

**CÔNG TY CỔ PHẦN
XÂY DỰNG SỐ 3 HẢI PHÒNG**
Hai Phong Construction Joint-
Stock Corporation No.3

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số/No: 04/2026/CBTT-HC3

Hải Phòng, ngày 21 tháng 05 năm 2026
Hai Phong, 21st May 2026

CÔNG BỐ THÔNG TIN
TRÊN CỔNG THÔNG TIN ĐIỆN TỬ CỦA ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC
VÀ SỞ GIAO DỊCH CHỨNG KHOÁN HÀ NỘI
DISCLOSURE OF INFORMATION
ON THE STATE SECURITIES COMMISSION'S PORTAL
AND HANOI STOCK EXCHANGE'S PORTAL

Kính gửi: - Ủy ban Chứng khoán Nhà nước/ State Securities Commission
- Sở Giao dịch chứng khoán Hà Nội/ Hanoi Stock Exchange

I. Thông tin chung/ General Information

Tên Tổ chức phát hành: Công ty cổ phần xây dựng số 3 Hải Phòng
Organization name: Hai Phong Construction Joint-Stock Corporation No.3

Tên giao dịch: Công ty cổ phần xây dựng số 3 Hải Phòng
Trading name: Hai Phong Construction Joint-Stock Corporation No.3

Mã chứng khoán/ Stock symbol: HC3

Trụ sở chính: Tầng 3, tòa nhà Htower II, số 195 Văn Cao, Phường Gia Viên, Thành phố Hải Phòng.

Head office address: 3rd floor, HTower II, 195 Van Cao Street, Gia Viên Ward, Hai Phong City

Người thực hiện công bố thông tin: Bà Vũ Thị Vân Thương – Thư ký HĐQT
Person in charge of information disclosure: Ms. Vu Thi Van Thuong – BOD's secretary

Điện thoại/ Telephone: 0225.3849481 Fax: 0225.3840314

Loại thông tin công bố/ Type of information disclosure:

- | | | |
|--|---|---|
| <input type="checkbox"/> 24 giờ
Within 24 hours | <input type="checkbox"/> 72 giờ
Within 72 hours | <input type="checkbox"/> |
| <input type="checkbox"/> Định kỳ
Periodic | <input checked="" type="checkbox"/> Bất thường
Extraordinary | <input type="checkbox"/> Theo yêu cầu
Upon request |

II. Nội dung thông tin công bố/ Contents of information disclosure

Công ty cổ phần xây dựng số 3 Hải Phòng công bố thông tin: Điều lệ tổ chức và hoạt động của Công ty sau sửa đổi đã được Đại hội đồng cổ đông thường niên năm 2026 phê duyệt.

The Hai Phong Construction Joint Stock Corporation No.3 hereby discloses the following information: The amended Company's Charter on Organization and Operation approved by the 2026 Annual General Meeting of Shareholders.



III. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty cổ phần xây dựng số 3 Hải Phòng vào ngày 21/05/2026 tại đường dẫn <https://haco3.com.vn/p18-cong-bo-thong-tin.html> (Chuyên mục Thông tin cổ đông).

This Information was published on the company's website on 21/05/2026, as in the link <https://haco3.com.vn/p18-cong-bo-thong-tin.html> (Shareholder Information section).

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby certify that the above information is true and correct and we take full responsibility before the law for the disclosed information.*

Nơi nhận/ Recipients:

- Như trên/ As above
- HĐQT/BOD
- Ban kiểm soát/BS
- Lưu/ For filing

NGƯỜI LUY QUYỀN CÔNG BỐ THÔNG TIN



PERSON AUTHORIZED TO DISCLOSE INFORMATION

Phó Phòng Kế Toán
VŨ THỊ VÂN THƯỜNG



SOCIALIST REPUBLIC OF VIETNAM
INDEPENDENCE – FREEDOM – HAPPINESS
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CHARTER ON
ORGANIZATION AND OPERATION

HAI PHONG CONSTRUCTION
JOINT-STOCK CORPORATION NO.3

HAI PHONG – MAY 2026



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INTRODUCTION

According to:

- Law on Enterprises No.59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17th June 2020, and its amendments, supplements, and guiding legal documents.
- Law No.76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises No.59/2020/QH14, as amended and supplemented by Law No.03/2022/QH15
- Law on Securities No. 54/2019/QH14 adopted by the National Assembly on 26th November 2019, and its amendments, supplements and its guiding legal documents.
- Decree No.155/2020/ND-CP dated 31st December 2020 of the Government guiding the implementation of the Law on Securities, and its amendments and supplements.
- Decree No.245/2025/ND-CP amending and supplementing a number of articles of Decree No.155/2020/ND-CP dated 31st December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
- Circular No.116/2020/TT-BTC dated 31st December 2020 of the Ministry of Finance providing guidance on a number of articles of Decree No.155/2020/ND-CP.
- Circular No.96/2020/TT-BTC dated 16th November 2020 of the Ministry of Finance providing guidance on information disclosure on the securities market, and its amendments and supplements.
- The Model Charter applicable to public companies issued by the Ministry of Finance under Circular No.116/2020/TT-BTC dated 31st December 2020.

This Charter is issued by Hai Phong Construction Joint Stock Corporation No.3 (hereinafter referred to as the "Company") pursuant to a valid resolution of the General Meeting of Shareholders of Hai Phong Construction Joint Stock Corporation No.3 duly convened on 20th May 2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the terms below are construed as follows:

- a. "Charter capital" is the capital contributed by all shareholders and specified in Article 5 of this Charter;
- b. "Law on Enterprises" means Law on Enterprises No.59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17th June 2020, and any amendments, supplements or replacements thereof from time to time;
- c. "Law on Securities" means Law on Securities No.54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26th November 2019, and any amendments, supplements or replacements thereof from time to time;
- d. "Establishment date" means the date on which the company is granted the Enterprise Registration Certificate (Business Registration Certificate) for the first time;

- d. "Managerial officers" mean the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant, and other management positions in the Company approved by the Board of Directors;
 - e. "Related person" means an individual or organization as prescribed in Clause 17, Article 4 of the Law on Enterprise;
 - f. "Duration of operation" means the operating time of the Company as prescribed in Article 2 of this Charter and the extension time (if any) approved by a resolution of the General Meeting of Shareholders;
 - g. "Dividend" means the net profit paid for each share in cash or other assets from the remaining profits of the Company after the Company has fulfilled its financial obligations;
 - h. "Vietnam" is the Socialist Republic of Vietnam.
2. In this Charter, references to one or more provisions or other documents shall include any amendments thereto or replacement documents.
3. The headings (chapters and articles of this Charter) are used for convenience in understanding the contents only and shall not affect the contents of this Charter.

II. NAME, LEGAL FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE AND DURATION OF OPERATION OF THE COMPANY

Article 2. Name, Legal Form, Head Office, branches, Representative Offices and Duration of Operation of the Company

1. Company name:

- Vietnamese name: CÔNG TY CỔ PHẦN XÂY DỰNG SỐ 3 HẢI PHÒNG
- English name: HAI PHONG CONSTRUCTION JOINT-STOCK CORPORATION NO.3
- Trading name: CÔNG TY CỔ PHẦN XÂY DỰNG SỐ 3 HẢI PHÒNG
- Abbreviated Name: HACO3

2. The Company is a joint-stock company with legal personality in accordance with the laws of Vietnam.

3. The registered head office of the Company is:

- Address: 3rd Floor, Htower II Building, 195 Van Cao Street, Gia Vien Ward, Hai Phong City
- Tel: (0225) 3849481; (0225) 3845553
- Fax: (0225) 3840314
- Email: ctyxaydung3@hn.vnn.vn
- Website: <http://www.haco3.com.vn>

4. The Chairman of the Board of Directors (or the Director or General Director) shall be the legal representative of the Company.

The General Meeting of Shareholders authorizes the Board of Directors to decide on the appointment of additional legal representatives or any change thereto whenever deemed necessary from time to time.

5. The Company may establish branches and representative offices at business locations in order to achieve the Company's operational objectives in accordance with decisions of the Board of Directors and within the scope permitted by law.

6. Unless the Company is terminated prior to its term in accordance with Clause 2 of Article 47 or its operational term is extended pursuant to Article 48 of this Charter, the duration of operation of the Company shall commence from the date of its establishment and shall be indefinite.

III. OBJECTIVE, BUSINESS SCOPE AND OPERATION OF THE COMPANY

Article 3. Objective of the Company

1. The business sectors of the Company shall include:

- Construction of buildings of all kinds;
- Construction of railways and roads (Details: Construction of transportation works, bridges and culverts);
- Site preparation;
- Wholesale of metals and metal ores (Details: Wholesale of iron and steel);
- Wholesale of other household products (Details: Wholesale of household electrical appliances, refrigeration equipment, lamps and electric lighting fixtures);
- Construction of utility projects (Details: Construction and installation of electrical transmission lines and transformer substations up to 35kV)
- Restaurants, eateries and food service establishments (excluding bars);
- Tour operation services;
- Manufacture of beds, wardrobes, tables and chairs;
- Activities of general, specialized and dental clinics (Details: Medical examination and treatment services);
- Preschool education;
- Other remaining business support service activities not elsewhere classified (Details: Project formulation consultancy; Project management consultancy);
- Retail sale of beverages in specialized stores;
- Wholesale of tobacco and pipe tobacco products;
- Travel agency services;
- Electrical system installation (Details: Installation of electrical systems, lighting systems, and fire prevention and fighting systems);
- Sports and recreation education;

- Wholesale of alcoholic beverages;
- Retail sale in supermarkets and commercial centers (Details: Retail sale of clothing, footwear, hardware products, household goods, cosmetics, jewelry, sporting goods, foodstuffs, beverages, tobacco products, and children's toys);
- Installation of water supply, drainage, heating and air-conditioning systems;
- Wholesale of non-alcoholic beverages;
- Demolition;
- Other building installation activities (Details: Installation and erection of pre-engineered steel building frames);
- Short-term accommodation services (Details: Hotels; Villas or apartments providing short-term accommodation services)
- Support services related to the promotion and organization of tours;
- Architectural and related technical consultancy activities (Details: Design of civil and industrial works);
- Retail sale of hardware, paints, glass and other construction installation equipment in specialized stores (Details: Retail sale of hardware products in specialized stores; Retail sale of paints, colors and varnishes in specialized stores; Retail sale of construction glass in specialized stores; Retail sale of cement, bricks, roofing tiles, stones, sand, gravel and construction materials in specialized stores; Retail sale of ceramic tiles and sanitary equipment in specialized stores);
- Manufacture of structural metal products (Details: Manufacture of pre-engineered steel building frames);
- Retail sale of tobacco and pipe tobacco products in specialized stores;
- Construction of other civil engineering projects (Details: Construction of industrial works, irrigation works, canals and ditches);
- Wholesale of construction materials and other installation supplies used in construction (Details: Wholesale of bamboo, rattan, timber and processed wood; Wholesale of cement; Wholesale of construction bricks; Wholesale of paints and varnishes; Wholesale of ceramic tiles and sanitary equipment; Wholesale of hardware and metal products);
- Real estate business, land use rights owned, used or leased (Details: Real estate business including housing business, office leasing and residential leasing);
- Sauna, massage and similar wellness enhancement services (excluding sports activities)
- Hair cutting, hairdressing and shampooing services;
- Activities of sports clubs;
- Wedding service activities (excluding marriage brokerage services involving foreign elements);
- Trade promotion and commercial facilitation services;

- Cultural and artistic education;
- Other education not elsewhere classified (Details: Foreign language and conversational skills training; Information technology training)

2. The operational objectives of the Company are to mobilize and efficiently utilize capital for the development of its production and business activities in the business sectors specified in Clause 1 of this Article and other business sectors in compliance with the Law on Enterprises, with the objective of maximizing profits, creating stable employment for employees, ensuring the lawful interests of shareholders, fulfilling obligations to the State Budget, and promoting the sustainable growth and development of the Company.

