidate currently holds a position as a member of the Board of Directors or other managerial positions;
- f. Evaluation report on the candidate's contributions to the Company, in case the candidate is currently a member of the Board of Directors of the Company;
- g. Interests related to the Company (if any);
- h. Full name of the shareholder or group of shareholders nominating the candidate (if any);
- i. Other information (if any)..

2. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or a group of shareholders holding from 10% to under 20% of the total voting shares may nominate one (01) candidate; from 20% to under 30%, up to two (02) candidates; from 30% to under 40%, up to three (03) candidates; from 40% to under 50%, up to four (04) candidates; from 50% to under 60%, up to five (05) candidates; from 60% to under 70%, up to six (06) candidates; 70% or more, up to seven (07) candidates.

3. In case the number of candidates for the Board of Directors through nomination and self-candidacy still does not meet the required number, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in the Internal Corporate Governance Regulations. The procedure for the incumbent Board of Directors to introduce candidates for the Board of Directors must be clearly announced and approved by the Shareholders' General Meeting before proceeding with nominations in accordance with legal regulations.

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

1. The number of members of the Board of Directors is four (4). The term of a member of the Board of Directors shall not exceed five (5) years and may be re-elected for an unlimited number of terms.

2. The composition of the Board of Directors is as follows:

The total number of independent members of the Board of Directors must account for at least 20% of the total members of the Board of Directors.

One-third (1/3) of the members are non-executive directors.

3. A member of the Board of Directors shall cease to hold membership in the following cases:

- a. Lacking eligibility to be a member of the Board of Directors under the Enterprise Law or prohibited by law from being a member of the Board of

Directors;

- b. Submitting a resignation letter;
- c. Being mentally disordered and other members of the Board of Directors having professional evidence showing the person is no longer legally competent;
- d. Failing to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- e. By resolution of the Shareholders' General Meeting;
- f. Providing false personal information when submitted to the Company as a candidate for the Board of Directors;
- g. Other cases as prescribed by law and this Charter.

4. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of securities and securities market law.

5. Members of the Board of Directors may not be shareholders of the Company.

Article 27. Powers and Duties of the Board of Directors

1. The business operations and activities of the Company shall be under the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise the rights and fulfill the obligations of the Company not under the authority of the Shareholders' General Meeting.

2. The rights and duties of the Board of Directors are prescribed by law, the Company's Charter, and the Shareholders' General Meeting. Specifically, the Board of Directors shall have the following powers and duties:

- a. Decide on the Company's strategy, medium-term development plans, and annual business plans;
- b. Determine operational objectives based on strategic goals approved by the Shareholders' General Meeting;
- c. Appoint and dismiss, sign contracts, terminate contracts with the General Director and other executives, and decide their remuneration;
- d. Supervise and direct the General Director and other executives;
- e. Resolve complaints of the Company against executives and decide on the Company's representatives for handling matters related to legal procedures concerning those executives;
- f. Decide on the organizational structure of the Company, establishment of subsidiaries, branches, representative offices, and contributions or acquisitions of shares in other enterprises;
- g. Propose the reorganization or dissolution of the Company;
- h. Decide on the internal corporate governance regulations after approval by the Shareholders' General Meeting to effectively protect shareholders;
- i. Approve programs and materials for the Shareholders' General Meeting, convene the Shareholders' General Meeting, or collect opinions for the Shareholders' General Meeting to approve decisions;

