

No.: 210 /CBTT-HCNS

V/v: Disclosure of Information on the Corporation's Charter

Hanoi, May,06, 2026

INFORMATION DISCLOSURE

To: - State Securities Commission

- Hanoi Stock Exchange

1. Name of organization:Thang Long joint Stock Corporation
2. Stock code/ Broker code:TTL
3. Address: 72 – Nguyen Chi Thanh Street – Lang ward – Ha Noi City
4. **Transaction Office:** 5th Floor, Tasco Building, Lot HH2-2, Pham Hung Street, Tu Liem Ward, Hanoi City
5. Tel.: 0915.554.342 E-mail:tongthanglong.tlg@gmail.com

6. Person in charge of information disclosure: Mr. Tran Duy Huong – Authorized person for information disclosure

7. Type of information disclosure	x	24h	Upon request	Extraordinary	Regular (Periodic)
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8. Contents of disclosure: Disclosure of Information on the Corporation's Charter

9. This information was published on the company's website: www.tlg.com.vn

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

**PERSON AUTHORIZED TO DISCLOSE
INFORMATION**

Recipients:

- As addressed;
- CEO (for reporting);
- Website;
- Filed at: Administration & Human Resources Dept

(Signed)

Tran Duy Hương

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

CHARTER
THANG LONG CORPORATION - JSC

Hanoi, month 2026

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INTRODUCTION

This Charter was approved by the 2026 Annual General Meeting of Shareholders on 31 /03 / 2026.

I. DEFINITIONS OF TERMS USED IN THIS CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be construed as follows:
 - a. “Company” means Thang Long Corporation – Joint Stock Company;
 - b. “Charter Capital” means the total par value of shares that have been sold or registered for subscription upon the establishment of the enterprise, as stipulated in Article 6 of this Charter;
 - c. “Voting Capital” means share capital under which the owner has the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;
 - d. “Law on Enterprises” means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements, and guiding documents;
 - e. “Law on Securities” means Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments, supplements, and guiding documents;
 - f. “Date of Establishment” means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent legal documents);
 - g. “Managers of the Company” include the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and Deputy General Directors;
 - h. “Executive Officers of the Company” or “Executive Officers of the Enterprise” include the General Director, Deputy General Directors, and Chief Accountant;
 - i. “Related Person” means an individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
 - j. “Shareholder” means an individual or organization owning at least one share of the Company;
 - k. “Major Shareholder” means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

1. "Operation Term" means the duration of operation of the Company as stipulated in Article 2 of this Charter and any extension period (if any) approved by resolution of the General Meeting of Shareholders;
- m. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries;
- n. "Vietnam" means the Socialist Republic of Vietnam.
2. In this Charter, references to any legal provisions, laws, or other documents shall include any amendments or replacement documents thereto.
3. The headings (chapters and articles of this Charter) are included for convenience of reference only and shall not affect the interpretation or contents of this Charter.
4. Words or terms defined in the Law on Enterprises and the Law on Securities (provided they are not inconsistent with the subject matter or context) shall have the same meanings in this Charter.
 - a. "Term of operation" means the term of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company by resolution;
 - b. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries;
 - c. "Vietnam" means the Socialist Republic of Vietnam.
2. In this Charter, references to one or more provisions or legal documents or other documents shall include amendments or replacement documents.
 1. The titles (chapters, articles of this Charter) are used for convenience of reference and shall not affect the content of this Charter.
 2. Words or terms defined in the Law on Enterprises, the Law on Securities (if not inconsistent with the subject or context) shall have the same meaning in this Charter. In case of conflict, the words or terms used in the Enterprise Law and Securities Law shall prevail.

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

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

1. Company Name

Company name written in Vietnamese:

THANG LONG CORPORATION – JSC

Company name in English:

THANG LONG JOINT STOCK CORPORATION

Abbreviated Company Name: TLG

Securities code: TTL

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

3. The Company's registered office is:

Address: No. 72 Nguyen Chi Thanh Street, Lang Thuong Ward, Dong Da District, Hanoi City, Vietnam

4. The Company may establish subsidiaries, invest and contribute capital to member companies; establish branches and representative offices in business locations and establish a system of agents and business locations to carry out the Company's operational objectives within the scope permitted by law.

2. Unless terminated before the deadline as prescribed in Article 51 of this Charter, the term of operation of the Company shall commence from the date of establishment and shall be indefinite.

Article 3. Legal Representatives of the Company

1. The Company shall have two (02) legal representatives, namely the Chairman of the Board of Directors and the General Director. The specific powers and responsibilities of the Chairman of the Board of Directors and the General Director shall be prescribed and assigned in detail by the Board of Directors in accordance with this Charter, applicable laws, and the Company's operational requirements.

2. The powers and obligations of the legal representatives are as follows:

a. To represent the Company in exercising rights and performing obligations arising from the Company's transactions;

b. To represent the Company as petitioner in civil matters, plaintiff, defendant, or person with related rights and obligations before Arbitration Tribunals and Courts;

c. To exercise other rights and perform other obligations in accordance with this Charter, and resolutions of the General Meeting of Shareholders and the Board of Directors.

3. The legal representatives of the Company as stipulated in this Charter must reside in Vietnam. In the event that a legal representative leaves Vietnam, he/she must authorize another person in writing to exercise the rights and perform the duties of the legal representative. In such case, the legal representative shall remain responsible for the exercise of the delegated rights and obligations.

4. In the event that the authorization period specified in Clause 3 of this Article expires and the legal representative of the Company has not returned to Vietnam and no other authorization has been granted, the authorized person shall continue to exercise the rights and perform the obligations of the legal representative within the authorized scope until the legal representative of the Company returns to work at the Company or until the Board of Directors appoints another person as the legal representative of the Company.

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

Article 4. Company's operating objectives

1. The Company's business lines are:

No.	Business Lines	Business Code
1	Real estate business, land use rights owned, used, or leased	6810
2	Hotels and similar accommodation services	5510
3	Freight transport by road	4933
4	Wholesale of metals and metal ores (<i>Except for the exercise of export rights, import rights, and distribution rights with respect to goods restricted for foreign investors or foreign-invested enterprises</i>)	4672
5	Wholesale of construction materials and other installation equipment in construction	4673
6	Other specialized construction activities	4390
7	Rental of motor vehicles	7710
8	Urban and suburban passenger road transport (except bus transport)	4931
9	Warehousing and storage	5210
10	Construction of railways	4211
11	Construction of roads and highways (<i>Main business line</i>)	4212
12	Technical testing and analysis (<i>Except for inspection/testing and certification services restricted by law</i>)	7120
13	Construction of other civil engineering works	4299
14	Repair and maintenance of machinery and equipment	3312
15	Manufacture of fabricated metal products	2511
16	Machining; treatment and coating of metals	2592
17	Manufacture of other fabricated metal products not elsewhere classified	2599
18	Construction of residential buildings	4101
19	Construction of non-residential buildings	4102
20	Other business support service activities not elsewhere classified (<i>Except restricted import/export/distribution rights</i>)	8299
21	Other human resource supply services (<i>Except overseas labor supply services</i>)	7822
22	Architectural activities and related technical consultancy. Details: Design and supervision of bridge, road, civil, industrial and irrigation works; appraisal of technical designs and construction estimates (<i>subject to practice certificates</i>)	7110
23	Specialized design activities. Details: Graphic design	7410
24	Manufacture of concrete and products from concrete, cement and plaster	2395
25	Manufacture of other electrical equipment	2790
26	Installation of industrial machinery and equipment	3320
27	Construction of electrical works (<i>Except multi-purpose hydropower and nuclear power plants of special socio-economic importance</i>)	4221

No.	Business Lines	Business Code
28	Retail sale of automobiles and other motor vehicles. Details: Passenger cars up to 9 seats (<i>excluding auction activities</i>)	4781
29	Retail intermediary service activities (<i>excluding auction activities</i>)	4790
30	Repair and maintenance of automobiles and other motor vehicles	9531
31	Pipeline transport	4940
32	Commodity and securities brokerage. Details: Commodity brokerage	6612
33	Other real estate activities on a fee or contract basis. Details: Real estate management, consultancy, trading floor, brokerage services (<i>excluding property auction services</i>)	6829
34	Activities of head offices	7010
35	Office administrative and support activities	8210
36	Manufacture of plastics and synthetic rubber in primary forms	2013
37	Manufacture of plastic products	2220
38	Recycling of scrap materials	3830
39	Construction of telecommunications and communication works	4223
40	Construction of hydraulic works (<i>Except multi-purpose hydropower and nuclear power plants of special socio-economic importance</i>)	4291
41	Construction of mining works	4292
42	Construction of processing and manufacturing works	4293
43	Installation of water supply and drainage systems, heating and air-conditioning systems	4322
44	Demolition	4311
45	Site preparation (<i>Except blasting services</i>)	4312
46	Electrical installation	4321
47	Other construction installation activities	4329
48	Building completion and finishing	4330
49	Agents, brokers and auctioneers of goods. Details: Commodity agency and brokerage (<i>excluding auction activities and restricted import/export/distribution rights</i>)	4610
50	Non-specialized wholesale trade (<i>Except restricted import/export/distribution rights</i>)	4690
51	Wholesale of agricultural machinery, equipment and spare parts	4653
52	Wholesale of other machinery, equipment and spare parts. Details: Mining and construction machinery and equipment (<i>Except restricted import/export/distribution rights</i>)	4659
53	Cargo handling (<i>Except airport cargo handling services</i>)	5224
54	Other financial service support activities not elsewhere classified. Details: Investment consultancy activities	6619
55	Renting and leasing of other tangible goods without operators	7730
56	Quarrying of stone, sand, gravel and clay	0810
57	Other mining and quarrying not elsewhere classified	0899

No.	Business Lines	Business Code
58	Support activities for other mining and quarrying	0990
59	Construction of water supply and drainage works	4222
60	Construction of other utility projects	4229
61	Wholesale of other specialized products not elsewhere classified. Details: Wholesale of recyclable scrap metal and non-metal waste materials (<i>Except restricted import/export/distribution rights</i>)	4679
62	Retail sale of hardware, paints, glass and construction installation equipment	4752
63	Manufacture of refractory products	2391
64	Manufacture of clay building materials	2392
65	Manufacture of cement, lime and plaster	2394
66	Mining of chemical and fertilizer minerals	0891
67	Cutting, shaping and finishing of stone	2396
68	Manufacture of other non-metallic mineral products not elsewhere classified	2399
69	Repair and maintenance of fabricated metal products	3311
70	Repair and maintenance of electrical equipment	3314
71	Collection of non-hazardous waste (<i>Except direct household waste collection services</i>)	3811
72	Remediation activities and other waste management services	3900
73	Water collection, treatment and supply	3600
74	Sewerage and wastewater treatment	3700
75	Treatment and disposal of non-hazardous waste	3821
76	Forging, pressing, stamping and roll-forming of metal; powder metallurgy	2591

2. Objectives of the Company

The Company is established for the purpose of mobilizing and efficiently utilizing capital resources; promoting its capabilities in fields where the Company has advantages (consultancy, design, technical services, and construction of transport infrastructure works); expanding business operations into other sectors (transport products, irrigation works, trading, etc.); continuously improving product quality to meet the increasingly high demands of customers; ensuring stable employment for employees; creating conditions for shareholders and employees to truly exercise ownership of the enterprise; increasing profits and dividends; fulfilling obligations and making increasing contributions to the State budget.