Article 4. Business scope and Operation

1. The Company shall be entitled to formulate plans and carry out all business activities in accordance with the provisions of applicable laws, and to undertake appropriate measures to achieve the objectives of the Company.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 5. Charter capital, Shares and Founding Shareholders

1. As of the date of adoption of this Charter, the charter capital of the Company is VND 206,857,170,000 (in words: two hundred six billion, eight hundred fifty-seven million, one hundred seventy thousand Vietnamese dong).

The total charter capital of the Company is divided into 20,685,717 shares with a par value of VND 10,000 per share.

2. The Company may adjust its charter capital upon approval by the General Meeting of Shareholders in accordance with the provisions of law. The charter capital of the Company specified in Clause 1 of Article 5 of this Charter shall be adjusted in accordance with the decision of the General Meeting of Shareholders and upon completion of procedures for amendment of charter capital as prescribed by law.

3. As of the date of adoption of this Charter, all shares of the Company are ordinary shares. The rights and obligations attached thereto are provided for in Article 11 of this Charter.

4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of applicable laws.

5. Ordinary shares shall be offered for sale to existing shareholders in priority, in proportion to their respective holdings of ordinary shares in the Company, unless otherwise resolved by the General Meeting of Shareholders. Any shares not subscribed for by existing shareholders shall be determined by the Board of Directors. The Board of Directors may allocate such unsubscribed shares to other persons on such terms and in such manner as the Board of Directors deems appropriate; provided, however, that such shares shall not be sold on terms more favorable than those offered to the existing shareholders, unless such shares are sold through the Stock Exchange by way of auction.

6. The Company may repurchase shares issued by itself in the manner provided for in this Charter and in accordance with applicable laws. Shares repurchased by the Company shall constitute treasury shares, and the Board of Directors may re-offer such treasury shares in a manner consistent with this Charter, the Law on Securities, and relevant guiding regulations.

7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with the provisions of applicable laws.

Article 6. Share Certificates

1. Shareholders of the Company shall be issued with share certificates or be recorded in the Company's register of securities holders corresponding to the number and class of shares they own.

2. Share certificates must bear the seal of the Company and the signature of the legal representative of the Company in accordance with the provisions of the Law on Enterprises. A share certificate shall specify the number and class of shares held by the shareholder, the full name of the holder, and other information as prescribed by the Law on Enterprises.

3. Within 30 days from the date of submission of a complete application dossier for transfer of share ownership in accordance with the regulations of the Company, or within two (02) months (or such other period as provided in the issuance terms) from the date of full payment for the subscribed shares in accordance with the Company's share issuance plan, the owner of such shares shall be issued a share certificate. The holder of shares shall not be required to pay to the Company any expenses for the printing of share certificates.

4. In the event that a share certificate is damaged, defaced, lost, stolen or destroyed, the shareholder thereof may request the issuance of a new share certificate, provided that sufficient evidence of share ownership is furnished and all related expenses are paid to the Company.

Article 7. Other Securities Certificates

Bond certificates or other securities certificates of the Company (excluding offering documents, temporary certificates and similar documents) shall be issued bearing the seal and specimen signature of the legal representative of the Company.

Article 8. Transfer of Shares

1. All shares shall be freely transferable unless otherwise provided in this Charter or by law. Shares listed on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares not fully paid up shall not be transferable and shall not be entitled to related rights and benefits, including the right to receive dividends, the right to receive bonus shares issued for the purpose of increasing share capital from equity sources, and the pre-emptive right to subscribe for newly offered shares.

3. In the event of the death of a shareholder, the testamentary heirs or the legal representatives of the heirs at law, or the administrators of the estate of the deceased, shall be recognized by the Company as the only person(s) entitled to or having beneficial interests in the shares; provided, however, that this provision shall not release the estate of the deceased shareholder from any liabilities attached to any shares held by such shareholder.

Article 9. Forfeiture of Shares

1. In the event that a shareholder fails to pay in full and on time the amount payable for subscribed shares, the Board of Directors shall notify and may require such shareholder to pay the outstanding amount together with interest accrued thereon and any expenses incurred by the Company as a result of such failure to make full payment.

2. The aforesaid notice of payment must specify the new payment deadline (which shall be at least seven (07) days from the date of dispatch of the notice), the place of payment, and shall clearly state that, in the event of failure to make payment as required, the unpaid shares shall be subject to forfeiture.

3. If the requirements set out in the aforesaid notice are not complied with, the Board of Directors may forfeit any shares referred to in such notice at any time prior to full payment of all amounts due, accrued interest and related expenses. Such forfeiture shall include all dividends declared in respect of the forfeited shares which have not actually been paid prior to the date of forfeiture. The Board of Directors may accept the surrender of forfeited shares in accordance with the provisions below and in other cases as provided for in this Charter.

4. Forfeited shares shall become the property of the Company and may be sold, re-allotted or otherwise disposed of to the person who held such shares prior to the forfeiture or to any other person on such terms and in such manner as the Board of Directors deems appropriate. If necessary, the Board of Directors may authorize any person to transfer such shares to another person.

5. A shareholder holding forfeited shares shall cease to be a shareholder in respect of such shares, but shall remain liable to pay to the Company all amounts relating to such shares which, as at the date of forfeiture, were payable to the Company, together with interest thereon at a rate equal to one and a half (1.5) times the 12-month lending interest rate announced by the Joint Stock Commercial Bank for Foreign Trade of Vietnam or at such other rate as decided by the Board of Directors, calculated from the date of forfeiture until the date of full payment. The Board of Directors shall have full authority to enforce payment of the entire value of the shares as at the date of forfeiture.

6. Notice of forfeiture shall be given to the holder of the forfeited shares prior to the date of forfeiture. The forfeiture shall remain valid notwithstanding any omission or negligence in giving such notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 10. Organization Structure, Governance and Control

Organization Structure, governance and control of the Company shall consist of:

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

VI. SHARES AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Shareholders, as owners of the Company, shall have rights and obligations corresponding to the number and class of shares they own. Shareholders shall be liable for the debts and other property obligations of the Company only to the extent of the capital they have contributed to the Company.
2. Ordinary shareholders shall have the following rights:
 - a. To attend and speak at the General Meeting of Shareholders and exercise voting rights directly at the General Meeting of Shareholders, through an authorized representative, or by remote voting. Each ordinary share shall carry one vote;
 - b. To receive dividends at the rate determined by the General Meeting of Shareholders;
 - c. To freely transfer fully paid shares in accordance with this Charter and applicable laws;
 - d. To be given pre-emptive rights to subscribe for newly offered shares in proportion to the number of ordinary shares held by them;
 - d. To review, look up and extract information relating to shareholders in the list of shareholders eligible to attend the General Meeting of Shareholders, and to request correction of any inaccurate information concerning themselves;
 - e. To examine, inspect, extract or obtain copies of the Charter of the Company, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g. In the event that the Company is dissolved or declared bankrupt, to receive a portion of the remaining assets corresponding to the number of shares contributed to the Company after the Company has made payments to creditors and shareholders holding other classes of shares in accordance with the provisions of law.;
 - h. To request the Company to repurchase their shares in the cases provided for under the Law on Enterprises;
 - i. Other rights as provided for in this Charter and by law.
3. A shareholder or a group of shareholders holding 5% or more of the total ordinary shares shall have the following rights:
 - a. To nominate candidates to the Board of Directors or the Board of Supervisors in accordance with Clause 3 of Article 24 and Clause 2 of Article 32 of this Charter, respectively;
 - b. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Articles 115 and Article 140 of the Law on Enterprises;

- c. To inspect and obtain copies or extracts of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;
- d. To request the Board of Supervisors to examine specific matters relating to the management and operation of the Company where deemed necessary. Such request must be made in writing and include the full name, contact address, nationality, and legal identification number in respect of individual shareholders; the name, enterprise code or legal entity identification number, and head office address in respect of institutional shareholders; the number of shares held and the time of share registration of each shareholder; the total number of shares held by the group of shareholders and their ownership ratio in the total shares of the Company; and the matters to be examined and the purpose of such examination;
- đ. Other rights as provided for in this Charter.

Article 12. Obligations of Shareholders

Shareholders shall have the following obligations:

1. To comply with the Charter of the Company and the internal regulations of the Company; and to comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. To attend the General Meeting of Shareholders and exercise voting rights directly, through authorized representatives, or by remote voting. A shareholder may authorize a member of the Board of Directors to act as his/her representative at the General Meeting of Shareholders.
3. To pay in full for the shares subscribed for in accordance with regulations.
4. To provide an accurate address when subscribing for shares.
5. To fulfill other obligations in accordance with applicable laws.
6. To bear personal liability when acting in the name of the Company in any form for carrying out any of the following acts:
 - a. Violating the law;
 - b. Conducting business activities or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c. Paying debts not yet due where financial risks to the Company may arise.
7. Not to withdraw capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or another person. Where a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and related persons having interests in the Company shall be jointly liable for the debts and other property obligations of the Company to the extent of the value of the shares withdrawn and any damages incurred.
8. To maintain confidentiality of information provided by the Company in accordance with the Charter and applicable laws; to use such information solely for the exercise and protection of his/her lawful rights and interests; and not to disseminate, copy or provide such information to any other organization or individual.