- j. Propose the annual dividend rate; decide the schedule and procedure for dividend payments;
 - k. Propose the types of shares to be issued and the total number of shares issued for each type;
 - l. Propose the issuance of convertible bonds and bonds attached with warrants;
 - m. Decide the offering price of shares and bonds when authorized by the Shareholders' General Meeting;
 - n. Submit the audited annual financial statements and corporate governance reports to the Shareholders' General Meeting;
 - o. Report to the Shareholders' General Meeting on the Board of Directors' appointment of the General Director;
 - p. Other rights and duties (if any).
3. The following matters must be approved by the Board of Directors:
- a. Establishment of branches or representative offices of the Company;
 - b. Establishment of subsidiaries of the Company;
 - c. Within the scope prescribed in Clause 2, Article 153 of the Enterprise Law, and except for cases prescribed in Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Enterprise Law that require approval by the Shareholders' General Meeting, the Board of Directors shall decide on the execution, amendment, and termination of contracts of the Company;
 - d. Appoint and dismiss persons authorized by the Company as commercial representatives and lawyers of the Company;
 - e. Borrowing and execution of pledges, guarantees, indemnities, and compensations of the Company;
 - f. Investments not included in the business plan and budget exceeding 10% of charter capital or investments exceeding 10% of the value of the annual business plan and budget;
 - g. Acquisition or sale of shares or capital contributions in other companies established in Vietnam or abroad;
 - h. Valuation of non-cash contributed assets to the Company in the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and trade secrets;
 - i. Repurchase or recovery of no more than 10% of the total number of shares of each type offered within twelve (12) months;
 - j. Decide the repurchase or recovery price of the Company's shares;
 - k. Business matters or transactions which the Board of Directors deems require approval within its powers and responsibilities.
4. The Board of Directors must report to the Shareholders' General Meeting on its activities, specifically the supervision of the General Director and other executives during the financial year. If the Board of Directors fails to submit the report to the

Shareholders' General Meeting, the Company's annual financial statements shall be considered invalid and not approved by the Board of Directors.

5. Unless otherwise prescribed by law and the Charter, the Board of Directors may authorize subordinates and other executives to represent and handle work on behalf of the Company.

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

1. Members of the Board of Directors (excluding authorized representatives) shall receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the Shareholders' General Meeting. This remuneration shall be distributed among members of the Board of Directors according to the agreement within the Board of Directors or equally if no agreement is reached.

2. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share options, and other benefits from the Company, its subsidiaries, affiliates, and other companies in which the Board member represents equity, must be disclosed in detail in the Company's Annual Report. Remuneration of members of the Board of Directors must be presented as a separate item in the Company's annual financial statements.

3. Members of the Board of Directors holding executive positions, serving on Board committees, or performing other tasks deemed by the Board as beyond the normal duties of a member of the Board of Directors may receive additional remuneration in the form of a fixed fee per assignment, salary, commission, profit-sharing, or other forms as decided by the Board of Directors.

4. Members of the Board of Directors are entitled to reimbursement of all reasonable travel, accommodation, and other expenses incurred in the performance of their duties as members of the Board of Directors, including expenses incurred when attending meetings of the Shareholders' General Meeting, Board of Directors, or Board committees.

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

1. The Shareholders' General Meeting or the Board of Directors must select from among the members of the Board of Directors to elect the Chairman.

2. The Chairman of the Board of Directors is responsible for preparing the agenda, materials, convening, and presiding over the meetings of the Board of Directors; presiding over the Shareholders' General Meeting; and exercising other rights and performing other duties as prescribed by the Enterprise Law and this Charter.

3. The Chairman of the Board of Directors shall ensure that the Board of Directors provides the annual financial statements, the Company's activity report, the audit report, and the Board's inspection report to shareholders at the Shareholders' General Meeting.

If the Chairman is absent without authorizing the Vice Chairman, or is unable to perform his/her duties, the remaining members of the Board of Directors shall designate the Vice Chairman to perform the duties of the Chairman.

In the event that both the Chairman and the Vice Chairman are absent or unable to perform their duties, the remaining members of the Board of Directors may elect one of their members to perform the duties of the Chairman on the basis of a simple majority.

4. The Chairman of the Board of Directors may be dismissed by a decision of the Board of Directors. In the event the Chairman resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days.

Article 30. Meetings of the Board of Directors

1. In the case that the Board of Directors elects a Chairman, the Chairman shall be elected in the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the Board election for that term. This meeting shall be convened by the member who received the highest number of votes or the highest voting ratio. If there is more than one (01) member with the highest number of votes or highest voting ratio, the members shall vote by majority to select one (01) member to convene the Board meeting.

2. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board, preparing the agenda, time, and location at least five [(05) working days] before the meeting. The Chairman may convene a meeting whenever deemed necessary, but at least one (01) meeting must be held each quarter.

3. The Chairman of the Board of Directors must convene a meeting of the Board without undue delay when requested in writing, stating the purpose and matters to be discussed, by:

- a. The General Director or at least five (05) other executives;
- b. Independent members of the Board of Directors;
- c. At least two (02) members of the Board of Directors;
- d. Other cases (if any).

