



SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

CHARTER

COKYVINA JOINT STOCK COMPANY

Hanoi, .06.. 2026



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PREAMBLE

Pursuant to:

- Business Registration Certificate No. 0100684716 issued by the Hanoi Department of Planning and Investment for the first time on 10 May 2005.
- Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020; amended on 17 June 2025.
- Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019.
- Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations on the implementation of certain articles of the Law on Securities.
- Circular No. 116/2020/TT-BTC dated 31 December 2020 providing guidance on certain provisions relating to corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations on the implementation of certain articles of the Law on Securities.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

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

- 1.1. "Company" means COKYVINA Joint Stock Company.
- 1.2. "Charter Capital" means the total par value of shares sold or subscribed for at the time of incorporation of the joint stock company, as stipulated under Article 6 of this Charter.
- 1.3. "Voting Capital" means the share capital in respect of which the holder has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders.
- 1.4. "Law on Enterprises" means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020; amended on 17 June 2025.
- 1.5. "Law on Securities" means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019.
- 1.6. "Date of Establishment" means the date on which the Company was granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent documents) for the first time.

1.7. "Manager" means the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial titles with authority to sign transactions on behalf of the Company as prescribed by the Company.

1.8. "Executive Officer of the Company" means the Chairman of the Board of Directors, the General Director, Deputy General Directors, and the Chief Accountant.

1.9. "Non-executive Member of the Board of Directors" (hereinafter referred to as Non-executive Member) means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executive as prescribed in this Charter.

1.10. "Independent Member of the Board of Directors" (hereinafter referred to as Non-executive Member) means a member as defined under Clause 2, Article 155 of the Law on Enterprises 2020.

1.11. "Authorised Representative" means an individual authorised in writing by a shareholder to exercise the shareholder's rights at the Company in accordance with the Law on Enterprises 2020 and this Charter.

1.12. "Related Person" means an individual or organisation as defined under Clause 23, Article 4 of the Law on Enterprises 2020 and Clause 46, Article 4 of the Law on Securities 2019.

1.13. "Duration of Operation" means the period of operation of the Company as stipulated under Article 2 of this Charter and any extension thereof (if any) approved by the General Meeting of Shareholders by Resolution.

1.14. "Vietnam" means the Socialist Republic of Vietnam.

1.15. Any other words and terms not defined in this Article shall be interpreted in accordance with the Law on Enterprises 2020, the Law on Securities 2019, and other relevant legal provisions.

In this Charter, any reference to any provision or document shall include any amendments thereto or replacement documents therefor.

The headings (Chapters and Articles of this Charter) are used for ease of reference and shall not affect the content of this Charter.

Words or terms defined in the Law on Enterprises (unless inconsistent with the subject matter or context) shall have the same meaning in this Charter.

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

Article 2. Name, Form, Registered Office, Branches, Representative Offices, Business Locations and Duration of Operation of the Company

1. Company Name

- Vietnamese name: CÔNG TY CỔ PHẦN COKYVINA
- Foreign language name: COKYVINA JOINT STOCK COMPANY
- Trading name: CÔNG TY CỔ PHẦN COKYVINA
- Abbreviated name: COKYVINA

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

3. The registered office of the Company is:

- Registered head office address: No. 178 Trieu Viet Vuong Street, Hai Ba Trung Ward, Hanoi City.
- Telephone: 024 39781323
- Fax: 024 39782368
- Email: info@cokyvina.com.vn
- Website: www.cokyvina.com.vn

4. The Company may establish branches and representative offices in business localities to achieve the Company's operational objectives, subject to the decision of the Board of Directors and within the scope permitted by law.

5. Unless operations are terminated prior to the expiry of the period stipulated in Clause 2, Article 59, or the duration is extended in accordance with Article 60 of this Charter, the Company's duration of operation shall be indefinite from the date of establishment.

Article 3. Legal Representative of the Company

The legal representative of the Company is the individual who represents the Company in the exercise of rights and performance of obligations arising from the Company's transactions, and who represents the Company as petitioner, plaintiff, defendant, or interested party in arbitration, court proceedings, and in other rights and obligations as prescribed by law.