Article 13. General Meeting of Shareholders

1. The Annual General Meeting of Shareholders shall be convened once each year. Such meeting must be held within four (04) months from the end of the fiscal year. At the request of the Board of Directors, the business registration authority may grant an extension, provided that such extension shall not exceed six (06) months from the end of the financial year.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and determine an appropriate venue for the meeting. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and this Charter, including the adoption of the annual financial statements and the budget plan for the following fiscal year. Independent auditors may be invited to attend the meeting to provide opinions in relation to the approval of the annual financial statements.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary for the interests of the Company;
 - b. The annual balance sheet, interim or quarterly financial statements, or audited financial statements for a fiscal year indicate that the shareholders' equity has decreased by one-half ($1/2$) as compared to the beginning of the period.
 - c. The number of members of the Board of Directors or the Board of Supervisors falls below the minimum number required by law, or the number of members of the Board of Directors is reduced by more than one-third ($1/3$) of the number prescribed in this Charter;
 - d. A shareholder or a group of shareholders as prescribed in Clause 3, Article 11 of this Charter may request the convening of the General Meeting of Shareholders in writing, bearing the full signatures of the relevant shareholders, or in multiple counterparts collectively bearing such signatures, and shall include the following information: full name, contact address, nationality, and legal identification number in respect of individual shareholders; name, enterprise registration number or legal entity identification number, and head office address in respect of institutional shareholders; the number of shares held and the time of share registration of each shareholder; the total number of shares held by the group of shareholders and their ownership ratio in the total shares of the Company; and the grounds and reasons for requesting the convening of the General Meeting of Shareholders. Supporting documents and evidence of violations by the Board of Directors, the level of such violations, or decisions made beyond its authority must be attached to the request. The requesting shareholder(s) shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authorities when requesting the convening of the General Meeting of Shareholders;
 - e. The Board of Supervisors requests the convening of a meeting where it has reasonable grounds to believe that members of the Board of Directors or senior managers have seriously breached their obligations under Article 165 of the Law on Enterprises, or where the Board of Directors has acted or intends to act beyond its authority.
 - f. Other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors or the Board of Supervisors falls to the level specified in Item c, Clause 3 of Article 13, or from the date of receipt of a request as provided in Item d and e, Clause 3 of Article 13 of this Charter.

b. In the event that the Board of Directors fails to convene a General Meeting of Shareholders in accordance with Item a, Clause 4 of Article 13, the Board of Supervisors shall, within the following thirty (30) days, replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3 of Article 140 of the Law on Enterprises;

c. In the event that the Board of Supervisors fails to convene the General Meeting of Shareholders in accordance with Item b, Clause 4 of Article 13, the shareholder or group of shareholders making the request as provided in Item d, Clause 3 of this Article shall, within the following thirty (30) days, have the right to replace the Board of Directors and the Board of Supervisors in convening the General Meeting of Shareholders in accordance with Clause 4 of Article 140 of the Law on Enterprises.

In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders shall have the right to request the business registration authority to supervise the order and procedures for convening and conducting the meeting and the adoption of decisions of the General Meeting of Shareholders. All expenses incurred for the convening and conduct of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses incurred by shareholders attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

1. The Annual General Meeting of Shareholders shall have the authority to discuss and approve:

- a. Audited annual financial statements;
- b. Reports of the Board of Directors;
- c. Reports of the Board of Supervisors;
- d. Short-term and long-term development plans of the Company.

2. The Annual and Extraordinary General Meeting of Shareholders shall adopt resolutions on the following matters:

- a. Approval of the annual financial statements;
- b. The annual dividend rate payable for each class of shares in accordance with the Law on Enterprises and the rights attached to such class of shares. Such dividend rate shall not exceed the level proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders;
- c. The number of members of the Board of Directors;

- d. Approval of the list of accredited auditing companies; and decision on the accredited auditing companies to examine the operations of the Company where deemed necessary;
 - d. Election, dismissal, removal and replacement of members of the Board of Directors and the Board of Supervisors;
 - e. The total remuneration, bonuses and other benefits of members of the Board of Directors and the Board of Supervisors, and the remuneration reports of the Board of Directors and the Board of Supervisors;
 - g. Amendments and supplements to the Charter of the Company;
 - h. The classes and number of new shares to be issued for each class of shares, and the transfer of shares by founding shareholders within the first three years from the date of establishment of the Company;
 - i. Division, demerger, consolidation, merger or conversion of the Company;
 - k. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
 - l. Examination and handling of violations committed by the Board of Directors or the Board of Supervisors causing damage to the Company and its shareholders;
 - m. Decision on investment transactions or sale of assets having a value equal to or greater than thirty-five percent (35%) of the total value of assets of the Company and its branches as recorded in the latest audited financial statements;
 - n. Repurchase by the Company of more than ten percent (10%) of the total issued shares of any class;
 - o. Approval of contracts or transactions entered into between the Company or its branches and the persons specified in Clause 1 of Article 167 of the Law on Enterprises where the value of such contracts or transactions is equal to or greater than thirty-five percent (35%) of the total value of assets of the Company and its branches as recorded in the latest audited financial statements;
 - p. Approval of transactions prescribed in Clause 4 of Article 293 of Decree No.155/2020/ND-CP dated 31st December 2020 of the Government providing detailed regulations for implementation of a number of articles of the Law on Securities;
 - q. Approval of the Internal Corporate Governance Regulations, Regulations on Operation of the Board of Directors, and the Regulations on Operation of the Board of Supervisors;
 - r. Other matters as provided for in this Charter and other regulations of the Company.
3. Shareholders shall not be entitled to vote in the following cases:
- a. Approval of contracts specified in Item o, Clause 2 of Article 14 where such shareholder or a related person of such shareholder is a party to such contract;
 - b. Repurchase of shares from such shareholder or a related person of such shareholder, except where such repurchase is conducted in proportion to the shareholding ratio of all shareholders or is carried out through order matching or a public tender offer on the Stock Exchange

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

Article 15. Authorized Representatives

1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with law may authorize representatives to attend the meeting on their behalf. Where more than one representative is appointed, the number of shares and voting rights authorized to each representative must be specifically determined.

2. The authorization of an individual or an organization to attend the General Meeting of Shareholders on behalf of a shareholder must be made in writing. The power of attorney shall be executed in accordance with the civil law and shall at least include the following information: name of the authorizing shareholder; name of the authorized individual or organization; number of shares authorized; contents and scope of authorization; term of authorization; and signatures of the authorizing party and the authorized party.

The authorized attendee of the General Meeting of Shareholders must submit the power of attorney prior to entering the meeting room. In case of sub-authorization, the attendee must additionally present the original power of attorney granted by the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. Where a lawyer signs the instrument appointing a representative on behalf of the appointing person, such appointment shall only be deemed valid if the instrument appointing the representative is presented together with the power of attorney granted to the lawyer or a duly certified copy thereof (if not previously registered with the Company).

4. Except for the case specified in Clause 3 of Article 15, votes cast by an authorized representative attending the meeting within the scope of authorization shall remain valid notwithstanding the occurrence of any of the following events:

- a. The authorizing person has died, has limited legal capacity, or has lost legal capacity;
- b. The authorizing person has revoked the appointment of the authorized representative;
- c. The authorizing person has revoked the authority of the person carrying out the authorization.

This provision shall not apply where the Company has received notice of any of the above events prior to the opening of the General Meeting of Shareholders or prior to the reconvened meeting.

Article 16. Change of Rights

1. Any amendment to or cancellation of special rights attached to any class of preference shares shall only be effective upon approval by shareholders holding at least sixty-five percent (65%) of the ordinary shares attending the meeting and concurrently by shareholders holding at least sixty-five percent (65%) of the voting rights attached to such preference shares. A resolution of the General Meeting of Shareholders containing provisions that adversely alter the rights and obligations of holders of a class of preference shares shall only be adopted if approved by shareholders attending the meeting and representing at least seventy-five percent (75%) of the total number of such class of preference shares, or by shareholders holding at least seventy-five percent (75%)

of the total number of such class of preference shares in the case of adoption by way of written opinions.

A meeting of shareholders holding a particular class of preference shares convened for the purpose of approving any change to the rights attached to such shares shall be valid only if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of such class. If the required quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and the shareholders holding such class of shares who attend in person or through authorized representatives (regardless of the number of attendees and shares represented) shall constitute a valid quorum. At meetings of holders of the aforesaid preference shares, holders of such class of shares present in person or through representatives may request voting by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

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

3. Unless otherwise provided in the terms of issue of shares, the special rights attached to classes of shares having preferential rights with respect to the distribution of profits or assets of the Company in relation to certain or all matters shall not be altered by the issuance of additional shares of the same class by the Company.

Article 17. Convening General Meeting of Shareholders, Agenda, Announcement of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases specified in Item b or Item c, Clause 4 of Article 13 of this Charter.

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

a To prepare the list of shareholders entitled to attend and vote at the meeting not earlier than ten (10) days prior to the date of sending the invitation letter to the General Meeting of Shareholders; the meeting agenda and documents in accordance with applicable laws and the regulations of the Company. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;

b. To determine the time and venue of the meeting;

c. To notify and send the invitation letter to the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

3. Announcement on organization of the General Meeting of Shareholders shall be sent to all shareholders and simultaneously disclosed on the information disclosure media of the State Securities Commission, the Stock Exchange, and on the Company's website. The invitation letter to the General Meeting of Shareholders must be sent at least twenty-one (21) days prior to the date of the meeting (counted from the date on which the invitation letter is duly sent or dispatched, postage prepaid, or deposited in the mail). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at

the meeting shall be sent to shareholders and/or posted on the Company's website. Where such documents are not enclosed with the invitation letter to the General Meeting of Shareholders, the invitation letter must specify the website address where shareholders may access such documents, including:

- a. The meeting agenda and documents to be used at the meeting;
 - b. The list and detailed information of candidates in the case of election of members of the Board of Directors or Supervisors;
 - c. Voting ballots;
 - d. Forms of appointment of proxies to attend the meeting;
 - e. Draft resolutions for each matter included in the meeting agenda.
4. Shareholders or groups of shareholders referred to in Clause 3 of Article 11 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and class of shares held by such shareholder, and the matters proposed to be included in the meeting agenda.
5. The person convening the General Meeting of Shareholders shall have the right to reject proposals referred to in Clause 4 of Article 17 in the following cases:
- a. The proposal is not submitted within the prescribed time limit or does not contain 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 the ordinary shares as provided in Clause 3 of Article 11 of this Charter;
 - c. The proposed matter does not fall within the authority of the General Meeting of Shareholders to discuss and approve;
6. The Board of Directors shall prepare draft resolutions for each matter included in the meeting agenda
7. The person convening the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article. Such proposals shall be officially added to the agenda and contents of the meeting upon approval by the General Meeting of Shareholders.
8. Where all shareholders representing one hundred percent (100%) of the voting shares attend the General Meeting of Shareholders directly or through authorized representatives, resolutions unanimously adopted by the General Meeting of Shareholders shall be deemed valid even if the convening of the General Meeting of Shareholders fails to comply with the prescribed order and procedures or the matters voted on are not included in the meeting agenda.