Article 5. Scope of Business and Operations of the Company

1. The Company is entitled to formulate plans and conduct all business activities in accordance with the Company's registered business lines as published on the National Enterprise Registration Portal and this Charter, in compliance with applicable laws, and to implement appropriate measures to achieve the Company's objectives.

2. In addition, the Company may use surplus or idle capital for financial investment or securities trading in accordance with the Company's financial management regulations.
3. The Company may conduct business activities in other sectors 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 current charter capital of the Company is:
 - In figures: VND 419,080,000,000
 - In words: Four hundred and nineteen billion and eighty million Vietnamese Dong.

The total charter capital of the Company is divided into 41,908,000 shares with a par value of VND 10,000 per share.

2. The charter capital shall be used for the following activities: procurement of fixed assets and minimum necessary equipment for the Company's operations; provision of working capital for production and business activities; capital contribution to joint ventures and business cooperation with other economic entities; and financial investment activities.
3. Charter capital must not be used for dividend distribution or redistribution of the Company's assets for decisions relating to amendments to the Company Charter or reduction in production scale.
4. The Company may increase or decrease its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
5. All shares of the Company at the time of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding ordinary shares are provided in Articles 11 and 12 of this Charter.
6. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
7. Ordinary shares must be offered for sale on a priority basis to existing shareholders in proportion to their ownership ratio of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed for by shareholders shall be decided upon by the Board of Directors. The Board of Directors may distribute such shares to other entities under terms and conditions deemed appropriate by the Board, provided that such shares are not sold under more favorable conditions than those offered to existing shareholders, except where shares are sold through the Stock Exchange by auction method.
8. The Company may repurchase shares issued by itself in accordance with the methods prescribed in this Charter and applicable laws. Shares repurchased by the Company shall constitute treasury shares, and the Board of Directors may re-offer such shares in accordance with the Law on Securities, relevant guiding documents, and this Charter.
9. The Company may issue other types of shares upon approval by the General Meeting of Shareholders and in accordance with the law.

Article 7. Share Certificates

1. Shareholders of the Company shall be granted share certificates corresponding to the number and class of shares owned.
2. A share certificate is a certificate issued by the Company, book-entry record, or electronic data confirming ownership of one or more shares of the Company. Share certificates must contain all contents prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within two (02) months from the date of submission of complete documents for transfer of share ownership in accordance with the Company's regulations, or within two (02) months (or another period specified in the issuance terms) from the date of full payment for subscribed shares in accordance with the Company's share issuance plan, the shareholder shall be granted a share certificate. Shareholders shall not bear the printing costs of share certificates.
4. In the event that a share certificate is lost, torn, burnt, destroyed, damaged, or otherwise impaired, the shareholder may request reissuance of a new share certificate, provided that evidence of share ownership is submitted, all related costs are paid to the Company, and the shareholder undertakes responsibility for any disputes arising from the reissuance of the new share ownership certificate. Within fifteen (15) days from the date of receipt of a complete application dossier, the Company shall issue a replacement share certificate.

Article 8. Other Securities Certificates

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

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

1. All shares are freely transferable unless otherwise provided by this Charter, applicable laws, or resolutions of the General Meeting of Shareholders/Board of Directors. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid for may not be transferred and shall not enjoy related rights and benefits such as the right to receive dividends, the right to receive bonus shares issued from equity capital, the right to purchase newly offered shares, and other rights as prescribed by law.
3. In the event that the Company's shares are no longer centrally traded on the Stock Exchange or by other methods prescribed by law, the Board of Directors shall stipulate the procedures for transfer of ownership of the Company's shares.
4. Shares of the Company may be pledged, mortgaged, used as collateral for obligations, or contributed as capital in accordance with applicable laws. The Board of Directors shall prescribe matters relating to the blockage and release of shares upon request of shareholders or competent state authorities.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 10. Organizational Structure, Management and Supervision

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

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Supervisory Board;
4. The Board of Management (Executive Management Board).

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Shareholders are the owners of the Company and shall have rights and obligations corresponding to the number and class of shares they own. Shareholders shall only be liable for debts and other property obligations of the Company to the extent of the capital contributed to the Company.
2. Ordinary shareholders shall have the following rights:
 - a. To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly at such meetings or through authorized representatives, remote voting, or other forms permitted by law. Each ordinary share shall carry one voting right;
 - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. To freely transfer fully paid shares in accordance with this Charter and applicable laws, except where otherwise provided by this Charter, applicable laws, or resolutions of the General Meeting of Shareholders/Board of Directors;
 - d. To be given priority in subscribing for newly issued shares in proportion to their ownership ratio of ordinary shares;
 - e. To inspect and obtain copies or extracts of information relating to names and contact addresses in the list of voting shareholders; and request correction of inaccurate information relating to themselves;
 - f. To access information relating to the list of shareholders entitled to attend meetings of the General Meeting of Shareholders;
 - g. To inspect, 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 of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding after the Company has paid all debts (including obligations to the State, taxes, and fees) and fulfilled obligations to holders of other classes of shares in accordance with the law;
 - i. To request the Company to repurchase shares in cases stipulated in Article 132 of the Law on Enterprises;

j. To be treated equally. Each share of the same class shall grant its holder equal rights, obligations, and interests. Where the Company has preferred shares, the rights and obligations attached thereto must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k. To access periodic and extraordinary information disclosed by the Company in accordance with the law;

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

m. Other rights as provided by law and this Charter.

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

a. To request the convening of a General Meeting of Shareholders in the cases prescribed in Clause 3 Article 115 and Article 140 of the Law on Enterprises;

b. To inspect and obtain copies or extracts of the list of shareholders entitled to attend and vote at meetings of the General Meeting of Shareholders;

c. To inspect, search, extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to trade secrets and business secrets of the Company;

d. To request the Supervisory Board to examine specific matters relating to management and operation of the Company where deemed necessary. Such request must be made in writing and include full name, permanent address, nationality, ID card/passport or other lawful personal identification for individual shareholders; name, head office address, nationality, establishment decision or business registration number for organizational shareholders; number of shares and registration date of shares of each shareholder, total number of shares held by the group, ownership ratio in the Company, matters to be examined, and purpose of examination;

e. To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than three (03) working days prior to the opening date. The proposal must specify the shareholder's name, number and class of shares held, and the matters proposed for inclusion in the agenda;

f. Other rights as provided by law and this Charter.

4. Shareholders or groups of shareholders owning ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board in accordance with Articles 24 and 35 of this Charter. The nomination process shall be conducted as follows:

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

b. Based on the number of members of the Board of Directors and Supervisory Board, shareholders or groups of shareholders prescribed in this Clause shall have the right to nominate one or more candidates as decided by the General Meeting of Shareholders. In the event that the number of nominated candidates is fewer than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 12. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To comply with the Company Charter and the Company's internal regulations; and to comply with resolutions and 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 electronic means.
3. To fully and timely pay for the subscribed shares. Shareholders must not withdraw capital contributed in the form of ordinary shares from the Company in any form, except where shares are repurchased by the Company or another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and related persons in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and for damages incurred;
4. To provide complete and accurate information when registering for share subscription and to update changes during the period of share ownership;
5. To fulfill other obligations in accordance with applicable laws;
6. To bear responsibility for the Company's losses corresponding to the contributed shares;
7. Where participating in the Company's production and business activities, to protect the Company's assets and interests; and to keep confidential the Company's professional activities and production technology know-how;
8. To bear personal responsibility when acting in the name of the Company in any of the following cases:
 - a. Violating the law;
 - b. Conducting business activities and other transactions for personal gain or for the benefit of other organizations or individuals;
 - c. Paying debts not yet due in the face of possible financial risks to the Company.
9. Shareholders participating in the management and operation of the Company who cause loss of money or assets of the Company or damage to the Company shall, according

to the Company's decision, be subject to one of the following measures to ensure liability:

- a. If the amount of money or assets lost (converted into monetary value) is smaller than the value of shares held at the time of the loss, the Company shall have the right to request the Vietnam Securities Depository and Clearing Corporation and depository members to freeze all such shares until the shareholder has fully compensated the losses. Alternatively, the Company may require such shareholder to conduct an agreed transfer of shares to another shareholder designated by the Board of Directors in order to recover the lost amount;
- b. If the amount of money or assets lost (converted into monetary value) or the damage value exceeds the value of shares held at the time of the loss, in addition to the measures prescribed in Point a of this Clause, the Company shall have the right to initiate legal proceedings before a competent court to claim compensation for the remaining damage value.