4. The Chairman of the Board of Directors must convene a meeting of the Board within seven (07) working days from the date of receipt of the request referred to in Clause 3 of this Article. In case of failure to convene the meeting upon request, the Chairman shall be responsible for any damages incurred by the Company; the persons requesting the meeting under Clause 3, Article 30, have the right to convene the Board meeting.

5. In the event of a request by the independent auditing firm to audit the Company's financial statements, the Chairman must convene a Board meeting to discuss the audit report and the Company's situation.

6. Board meetings shall be held at the Company's head office or other locations in Vietnam or abroad as decided by the Chairman of the Board and agreed upon by the Board of Directors.

7. Notice of the Board meeting must be sent to members at least five (05) working days prior to the meeting. Board members may refuse the meeting invitation in writing; such refusal may be changed or revoked in writing. The notice must be in Vietnamese and fully specify the time, location, agenda, issues for discussion, together with necessary documents for the issues to be discussed and the members' voting ballots.

Notices may be sent by mail, fax, email, or other means, but must ensure delivery to the contact address of each Board member registered with the Company.

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

If the required quorum is not met, a second meeting must be convened within seven (07) days from the originally scheduled date. The second meeting shall be valid if more than one-half (1/2) of the Board members are present.

9. Board meetings may be conducted via online conference among members located at different places, provided that each member can:

- a. Hear each other member's statements during the meeting;
- b. Speak simultaneously with all other participants.

Discussions among members may take place directly via telephone or other communication means, or a combination thereof. Members participating in this manner are considered "present" at the meeting. The meeting location under this provision is the location with the majority of Board members or where the presiding member is present.

Decisions made via teleconference are valid and effective immediately upon conclusion but must be confirmed by signatures in the minutes by all attending Board members.

10. Board members may submit their voting ballots to the meeting via mail, fax, or email. When submitting ballots by mail, the ballot must be in a sealed envelope and delivered to the Chairman no later than one (01) hour before the meeting starts. Ballots may only be opened in the presence of all meeting participants.

11. Voting

a. Except as provided in point b of Clause 11 of this Article, each Board member or authorized representative present in person at the Board meeting shall have one (01) vote;

b. Board members shall not vote on contracts, transactions, or proposals in which they or related persons have an interest that conflicts or may conflict with the Company's interest. Such members shall not be counted in the minimum quorum required for the meeting regarding decisions in which they are ineligible to vote;

c. If a matter arises at the meeting concerning the interest or voting rights of a Board member who does not voluntarily waive the vote, the presiding officer's ruling is final, except where the nature or scope of the member's interest has not been fully disclosed;

d. Board members benefiting from a contract as provided in points a and b, Clause 5, Article 40 of this Charter shall be deemed to have a material interest in that contract;

12. Board members who directly or indirectly benefit from a contract or transaction that has been or is proposed to be signed with the Company, and are aware of their interest, have the responsibility to disclose such interest at the first Board meeting discussing the contract or transaction. If the Board member was unaware of their interest or the interest of related persons at the time of contract or transaction execution, they must disclose the interest at the first Board meeting held after becoming aware of such interest.

13. The Board of Directors shall adopt decisions and resolutions based on the majority vote of attending Board members. In case of a tie, the Chairman's vote shall be decisive.

14. Resolutions in writing are passed based on the majority approval of Board members entitled to vote and shall have the same validity as resolutions passed in a meeting.

15. The Chairman of the Board of Directors is responsible for sending the minutes of the Board meeting to members, which serve as authentic evidence of the matters conducted in the meeting unless objections to the content of the minutes are raised within ten (10) days from the date of sending. Minutes shall be prepared in Vietnamese and may also be prepared in English. Minutes must be signed by the presiding member and the secretary.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish subordinate committees to be responsible for development policy, human resources, remuneration, and internal audit. The number of committee members shall be decided by the Board of Directors and may include members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive Board members shall constitute the majority of the committee, and one of these members shall be appointed as the Committee Chair by the Board of Directors. The activities of the committee must comply with the regulations of the Board of Directors. Committee resolutions are valid only when approved by the majority of members present and voting at the committee meeting, provided that the members are members of the Board of Directors.

2. The implementation of decisions of the Board of Directors, or its subordinate committees, or by persons with the status of committee members of the Board of

Directors must comply with current legal regulations and the provisions of the Company Charter.