Article 18. Conditions for Conducting the General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than fifty percent (50%) of the total voting rights.
2. Where the first meeting fails to meet the quorum requirements specified in Clause 1 of this Article, the convening person shall cancel the meeting within thirty (30) minutes from the scheduled opening time. The second meeting shall be convened within thirty (30) days from the originally scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least thirty-three percent (33%) of the total voting rights.
3. Where the second meeting cannot be conducted due to the absence of the required quorum within thirty (30) minutes from the scheduled opening time, a third General Meeting of Shareholders may be convened within twenty (20) days from the scheduled date of the second meeting. In such case, the meeting shall be conducted regardless of the number of attending shareholders or their authorized representatives, and shall be deemed valid and entitled to decide on all matters intended to be approved at the first General Meeting of Shareholders.

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

1. On the date of the General Meeting of Shareholders, the Company shall carry out shareholder registration procedures and shall continue such registration until all shareholders entitled to attend the meeting have been duly registered.
2. Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card indicating the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted by way of votes for, votes against, and abstentions. When voting is conducted at the Meeting, the voting cards in favor of the resolution shall be collected first, followed by voting cards not in favor, and finally the total number of voting card in favor or not in favor shall be counted to determine the result. The total number of voting cards in favour, not in favour and abstentions for each matter shall be announced by the Chairman immediately after the voting on such matter is completed. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising the vote counting as proposed by the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman but shall not exceed the number prescribed by applicable laws.
3. Shareholders arriving late to the General Meeting of Shareholders shall be entitled to immediate registration and shall thereafter have the right to attend and vote at the meeting. The Chairman shall not be obliged to adjourn the meeting in order to allow late-arriving shareholders to register, and the validity of any votes conducted prior to the attendance of such late-arriving shareholders shall not be affected.
4. The Chairman of the Board of Directors shall preside over meetings convened by the Board of Directors. In the absence of the Chairman or where the Chairman is temporarily

unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of their members to act as the chair of the meeting. Where no person is able to act as chair, the Head of the Board of Supervisors shall preside over the meeting for the purpose of enabling the General Meeting of Shareholders to elect a chairman from among the attending shareholders, and the candidate receiving the highest number of votes shall be appointed as chairman of the meeting.

In other cases, the person signing the notice convening the General Meeting of Shareholders shall preside over the meeting until the General Meeting of Shareholders elects a chairman, and the candidate receiving the highest number of votes shall be appointed as chairman of the meeting.

5. The agenda and contents of the meeting shall be approved by the General Meeting of Shareholders at the opening session. The agenda shall clearly and in detail specify the time allocated for each item included in the meeting agenda.

6. The Chairman shall have the authority to decide on the order, procedures, and any matters arising outside the agenda of the General Meeting of Shareholders.

7. The Chairman may adjourn a General Meeting of Shareholders that has sufficient registered attendees for a period not exceeding three (03) working days from the originally scheduled opening date of the meeting, and may only adjourn or change the meeting venue in the following cases:

a. The meeting venue does not have sufficient seating to accommodate all attendees in a convenient manner;

b. The communication facilities at the meeting venue are inadequate to ensure that shareholders may participate, discuss, and vote;

c. There are attendees who obstruct or disrupt order, thereby creating a risk that the meeting cannot be conducted in a fair and lawful manner.

In the event that the Chairman postpone or suspends the General Meeting of Shareholders in contravention of the above provisions, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairman in presiding over the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and enforceable.

8. The Chairman of the meeting may take any necessary actions to conduct the General Meeting of Shareholders in a lawful and orderly manner, or to ensure that the meeting reflects the will of the majority of attending shareholders.

9. The Board of Directors may require shareholders or their duly authorized representatives attending the General Meeting of Shareholders to comply with inspection requirements or security measures deemed appropriate by the Board of Directors. Where any shareholder or authorized representative refuses to comply with such inspection requirements or security measures, the Board of Directors may, after due and careful consideration, refuse admission to or expel such shareholder or representative from the meeting.

10. The Board of Directors, after due and careful consideration, may implement such measures as it deems appropriate in order to:

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

The Board of Directors shall have full authority to amend such measures and to apply any additional measures it considers necessary. Such measures may include the issuance of admission passes or the use of other forms of selection.

11. Where the above measures are applied at a General Meeting of Shareholders, the Board of Directors may, when determining the meeting venue:

- a. Announce that the meeting shall be held at the location stated in the Announcement, where the Chairman of the meeting is physically present ("the principal meeting venue");
- b. Arrange and organize for shareholders or their authorized representatives who are unable to attend the meeting in accordance with this Article, or who wish to participate from a location other than the principal meeting venue, to simultaneously participate in the meeting.

The announcement on organization of the meeting is not required to specify in detail the organizational measures under this Clause.

12. In this Charter (unless the context requires otherwise), all shareholders shall be deemed to be participating in the meeting at the principal meeting venue.

The Company shall hold the General Meeting of Shareholders at least once (01) per year. The Annual General Meeting of Shareholders shall not be conducted by way of written opinion collection.

Article 20. Adoption of Decision of the General Meeting of Shareholders

1. Except for the cases specified in Clauses 2 and 3 of Article 20, decisions of the General Meeting of Shareholders on the following matters shall be adopted when approved by at least sixty-five percent (65%) of the total voting rights of shareholders entitled to vote who are present in person or through authorized representatives at the General Meeting of Shareholders:

- a. The classes and the total number of shares of each class;
 - b. Changes to the business lines, sectors, and fields of operation;
 - c. Investment projects or sale of assets with a value equal to or greater than thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
 - d. Reorganization or dissolution of the Company;
 - e. Amendments and supplements to the Charter;
 - g. Changes to the organizational and management structure of the Company.
2. Other resolutions shall be adopted upon obtaining approval from shareholders representing more than 50% of the total voting shares of all attending shareholders, except for the cases specified in Clause 1 of Article 16 and Clauses 1 and 3 of this Article.

3. The election of members of the Board of Directors and the Board of Supervisors shall be conducted by cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and each shareholder shall be entitled to allocate all or part of his/her total votes to one or several candidates. The elected members of the Board of Directors or Board of Supervisors shall be determined based on the number of votes received in descending order, starting from the candidate receiving the highest number of votes until the required number of members is filled. In the event that two or more candidates receive an equal number of votes for the final position on the Board of Directors or the Board of Supervisors, a re-election shall be conducted among the candidates receiving an equal number of votes, or selection shall be made in accordance with the criteria set out in the election regulations
4. In the event that a supplementary election or re-election is required for candidates receiving an equal number of votes at the General Meeting of Shareholders for membership of the Board of Directors or the Board of Supervisors, such voting shall be conducted by way of raising voting cards at the General Meeting of Shareholders.
5. In the case where a resolution is adopted by way of written opinion collection, such resolution of the General Meeting of Shareholders shall be deemed adopted if approved by shareholders representing more than 50% of the total voting shares.
6. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of adoption. In cases where the Company maintains a website, the delivery of such resolutions may be replaced by publication on the Company's website.
7. Resolutions of the General Meeting of Shareholders adopted by shareholders representing 100% of the total voting shares shall be lawful and effective even if the order and procedures for adoption of such resolutions are not carried out in accordance with the prescribed regulations.

Article 21. Authority and Procedures for Collecting Shareholders' Written Opinions for Adoption of Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written opinions for adoption of resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors shall have the right to collect shareholders' written opinions for adoption of resolutions of the General Meeting of Shareholders at any time if deemed necessary for the interests of the Company.
2. The Board of Directors shall prepare the opinion solicitation ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents relating to the draft resolutions, and send them to all shareholders entitled to vote at least 15 days prior to the deadline for return of the opinion solicitation ballots. The preparation of the list of shareholders to whom the opinion solicitation ballots are sent shall comply with Clauses 1 and 2 of Article 141 of the Law on Enterprises. The requirements and method for sending the opinion solicitation ballots and accompanying documents shall comply with Article 143 of the Law on Enterprises.

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

- a. Name, address of the head office, and enterprise registration number of the Company;
 - b. Purpose of the opinion solicitation;
 - c. Full name, permanent residential address, nationality, number of Citizen Identity Card, Identity Card, Passport or other lawful personal identification of an individual shareholder; name, enterprise registration number or establishment decision number, and address of the head office of an institutional shareholder; or full name, permanent residential address, nationality, number of Citizen Identity Card, Identity Card, Passport or other lawful personal identification of the authorized representative of an institutional shareholder; number of shares of each class and the corresponding voting rights of the shareholder;
 - d. Matters on which opinions are sought for adoption of resolutions;
 - đ. Voting options, including in favor, not in favor, and abstention with respect to each matter subject to opinion solicitation;
 - e. Deadline for returning the completed opinion solicitation ballot to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.
4. Completed opinion solicitation ballots must bear the signature of the shareholder being an individual, or the authorized representative or legal representative of the shareholder being an organization

Opinion solicitation ballots returned to the Company must be enclosed in sealed envelopes and must not be opened by any person prior to the vote counting.

Opinion solicitation ballots returned to the Company by fax or electronic mail must be kept confidential until the time of vote counting

Any opinion solicitation ballot received by the Company after the deadline specified in the opinion solicitation ballot, or which has been opened in the case of delivery by post, or disclosed in the case of delivery by fax or electronic mail, shall be deemed invalid. Opinion solicitation ballots not returned to the Company shall be deemed non-participating votes.

5. The Board of Directors shall conduct the vote counting and prepare the minutes of vote counting under the supervision of the Board of Supervisors or shareholders who do not hold managerial positions in the Company. The minutes of vote counting must contain the following principal contents:

- a. Name, address of the head office, and enterprise registration number of the Company;
- b. Purpose of the opinion solicitation and matters on which opinions are sought for adoption of resolutions;
- c. Number of shareholders and total number of voting shares participating in the voting, including the number of valid votes and invalid votes, together with an appendix containing the list of shareholders participating in the voting;

- d. Total number of votes in favor, not in favor, and abstentions with respect to each matter;
- e. Decisions adopted;
- g. Full names and signatures of the Chairman of the Board of Directors, the legal representative of the Company, the supervisor of the vote counting, and the vote counters.

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

6. The minutes of vote counting must be sent to shareholders within fifteen (15) days from the date of completion of the vote counting. In cases where the Company maintains a website, the sending of the minutes of vote counting may be replaced by posting such minutes on the Company's website within twenty-four (24) hours from the completion of the vote counting.

7. Completed opinion solicitation ballots, minutes of vote counting, the full text of resolutions adopted, and related documents enclosed with the opinion solicitation ballots must all be kept at the head office of the Company.