Article 13. 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 fiscal year. The Annual General Meeting of Shareholders must be convened within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the convening period where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to annual meetings, extraordinary meetings may also be convened. The meeting venue shall be determined as the place where the chairperson attends the meeting and must be located within the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue within Vietnam. The Annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company Charter. Where the audited annual financial statements contain material qualified opinions, adverse opinions, or disclaimers of opinion, the Company must invite representatives of the approved auditing organization performing the audit to attend the Annual General Meeting of Shareholders, and such representatives shall be responsible for attending the meeting.
3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a. When deemed necessary for the interests of the Company;
 - b. When the remaining number of members of the Board of Directors or the Supervisory Board is fewer than the minimum number prescribed by law;
 - c. Upon written request by shareholders or groups of shareholders prescribed in Clause 3 Article 11 of this Charter. The request must clearly state the reasons and purposes of the meeting and bear sufficient signatures of relevant shareholders or may be made in multiple documents with sufficient signatures;
 - d. At the request of the Supervisory Board;
 - 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 meeting within thirty (30) days from the date the number of remaining members of the Board of Directors or Supervisory Board falls below the minimum number prescribed in Point b Clause 3 of this Article, or from the date of receipt of requests specified in Points c and d Clause 3 of this Article;
- b. If the Board of Directors fails to convene the meeting in accordance with Point a Clause 4 of this Article, within the following thirty (30) days, the Supervisory Board must replace the Board of Directors in convening the meeting in accordance with Clause 3 Article 140 of the Law on Enterprises;
- c. If the Supervisory Board also fails to convene the meeting in accordance with Point b Clause 4 of this Article, within the following thirty (30) days, the requesting shareholders or shareholder groups specified in Point d Clause 3 of this Article shall have the right to replace the Board of Directors and Supervisory Board in convening the meeting in accordance with Clause 4 Article 140 of the Law on Enterprises.

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

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

1. The Annual General Meeting of Shareholders shall discuss and approve the following matters:
 - a. Audited annual financial statements;
 - b. Report of the Board of Directors;
 - c. Report of the Supervisory Board;
 - d. Annual business plan of the Company;
 - e. Dividend level for each class of shares;
 - f. Other matters within its authority.
2. The Annual or Extraordinary General Meeting of Shareholders (including obtaining shareholders' opinions in writing) shall approve decisions on the following matters:
 - a. Approval of the Company's development orientation;
 - b. Approval of audited annual financial statements;
 - c. Annual dividend levels for each class of shares in accordance with the Law on Enterprises and the rights attached to such shares. Dividend levels shall not exceed those proposed by the Board of Directors after consultation with shareholders at the meeting;
 - d. Number of members of the Board of Directors and Supervisory Board;
 - e. Approval of the list of independent auditing firms; decision on the auditing firm conducting audits of the Company's operations; dismissal of independent auditors where necessary;
 - f. Election, dismissal, and removal of members of the Board of Directors and Supervisory Board;
 - g. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and Supervisory Board;
 - h. Decision on amendments and supplements to the Company Charter;

- i. Decision on classes of shares and total number of shares of each class authorized for issuance; decision on annual dividends for each class of shares;
 - j. Division, separation, consolidation, merger, or conversion of the Company;
 - k. Decision on reorganization or dissolution of the Company;
 - l. Consideration and handling of violations by members of the Board of Directors or Supervisory Board causing damage to the Company and its shareholders;
 - m. Decision on investment plans and projects within the authority and limits prescribed by law; decisions on investments or sale of assets with value equal to or greater than thirty-five percent (35%) of the total assets recorded in the latest audited financial statements of the Company;
 - n. Decision on repurchase of more than ten percent (10%) of the total issued shares of each class;
 - o. Approval of contracts and transactions entered into by the Company or its branches with persons specified in Clause 1 Article 167 of the Law on Enterprises where the transaction value is equal to or greater than thirty-five percent (35%) of the total assets of the Company recorded in the latest audited financial statements;
 - p. Approval of transactions prescribed in Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing implementation of certain articles of the Law on Securities;
 - q. Approval of internal governance regulations; regulations on operation of the Board of Directors and Supervisory Board;
 - r. Authorization of the Board of Directors to decide and implement matters within the authority of the General Meeting of Shareholders, except where otherwise prescribed by law;
 - s. Other matters as prescribed by law and this Charter.
3. Shareholders shall not participate in voting in the following cases:
- a. Approval of contracts and transactions specified in Point o Clause 2 of this Article where such shareholder or related person is a party to the contract or transaction;
 - b. Repurchase of shares from such shareholder or related person, except where the repurchase is conducted proportionately among all shareholders or through order-matching transactions on the Stock Exchange or public tender offers in accordance with the law.
4. All resolutions and matters included in the meeting agenda must be discussed and voted on at meetings of the General Meeting of Shareholders.

Article 15. Authorized Representatives

- 1. Shareholders and authorized representatives of institutional shareholders may attend meetings in person or authorize one or more individuals or organizations to attend

meetings, or attend meetings through one of the forms prescribed in Clause 3 Article 144 of the Law on Enterprises.

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

a. Where an individual shareholder is the authorizing party, the power of attorney must bear the signature of such shareholder and the individual or legal representative of the authorized organization attending the meeting. For meetings convened by the Board of Directors, the Board of Directors may issue specific written regulations permitting authorization via telephone, fax, or email, provided that the authorization contents can be verified and retained;

b. Where an institutional shareholder is the authorizing party, the power of attorney must bear the signature of the authorized representative or legal representative of the institutional shareholder and the individual or legal representative of the authorized organization attending the meeting;

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

3. Except for the cases prescribed in Clause 3 of this Article, voting ballots cast by authorized representatives within the authorized scope shall remain valid even in the following cases:

a. The authorizing person has died, has limited legal capacity, or has lost legal capacity;

b. The authorizing person has revoked the appointment of authorization;

c. The authorizing person has revoked the authority of the authorized representative.

This provision shall not apply where the Company has received notice of one of the above events at least forty-eight (48) hours before the opening time of the General Meeting of Shareholders or before the reconvened meeting.

Article 16. Changes to Rights Attached to Preferred Shares

1. Resolutions of the General Meeting of Shareholders relating to changes adversely affecting the rights and obligations of holders of preferred shares shall only be adopted if approved by shareholders attending the meeting representing at least seventy-five percent (75%) of the total preferred shares of the same class, or by shareholders owning at least seventy-five percent (75%) of the total preferred shares of the same class in the case of obtaining written opinions.

2. Procedures for conducting such separate meetings shall be implemented in accordance with Articles 18, 19, and 20 of this Charter.

3. Unless otherwise provided in the share issuance terms, special rights attached to classes of preferred shares relating to distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

Article 17. Convening Meetings, Meeting Agenda, and Notice of General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders, or the meeting shall be convened in the cases prescribed in Points b or c Clause 4 Article 13 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting shall be prepared no more than ten (10) days prior to the date of sending the notice of invitation;
 - b. Prepare the agenda and contents of the meeting;
 - c. Prepare documents for the meeting;
 - d. Draft resolutions of the General Meeting of Shareholders according to the proposed agenda;
 - e. Determine the time and venue of the meeting;
 - f. Notify and send meeting notices to all shareholders entitled to attend the meeting;
 - g. Perform other tasks serving the meeting.
3. Notice of the General Meeting of Shareholders shall be sent to all shareholders by guaranteed delivery method and simultaneously published on the Company's website and the Stock Exchange. The convener must send invitations to all shareholders in the list of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the meeting. The meeting agenda and documents relating to matters to be voted on at the meeting shall be sent to shareholders or published on the Company's website. In cases where documents are not enclosed with the notice, the invitation must clearly specify the link to all 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 election of members of the Board of Directors and Supervisory Board (if candidates have already been identified);
 - c. Voting ballots;
 - d. Form of authorization for representatives attending the meeting;
 - e. Draft resolutions for each matter in the meeting agenda.
4. Shareholders or groups of shareholders prescribed in Clause 3 Article 11 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and sent to the Company at least three (03) working days before the opening date of the meeting. Such proposal must include the shareholder's full name, permanent address, nationality, Citizen Identification Card number, Identity Card number, Passport number, or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for institutional shareholders; number and class of shares held; and the proposed matter to be included in the agenda.

5. The convener of the General Meeting of Shareholders shall have the right to refuse proposals prescribed in Clause 4 of this Article in one of the following cases:
 - a. The proposal is submitted beyond the prescribed time limit or lacks sufficient or proper contents;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of ordinary shares as prescribed in Clause 3 Article 11 of this Charter;
 - c. The proposed matter does not fall within the authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include proposals prescribed in Clause 4 of this Article in the proposed agenda and contents of the meeting, except in cases prescribed in Clause 5 of this Article; such proposals shall be officially added to the meeting agenda and contents if approved by the General Meeting of Shareholders.
7. Decisions adopted at meetings of the General Meeting of Shareholders attended directly or by proxy by shareholders representing one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures for convening the meeting, meeting agenda, and meeting procedures are not fully complied with as prescribed.

Article 18. Conditions for Conducting Meetings of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares.
2. If the first meeting fails to satisfy the conditions prescribed in Clause 1 of this Article, the notice of invitation for the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least thirty-three percent (33%) of the total voting shares.
3. If the second meeting fails to satisfy the conditions prescribed in Clause 2 of this Article, the notice of invitation for the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by attending shareholders.
4. Upon proposal by the Chairperson, only the General Meeting of Shareholders shall have the right to amend the meeting agenda attached to the invitation notice in accordance with Clause 6 Article 17 of this Charter.
5. Shareholders may attend the General Meeting of Shareholders in one of the following forms:
 - a. Direct attendance and voting at the General Meeting of Shareholders through physical meetings, online conferences, electronic voting, or other electronic forms;
 - b. Sending voting ballots by registered mail, fax, or email to the Board of Directors no later than one (01) day prior to the opening of the meeting. In the case of registered mail, the

Vote Counting Committee shall have the right to open such voting ballots. In the case of fax or email, the Board of Directors shall ensure confidentiality of the voting contents and hand over the data and information to the Vote Counting Committee;

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

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

1. Before the opening of the meeting, the Company must conduct shareholder registration procedures and continue registration until all attending shareholders entitled to participate have completed registration.
2. Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of such shareholder. Voting cards may be encoded or digitized so that voting and/or vote counting may be conducted through software or digital technological means. The meeting shall elect persons responsible for vote counting or supervising vote counting upon 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 Chairperson's proposal.
3. Shareholders or authorized representatives arriving after the opening of the meeting shall have the right to immediately register and thereafter participate and vote at the meeting. The Chairperson shall not be required to suspend the meeting for late registration, and the validity of matters voted on prior thereto shall remain unchanged.
4. The Chairman of the Board of Directors shall act as Chairperson of meetings convened by the Board of Directors. The Chairman may authorize the Vice Chairman of the Board of Directors to act as Chairperson. In the absence or temporary incapacity of both the Chairman and Vice Chairman, the remaining members of the Board of Directors shall elect one among themselves to act as Chairperson by majority principle. If no Chairperson is elected, the Head of the Supervisory Board shall preside for the General Meeting of Shareholders to elect a Chairperson from among attendees, and the person receiving the highest number of votes shall act as Chairperson.

In other cases, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the Chairperson, and the person obtaining the highest number of votes shall act as Chairperson.