The Company shall have one (1) legal representative. The Chairman of the Board of Directors shall be the legal representative of the Company.

The legal representative of the Company shall have the following responsibilities:

- 3.1. To exercise the rights and perform the obligations assigned in an honest and diligent manner, to the best of their ability, so as to protect the legitimate interests of the Company.
- 3.2. To remain loyal to the interests of the Company; not to use information, trade secrets, or business opportunities of the Company; not to abuse their position, title, or the Company's assets for personal gain or to serve the interests of other organisations or individuals.

3.3. To promptly, fully, and accurately notify the Company of any enterprise in which the legal representative and their related persons hold controlling shares or contributed capital.

The legal representative of the Company shall bear personal liability for any damages caused to the Company by violation of the obligations set forth in this Charter.

The legal representative must reside in Vietnam and shall, upon departure from Vietnam, delegate in writing to another person to exercise the rights and perform the obligations of the legal representative. In such case, the legal representative shall remain responsible for the exercise of the delegated rights and obligations.

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

Article 4. Business Objectives of the Company

Business lines and sectors of the Company:

No.	Sector Name	Sector Code
1	Manufacture of communication equipment Details: Manufacturing and assembling machinery and equipment in the fields of postal services, telecommunications, radio and television broadcasting	2630
2	Labour supply and management Details: Supplying and recruiting labour as required by employers	7830
3	Manufacture of other wiring and electronic cables Details: Manufacturing copper wire products (copper wire, optical cable), copper cores (copper core, optical core), plastic bobbins, iron bobbins, wooden bobbins	2732
4	Manufacture of electrical wiring and cables of various types Details: Manufacturing and trading of all types of data cables (copper wire and optical fibre), telecommunications cables, residential electrical wires and cables, power cables, and telecommunications and residential electrical materials	2733
5	Warehousing and storage of goods Details: Warehouse leasing	5210
6	Other supporting activities relating to transportation Details: Customs brokerage services	5229

7	Short-stay accommodation services Details: Guest houses and short-stay lodging facilities; Hotels	5510
8	Wholesale of other installation materials in construction	4663
9	Restaurants and mobile catering services Details: Restaurants, eateries, food stalls (excluding bars, karaoke establishments, and dance clubs)	5610
10	Other telecommunications activities Details: - Trading in telecommunications services - Trading in services in the fields of postal services, telecommunications, radio and television broadcasting, electricity, electronics, information technology, consumer electronics	6190
11	Computer programming	6201
12	Computer consultancy and computer facility management	6202
13	Repair of machinery and equipment Details: Repair of products within the Company's business sectors	3312
14	Installation of industrial machinery and equipment	3320
15	Electrical system installation	4321
16	Wholesale of beverages	4633
17	Wholesale of electronic and telecommunications equipment and components Details: Trading in raw materials, supplies, and specialist telecommunications cable products, subscriber wiring, and residential electrical materials	4652
18	Wholesale of other machinery, equipment, and machine parts Details: - Wholesale of construction machinery, equipment, and machine parts - Wholesale of electrical machinery, equipment, and materials (generators, electric motors, wiring, and other electrical circuit equipment) - Wholesale of solar energy panel equipment - Wholesale of office machinery, equipment, and parts (excluding computers and peripheral devices) - Wholesale of CNC machine tools - Wholesale of measuring instruments and devices - Wholesale of all types of machine tools for all kinds of materials - Wholesale of postal and telecommunications supplies and equipment, radio and television, electricity, electronics, information technology, consumer	4659