8. Resolutions adopted by way of collecting shareholders' written opinions shall have the same validity as resolutions adopted at a meeting of the General Meeting of Shareholders.

Article 22. Minutes of the General Meeting of Shareholders

1. The proceedings of the General Meeting of Shareholders must be recorded in minutes and may be audio recorded or otherwise recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and contain the following principal contents:

- a. Name, address of the head office, and enterprise registration number 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 chairman and the secretary;
- d. Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders with respect to each matter on the meeting agenda;
- e. Number of shareholders and total voting rights of shareholders attending the meeting; appendix containing the list of registered shareholders and shareholder representatives attending the meeting, together with the number of shares and corresponding voting rights of each attendee;
- g. Total number of votes cast with respect to each matter submitted for voting, specifying the method of voting, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions, together with the corresponding percentages of the total voting rights of shareholders attending the meeting;

- h. Matters adopted and the corresponding voting ratios for approval thereof;
 - i. Signatures of the chairman and the secretary. In the event that the chairman or the secretary refuses to sign the meeting minutes, such minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and if they contain all contents as prescribed in this Clause. The meeting minutes must clearly state the refusal of the chairman and/or the secretary to sign the meeting minutes.
- 2. The minutes of the meeting of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting.
 - 3. The chairman and the secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

The minutes of the meeting of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the closing date of the meeting. The sending of the minutes of the General Meeting of Shareholders and the vote-counting minutes may be replaced by publication on the Company's website.

The minutes of the meeting of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting, the resolutions adopted, and related documents enclosed with the notice of invitation to the meeting must be kept at the head office of the Company.

- 4. The minutes of the meeting of the General Meeting of Shareholders shall be deemed conclusive evidence of the matters conducted at the General Meeting of Shareholders unless objections to the contents of such minutes are raised in accordance with the prescribed procedures within ten (10) days from the date of dispatch of the minutes.

Article 23. Request for Cancellation of a Resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the minutes of the meeting of the General Meeting of Shareholders or the minutes recording the vote-counting results of the opinion solicitation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 3 of Article 11 of this Charter shall have the right to request a Court or Arbitration tribunal to review and cancel a resolution or part of the contents of a resolution of the General Meeting of Shareholders in the following cases:

- 1. The order and procedures for convening the General Meeting of Shareholders are not carried out in accordance with the Law on Enterprises and this Charter.
- 2. The order and procedures for adopting resolutions and the contents thereof violate the law or this Charter.

In the event that a resolution of the General Meeting of Shareholders is cancelled pursuant to a decision of the Court or Arbitration tribunal, the person convening the cancelled General Meeting of Shareholders may consider re-organizing the General Meeting of Shareholders within thirty (30) days in accordance with the order and procedures prescribed by the Law on Enterprises and this Charter.

VII. BOARD OF DIRECTORS

Article 24. Components and Term of Members of Board of Directors

1. In cases where candidates have been identified in advance, information relating to candidates for the Board of Directors shall be included in the meeting materials of the General Meeting of Shareholders and disclosed at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review such candidates before voting. Candidates for the Board of Directors must provide a written undertaking regarding the truthfulness, accuracy and reasonableness of the personal information disclosed and undertake to perform their duties honestly if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors disclosed shall include at least the following contents:

- a. Full name, date of birth;
- b. Educational qualifications;
- c. Professional qualifications;
- d. Employment history;
- e. Companies in which the candidate currently holds the position of member of the Board of Directors and 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 such candidate (if any);
- i. Other information (if any).

2. The number of members of the Board of Directors shall be no fewer than five (05) and no more than eleven (11). The term of office of the Board of Directors shall be five (05) years in accordance with this Charter. The term of office of a member of the Board of Directors shall not exceed five (05) years; members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously complete their terms, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties. The Company must have at least one (01) non-executive member where the Board of Directors has five (05) members; at least two (02) non-executive members where the Board has from six (06) to eight (08) members; and at least three (03) non-executive members where the Board has from nine (09) to eleven (11) members.

3. Shareholders holding voting shares shall have the right to aggregate their respective voting rights for the purpose of nominating candidates to the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares shall be entitled to nominate one (01) candidate; from 10% to less than 30% shall be entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% shall be entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% shall be entitled to nominate a maximum of four (04) candidates; from 50% to

less than 60% shall be entitled to nominate a maximum of five (05) candidates; from 60% to less than 70% shall be entitled to nominate a maximum of six (06) candidates; from 70% to less than 80% shall be entitled to nominate a maximum of seven (07) candidates; and from 80% to less than 90% shall be entitled to nominate a maximum of eight (08) candidates.

4. In the event that the number of candidates for the Board of Directors nominated through nomination and self-nomination remains insufficient as required, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the mechanism prescribed by the Company in its Internal Corporate Governance Regulations. The nomination mechanism or the method by which the incumbent Board of Directors nominates candidates for the Board of Directors must be clearly disclosed and approved by the General Meeting of Shareholders prior to the nomination process.

5. A member of the Board of Directors shall cease to be a member in the following cases:

a. Such member no longer satisfies the eligibility requirements for serving as a member of the Board of Directors under the Law on Enterprises or is prohibited by law from serving as a member of the Board of Directors;

b. The member submits a written resignation to the Company's head office and such resignation is accepted;

c. Such member suffers from a mental disorder and other members of the Board of Directors possess professional evidence proving that such person no longer has legal capacity;

d. The member fails to attend meetings of the Board of Directors for a continuous period of six (06) months without the approval of the Board of Directors, and the Board decides that his/her position is vacant, except in cases of force majeure;

d. Such member is dismissed pursuant to a resolution of the General Meeting of Shareholders.

e. Providing inaccurate personal information to the Company as a candidate for the Board of Directors;

f. Other cases as prescribed by law and this Charter.

g. The member concurrently serves as a member of the Board of Directors or the Members' Council of more than five (05) other companies.

6. The Board of Directors may appoint another person on a temporary basis to fill a vacancy arising on the Board of Directors, and such new member must be approved at the immediately following General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the appointment of such new member shall be deemed effective from the date of appointment by the Board of Directors. The term of office of the new member of the Board of Directors shall commence from the effective date of the appointment until the expiry date of the term of the Board of Directors. In the event that the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors adopted prior to the time of the General Meeting of Shareholders with the participation and voting of such replacement member shall remain valid.

7. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on securities and the securities market.
8. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 25. Powers and Duties of the Board of Directors

1. The business operations and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors shall have full authority to exercise all rights on behalf of the Company, except for matters falling within the authority of the General Meeting of Shareholders.
2. The Board of Directors shall be responsible for supervising the Director (General Director) and other managerial officers.
3. The powers and duties of the Board of Directors shall be as provided by law, this Charter, and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties:
 - a. To decide on the Company's strategy, medium-term development plan, and annual business plan;
 - b. To recommend the classes of shares and the total number of shares of each class authorized to be offered for sale;
 - c. To decide on the sale of unsold shares within the number of shares authorized to be offered for sale of each class; and to decide on raising additional capital in other forms;
 - d. To decide on the offering price of shares and bonds of the Company;
 - đ. To decide on the repurchase of shares in accordance with Clauses 1 and 2 of Article 133 of the Law on Enterprises;
 - e. To decide on investment plans and investment projects within its authority and in accordance with the limits prescribed by law;
 - g. To decide on solutions for market development, marketing, and technology;
 - h. To approve purchase, sale, borrowing, lending contracts and other contracts or transactions with a value of less than thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements, and contracts or transactions falling under the decision-making authority of the General Meeting of Shareholders in accordance with Item d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i. To elect, remove from office, or dismiss the Chairman of the Board of Directors; to appoint, remove from office, enter into contracts with, and terminate contracts with the Director (General Director) and other key managerial officers as prescribed by the Charter of the Company; to decide on salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and to decide on the remuneration and other benefits of such representatives;

- k. To supervise and direct the Director (General Director) and other managerial officers in the daily management and operation of the Company's business activities;
 - l. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches and representative offices, and on capital contribution to or share acquisition in other enterprises;
 - m. To approve the agenda and contents of documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to adopt resolutions;
 - n. To submit the audited annual financial statements to the General Meeting of Shareholders;
 - o. To recommend dividend rates; to decide on the time limits and procedures for dividend payment or handling of losses arising in the course of business operations;
 - p. To recommend the reorganization or dissolution of the Company; to request the bankruptcy of the Company;
 - q. To decide on the issuance of the Regulations on Operation of the Board of Directors and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; and the Regulations on Information Disclosure of the Company;
 - r. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to assist in ensuring that the Company's governance activities are conducted effectively. The term of office of the Corporate Governance Officer shall be determined by the Board of Directors, with a maximum of five (05) years. The Corporate Governance Officer may concurrently serve as the Company Secretary.
 - The Corporate Governance Officer shall not concurrently work for the accredited auditing organization that is auditing the Company's financial statements.
 - The Corporate Governance Officer shall have the following rights and obligations: To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and on matters relating to the Company and its shareholders; to prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors; to advise on meeting procedures; to attend meetings; to advise on procedures for drafting resolutions of the Board of Directors in accordance with law; to provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Board of Supervisors; to monitor and report to the Board of Directors on the Company's information disclosure activities; to act as the focal point of contact with related parties; and to maintain confidentiality of information in accordance with law and the Company's Charter;
 - Other rights and obligations as prescribed by law and the Company's Charter;
 - s. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Charter of the Company.
4. The following matters must be approved by the Board of Directors:

- a. Establishment of branches or representative offices of the Company;
 - b. Establishment of subsidiaries of the Company;
 - c. Within the scope prescribed in Clause 2 of Article 153 of the Law on Enterprises and except for cases prescribed in Clause 4 of Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors shall, from time to time, decide on the execution, amendment and termination of major contracts of the Company (including contracts for purchase, sale, merger, acquisition of companies and joint ventures);
 - d. Appointment and dismissal of persons authorized by the Company to act as its commercial representatives and lawyers;
 - d. Borrowings and the implementation of mortgages, security interests, guarantees and indemnities of the Company;
 - e. Investments not included in the business plan and budget with a value of less than 35% of the total asset value recorded in the latest financial statements of the Company, or investments exceeding 10% of the value of the annual business plan and budget;
 - g. Purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
 - h. Valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
 - i. The purchase or redemption by the Company of no more than 10% of each class of shares already offered for sale within twelve (12) months;
 - k. Decision on the purchase price or redemption price of the Company's shares;
 - l. Business matters or transactions which the Board of Directors determines require its approval within the scope of its authority and responsibilities.
5. The Board of Directors must report to the General Meeting of Shareholders on its activities, particularly on the supervision exercised by the Board of Directors over the Director (General Director) and other managerial officers during the financial year in accordance with Article 280 of Government Decree No. 155/2020/ND-CP dated 31st December 2020. In the event that the Board of Directors fails to submit such report to the General Meeting of Shareholders, the annual financial statements of the Company shall be deemed invalid and not yet approved by the Board of Directors.
6. Unless otherwise prescribed by law or this Charter, the Board of Directors may authorize subordinate employees and managerial officers to act on behalf of the Company in handling corporate affairs.
7. Members of the Board of Directors (excluding alternate authorized representatives) shall be entitled to remuneration for their services in their capacity as members of the Board of Directors. The aggregate remuneration of the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be allocated among the members of the Board of Directors in accordance with the agreement of the Board of Directors or equally allocated in the absence of such agreement.