The Chairperson shall have the right to appoint one or more persons as Secretaries of the meeting to prepare the minutes and assist the Chairperson.

Members of the Vote Counting Committee shall be approved by the General Meeting of Shareholders upon nomination by the Chairperson.

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 allocate time for each item.

6. The Chairperson may conduct necessary and reasonable activities to ensure the lawful and orderly conduct of the General Meeting of Shareholders in accordance with the approved agenda and reflecting the wishes of the majority of attendees.
7. The Chairperson may postpone the meeting upon approval or request of the General Meeting of Shareholders having sufficient quorum to another time or change the meeting venue in the following cases:
 - a. The meeting venue does not have sufficient seating capacity for all attendees;
 - b. Communication facilities at the venue do not ensure shareholders' participation, discussion, and voting;
 - c. There are attendees causing obstruction or disorder, posing the risk that the meeting cannot proceed fairly and lawfully.

The maximum postponement period shall not exceed three (03) days from the intended opening date.

8. Where the Chairperson postpones or suspends the meeting contrary to Clause 7 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the Chairperson and continue conducting the meeting until completion, and the validity of resolutions adopted shall remain unaffected.
9. The convener of the General Meeting of Shareholders shall have the right to require shareholders or authorized representatives attending the meeting to undergo inspection or other lawful and reasonable security measures. Where shareholders or authorized representatives fail to comply with such inspection or security measures, the convener may, after careful consideration, refuse admission or expel such persons from the meeting.
10. After careful consideration, the Board of Directors may implement appropriate measures to:
 - a. Arrange seating at the meeting venue;
 - b. Ensure safety for all persons present at the venue;
 - c. Facilitate shareholders in attending or continuing to attend the meeting.

The Board of Directors shall have full authority to amend such measures and apply all necessary measures, including issuance of entry passes or other selection methods.

11. In the event the General Meeting of Shareholders applies the above measures, the Board of Directors may, when determining the meeting venue:
 - a. Notify that the meeting shall be held at the location specified in the invitation notice where the Chairperson shall be present ("Main Venue of the Meeting");
 - b. Arrange for shareholders or authorized representatives unable to attend at the Main Venue or wishing to participate at another location to simultaneously attend the meeting.

The meeting notice is not required to specify detailed organizational measures under this Clause.

12. In this Charter (unless otherwise required by context), all shareholders shall be deemed to participate in the meeting at the Main Venue of the Meeting.
13. Where the Company applies modern technology to organize online General Meetings of Shareholders, the Company shall ensure that shareholders may attend and vote through electronic voting or other electronic forms in accordance with applicable laws.

14. The Company shall hold at least one (01) General Meeting of Shareholders annually. The Annual General Meeting of Shareholders may not be conducted through obtaining written opinions of shareholders.

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

1. The General Meeting of Shareholders shall adopt resolutions within its authority through voting at meetings or obtaining written opinions.
2. Regarding adoption of resolutions at meetings:
 - 2.1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all attending and voting shareholders:
 - a. Classes of shares and total number of shares of each class;
 - b. Changes in business lines and sectors;
 - c. Changes in the Company's management organizational structure;
 - d. Reorganization or dissolution of the Company;
 - e. Transactions involving purchase or sale of assets of the Company, subsidiaries, or branches with a value equal to or greater than thirty-five percent (35%) of the total asset value recorded in the latest audited financial statements of the Company.
- In such cases, the Company representative signing the contract must notify the Board of Directors and Supervisory Board of related persons in relation to such contract or transaction and attach the draft contract or notice of principal transaction contents. The Board of Directors shall submit the draft contract or explanation of principal transaction contents at the meeting or obtain written opinions of shareholders. Shareholders with related interests shall not have voting rights. Such contracts or transactions shall be approved when shareholders representing at least sixty-five percent (65%) of the remaining voting shares approve.
- 2.2. Other resolutions shall be adopted when approved by shareholders owning more than fifty percent (50%) of the total voting shares of all attending and voting shareholders, except for cases prescribed in Clauses 1, 3, 4, and 5 of this Article and Clause 9 Article 21 of this Charter.
3. Resolutions adopted through obtaining written opinions shall be approved when shareholders owning more than fifty percent (50%) of the total voting shares of all shareholders entitled to vote approve, except in cases prescribed in Clauses 4 and 5 of this Article.
4. Voting for election of members of the Board of Directors and Supervisory Board must be conducted by cumulative voting method, whereby each shareholder shall have total voting rights equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or Supervisory Board. Shareholders may allocate all or part of their votes to one or more candidates. Elected members shall be determined in descending order of votes received, starting from the candidate with the highest votes until the required number prescribed in the Charter is reached. In the event that two (02) or more candidates receive equal votes for the final position, re-election shall be conducted among such candidates or selection shall be made in accordance with the election regulations or the Company Charter.

5. Resolutions of the General Meeting of Shareholders adversely affecting the rights and obligations of holders of preferred shares shall only be adopted if approved by shareholders attending the meeting representing at least seventy-five percent (75%) of the total preferred shares of the same class, or by shareholders owning at least seventy-five percent (75%) of the total preferred shares of the same class in the case of obtaining written opinions.

Article 21. Authority and Procedures for Obtaining Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders

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

1. The Board of Directors shall have the right to obtain shareholders' written opinions to adopt all resolutions of the General Meeting of Shareholders at any time when deemed necessary for the interests of the Company.
2. The Board of Directors must prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for such draft resolutions. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable period for consideration and voting, and no later than ten (10) days prior to the deadline for receipt of opinion ballots. Requirements and methods for sending opinion ballots and accompanying documents shall comply with Clause 3 Article 17 of this Charter.
3. Opinion collection ballots must contain the following principal contents:
 - a. Name, head office address, and enterprise code of the Company;
 - b. Purpose of obtaining opinions;
 - c. Full name, permanent address, nationality, Citizen Identification Card number, Identity Card number, Passport number, or other lawful personal identification of individual shareholders; name, enterprise code or establishment decision number, head office address of organizational shareholders; or full name, permanent address, nationality, Citizen Identification Card number, Identity Card number, Passport number, or other lawful personal identification of authorized representatives of organizational shareholders; number of shares of each class and voting rights of shareholders;
 - d. Matters for which opinions are sought for adoption of resolutions;
 - e. Voting options including approval, disapproval, and abstention for each matter;
 - f. Deadline for returning completed opinion ballots to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors.
4. Completed opinion ballots must bear the signature of the individual shareholder, or the legal representative of the organizational shareholder, or the individual/legal representative of the authorized organization.
5. Opinion ballots may be returned to the Company in the following forms:
 - a. By post: Opinion ballots sent to the Company must be enclosed in sealed envelopes and may not be opened before vote counting;

- b. By fax or email: Opinion ballots sent by fax or email must be kept confidential until vote counting;
 - c. Opinion ballots received after the deadline specified in the ballot contents, or opened before vote counting in the case of postal ballots, or disclosed before vote counting in the case of fax/email ballots, shall be invalid. Ballots not returned shall be deemed non-participating votes.
6. The Board of Directors shall conduct vote counting and prepare vote counting minutes under the supervision of the Supervisory Board or shareholders not holding management positions in the Company. Vote counting minutes must contain the following principal contents:
- a. Name, head office address, and enterprise code of the Company;
 - b. Purpose and matters for which opinions are sought for adoption of resolutions;
 - c. Number of shareholders and total voting rights participating in voting, distinguishing valid and invalid ballots and methods of ballot submission, attached with the list of voting shareholders;
 - d. Total votes for approval, disapproval, and abstention for each matter;
 - e. Matters approved;
 - f. Full names and signatures of the Chairman of the Board of Directors, vote supervisors, and vote counters.

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

7. Vote counting minutes must be published on the Company's website within twenty-four (24) hours from completion of vote counting and disclosed in accordance with laws on securities and the securities market.
8. Completed opinion ballots, vote counting minutes, adopted resolutions, and related documents attached to opinion ballots must be retained at the Company's head office.
9. Resolutions adopted through obtaining shareholders' written opinions must be approved by shareholders representing more than fifty percent (50%) of the total voting shares and shall have the same validity as resolutions adopted at meetings of the General Meeting of Shareholders.

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

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio recorded or recorded and retained in other electronic forms. Minutes must be made in Vietnamese and may additionally be made in English, and must contain the following principal contents:
- a. Name, head office address, and enterprise code of the Company;
 - b. Time and venue of the General Meeting of Shareholders;
 - c. Agenda and contents of the meeting;
 - d. Full names of the Chairperson and Secretary;

- e. Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each matter in the agenda;
- f. Number of shareholders and total voting rights of attending shareholders, attached with the registration list of shareholders and representatives attending the meeting with corresponding shares and voting rights;
- g. Matters approved and corresponding voting approval ratios;
- h. Full names and signatures of the Chairperson and Secretary.

Where the Chairperson and Secretary refuse to sign the minutes, such minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all contents prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson and Secretary to sign.

Both Vietnamese and English versions of the minutes shall have equal legal validity. In case of inconsistency between the Vietnamese and English versions, the Vietnamese version shall prevail.

- 2. Minutes of the General Meeting of Shareholders must be completed and approved before the close of the meeting. The Chairperson, Secretary, and other signatories of the minutes shall be jointly liable for the truthfulness and accuracy of the contents.
- 3. Resolutions and minutes of meetings of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting.
- 4. Resolutions and minutes of meetings of the General Meeting of Shareholders shall be deemed authentic evidence of matters conducted at the meeting unless objections to the contents of the minutes are raised in accordance with proper procedures within ten (10) days from the date of sending the minutes.
- 5. Resolutions, minutes of meetings of the General Meeting of Shareholders, appendices of shareholder attendance lists bearing shareholders' signatures, powers of attorney for attendance, and related documents must be retained at the Company's head office.

Article 23. Request for Cancellation of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from receipt of the minutes of the General Meeting of Shareholders or the vote counting minutes for written opinions, members of the Board of Directors, Supervisors, the General Director, shareholders or groups of shareholders prescribed in Clause 3 Article 11 of this Charter shall have the right to request the Court or Arbitration Tribunal to review and cancel resolutions of the General Meeting of Shareholders in the following cases:

- 1. Procedures for convening meetings and adopting resolutions of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company Charter, except in the case prescribed in Clause 2 Article 152 of the Law on Enterprises;
- 2. Contents of the resolutions violate the law or this Charter.