Article 32. Person in Charge of Corporate Governance

1. The Board of Directors shall appoint at least one (01) person as the Person in Charge of Corporate Governance to support the effective conduct of corporate governance activities. The term of office of the Person in Charge of Corporate Governance shall be decided by the Board of Directors, up to a maximum of five (05) years.

2. The Person in Charge of Corporate Governance must meet the following standards:

- a. Have knowledge of the law;
- b. Must not simultaneously work for the independent auditing firm currently auditing the Company's financial statements;
- c. Other standards as prescribed by law, this Charter, and the Board of Directors' decision.

3. The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided it does not contravene current labor law regulations. The Board of Directors may appoint an Assistant to the Person in Charge of Corporate Governance from time to time.

4. The Person in Charge of Corporate Governance shall have the following rights and obligations:

- a. Advise the Board of Directors on organizing the Shareholders' General Meeting as prescribed and on matters between the Company and shareholders;
- b. Prepare Board of Directors' and Shareholders' General Meetings as required by the Board of Directors;
- c. Advise on meeting procedures;
- d. Attend meetings;
- e. Advise on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f. Provide financial information, copies of Board meeting minutes, and other information to Board members;
- g. Monitor and report to the Board of Directors on the Company's disclosure activities;
- h. Maintain confidentiality in accordance with legal regulations and the Company Charter;
- i. Other rights and obligations as prescribed by law and the Company Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Management Structure

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board in the daily business operations of the Company. The Company shall have a General Director, Deputy General Directors, Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, or removal of the aforementioned positions must be approved by a resolution of the Board of Directors.

Article 34. Company Executives

1. Based on the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in numbers and standards consistent with the Company's structure and management regulations as determined by the Board of Directors. Company executives must diligently fulfill their responsibilities to help the Company achieve its operational and organizational objectives.

2. Remuneration, salary, benefits, and other terms in the employment contract for the General Director shall be decided by the Board of Directors, and contracts with other executives shall be decided by the Board of Directors after consulting the General Director.

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 another person as the General Director; enter into a contract stipulating remuneration, salary, and other benefits. The remuneration, salary, and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, presented as a separate item in the annual financial statements, and disclosed in the Company's Annual Report.

2. The term of the General Director is three (03) years and may be reappointed. The appointment may expire based on the provisions of the employment contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company Charter.

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

- a. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan, and the investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;
- b. Decide on matters without requiring approval from the Board of Directors, including signing financial and commercial contracts on behalf of the Company, organizing, and managing the daily business operations of the Company according to best management practices;
- c. Propose to the Board of Directors on the organizational structure and internal management regulations of the Company;
- d. Recommend measures to enhance the Company's operations and management;
- e. Propose the number and identity of executives that the Company needs to recruit for appointment or dismissal by the Board of Directors according to internal regulations, and recommend remuneration, salary, and other benefits for

executives for the Board of Directors' decision;

f. Consult with the Board of Directors to decide the number of employees, appointment, dismissal, salary, allowance, benefits, and other terms related to their employment contracts;

g. By October 31 each year, submit to the Board of Directors for approval a detailed business plan for the next fiscal year based on compliance with the relevant budget requirements and the five-year financial plan;

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

i. Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, Board of Directors' resolutions, and the employment contract with the Company.

4. The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for performing assigned duties and powers and must report to these levels upon request.

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

IX. AUDIT COMMITTEE

Article 36. Organizational Structure of the Audit Committee

1. The Audit Committee is a specialized body under the Board of Directors and is nominated by the Board of Directors. The Audit Committee shall have two (02) or more members. The Chair 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.

2. The Audit Committee adopts decisions by voting at meetings or by written opinions. Each member of the Audit Committee has one (01) vote. Decisions of the Audit Committee are approved when a majority votes in favor; in the event of a tie, the vote of the Chair of the Audit Committee prevails.

Article 37. Powers and Duties of the Audit Committee:

1. Monitor the accuracy of the Company's financial statements and official disclosures related to the Company's financial results.

2. Review the internal control system and risk management.

3. Review transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

4. Supervise the Company's internal audit department.

5. Recommend the independent audit firm, remuneration, and terms in the audit contract for Board of Directors' approval before submitting to the Annual General Meeting of Shareholders for approval.

6. Monitor and assess the independence and objectivity of the audit firm and the effectiveness of the audit process for the Board of Directors' approval and Annual General Meeting of Shareholders.