8. The total remuneration 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 of the Board of Directors acts as a representative of contributed capital, must be disclosed in detail in the annual report of the Company.

9. A member of the Board of Directors holding an executive position, or a member of the Board of Directors serving on committees of the Board of Directors or performing other duties which, in the opinion of the Board of Directors, fall outside the ordinary scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee for each assignment, salary, commission, percentage of profits, or in any other form as decided by the Board of Directors.

10. Members of the Board of Directors shall be entitled to reimbursement of all travelling, accommodation, meal and other reasonable expenses incurred by them in the performance of their duties as members of the Board of Directors, including expenses arising from attending the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.

Article 26. Chairman of the Board of Directors

1. The General Meeting of Shareholders or the Board of Directors shall elect one member of the Board of Directors to act as Chairman of the Board of Directors. The Chairman of the Board of Directors must not concurrently hold the position of Director (General Director) of the Company.

2. The Chairman of the Board of Directors shall be responsible for convening and presiding over the General Meeting of Shareholders and meetings of the Board of Directors, and shall have other rights and obligations as prescribed in this Charter and the Law on Enterprises.

3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial statements, reports on the Company's operations, audit reports, and reports on the supervisory activities of the Board of Directors to shareholders at the General Meeting of Shareholders.

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

5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and perform the obligations of the Chairman of the Board of Directors. In the absence of such authorization, or where the Chairman of the Board of Directors dies, is missing, is held in temporary detention, is serving an imprisonment sentence, is serving an administrative handling measure at a compulsory detoxification establishment or compulsory education establishment, absconds from his/her place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavioral control, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to act as Chairman of the Board of Directors based on the principle of approval by a majority of the remaining members until a new decision of the Board of Directors is issued.

Article 27. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors for its term of office within seven (07) working days from the date of completion of the election of such Board of Directors. Such meeting shall be convened and presided over by the member receiving the highest number of votes or the highest voting ratio. In the event that more than one member receives the same highest number of votes or equal highest voting ratio, the members shall elect, based on the majority principle, one among them to convene the meeting of the Board of Directors.
2. The Chairman of the Board of Directors shall convene regular meetings of the Board of Directors, and shall prepare the agenda, timing, and venue of the meeting at least three (03) working days prior to the expected date of the meeting. The Chairman may convene a meeting at any time when deemed necessary, but the Board of Directors shall meet at least once (01) every quarter.
3. The Chairman of the Board of Directors shall convene extraordinary meetings of the Board of Directors whenever deemed necessary in the interests of the Company. In addition, the Chairman of the Board of Directors must convene a meeting of the Board of Directors without undue delay where any of the following persons submits a written request stating the purpose of the meeting and the matters to be discussed:
 - a. The Director (General Director) or at least five (05) other managerial officers;
 - b. At least two (02) members of the Board of Directors;
 - c. The Board of Supervisors.
4. The Board of Directors must convene an extraordinary meeting within seven (07) days after receiving a written request for a meeting. In the event that the Chairman of the Board of Directors refuses to convene the meeting as requested, the Chairman shall be liable for any damages arising to the Company. The persons requesting the convening of the meeting as referred to in Clause 3 of Article 27 may themselves convene the meeting of the Board of Directors.
5. In the event of a request from the independent auditor, the Chairman of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit report and the Company's business situation.
6. Meetings of the Board of Directors shall be held at the Company's registered address or at other locations in Vietnam or abroad as decided by the Chairman of the Board of Directors and approved by the Board of Directors.
7. Notice of a meeting of the Board of Directors must be sent to members of the Board of Directors at least three (03) working days prior to the meeting date. Members of the Board of Directors may waive the notice of meeting in writing, and such waiver may have retroactive effect. The notice of meeting of the Board of Directors must be made in writing in Vietnamese and must fully specify the agenda, time and venue of the meeting, together with necessary documents on the matters to be discussed and voted upon at the meeting, as well as voting ballots for members of the Board of Directors who are unable to attend the meeting.

The notice of meeting may be sent by postal service, fax, email, or other means, provided that it is duly delivered to the registered address of each member of the Board of Directors as recorded at the Company.

8. Meetings of the Board of Directors shall be validly conducted and resolutions adopted only when at least three-fourths (3/4) of the members of the Board of Directors are present in person or through an authorized representative (proxy).

In the event that the quorum requirement is not satisfied, the meeting shall be reconvened within seven (07) days from the initially scheduled meeting date. The reconvened meeting shall be validly conducted if more than one-half (1/2) of the members of the Board of Directors attend the meeting.

9. Voting

a. Except as provided in Item b, Clause 9, Article 27, each member of the Board of Directors, or an authorized representative present in person at a meeting of the Board of Directors, shall have one (01) vote;

b. A member of the Board of Directors shall not be entitled to vote on contracts, transactions, or proposals in which such member or any related person of such member has an interest, where such interest conflicts or may conflict with the interests of the Company. Such member of the Board of Directors shall not be counted toward the minimum quorum required for a meeting of the Board of Directors in respect of decisions on which such member is not entitled to vote.

c. In accordance with Item d, Clause 9, Article 27, where an issue arising at a meeting of the Board of Directors relates to the interest of a member of the Board of Directors or concerns the voting rights of such member, and such issue is not resolved by the voluntary abstention of the relevant member, such matter shall be referred to the chairman of the meeting for decision. The chairman's ruling in respect of such matter shall be final, except where the nature or extent of the relevant member's interest has not been fully disclosed.

d. A member of the Board of Directors benefiting from a contract as provided in Item a and Item b, Clause 4, Article 35 of this Charter shall be deemed to have significant benefits in such contract.

đ. The Board of Supervisors members shall have the right to attend meetings of the Board of Directors and to discuss matters, but shall not be entitled to vote.

10. A member of the Board of Directors who directly or indirectly derives benefit from a contract or transaction already entered into or proposed to be entered into with the Company, and who is aware that he/she has an interest therein, shall be responsible for disclosing the nature and extent of such interest at the meeting at which the Board of Directors first considers the conclusion of such contract or transaction. In the event that a member of the Board of Directors is not aware that he/she or a related person has an interest at the time the contract or transaction is entered into with the Company, such member shall disclose the relevant interest at the first meeting of the Board of Directors held after becoming aware that he/she has, or will have, an interest in the relevant contract or transaction.

11. The Board of Directors shall adopt decisions and resolutions on the basis of the votes in favor of the majority of the members of the Board of Directors present (more than 50%). In the event that the number of votes in favor and votes against is equal, the casting vote of the Chairman of the Board of Directors shall be decisive.

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

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend the meeting and vote in accordance with Clause 15 of this Article;
- c. Attending and voting via online conference, electronic voting, or other electronic means;
- d. Submitting a voting ballot to the meeting by post, fax, or email;
- d. Submitting a voting ballot by other means.

13. Meetings of the Board of Directors may be conducted in the form of a conference among members of the Board of Directors when all or some members are located in different places, provided that each participating member is able to:

- a. Hear each other Board of Directors members speaking at the meeting;
- b. Speak to all others participating members simultaneously.

The exchange between members may be conducted directly via telephone or through other communication means (including such means used at the time of adoption of this Charter or thereafter), or by a combination of all such methods. A member of the Board of Directors participating in such a meeting shall be deemed to be "present" at the meeting. The meeting location for the purpose of this provision shall be the location where the largest group of members of the Board of Directors gathers, or, if no such group exists, the location where the Chairman of the meeting is present.

Decisions adopted at a duly convened and conducted telephone meeting shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all members of the Board of Directors participating in such meeting.

14. A member of the Board of Directors may submit a voting ballot to the meeting by post, fax, or email. Where the voting ballot is submitted by post, it must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The voting ballot shall be opened only in the presence of all attendees of the meeting.

15. Members shall attend all meetings of the Board of Directors. A member may authorize another person to attend and vote at meetings if approved by a majority of the members of the Board of Directors.

16. A resolution adopted by way of written consultation shall be passed on the basis of the votes in favor of a majority of the members of the Board of Directors entitled to vote. Such resolution shall have the same validity and legal effect as a resolution adopted by the members of the Board of Directors at a duly convened and held meeting in accordance with customary practice.

17. The Chairman of the Board of Directors shall be responsible for sending the minutes of meetings of the Board of Directors to its members, and such minutes shall constitute conclusive evidence of the matters conducted at such meetings, unless an objection to the contents of the minutes is raised within ten (10) days from the date of dispatch. Minutes of meetings of the Board of Directors shall be prepared in Vietnamese and must bear the signatures of all members of the Board of Directors attending the meeting, or alternatively, may be prepared in multiple copies, each of which shall bear the signature of at least one (01) member of the Board of Directors attending the meeting.

18. The Board of Directors may establish and delegate authority to its sub-committees. Members of a sub-committee may include one or more members of the Board of Directors and one or more external members as decided by the Board of Directors, provided that there are at least three (03) members in total. In exercising the delegated authority, the sub-committees shall comply with the regulations issued by the Board of Directors. Such regulations may be amended or may allow the inclusion of persons who are not members of the Board of Directors into the aforesaid sub-committees and permit such persons to vote as members of the sub-committee, provided that (a) the number of external members shall be less than one-half of the total number of sub-committee members, and (b) resolutions of the sub-committees shall be valid only when the majority of the attending and voting members at the sub-committee meeting are members of the Board of Directors.

19. The implementation of decisions of the Board of Directors, or of any sub-committee under the Board of Directors, or of any person acting as a member of a sub-committee of the Board of Directors, shall be deemed legally valid even in the event that the election or appointment of members of the sub-committee or the Board of Directors may contain defects or irregularities.

VIII. GENERAL DIRECTOR, OTHER MANAGERIAL OFFICERS AND SECRETARY OF THE COMPANY

Article 28. Management Structure

The Company's management system shall ensure that the executive management apparatus is accountable to the Board of Directors and subject to the leadership of the Board of Directors. The Company shall have one (01) Director (General Director), Deputy Directors (Deputy General Directors), a Chief Accountant, and other positions as appointed by the Board of Directors. The appointment, removal, and dismissal of the above positions must be carried out by a duly adopted resolution of the Board of Directors.