Where resolutions of the General Meeting of Shareholders are cancelled pursuant to decisions of the Court or Arbitration Tribunal, the convener of the cancelled meeting may consider reorganizing the General Meeting of Shareholders within thirty (30) days in accordance with the procedures prescribed by the Law on Enterprises and this Charter.

VII. BOARD OF DIRECTORS

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

1. Where candidates have been identified in advance, information relating to candidates for the Board of Directors shall be included in the meeting documents of the General Meeting of Shareholders and disclosed at least ten (10) days before the opening date of the meeting on the Company's website for shareholders' review before voting. Candidates for the Board of Directors must provide written commitments regarding the truthfulness, accuracy, and reasonableness of disclosed personal information and commit to performing duties honestly if elected. Information disclosed about candidates shall include at least:
 - a. Full name, date of birth;
 - b. Educational qualifications;
 - c. Professional qualifications;
 - d. Working experience;
 - e. Companies where the candidate currently holds positions as member of the Board of Directors or other managerial positions;
 - f. Assessment report on the candidate's contributions to the Company, where such 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 ordinary shares shall have the right to combine voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding total voting shares shall have the right to nominate candidates according to the following ownership ratios:
 - a. From ten percent (10%) to less than twenty percent (20%): entitled to nominate one (01) candidate;
 - b. From twenty percent (20%) to less than thirty percent (30%): entitled to nominate up to two (02) candidates;
 - c. From thirty percent (30%) to less than forty percent (40%): entitled to nominate up to three (03) candidates;
 - d. From forty percent (40%) to less than fifty percent (50%): entitled to nominate up to four (04) candidates;
 - e. From fifty percent (50%) to less than sixty percent (60%): entitled to nominate up to five (05) candidates;
 - f. From sixty percent (60%) to less than seventy percent (70%): entitled to nominate up to six (06) candidates;

- g. From seventy percent (70%) to less than eighty percent (80%): entitled to nominate up to seven (07) candidates;
 - h. From eighty percent (80%) to less than ninety percent (90%): entitled to nominate up to eight (08) candidates.
3. Where the number of candidates nominated or self-nominated remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the mechanism prescribed in the Company's Internal Corporate Governance Regulations. Procedures for the incumbent Board of Directors to nominate candidates must be clearly disclosed and approved by the General Meeting of Shareholders before implementation in accordance with the law.

Article 25. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors shall comprise at least five (05) members and not more than eleven (11) members, with the specific number decided by the General Meeting of Shareholders. The term of office of members shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may only serve as an independent member of the Board of Directors of one company for no more than two (02) consecutive terms.
2. The structure of the Board of Directors, the number of non-executive members, and independent members shall comply with applicable laws.
3. Members and independent members of the Board of Directors must satisfy standards and conditions prescribed by law.
4. A member of the Board of Directors shall cease to hold office in the following cases:
 - a. No longer satisfying qualifications under the Law on Enterprises or being prohibited by law from serving as a member of the Board of Directors;
 - b. Resignation submitted and accepted;
 - c. Other cases prescribed by law and this Charter.
5. Appointment of members of the Board of Directors must be disclosed in accordance with laws on securities and the securities market.
6. Members of the Board of Directors are not required to be shareholders of the Company.

Article 26. Rights and Obligations of the Board of Directors

1. Business operations and affairs of the Company shall be subject to supervision and direction of the Board of Directors. The Board of Directors shall have full authority to exercise rights and obligations of the Company except those falling under the authority of the General Meeting of Shareholders.
2. The Board of Directors shall supervise activities of the Executive Management Board of the Company.
3. Rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:

- a. To decide strategies, medium-term development plans, and annual business plans of the Company;
 - b. To elect, dismiss, or remove the Chairman of the Board of Directors;
 - c. To appoint, dismiss, remove, and determine salaries and other benefits of the General Director;
 - d. To appoint, dismiss, or remove the person in charge of corporate governance and the Secretary of the Board of Directors. The legal representative of the Company shall sign labor contracts, terminate labor contracts, and determine salaries and other benefits for such persons based on resolutions of the Board of Directors;
 - e. To propose mergers, consolidations, reorganizations, dissolution, or bankruptcy of the Company;
 - f. To decide internal management regulations of the Company and other regulations under authority delegated by the General Meeting of Shareholders;
 - g. To approve agendas and documents for meetings of the General Meeting of Shareholders, convene meetings, or obtain shareholders' opinions;
 - h. To propose annual dividend levels; decide timing and procedures for dividend payments or handling of business losses; decide allocation of Company funds in accordance with purposes approved by the General Meeting of Shareholders;
 - i. To propose classes of shares to be issued and total number of shares of each class;
 - j. To propose issuance of convertible bonds and bonds with warrants;
 - k. To decide issuance of non-convertible bonds and bonds without warrants;
 - l. To submit audited annual financial statements to the General Meeting of Shareholders;
 - m. To decide investment plans and projects within authority and limits prescribed by law; to decide investments or sale of assets valued from twenty-five percent (25%) to less than thirty-five percent (35%) of total assets recorded in the latest audited financial statements of the Company;
 - n. To decide issuance of new shares within the authorized number of shares of each class and other forms of capital mobilization (including but not limited to issuance of non-convertible bonds and bonds without warrants);
 - o. To decide matters relating to issuance plans for shares, convertible bonds, bonds with warrants, and use of proceeds therefrom where authorized by the General Meeting of Shareholders in accordance with law;
 - p. Other rights and obligations prescribed by law, resolutions, decisions, or authorization of the General Meeting of Shareholders, this Charter, and internal regulations of the Company.
4. The following matters must be approved by the Board of Directors:
 - a. Establishment, dissolution, or restructuring of branches or representative offices of the Company;
 - b. Decision on establishment of subsidiaries, capital contribution, purchase or sale of shares or capital contributions in enterprises established in Vietnam or abroad with value equal to or

- greater than thirty-five percent (35%) of total assets recorded in the latest audited financial statements of the Company; and appointment of representatives managing such capital contributions or shares;
- c. Within the scope prescribed in Clause 2 Article 153 of the Law on Enterprises and except cases prescribed in Clause 3 Article 167 thereof requiring approval by the General Meeting of Shareholders, to decide implementation, amendment, or cancellation of Company contracts;
 - d. Appointment and dismissal of commercial representatives and lawyers authorized by the Company;
 - e. Decision and execution of construction, purchase, sale, loan, guarantee, security, pledge, mortgage, compensation, and other contracts valued at thirty-five percent (35%) or more of total assets recorded in the latest audited financial statements of the Company. This shall not apply to contracts and transactions prescribed in Clauses 1 and 3 Article 167 and Clause 2 Article 138 of the Law on Enterprises requiring approval by the General Meeting of Shareholders;
 - f. Investments outside the approved business plan and budget exceeding ten percent (10%) of annual business plan and budget value, except investments under authority of the General Meeting of Shareholders or legal representatives under this Charter;
 - g. Valuation of non-cash contributed assets in share issuance, including gold, land use rights, intellectual property rights, technology, and technological know-how;
 - h. Company repurchase or recovery of not more than ten percent (10%) of each class of shares offered within twelve (12) months;
 - i. Determination of repurchase or recovery price of Company shares;
 - j. Business matters or transactions that the Board determines require approval within its authority and responsibilities;
 - k. Approval of contracts and transactions valued at less than thirty-five percent (35%) of total assets recorded in the latest financial statements with persons prescribed in Clause 1 Article 167 of the Law on Enterprises, except transactions prescribed in Clause 3 Article 167 thereof.
- 5. The Board of Directors must report to the General Meeting of Shareholders on its activities, particularly its supervision of the General Director and other executives during the fiscal year.
 - 6. The Board of Directors may authorize the legal representative or members of the Executive Management Board/other executives to perform duties and powers under this Article, except where otherwise prescribed by law.
 - 7. Other duties and powers prescribed by applicable laws.

Article 27. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

- 1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors (excluding authorized representatives) shall be entitled to remuneration and bonuses for their work. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. Such remuneration shall be allocated among members according to agreement within the Board of Directors or equally if no agreement is reached. If a member of the Board of Directors refuses remuneration in writing, no payment shall be made to such member.
3. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, affiliated companies, and other companies in which such member represents contributed capital, must be disclosed in detail in the Company's Annual Report. Remuneration of each member of the Board of Directors must be separately stated in the annual financial statements of the Company and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions or serving on committees of the Board of Directors, or performing duties beyond the normal scope of duties of a Board member, may receive additional remuneration in the form of lump-sum payments, salaries, commissions, percentages of profits, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meal, and other reasonable expenses incurred in performing assigned duties.

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

1. The Board of Directors must elect from among its members one Chairman and one or more Vice Chairmen. The Chairman of the Board of Directors may not concurrently serve as General Director.
2. The Chairman of the Board of Directors shall be responsible for preparing agendas and documents, convening and chairing meetings of the Board of Directors, chairing meetings of the General Meeting of Shareholders, and exercising other rights and obligations prescribed by the Law on Enterprises and this Charter. The Vice Chairman shall exercise the same rights and obligations as the Chairman when authorized by the Chairman. Where the Chairman informs the Board of Directors of his/her absence or inability to perform duties due to force majeure or incapacity but fails to designate or authorize the Vice Chairman, the remaining members of the Board of Directors shall designate the Vice Chairman. Where both the Chairman and Vice Chairman are temporarily unable to perform their duties, the Board of Directors may appoint another member among themselves to perform the duties of the Chairman by majority vote.
3. The Chairman of the Board of Directors shall ensure that the Board of Directors sends annual financial statements, reports on Company operations, audit reports, and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders.
4. In addition to the above rights and obligations, the Chairman of the Board of Directors shall have other rights and obligations as delegated by the General Meeting of Shareholders and the Board of Directors.