7. Supervise to ensure the Company's compliance with legal regulations, regulatory requirements, and other internal regulations of the Company.

Article 38. Internal Audit Department

1. The Internal Audit Department shall have the rights and obligations to examine, evaluate, and provide advice on the control systems established and operated appropriately to prevent, detect, and address risks within the Company. The governance processes, risk management, efficiency, performance, and strategic plans and objectives shall also be evaluated.

2. Working principles: Independence, objectivity, compliance with the law, and accountability to the law regarding internal auditing.

3. Standards for internal auditors:

- a. Hold a university degree in a field relevant to auditing;
- b. Have at least five (05) years of work experience in the trained professional field, or at least three (03) years working at the current unit, or at least three (03) years in inspection or auditing;
- c. Have not been disciplined at a level of warning or higher in economic management, finance, or accounting, and are not currently under disciplinary enforcement.

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

Article 39. Duty of Care

Members of the Board of Directors, Auditors, the General Director, and other Executives shall perform their duties, including those as members of the Board's subcommittees, honestly and with due care in the best interests of the Company.

Article 40. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Auditors, the General Director, and other Executives must disclose related interests in accordance with Article 164 of the Enterprise Law and other applicable legal provisions.

2. Members of the Board of Directors, Auditors, the General Director, and other Executives shall not exploit business opportunities that could benefit the Company for personal gain; nor shall they use information obtained through their position for personal advantage or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors, Auditors, the General Director, and other Executives have the obligation to notify the Board of Directors of all interests that may

conflict with the Company's interests that they may derive through economic entities, transactions, or other individuals.

4. Except where the General Meeting of Shareholders decides otherwise, the Company shall not provide loans or guarantees to members of the Board of Directors, Auditors, the General Director, other Executives, or individuals or organizations related to them, or to legal entities in which such persons have financial interests, except in the case of public companies and entities related to such members that are companies within the same corporate group or operating as a group, including parent-subsidary companies, economic corporations, or where specialized laws provide otherwise.

5. Contracts or transactions between the Company and one or more members of the Board of Directors, Auditors, the General Director, other Executives, and related individuals or organizations, or companies, partners, associations, or organizations where these members or related persons are members or have financial interests, shall not be void under the following circumstances:

a. For contracts valued at or below [twenty percent (20%)] of the total assets recorded in the most recent financial statements, the essential terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, Auditors, General Director, or other Executives, have been reported to the Board of Directors. The Board of Directors has approved the contract or transaction in good faith by a majority vote of Board members with no related interests;

b. For contracts exceeding [twenty percent (20%)] of the total assets recorded in the most recent financial statements, the essential terms of the contract or transaction, and the relationships and interests of the members of the Board of Directors, Auditors, General Director, or other Executives have been disclosed to shareholders without related interests who have voting rights on the matter, and such shareholders have approved the contract or transaction;

c. The contract or transaction has been deemed fair and reasonable by an independent advisory organization from all perspectives relevant to the Company's shareholders at the time of the transaction or has been approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Auditors, the General Director, other Executives, and related organizations or individuals shall not use unpublished Company information or disclose it to others to execute related transactions.

Article 41. Liability for Loss and Indemnification

1. Members of the Board of Directors, Auditors, the General Director, and other Executives who violate their duties of loyalty and care, or fail to perform their obligations diligently and professionally, shall be liable for damages caused by their violations.

2. The Company shall indemnify any person who is, has been, or may become a party to claims, lawsuits, or prosecutions (including civil or administrative matters, but not including cases where the Company is the plaintiff) if such person is or has been a member of the Board of Directors, Auditor, General Director, other Executive, employee, or authorized representative of the Company, or has acted at the Company's request in the capacity of Board member, Executive, employee, or authorized representative, provided that such person has acted honestly, with due care, diligence, and in the best interest of, or without conflict with, the Company's interests, in compliance with the law, and there is no evidence proving that the person breached their responsibilities.

3. When performing functions, duties, or executing tasks authorized by the Company, members of the Board of Directors, Auditors, other Executives, employees, or authorized representatives shall be indemnified by the Company when becoming parties to claims, lawsuits, or prosecutions (except cases initiated by the Company) in the following cases:

a. Acted honestly, with due care, diligence, and in the best interest of, and without conflict with, the Company;

b. Complied with the law and there is no evidence confirming failure to fulfill their responsibilities.