Article 29. Managerial Officers

1. Upon the proposal of the Director (General Director) and with the approval of the Board of Directors, the Company may employ such managerial officers as are necessary, with the number and qualifications appropriate to the organizational structure and management practices proposed by the Board of Directors from time to time. Managerial officers shall exercise the due diligence necessary to ensure that the Company's operations and organization achieve the set objectives.

2. The salary, remuneration, benefits and other terms of the employment contract for the Director (General Director) shall be decided by the Board of Directors, and the contracts with other managerial officers shall be decided by the Board of Directors after consultation with the Director (General Director).

Article 30. Appointment, Removal, Duties and Powers of the General Director

1 The Board of Directors shall appoint one of its members or another person as the General Director; and shall enter into a contract specifying the salary, remuneration, benefits, and other relevant terms. Information on the salary, allowances, and benefits of the General Director must be reported to the Annual General Meeting of Shareholders and disclosed in the Company's Annual Report.

2. The term of office of the General Director shall be five (05) years and may be reappointed. The appointment may be terminated in accordance with the provisions of the employment contract. The Director (General Director) must not be a person prohibited by law from holding such position.

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

a. To implement resolutions of the Board of Directors and the General Meeting of Shareholders, and the Company's business plan and investment plan as approved by the Board of Directors and the General Meeting of Shareholders;

b. To decide on all matters that do not require a resolution of the Board of Directors, including acting on behalf of the Company to enter into financial and commercial contracts, and to organize and manage the Company's day-to-day business operations in accordance with best management practices;

c To propose the number and types of managerial officers that the Company needs to recruit for appointment or dismissal by the Board of Directors in order to ensure effective management in accordance with the proposals of the Board of Directors, and to advise the Board of Directors on the determination of salaries, remuneration, benefits, and other terms of employment contracts of managerial officers;

d. To consult the Board of Directors in determining the number of employees, salaries, allowances, benefits, as well as the appointment, removal, and other terms of their employment contracts;

d. The General Director shall submit to the Board of Directors for approval the detailed business plan for the following financial year, on the basis of compliance with an appropriate budget and the five (05)-year financial plan;

e. To propose measures to improve the Company's operations and management;

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

h. To perform all other activities in accordance with this Charter, the Company's regulations, resolutions of the Board of Directors, the employment contract of the Director (General Director), and applicable laws;

i. To propose to the Board of Directors the organizational structure plan and the Company's internal management regulations.

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

5. The Board of Directors may dismiss the General Director upon approval by a majority of the voting members of the Board of Directors attending the meeting, and shall appoint a new General Director in replacement.

Article 31. Company Secretary

The Board of Directors shall appoint one (01) or more persons as the Company Secretary for such term and on such terms as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, which not contrary to applicable labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. The roles and duties of the Company Secretary include:

1. To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors.

2. To advise on meeting procedures.

3. To attend meetings.

4. To ensure that resolutions of the Board of Directors comply with applicable laws.

5. To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Board of Supervisors.

The Company Secretary shall be responsible for maintaining confidentiality in accordance with applicable laws and the Company's Charter.

IX. BOARD OF SUPERVISORS

Article 32. Member of Board of Supervisors

1. The Board of Supervisors of the Company shall consist of three (03) members. Members of the Board of Supervisors must not be persons working in the Company's accounting or finance department, and must not be members or employees of the independent auditing company currently auditing the Company's financial statements within the preceding three (03) consecutive years. The Board of Supervisors must include at least one (01) member who is an accountant or auditor.

Members of the Board of Supervisors must not be related persons of members of the Board of Directors, the General Director, or other managerial officers of the Company. The Board of Supervisors shall appoint one (01) member as the Head of the Board of

Supervisors. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: accounting or auditing. The Head of the Board of Supervisors shall have the following rights and responsibilities:

- a. To convene meetings of the Board of Supervisors;
- b. To request the Board of Directors, the General Director, and other managerial officers to provide relevant information for reporting to the Board of Supervisors;
- c. To prepare and sign reports of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.

2. Shareholders shall have the right to aggregate their voting shares to nominate candidates for the Board of Supervisors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares shall be entitled to nominate one (01) candidate; from 10% to less than 30% shall be entitled to nominate up to two (02) candidates; from 30% to less than 40% shall be entitled to nominate up to three (03) candidates; from 40% to less than 50% shall be entitled to nominate up to four (04) candidates; and from 50% to less than 60% shall be entitled to nominate up to five (05) candidates.

3. In the event that the number of candidates for the Board of Supervisors nominated or self-nominated is still insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the mechanism prescribed by the Company in its Internal Corporate Governance Regulations. The mechanism for nomination of candidates for the Board of Supervisors by the incumbent Board of Supervisors must be clearly disclosed and must be approved by the General Meeting of Shareholders prior to the nomination process.

4. Members of the Board of Supervisors shall be elected by the General Meeting of Shareholders. The term of office of the Board of Supervisors shall not exceed five (05) years; members of the Board of Supervisors may be re-elected for an unlimited number of terms.

5. A member of the Board of Supervisors shall be dismissed in the following cases:

- a. No longer satisfies the standards and conditions for being a member of the Board of Supervisors as prescribed by the Law on Enterprises;
- b. Fails to perform his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c. Submits a resignation letter which is accepted;
- d. Other cases as prescribed by law and this Charter.

6. A member of the Board of Supervisors shall be removed in the following cases:

- a. Fails to complete the assigned duties and responsibilities;
- b. Seriously breaches or repeatedly breaches the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
- c. Upon resolution of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and this Charter.

Article 33. Board of Supervisors

1. The Company must have a Board of Supervisors, which shall have the powers and responsibilities as prescribed in Article 170 of the Law on Enterprises and this Charter, primarily including the following rights and duties:

a. To propose and recommend to the General Meeting of Shareholders for approval the list of approved audit firms to conduct the audit of the Company's financial statements; to decide on the approved audit firm to conduct the Company's operational audits, and to dismiss approved auditors when deemed necessary.

b. To discuss with the independent auditor the nature and scope of the audit prior to its commencement;

c. To seek independent professional or legal advice and ensure the participation of external experts with appropriate qualifications and experience in the Company's work when necessary;

d. To review annual, interim, and quarterly financial statements;

d. To discuss difficulties and issues identified through interim or final audit results, as well as any matters raised by the independent auditor;

e. To review the management letter of the independent auditor and the management's response;

g. To review the Company's report on internal control systems before approval by the Board of Directors; and

h. To review the results of internal investigations and management responses;

i. To be responsible to the shareholders for its supervisory activities.

j. To supervise the Company's financial situation, the legality of the activities of members of the Board of Directors, the Director (General Director), and other managerial officers, as well as the coordination among the Board of Supervisors, the Board of Directors, the Director (General Director), and shareholders.

k. In the event of detecting any violation of law or breach of the Company's Charter by a member of the Board of Directors, the Director (General Director), or other executive officers, it shall notify the Board of Directors in writing within forty-eight (48) hours, and request the person in breach to cease the violation and implement remedial measures.

l. To report to the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises.

2. Members of the Board of Directors, the Director (General Director), and other managerial officers shall provide all information and documents relating to the Company's operations upon request of the Board of Supervisors. The Company Secretary shall ensure that all copies of financial information and other information provided to members of the Board of Directors, as well as copies of minutes of meetings of the Board of Directors, are also provided to members of the Board of Supervisors at the same time they are provided to the Board of Directors.

3. The Board of Supervisors may issue regulations governing meetings of the Board of Supervisors and its operating procedures. The Board of Supervisors shall meet at least two (02) times per year, and meetings shall require the participation of at least two (02) members.

4. To develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

5. The remuneration of members of the Board of Supervisors shall be determined by the General Meeting of Shareholders. Members of the Board of Supervisors shall be reimbursed for reasonable travel, accommodation, and other expenses incurred while attending meetings of the Board of Supervisors or performing other activities of the Board of Supervisors.

X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS, DIRECTOR (GENERAL DIRECTOR) AND OTHER MANAGERIAL OFFICERS

Article 34. Duty of Care

Members of the Board of Directors, members of the Board of Supervisors, the Director (General Director), and other managerial officers shall be responsible for performing their duties, including duties as members of sub-committees of the Board of Directors, in an honest manner and in the best interests of the Company, and with the degree of care that a prudent person would exercise in a position and under similar circumstances.

Article 35. Duty of Honesty and Duty to Avoid Conflicts of Interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managerial officers shall not use business opportunities that may benefit the Company for personal purposes; nor shall they use information obtained by virtue of their position for personal gain or for the benefit of other organizations or individuals.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managerial officers shall be obliged to disclose to the Board of Directors all interests that may conflict with the interests of the Company which they may derive through economic entities, transactions, or other individuals.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managerial officers shall be obliged to notify in writing the Board of Directors and the Board of Supervisors of any transactions between the Company, its subsidiaries, or other companies controlled by the public company holding 50% or more of its charter capital, and such persons themselves or their related persons in accordance with applicable law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the securities law on information disclosure.

4. A member of the Board of Directors shall not be entitled to vote on any transaction that benefits such member or his/her related person in accordance with the Law on Enterprises and the Company's Charter.

5. The Company shall not grant loans or provide guarantees to members of the Board of Directors, members of the Board of Supervisors, the General Director, other managerial officers, and their related persons, or to legal entities in which such persons have financial interests, except where such loans or guarantees have been approved by the General Meeting of Shareholders.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the Director (General Director), other executive officers, and individuals or organizations related to such persons shall not be invalid in the following cases:

a. For contracts with a value of less than 20% of the total assets recorded in the most recent financial statements, the material terms of the contract or transaction, as well as the relationships and interests of the managerial officers or members of the Board of Directors, have been reported to the Board of Directors or the relevant sub-committee. In addition, the Board of Directors or such sub-committee has approved the contract or transaction in good faith by a majority vote of the members of the Board of Directors who have no related interest;

b. For transactions with a value equal to or greater than 20% of the total assets recorded in the most recent financial statements, or transactions resulting in an aggregate value arising within twelve (12) months from the date of the first transaction reaching 20% or more of the total assets recorded in the most recent financial statements of the Company, the material terms of such transaction, as well as the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the Director (General Director), and other executive officers, must have been disclosed to the shareholders and approved by the General Meeting of Shareholders by votes in favor of shareholders with no related interest.

c. The contract or transaction is considered fair and reasonable in all respects relevant to the Company's shareholders at the time of the transaction or contract by an independent advisory organization, or it has been approved for execution by the Board of Directors, a sub-committee of the Board of Directors, or the shareholders.

Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managerial officers, and their related persons shall not use undisclosed Company information or disclose such information to others for the purpose of conducting related transactions.