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

Article 29. Meetings of the Board of Directors

1. Where the Board of Directors elects a Chairman, the Chairman shall be elected at the first meeting of the term of office within seven (07) working days from the completion of the election of the Board of Directors for such term. This meeting shall be convened by the member receiving the highest number or highest percentage of votes. If more than one (01) member receives the same highest number or percentage of votes, such members shall elect one among themselves by majority principle to convene the meeting. The first meeting of the Board of Directors may elect the Chairman according to the principle that the Chairman must be among those receiving the highest number of votes and is not necessarily required to obtain an absolute majority of votes of all members of the Board of Directors.
2. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, prepare agendas, determine time and venue of meetings at least three (03) working days before the meeting date. The Chairman may convene meetings whenever deemed necessary, but the Board of Directors must meet at least once every quarter.
3. The Chairman of the Board of Directors must convene meetings without unreasonable delay upon written request clearly stating the meeting purpose and matters for discussion from one of the following:
 - a. The General Director or at least five (05) other executives;
 - b. Independent members of the Board of Directors or the Supervisory Board;
 - c. At least two (02) members of the Board of Directors.
4. The Chairman of the Board of Directors must convene meetings within seven (07) working days from receipt of the requests specified in Clause 3 of this Article. Where the Chairman refuses to convene the meeting, he/she shall be liable for damages caused to the Company; the requesting persons specified in Clause 3 may themselves convene the meeting.
5. Upon request of the independent auditing company auditing the Company's financial statements, the Chairman of the Board of Directors must convene a meeting to discuss the audit report and the Company's situation.
6. Meetings of the Board of Directors shall be conducted at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors.
7. Notice of meetings of the Board of Directors must be sent to members of the Board of Directors and Supervisors at least three (03) working days before the meeting date. Members may waive notice in writing, and such waiver may be amended or revoked in writing. Notices must be made in Vietnamese and include full information on time, venue, agenda, matters for discussion, accompanied by necessary documents and voting ballots (except where voting is conducted by show of hands or other non-secret methods).

Meeting notices may be sent by post, fax, email, or other means, provided they are delivered to the registered contact address of each member.

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

If the quorum is not met, the second meeting must be convened within seven (07) days from the intended date of the first meeting. The second meeting shall be conducted if more than one-half (1/2) of the members attend.

9. Meetings of the Board of Directors may be conducted via online conference among members located in different places, provided that each participating member can:

- a. Hear other participating members speaking and discussing during the meeting;
- b. Speak or discuss simultaneously with all other attending members.

Discussion may be conducted directly by telephone or other communication means or a combination thereof. Members participating in such meetings shall be deemed “present” at the meeting. The meeting venue shall be the place where the majority of members are located or where the Chairperson of the meeting is present.

Resolutions adopted at telephone meetings conducted lawfully shall take effect immediately upon conclusion of the meeting but must subsequently be confirmed by signatures in the minutes by all attending members.

10. Members of the Board of Directors may send voting ballots to the meeting by post, fax, or email. Postal ballots must be enclosed in sealed envelopes and delivered to the Chairman at least one (01) hour before the opening of the meeting. Ballots shall only be opened in the presence of all attendees.

11. Voting:

- a. Except as provided in Point b Clause 11 of this Article, each member of the Board of Directors or authorized representative under Clause 8 directly attending the meeting in his/her personal capacity shall have one (01) vote;
- b. Members of the Board of Directors may not vote on contracts, transactions, or proposals in which they or related persons have interests conflicting or potentially conflicting with the interests of the Company. Such members shall still be counted toward the quorum for meetings regarding matters on which they may not vote;
- c. Subject to Point d Clause 11 of this Article, where issues arise relating to interests or voting rights of members who do not voluntarily abstain, the ruling of the Chairperson shall be final unless the nature or extent of such interests has not been fully disclosed;
- d. Members benefiting from contracts prescribed in Points a and b Clause 5 Article 40 of this Charter shall be deemed to have significant interests in such contracts;
- e. Supervisors shall have the right to attend meetings of the Board of Directors, participate in discussions, but shall not have voting rights.

12. Members of the Board of Directors directly or indirectly benefiting from contracts or transactions concluded or proposed to be concluded with the Company and aware of such interests must disclose such interests at the first meeting discussing such contracts or

transactions. Where members are unaware of their interests at the time of conclusion, they must disclose such interests at the first meeting held after becoming aware that they have or will have interests in such transactions or contracts.

13. The Board of Directors shall adopt resolutions and decisions based on majority approval (more than 50%) of attending members. In the event of an equal number of approval and disapproval votes, the vote of the Chairman of the Board of Directors shall be decisive.
14. Resolutions adopted through written opinions shall be approved based on approval of the majority of members entitled to vote. The Chairman of the Board of Directors must send opinion ballots to all members. Written opinion ballots may be sent by courier, email, fax, or a combination thereof. Resolutions adopted through written opinions shall have the same validity and effect as resolutions adopted at meetings.
15. The Chairman of the Board of Directors shall be responsible for sending minutes of meetings to members, and such minutes shall constitute authentic evidence of matters conducted unless objections to contents are raised within ten (10) days from the sending date. Minutes shall be prepared in Vietnamese and may additionally be prepared in English. Minutes must bear signatures of the Chairperson and the minute recorder.

Article 30. Committees under the Board of Directors

1. The Board of Directors may establish committees responsible for development policies, personnel, remuneration, and internal audit. The number of committee members shall be decided by the Board of Directors, with at least three (03) members including Board members and external members. Independent/non-executive Board members must constitute the majority, and one of them shall be appointed as Committee Chairman by the Board of Directors. Committee activities must comply with regulations of the Board of Directors. Committee resolutions shall only take effect when approved by the majority of attending and voting committee members who are also Board members.
2. Implementation of decisions of the Board of Directors, committees under the Board of Directors, or committee members must comply with applicable laws and this Charter.

Article 31. 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 effective corporate governance activities. The term of office shall be decided by the Board of Directors but shall not exceed five (05) years. The Person in Charge of Corporate Governance may concurrently serve as Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises. In such case, the person shall exercise rights and obligations prescribed in Clause 5 of this Article.
2. The Person in Charge of Corporate Governance must satisfy the following standards:
 - a. Having knowledge of law;
 - b. Not concurrently working for the independent auditing company auditing the Company's financial statements;
 - c. Other standards prescribed by law, this Charter, and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided such dismissal does not violate labor laws. The Board of Directors may appoint assistants to the Person in Charge of Corporate Governance from time to time.
4. The Person in Charge of Corporate Governance shall have the following rights and obligations:
 - a. Advising the Board of Directors in organizing meetings of the General Meeting of Shareholders and matters relating between the Company and shareholders;
 - b. Preparing meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders upon request of the Board of Directors or Supervisory Board;
 - c. Advising on meeting procedures;
 - d. Attending meetings;
 - e. Advising on procedures for preparing resolutions of the Board of Directors in accordance with law;
 - f. Providing financial information, copies of minutes of Board meetings, and other information to members of the Board of Directors and Supervisors;
 - g. Supervising and reporting to the Board of Directors on disclosure activities of the Company;
 - h. Acting as liaison with stakeholders;
 - i. Maintaining confidentiality in accordance with law and the Company Charter;
 - j. Other rights and obligations prescribed by law and the Company Charter.
5. Where deemed necessary, the Chairman of the Board of Directors may recruit and appoint one or more Company Secretaries to assist the Board of Directors and the Chairman in performing duties and powers prescribed by law and this Charter. The Chairman may dismiss the Company Secretary when necessary, provided such dismissal does not violate labor laws. The Company Secretary shall have the following rights and obligations:
 - a. Assisting in organizing meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;
 - b. Assisting members of the Board of Directors in exercising assigned rights and obligations;
 - c. Assisting the Board of Directors in applying and implementing principles of corporate governance;
 - d. Assisting the Company in building shareholder relations and protecting lawful rights and interests of shareholders;
 - e. Assisting the Company in complying with obligations regarding information disclosure, public disclosure, and administrative procedures;
 - f. Other rights and obligations prescribed in the Company Charter.

VIII. EXECUTIVE BOARD

Article 32. Organization of the Executive Management Board

1. The Company must ensure that the Executive Management Board is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company.
2. The Executive Management Board of the Company shall comprise the General Director, Deputy General Directors, and Chief Accountant.

Article 33. Legal Representative

1. Legal Representative

- 1.1. The legal representative shall lead and be responsible for directing, assigning, and supervising the performance of duties and powers of the Executive Management Board.
- 1.2. In addition to the provisions of Article 3 of this Charter, the legal representative shall have the following duties and powers:
 - a. To decide on and execute contracts for purchase, sale, borrowing, lending, guarantees, security, pledge, mortgage, and other contracts with value less than thirty-five percent (35%) of the total assets recorded in the latest audited financial statements of the Company. This provision shall not apply to contracts and transactions prescribed in Clause 1 Article 167 of the Law on Enterprises;
 - b. To decide on investments and/or sale of assets and/or transactions prescribed in Clause 1 Article 167 of the Law on Enterprises with value less than twenty-five percent (25%) of the total assets recorded in the latest audited financial statements of the Company;
 - c. To decide on establishment of subsidiaries, capital contribution, purchase and sale of shares or capital contributions in enterprises established in Vietnam or abroad with value less than thirty-five percent (35%) of the total assets recorded in the latest audited financial statements of the Company; and simultaneously appoint representatives to manage the Company's contributed capital or shares in such enterprises;
 - d. To organize implementation of resolutions of the Board of Directors;
 - e. To organize implementation of business plans and investment plans of the Company;
 - f. To propose organizational structure plans and internal management regulations of the Company;
 - g. To appoint, dismiss, or remove Deputy General Directors, Chief Accountant, and other managerial positions in the Company, except positions under authority of the Board of Directors;
 - h. To decide salaries and other benefits for employees of the Company except positions under authority of the Board of Directors;
 - i. To propose dividend payment plans or measures for handling business losses;
 - j. To decide and promulgate regulations, procedures, and other internal documents of the Company except those under authority of the General Meeting of Shareholders and the Board of Directors as prescribed in this Charter.
2. The Executive Management Board shall have the duty to act diligently in supporting the Company to achieve its operational and organizational objectives.
3. Remuneration, salaries, benefits, and other terms under the labor contract of the General Director shall be decided by the Board of Directors, while contracts with other executives shall be decided by the legal representative.
4. Duties and powers of members of the Executive Management Board shall be assigned by the legal representative in accordance with this Charter and resolutions of the General Meeting of Shareholders and the Board of Directors.