4. Indemnification costs include incurred expenses (including legal fees), judgments, fines, and payments arising in practice or considered reasonable in resolving such matters within the framework permitted by law. The Company may purchase insurance for such persons to avoid the indemnification liabilities described above.

XI. RIGHTS TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 42. Right to Inspect Books and Records

1. Shareholders or groups of shareholders specified in Clause 2, Article 25 of this Charter have the right, either directly or through an authorized representative, to submit a written request to inspect the shareholder register, the minutes of the General Meeting of Shareholders, and to obtain copies or extracts of such documents during business hours at the Company's head office. Requests for inspection made by an authorized representative of a shareholder must be accompanied by the shareholder's power of attorney or a notarized copy of such power of attorney.

2. Members of the Board of Directors, Auditors, the General Director, and other Executives have the right to inspect the Company's shareholder register, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

3. The Company shall maintain this Charter and all amendments and 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 General Meetings and Board meetings, reports of the

Board of Directors, annual financial statements, accounting books, and other documents as required by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the location of such records.

4. The Company's Charter must be published on the Company's electronic information portal.

XII. EMPLOYEES AND TRADE UNION

Article 43. Employees and Trade Union

1. The General Director must develop plans for Board approval regarding matters related to recruitment, dismissal of employees, salaries, social insurance, welfare, rewards, and discipline of employees and Company Executives.

2. The General Director must develop plans for Board approval regarding the Company's relations with trade union organizations in accordance with best practices, internal regulations, this Charter, the Company's internal regulations, and current legal provisions.

XIII. PROFIT DISTRIBUTION

Article 44. Profit Distribution

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

2. The Company shall not pay interest on amounts paid as dividends or related to any class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders to pay all or part of the dividends in shares, and the Board of Directors shall execute such decisions.

4. In cases where dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on detailed bank account information provided by shareholders. If the Company has transferred funds according to the bank account details provided by the shareholder but the shareholder does not receive the funds, the Company shall not be liable for the amount transferred. Dividend payments for listed/registered shares at the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository.

5. Pursuant to the Enterprise Law and Securities Law, the Board of Directors shall pass a resolution specifying a record date for the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends, interest, profit distribution, shares, notices, or other documents.

6. Other matters relating to profit distribution shall be conducted in accordance with legal provisions.

XIV. BANK ACCOUNTS, RESERVE FUNDS, FINANCIAL YEAR, AND ACCOUNTING REGIME

Article 45. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or at foreign banks permitted to operate in Vietnam..
2. With prior approval from the competent authority, the Company may, if necessary, open bank accounts abroad in accordance with legal regulations.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at banks where the Company holds accounts.

Article 46. Financial Year

The Company's financial year shall commence on the first day of January each year and end on the 31st day of December. The first financial year shall commence on the date of issuance of the Enterprise Registration Certificate and end on the 31st day of December immediately following the date of issuance of that Enterprise Registration Certificate.

Article 47. Accounting Regime

1. The Company shall apply the Vietnamese Accounting Standards (VAS), enterprise accounting regime, or other specific accounting regimes issued by competent authorities and approved by the Ministry of Finance.
2. The Company shall maintain accounting books in Vietnamese and keep accounting records in accordance with legal provisions on accounting and relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The accounting unit of currency shall be Vietnamese Dong. In cases where the Company's major economic transactions are conducted primarily in a foreign currency, the Company may select that foreign currency as its accounting unit, being responsible for this choice before the law and notifying the direct tax authority.

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

Article 48. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company shall prepare annual financial statements in accordance with legal regulations and the regulations of the State Securities Commission, and such statements must be audited as prescribed in Article 50 of this Charter. Within 90 days from the end of each financial year, the Company shall submit the audited annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange (for listed companies), and the Business Registration Authority.
2. The annual financial statements must include the income statement reflecting fairly and objectively the Company's profit/loss for the financial year, the balance sheet reflecting fairly and objectively the Company's financial position as at the reporting date, the cash flow statement, and notes to the financial statements.

3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements (for listed companies/large public companies) in accordance with the regulations of the State Securities Commission, the Stock Exchange (for listed companies), and submit them to the relevant tax authority and the Business Registration Authority in accordance with the Enterprise Law.

4. Audited annual financial statements (including the auditor's opinion), reviewed semi-annual financial statements, and quarterly financial statements (for listed companies and large public companies) must be published on the Company's electronic information portal.