Article 36. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managerial officers who breach their obligations, duties of honesty and due care, or fail to perform their duties with due diligence and professional competence, shall be liable for any damages caused by such breach.

2. The Company shall indemnify persons who have been, are, or may become a party to complaints, lawsuits, or proceedings (including civil and administrative cases, and excluding cases initiated by the Company) if such person has been or is a member of the Board of Directors, a managerial officer, an employee, or an authorized representative of the Company, or has acted or is acting at the Company's request in such capacity,

provided that such person has acted in good faith, with prudence, due diligence, and in the best interests of the Company or not against the Company's best interests, in compliance with the law, and there is no evidence confirming that such person has breached his/her duties. When performing functions, duties, or authorized tasks of the Company, members of the Board of Directors, members of the Board of Supervisors, managerial officers, employees, or authorized representatives of the Company shall be indemnified by the Company when becoming a party to complaints, lawsuits, or proceedings (except cases where the Company is the plaintiff) in the following cases:

a. Having acted in good faith, with prudence and due diligence, in the interests of and not in conflict with the interests of the Company;

b. Complying with the law and with no evidence confirming a failure to perform his/her responsibilities.

3. Indemnification costs shall include expenses incurred (including legal fees), court judgments, fines, and amounts payable actually incurred or reasonably considered in resolving such matters within the scope permitted by law. The Company may purchase insurance for such persons to cover the aforementioned indemnification liabilities.

XI. RIGHT TO INSPECT COMPANY'S BOOKS AND RECORDS

Article 37. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right, either directly or through an authorized representative, to request in writing access to the list of shareholders, minutes of the General Meeting of Shareholders, and to make copies of or extract excerpts from such documents during working hours at the Company's head office. Any request made by an authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder whom such person represents, or a notarized copy of such power of attorney.

A shareholder or group of shareholders holding from 5% or more of the total ordinary shares shall have the right to inspect, access, and extract extracts from the register of minutes and resolutions/decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets.

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

3. The Company shall retain this Charter and any amendments and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and any other documents as prescribed by law, at

its head office or at another location, provided that shareholders and the business registration authority are notified of the place where such documents are stored.

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

XII. EMPLOYEES AND TRADE UNIONS

Article 38. Employees and Trade Unions

1. The General Director shall prepare plans for submission to the Board of Directors for approval regarding matters related to the recruitment and termination of employees, as well as salaries, social insurance, benefits, rewards, and disciplinary measures applicable to employees and managerial officers.

2. The General Director shall prepare plans for submission to the Board of Directors for approval regarding the Company's relations with trade unions, in accordance with best standards, practices, and management policies, as well as the practices and policies set out in this Charter, the Company's regulations, and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 39. Profit Distribution

1. The Company shall pay dividends to shareholders only when it has made a profit, has fulfilled its tax obligations, and has completed other financial obligations in accordance with applicable law.

2. The General Meeting of Shareholders shall decide the dividend payment rate and form of dividend distribution annually from the Company's retained profits.

3. In accordance with the Law on Enterprises, the Board of Directors may decide to pay interim dividends if it considers such payment to be consistent with the Company's profitability.

4. The Company shall not pay interest on any dividend payment or any amounts related to a class of shares.

5. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of dividends in shares, and the Board of Directors shall be responsible for implementing such resolution.

6. In cases where dividends or other amounts relating to a class of shares are paid in cash, the Company shall make payment in Vietnamese Dong. Such payment may be made directly or via banks based on the detailed bank information provided by the shareholder. Where the Company has duly transferred the payment in accordance with the bank details provided by the shareholder but the shareholder does not receive the funds, the Company shall not be liable for such amount once it has been transferred to the beneficiary shareholder. Dividend payments for listed shares on the Stock Exchange may be made through securities companies or competent authorities.

7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution to determine a specific record date for closing the list of shareholders. Based on such date, persons registered as shareholders or holders of other

securities shall be entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.

Dividends shall be fully paid within six (06) months from the date of conclusion of the General Meeting of Shareholders. The Board of Directors shall prepare the list of shareholders entitled to receive dividends and determine the dividend rate, timing, and form of payment no later than thirty (30) days prior to each dividend payment. Notices of dividend payment shall be sent by secure method to shareholders at their registered addresses or notified via telephone, email, or fax at least fifteen (15) days prior to the dividend payment.

8. Other matters related to profit distribution shall be implemented in accordance with applicable laws.

XIV. BANK ACCOUNT, RESERVE FUND, FINANCIAL YEAR, ACCOUNTING SYSTEM

Article 40. Bank Accounts

1. The Company shall open accounts at banks in Vietnam or at branches of foreign banks licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, and where necessary, the Company may open bank accounts abroad in accordance with applicable laws.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at banks where the Company maintains accounts

Article 41. Financial Year

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

Article 42. Accounting System

1. The Company's accounting regime shall be the Vietnamese Accounting Standards (VAS) or another accounting regime approved by the Ministry of Finance.
2. The Company shall prepare its accounting books in Vietnamese. The Company shall retain accounting records in accordance with the nature of its business activities. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The Company shall use the Vietnamese Dong (or a freely convertible foreign currency, where approved by the competent state authority) as its accounting currency.

XV. ANNUAL REPORT, INFORMATION DISCLOSURE OBLIGATION AND PUBLIC ANNOUNCEMENT

Article 43. Annual, Interim, Quartely Financial Statements

1. The Company shall prepare annual financial statements in accordance with the provisions of law and the regulations of the State Securities Commission. Such financial statements must be audited in accordance with Article 45 of this Charter. Within ninety (90) days from the end of each financial year, the Company shall submit the annual financial statements, duly approved by the General Meeting of Shareholders, to the competent tax authority, the State Securities Commission, the Stock Exchange (applicable to listed companies), and the business registration authority.
2. The annual financial statements shall include an income statement reflecting truthfully and objectively the Company's profit and loss position during the financial year, a balance sheet reflecting truthfully and objectively the Company's financial position as at the reporting date, a cash flow statement, and notes to the financial statements.
3. The Company shall prepare and disclose interim and quarterly reports in accordance with the regulations of the State Securities Commission and the Stock Exchange (for listed companies), and shall submit such reports to the relevant tax authorities and the business registration authority in accordance with the provisions of the Law on Enterprises.
4. The audited financial statements (including the auditor's opinion), as well as the Company's interim and quarterly reports, shall be disclosed on the Company's website.

Article 44. Annual Report

The Company shall prepare and disclose its annual report in accordance with the provisions of the law on securities and the securities market.

XVI. COMPANY AUDIT

Article 45. Audit

1. The Annual General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to select one of such companies to conduct the audit of the Company for the subsequent financial year, based on terms and conditions agreed with the Board of Directors. The Company shall prepare and submit its annual financial statements to the independent auditing company upon the completion of the financial year.
2. The independent auditing company shall examine, verify, and report on the annual financial statements reflecting the Company's revenues and expenditures, issue an audit report and submit such report to the Board of Directors within two (02) months from the end of the financial year.
3. A copy of the audit report shall be attached to the Company's annual financial statements.
4. The auditor conducting the audit of the Company shall be entitled to attend the General Meeting of Shareholders, receive notices and other information relating to the General Meeting of Shareholders that shareholders are entitled to receive, and to express opinions at such meetings on matters relating to the audit.

XVII. COMPANY SEAL

Article 46. Company Seal

1. The seal includes a seal made at a licensed seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the Company's seal, as well as the seals of its branches and representative offices (if any).
3. The Board of Directors and the Director (General Director) shall use and manage the Company's seal in accordance with applicable laws.

XVIII. DISSOLUTION AND LIQUIDATION

Article 47. Dissolution

1. The Company may be dissolved or terminated in the following cases:
 - a. Upon expiry of the operating term stated in the Company Charter without a decision to extend;
 - b. Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c. The Enterprise Registration Certificate is revoked, unless otherwise provided under the Law on Tax Administration;
 - d. Other cases as prescribed by applicable laws.
2. Dissolution of the Company prior to the expiry of the term (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision shall be notified to, or subject to approval by the competent authority (if required) in accordance with applicable laws.

Article 48. Extension of Operating Term

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months prior to the expiry of the operating term in order for shareholders to vote on the extension of the Company's term of operation upon the proposal of the Board of Directors.
2. The operating term shall be extended upon approval by shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders attending the General Meeting of Shareholders.

Article 49. Liquidation

1. At least six (06) months prior to the expiry of the Company's operating term or upon the issuance of a decision on the dissolution of the Company, the Board of Directors shall establish a Liquidation Committee comprising three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All liquidation-related expenses shall be given priority for payment by the Company before any other debts of the Company.

2. The Liquidation Committee shall be responsible for notifying the business registration authority of the date of its establishment and the date of commencement of its operation. From such date, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.

3. The proceeds from liquidation shall be distributed in the following order of priority:

a. Liquidation expenses;

b. Outstanding salary payments, severance allowances, social insurance contributions, and other employee benefits in accordance with collective labor agreements and signed labor contracts;

c. Tax liabilities;

d. Other debts of the Company;

d. Any remaining balance after payment of all amounts specified in items (a) to (d) above shall be distributed to the shareholders. Preference shares shall be given priority in payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 50. Internal Dispute Resolution

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

a. A shareholder and the Company;

b. A shareholder and the Board of Directors, the Board of Supervisors, the Director (General Director) or other senior managerial officers,

The relevant parties shall endeavor to resolve such disputes through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and request each party to present the factual circumstances relating to the dispute within fifteen (15) working days from the date the dispute arises. In the event that the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the authority issuing the Enterprise Registration Certificate to appoint an independent expert to act as arbitrator for the dispute resolution process.

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

3. Each party shall bear its own costs incurred in connection with the negotiation and conciliation procedures. Payment of Court costs shall be implemented in accordance with the judgment or decision of the Court.

XX. AMENDMENT AND SUPPLEMENT TO THE CHARTER

Article 51. Amendment and Supplement to the Charter

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In the event that any provisions of law relating to the operation of the Company are not provided for in this Charter, or where any new provisions of law differ from the provisions of this Charter, such provisions of law shall automatically apply and govern the operation of the Company.

XXI. EFFECTIVE DATE

Article 52. Effective Date

1. This Charter, comprising 21 Chapters and 52 Articles, was approved by the General Meeting of Shareholders of Hai Phong Construction Joint Stock Corporation No.3 on 20th May 2026 in Hai Phong, and the shareholders hereby approve the full text of this Charter, as well as its amendments and supplements from time to time.
2. This Charter is made in one (01) original copy and shall be kept at the Company's head office.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of the Company Charter shall be valid only if bearing the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.
5. Full name and signature of the legal representative of the Company.



Mr.: **Pham Ky Hung**

Title: **Chairman of the Board of Directors**