Article 34. Appointment, Dismissal, Duties and Powers of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as General Director and enter into a contract specifying remuneration, salary, and other benefits. Remuneration, salary, and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, separately stated in the annual financial statements, and disclosed in the Company's Annual Report.
2. The term of office of the General Director shall not exceed five (05) years and he/she may be reappointed. The appointment may terminate pursuant to the labor contract. The General Director must not be prohibited by law from holding such position and must satisfy standards and conditions prescribed by law and the Company Charter.
3. Standards and conditions for the position of General Director:
 - a. Having full civil act capacity and not belonging to persons prohibited from establishing and managing enterprises in Vietnam under Clause 2 Article 17 of the Law on Enterprises;
 - b. Having professional qualifications or practical experience in business administration, construction, or the Company's principal business sectors;
 - c. Having good health, good moral qualities, high prestige, and performing rights and obligations honestly and diligently for the best interests of the Company and its shareholders;
 - d. Having social knowledge, management experience, and capability in operating Company activities.
4. The General Director shall have the following rights and obligations:
 - a. To decide on matters assigned or delegated by the General Meeting of Shareholders or the Board of Directors, including signing financial, commercial, construction, and other contracts on behalf of the Company within authority; and to organize and manage daily business operations according to best management practices;
 - b. To propose organizational structure plans and internal management regulations of the Company;
 - c. To propose measures for improving operation and management of the Company;
 - d. To recommend the number of executives or managerial personnel required for recruitment or appointment by the Board of Directors under internal regulations, and to propose remuneration, salaries, and other benefits for such persons;
 - e. To recruit employees ensuring efficient business operations;
 - f. No later than December 31 each year, to submit to the Board of Directors for approval a detailed business plan for the following fiscal year, financial plans for use and mobilization of capital consistent with budget requirements, and a three (03)-year financial plan;
 - g. To prepare long-term, annual, and quarterly budgets of the Company for long-term, annual, and quarterly management activities according to business plans. Annual budgets (including projected balance sheets, profit and loss statements, and cash flow statements) for each fiscal year must be submitted to the Board of Directors for approval and must include information prescribed by Company regulations;
 - h. Other rights and obligations prescribed by law, this Charter, internal regulations of the Company, resolutions of the Board of Directors, labor contracts with the Company, and applicable laws.

5. Responsibilities of the General Director:

- a. To perform assigned rights and obligations honestly, prudently, and in the best manner to ensure lawful interests of the Company;
 - b. To remain loyal to interests of the Company; not to use information, know-how, or business opportunities of the Company, or abuse position, authority, or Company assets for personal gain or for interests of other organizations or individuals;
 - c. To promptly, fully, and accurately notify the Company of enterprises in which the General Director or related persons of the General Director own or hold controlling shares or capital contributions;
 - d. To bear personal liability for damages to the Company arising from violations prescribed in Points a, b, and c of this Clause;
 - e. To be accountable to the Board of Directors and the General Meeting of Shareholders for performance of assigned rights, obligations, and responsibilities and to report when requested.
6. The Board of Directors may dismiss or remove the General Director upon approval by the majority of attending members entitled to vote and appoint a replacement General Director.

IX. SUPERVISORY BOARD

Article 35. Nomination and Candidacy for Supervisors

1. Nomination and candidacy procedures for Supervisors shall be implemented similarly to Clauses 1 and 2 Article 24 of this Charter.
2. Where the number of candidates for the Supervisory Board through nomination or self-nomination remains insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanisms prescribed in the Company Charter and Internal Corporate Governance Regulations. Such mechanisms must be clearly disclosed and approved by the General Meeting of Shareholders before implementation.

Article 36. Supervisors

1. The Supervisory Board shall comprise at least three (03) and not more than five (05) Supervisors, with the specific number approved by the General Meeting of Shareholders. The term of office of Supervisors shall not exceed five (05) years and Supervisors may be re-elected for an unlimited number of terms.
2. Supervisors must satisfy standards and conditions prescribed in Article 169 of the Law on Enterprises and this Charter, and must not fall into the following cases:
 - a. Working in the accounting or finance department of the Company;
 - b. Being members or employees of the independent auditing company auditing the Company's financial statements within the preceding three (03) consecutive years.
3. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members based on majority principle. More than half of the members of the Supervisory Board must permanently reside in Vietnam. The Head of the Supervisory Board must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or a discipline related to the Company's business activities.

Rights and obligations of the Head of the Supervisory Board:

- a. To convene meetings of the Supervisory Board;

- b. To request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
 - c. To prepare and sign reports of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.
4. Supervisors shall be dismissed in the following cases:
- a. No longer satisfying standards and conditions under the Law on Enterprises;
 - b. Failing to perform rights and obligations continuously for six (06) months, except in cases of force majeure;
 - c. Resignation submitted and accepted;
 - d. Other cases prescribed by law and this Charter.
5. Supervisors shall be removed in the following cases:
- a. Failure to complete assigned duties and tasks;
 - b. Serious or repeated violations of obligations of Supervisors prescribed by the Law on Enterprises and the Company Charter;
 - c. By decision of the General Meeting of Shareholders;
 - d. Other cases prescribed by law and this Charter.

Article 37. Supervisory Board

1. The Supervisory Board shall have rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:
 - a. To propose and recommend to the General Meeting of Shareholders approval of independent auditing firms auditing the Company's financial statements;
 - b. Where detecting violations of law or the Company Charter by members of the Board of Directors, the General Director, or other executives, to notify the Board of Directors in writing within forty-eight (48) hours, request cessation of violations, and propose remedies;
 - c. To discuss with independent auditors the nature and scope of audits before commencement;
 - d. To seek independent professional or legal advice and ensure participation of external experts with appropriate expertise where necessary;
 - e. To inspect annual, semi-annual, and quarterly financial statements;
 - f. To review accounting books, documents, and management and operational activities whenever deemed necessary or upon decision of the General Meeting of Shareholders or shareholder groups holding more than five percent (5%) of total shares;
 - g. To supervise liquidation of assets and return of capital or assets to creditors and shareholders upon dissolution, bankruptcy, or transfer;
 - h. To recommend measures for supplementing, amending, or improving organizational and operational structures of the Company;
 - i. To supervise capital contributions by the Company into joint ventures and affiliates and results thereof;
 - j. To discuss difficulties and issues arising from interim or final audit results and other matters raised by independent auditors;
 - k. To review management letters of independent auditors and responses of Company management;

- l. To review Company reports on internal control systems before approval by the Board of Directors;
 - m. To review results of internal investigations and responses of management;
 - n. Upon discovering violations of obligations of Company managers, to notify the Board of Directors within forty-eight (48) hours, request cessation of violations, and require remedial measures;
 - o. To be accountable to shareholders for supervisory activities;
 - p. To supervise the Company's financial condition, legality of activities of members of the Board of Directors, the General Director, and other managers, and coordination among the Supervisory Board, Board of Directors, General Director, and shareholders;
 - q. To report to the General Meeting of Shareholders in accordance with the Law on Enterprises;
 - r. Other rights and obligations prescribed by regulations and internal regulations of the Company;
 - s. Other rights and obligations prescribed by law and this Charter.
2. Members of the Board of Directors, the General Director, and other executives must provide full, accurate, and timely information and documents on management, administration, and operations of the Company upon request of the Supervisory Board. The Person in Charge of Corporate Governance must ensure that copies of all resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, and other information/documents provided to shareholders and Board members are simultaneously provided to Supervisors in the same manner.
 3. The Supervisory Board must meet at least twice (02) per year, with attendance by at least two-thirds (2/3) of its members. Minutes of meetings must be detailed and clear. The minute recorder and attending Supervisors must sign the minutes. Minutes must be retained to determine responsibilities of each Supervisor.
 4. Salaries, remuneration, bonuses, and other benefits of Supervisors shall be implemented as follows:
 - a. Supervisors shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount and annual operating budget of the Supervisory Board;
 - b. Supervisors shall be reimbursed for accommodation, travel, and reasonable expenses for independent consultancy services. Total remuneration and expenses shall not exceed the annual operating budget approved by the General Meeting of Shareholders unless otherwise decided by the General Meeting of Shareholders;
 - c. Salaries and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Company in accordance with corporate income tax laws and other relevant regulations and separately stated in the annual financial statements of the Company.

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

Article 38. Duty of Care

Members of the Board of Directors, Supervisors, the General Director, and other executives shall perform their duties, including duties as members of committees under the Board of Directors, honestly and prudently for the interests of the Company.

Article 39. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Supervisors, the General Director, and other executives must disclose related interests in accordance with Article 164 of the Law on Enterprises and other legal regulations.
2. Members of the Board of Directors, Supervisors, the General Director, and other executives are not permitted to use business opportunities that may benefit the Company for personal purposes; nor may they use information obtained by virtue of their positions for personal gain or for the benefit of other organizations or individuals.
3. Members of the Board of Directors, Supervisors, the General Director, and other executives are obliged to notify the Board of Directors of all interests that may conflict with the interests of the Company and which they may enjoy through economic entities, transactions, or other individuals. Such persons may only use those opportunities when the members of the Board of Directors without related interests decide not to pursue the matter.
4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not grant loans or guarantees to members of the Board of Directors, Supervisors, the General Director, other executives, or related individuals and organizations, or legal entities in which such persons have financial interests, except where the public company and related organizations are companies within the same corporate group, including parent-subsidiary groups, economic groups, or where otherwise provided by specialized laws.
5. Contracts or transactions between the Company, its subsidiaries, or enterprises directly controlled by the Company holding more than fifty percent (50%) of charter capital, and one or more members of the Board of Directors, Supervisors, the General Director, other executives, or related individuals/organizations, or companies, partners, associations, or organizations in which such persons or related persons are members or have financial interests, shall not be invalidated in the following cases:
 - a. For contracts with value less than thirty-five percent (35%) of the total assets recorded in the latest financial statements, where material contents of the contract or transaction and related interests of the Board members, Supervisors, General Director, or executives have been reported to the Board of Directors and approved by majority vote of Board members without related interests;
 - b. For contracts with value equal to or greater than thirty-five percent (35%) of the total assets recorded in the latest financial statements, where material contents of the contract or transaction and related interests have been disclosed to shareholders without related interests entitled to vote, and such shareholders have approved the contract or transaction;

- c. Where the contract or transaction is deemed fair and reasonable in all respects by an independent consulting organization at the time it is approved by the Board of Directors or the General Meeting of Shareholders.
- Members of the Board of Directors, Supervisors, the General Director, other executives, and related organizations or individuals must not use undisclosed Company information or disclose it to others for conducting related transactions.
- d. Senior officers must not abuse their positions to pressure subordinates for personal gain. They must respect the interests of the Company, must not embezzle Company assets, and must not commit any act, in any form, intended to convert Company assets or benefits into personal assets or benefits.
- e. The Company must not provide loans or guarantees to individual shareholders or related persons of such shareholders.
- f. The Company must not provide loans or guarantees to related persons of institutional shareholders except where the Company and such related organizations are companies within the same corporate group, including parent-subsidiary groups or economic groups, and such transactions are approved by the General Meeting of Shareholders or the Board of Directors within their authority.