5. Interested organizations and individuals have the right to inspect or obtain copies of audited annual financial statements, reviewed semi-annual financial statements, and quarterly financial statements during business hours at the Company's head office and must pay a reasonable fee for copying.

Article 49. Annual Report

The Company shall prepare and publish an Annual Report in accordance with legal provisions on securities and the securities market.

XVI. COMPANY AUDIT

Article 50. Independent Audit.

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

2. The independent audit firm shall examine, verify, prepare an audit report, and submit that report to the Board of Directors within two (02) months from the end of the financial year.

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

4. The independent auditor conducting the Company's audit is entitled to attend the General Meeting of Shareholders and has the right to receive notices and other information related to the General Meeting that shareholders are entitled to receive, and to speak at the meeting on matters related to the audit of the Company's financial statements.

XVII. CORPORATE SEAL

Article 51. Corporate Seal

1. The Board of Directors shall approve the official seal of the Company, and the seal shall be engraved in accordance with the provisions of law and the Company's Charter.

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

XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION

Article 52. Termination of Operations

1. The Company may be dissolved in the following cases:
 - a. Expiration of the Company's term of operation, including any extensions;
 - b. Early dissolution pursuant to a decision of the General Meeting of Shareholders;
 - c. Revocation of the Enterprise Registration Certificate;
 - d. Other cases as provided by law.
2. Early dissolution of the Company (including after an extended term) shall be decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) in accordance with the law.

Article 53. Extension of Operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months prior to the expiration of the Company's term of operation so that shareholders may vote on the proposal to extend the Company's term of operation as proposed by the Board of Directors.
2. The term of operation shall be extended when approved by at least 65% of the total voting shares of shareholders entitled to vote, present in person or through an authorized representative at the General Meeting of Shareholders.

Article 54. Liquidation

1. At least six (06) months before the expiration of the Company's term of operation or after a decision to dissolve the Company, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its operational regulations. Members of the Liquidation Committee may be selected from Company employees or independent experts. All costs related to liquidation shall be prioritized for payment over other Company debts.
2. The Liquidation Committee shall report to the Business Registration Authority the date of establishment and commencement of operation. From that time, the Liquidation Committee shall act on behalf of the Company in all matters relating to the Company's liquidation before the Court and administrative authorities.
3. Proceeds from liquidation shall be distributed in the following order:
 - a. Liquidation costs;
 - b. Wage debts, severance allowances, social insurance, and other employee benefits under collective labor agreements and signed employment contracts;
 - c. Tax obligations;
 - d. Other Company debts;

e. The remaining balance after satisfying items (a) to (d) shall be distributed to shareholders. Preferred shares shall be prioritized for payment..

XIX. INTERNAL DISPUTE RESOLUTION

Article 55. Internal Dispute Resolution

1. In the event of disputes or complaints related to the Company's operations, the rights and obligations of shareholders under the Enterprise Law, other legal regulations, the Company's Charter, or other applicable rules, including:

- a. Between shareholders and the Company;
- b. Between shareholders and the Board of Directors, General Director, or other executive officers;

The parties concerned shall attempt to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board, the Chairman shall preside over the dispute resolution and request each party to present relevant information within seven (07) working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman, any party may request an unrelated company management officer to appoint an independent expert to mediate the dispute resolution process.

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

3. Each party shall bear the costs related to negotiation and mediation procedures. Court costs shall be paid in accordance with the Court's ruling.

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 56. Company Charter

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

2. In the event that there are legal provisions relevant to the Company's operations not yet addressed in this Charter, or in the case of new legal regulations that differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 57. Effective Date

1. This Charter, consisting of 21 chapters and 57 articles, was unanimously approved by the General Meeting of Shareholders of Hai Phong Electric and Water Mechanical Joint Stock Company on April 25, 2026, at the 2026 Annual General Meeting of Shareholders, and the full text of this Charter was ratified

2. The Charter has been prepared in five (05) copies, all of equal validity, and is 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 Charter are valid when signed by the Chairman of the Board of Directors or by at least one-half (1/2) of the total members of the Board of Directors.

Full name, signature of the legal representative, or of the founding shareholders, or of the authorized representative of the founding shareholders of the Company./.

Legal representative of the Company

(Signed)

Chairman Do Huy Dat