Article 40. Liability for Damages and Indemnification

- 1. Members of the Board of Directors, Supervisors, the General Director, and other executives who violate their duties of honesty and prudence or fail to fulfill obligations with diligence and professional competence shall be liable for damages caused by such violations.
- 2. The Company shall indemnify persons who have been, are, or may become parties to complaints, lawsuits, or prosecutions (including civil and administrative cases, excluding lawsuits initiated by the Company) if such persons have been or are members of the Board of Directors, Supervisors, the General Director, other executives, employees, or authorized representatives of the Company, or have acted at the request of the Company in such capacities, provided that they acted honestly, prudently, diligently, in the interests of the Company or not contrary thereto, complied with the law, and there is no evidence confirming violation of their responsibilities.
- 3. When performing duties or tasks authorized by the Company, members of the Board of Directors, Supervisors, other executives, employees, or authorized representatives shall be indemnified by the Company when becoming parties to complaints, lawsuits, or prosecutions (excluding lawsuits initiated by the Company) in the following cases:
 - a. Having acted honestly, prudently, diligently, for the interests of the Company and not contrary thereto;
 - b. Having complied with the law and where there is no evidence confirming failure to fulfill responsibilities.
- 4. Indemnification expenses shall include incurred costs (including attorneys' fees), judgment costs, fines, and actual or reasonably estimated payments in resolving such matters within the scope permitted by law. The Company may purchase insurance for such persons against the indemnification liabilities mentioned above.

XI. RIGHTS TO INSPECT COMPANY BOOKS AND RECORDS

Article 41. Rights to Inspect Books and Records

1. Shareholders or groups of shareholders holding five percent (5%) or more of total ordinary shares shall have the right to inspect, search, and extract minutes books, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to trade secrets and business secrets of the Company and its shareholders.
Where authorized representatives or lawyers of shareholders/groups request inspection of books and records, they must present authorization letters or notarized copies thereof.
2. Members of the Board of Directors, Supervisors, the General Director, and other executives shall have the right to inspect the Company's shareholder register, shareholder lists, and other books and records for purposes related to their positions, provided such information remains confidential.
3. The Company must retain this Charter and amendments thereto, the Enterprise Registration Certificate, regulations, documents evidencing ownership rights to assets, resolutions of the General Meeting of Shareholders and Board of Directors, minutes of meetings, reports of the Board of Directors and Supervisory Board, annual financial statements, accounting books, and other documents prescribed by law at the head office or another notified location.
4. The Company Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 42. Employees and Trade Union

1. The General Director shall prepare plans for approval by the Board of Directors regarding recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline applicable to employees and executives.
2. The General Director shall prepare plans for approval by the Board of Directors regarding the Company's relations with Party organizations and Trade Unions according to best management standards, practices, policies, this Charter, Company regulations, and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 43. Profit Distribution

1. The General Meeting of Shareholders shall decide annual dividend levels and forms of dividend payment from retained earnings of the Company based on proposals of the Board of Directors.
2. In accordance with the Law on Enterprises, the Board of Directors may decide interim dividend payments/advances where such payments are considered consistent with the Company's profitability.
3. Cash dividend payments must be completed within six (06) months from the closing date of the Annual General Meeting of Shareholders.
4. The Company shall not pay interest on dividend amounts or other payments relating to shares.

5. The Board of Directors may propose to the General Meeting of Shareholders approval of dividend payments in shares or other assets, and the Board of Directors shall implement such decisions.
6. Where dividends or other payments relating to shares are paid in cash, payment must be made in Vietnam Dong. Payments may be made directly or through banks based on shareholder-provided banking details. Where the Company transfers payments according to shareholder-provided information but the shareholder does not receive funds, the Company shall not be liable. Dividend payments for listed/registered shares may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
7. With approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares may receive dividends in ordinary shares instead of cash. Such additional shares shall be deemed fully paid, with equivalent value to the cash dividend amount.
8. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt resolutions determining a record date. Based on such date, shareholders or holders of other securities shall have rights to attend shareholder meetings, receive dividends, interest, profit distributions, shares, notices, or other rights. The record date may be the same day or prior to implementation of such rights. This shall not affect rights of parties in share or securities transfer transactions.
9. Other matters relating to profit distribution shall comply with applicable laws.

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

Article 44. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or foreign banks licensed to operate in Vietnam.
2. With prior approval of competent authorities, the Company may open bank accounts abroad where necessary.
3. The Company shall conduct all payments and accounting transactions through VND or foreign currency accounts opened at banks. The Company may also implement other payment methods as decided by the Board of Directors and/or the General Director.

Article 45. Fiscal Year

1. The fiscal year of the Company shall begin on January 1 and end on December 31 of the same year.
2. The first fiscal year shall commence on the date of issuance of the first Enterprise Registration Certificate and end on December 31 of that year.

Article 46. Accounting Regime

1. The Company shall apply the enterprise accounting regime or specialized accounting regime issued or approved by competent authorities.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records according to business activities and applicable accounting laws. Such records

must be accurate, updated, systematic, and sufficient to prove and explain Company transactions.

3. The Company shall use Vietnam Dong as its accounting currency. Where the Company mainly conducts transactions in a foreign currency, it may choose such foreign currency as accounting currency, assume legal responsibility, and notify tax authorities.
4. The Company must conduct audits of financial statements in accordance with applicable laws.

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

Article 47. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company must prepare annual financial statements in accordance with law and regulations of the State Securities Commission, and such reports must be audited pursuant to Article 49 of this Charter. Within ninety (90) days from the end of each fiscal year, the Company must submit annual financial statements approved by the General Meeting of Shareholders to competent tax authorities, the State Securities Commission, the Stock Exchange, and the Business Registration Authority.
2. Annual financial statements must include profit and loss statements reflecting truthfully and objectively the Company's financial performance; statements of financial position reflecting objectively the Company's operations at reporting dates; cash flow statements; and explanatory notes.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations of the State Securities Commission and Stock Exchange, and submit them to relevant tax authorities and the Business Registration Authority.
4. Audited annual financial statements (including auditors' opinions), reviewed semi-annual financial statements, and quarterly financial statements must be published on the Company's website.
5. Interested organizations and individuals shall have the right to inspect or copy audited annual financial statements, reviewed semi-annual financial statements, and quarterly financial statements during working hours at the Company's head office upon payment of reasonable copying fees.

Article 48. Annual Report

The Company must prepare and disclose Annual Reports and supporting documents in accordance with laws on enterprises, securities, and the securities market.

XVI. COMPANY AUDIT

Article 49. Audit

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

2. The independent auditing firm shall inspect, certify, prepare audit reports, and submit such reports to the Board of Directors within two (02) months from the end of the fiscal year.
3. Copies of audit reports shall be attached to annual financial statements.
4. Independent auditors auditing the Company may attend meetings of the General Meeting of Shareholders, receive notices and information relating thereto, and express opinions on matters relating to auditing of financial statements.

XVII. SEAL

Article 50. Seal

1. The Board of Directors shall decide the type, quantity, form, and contents of seals of the Company, branches, and representative offices (if any), and such seals shall be engraved in accordance with laws and this Charter.
2. The Board of Directors and the General Director shall use and manage seals in accordance with applicable laws.

XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION

Article 51. Termination of Operations

1. The Company may terminate operations in the following cases:
 - a. Declared bankrupt by a court under applicable laws;
 - b. Early dissolution by resolution of the General Meeting of Shareholders;
 - c. Revocation of the Enterprise Registration Certificate;
 - d. Other cases prescribed by law.
2. Early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by competent authorities where required.

Article 52. Liquidation

1. At least six (06) months after a dissolution decision, the Board of Directors must establish a Liquidation Committee comprising three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall establish its own operating regulations. Members may be employees of the Company or independent experts. All liquidation expenses shall be prioritized for payment before other debts.
2. The Liquidation Committee shall report to the Business Registration Authority regarding establishment and commencement dates. From that point, the Committee shall represent the Company in all matters relating to liquidation before courts and administrative authorities.
3. Proceeds from liquidation shall be distributed in the following order:
 - a. Liquidation expenses;
 - b. Outstanding salaries, severance allowances, social insurance, and other employee benefits;
 - c. Tax debts;
 - d. Other debts of the Company;

- e. Remaining assets after payments under Points a–d shall be distributed to shareholders, with preference shares paid first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 53. Internal Dispute Resolution

1. Where disputes or complaints arise relating to Company operations or rights and obligations of shareholders under the Law on Enterprises, other laws, the Company Charter, between:
 - a. Shareholders and the Company;
 - b. Shareholders and the Board of Directors, Supervisory Board, General Director, or other executives;
- the parties shall endeavor to resolve disputes through negotiation and mediation. Except disputes involving the Board of Directors or its Chairman, the Chairman of the Board of Directors shall preside over dispute resolution and request parties to provide relevant information within sixty (60) working days from occurrence of the dispute. Where disputes involve the Board of Directors or the Chairman, any party may request appointment of an independent expert as mediator.
2. Where no mediation decision is reached within sixty (60) days from commencement or the mediation decision is not accepted, either party may submit the dispute to Economic Arbitration or competent Vietnamese Courts.
3. Parties shall bear their own costs relating to negotiation and mediation. Court costs shall comply with court judgments.

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 54. Company Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders, except adjustments to charter capital resulting from issuance of additional shares within the number of shares authorized for offering under resolutions of the General Meeting of Shareholders.
2. Where legal provisions relating to Company operations are not mentioned in this Charter or where new legal provisions differ from provisions herein, such legal provisions shall automatically apply and govern Company operations.

XXI. EFFECTIVE DATE

Article 55. Effective Date

1. This Charter consists of twenty-one (21) Chapters and fifty-five (55) Articles, approved by the General Meeting of Shareholders of Thang Long Corporation – Joint Stock Company on 31/3/ 2026 and effective in its entirety.
2. This Charter is the sole and official Charter of the Company.
3. Copies or extracts of the Company Charter shall be valid when bearing signatures of the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

Signature of the legal representative of the Company

**CHAIRMAN OF THE BOARD OF
DIRECTORS**

GENERAL DIRECTOR

(Signed)

(Signed)

VU ANH TUAN

NGUYEN VIET HA