	electronics, industrial and civil equipment, and other fields used in industrial manufacturing, commercial, maritime, and other services	
19	Retail sale via mail order or the Internet	4791
20	<p>Other business support service activities not elsewhere classified:</p> <p>Details:</p> <ul style="list-style-type: none"> - Import-export commission agency services (excluding investment entrustment) - Investment in the fields of postal and telecommunications services, finance, industry, housing, infrastructure, industrial zones, urban areas, and other sectors as permitted by law - Direct import and export of materials, equipment, and complete sets of equipment in the fields of postal and telecommunications, radio and television, electricity, electronics, information technology, consumer electronics, transportation, industry, construction, and other fields as permitted by law - Maintenance, upkeep, and warranty services - Assembly and completion, consultancy, repair, and warranty of the Company's products - Internet access services, provision of transmission lines in the sector - Value-added telecommunications services, telecommunications, and information technology - Supply of equipment in the fields of healthcare, education, laboratories, and agriculture - Supply of measuring instruments and equipment 	8299 (Primary)
21	<p>Other education not elsewhere classified</p> <p>Details:</p> <ul style="list-style-type: none"> - Training for road motor vehicle drivers (automobiles, motorcycles, and special-purpose vehicles) - Training in marketing, communications, and sales skills - Training and fostering of knowledge and skills in information technology - Applied IT training and digital transformation - Soft skills and professional development training 	8559
22	<p>Educational support services</p> <p>(For regulated business lines, the Company shall only conduct business upon satisfying all applicable statutory conditions)</p>	8560
23	<p>Insurance agency and brokerage activities</p> <p>Details: Insurance agent activities</p>	6622
24	Real estate business, use of land belonging to owners, users or lessees	6810

	Details: Real estate business	
25	Management consultancy activities Details: Consultancy on economic contract execution and other services permitted by law (excluding legal advisory services)	7020
26	Other professional, scientific, and technological activities not elsewhere classified Details: Technology transfer; Technology transfer consultancy	7490
27	Rental of motor vehicles Details: Automobile rental	7710
28	Activities of job centres, employment agencies, and labour brokerage Details: Employment placement services for workers	7810
29	Construction of residential buildings	4101
30	Temporary labour supply Details: Labour lease-out services	7820
31	Construction of non-residential buildings	4102
32	Manufacture of consumer electronic products Details: Manufacturing and assembling of machinery and equipment in the fields of electricity, electronics, information technology, consumer electronics, transportation, industry, construction, and other fields as permitted by law	2640
33	Construction of electrical works	4221
34	Wholesale of solid, liquid, and gaseous fuels and related products	4661
35	Construction of water supply and drainage works	4222
36	Rental of other machinery, equipment, and tangible goods without operator Details: Rental of machinery, equipment, and other tangible goods not elsewhere classified; Equipment and vehicle rental	7730
37	Nursery education	8511
38	Construction of telecommunications and communication works	4223
39	Pre-school education	8512
40	Construction of other civil engineering works	4229
41	Agency, brokerage, and auctioning of goods Details: - Telecommunications service agency	4610

	<ul style="list-style-type: none"> - Lottery agency - Construction materials distribution agency - Industrial equipment distribution agency (machine tools, wire and cable production lines, gear reducers, conveyors) 	
42	Trade fair and event promotion and organisation Details: Event organisation (excluding press conferences)	8230
43	Travel agency activities	7911
44	Tour operator activities Details: Domestic and international travel services	7912
45	Construction of railway works	4211
46	Construction of roads	4212
47	Construction of waterway works	4291
48	Construction of processing and manufacturing works	4293
49	Construction of other civil engineering works	4299
50	<p>Installation of plumbing, heating, and air-conditioning systems</p> <p>Details: Installation of water supply and drainage pipelines, heating, and air-conditioning systems in buildings or other construction works, including expansion, modification, maintenance, and repair.</p> <p>Specifically:</p> <ul style="list-style-type: none"> - Heating systems (electric, gas, oil) - Furnaces and cooling towers - Non-electric solar energy collection systems - Water supply, drainage, and sanitary equipment - Ventilation, refrigeration, or air-conditioning equipment - Gas equipment - Steam pipelines - Fire sprinkler systems - Irrigation sprinkler systems - Pipeline installation 	4322
51	<p>Installation of other construction systems</p> <p>Details:</p> <ul style="list-style-type: none"> - Installation of other equipment systems (other than electrical systems, plumbing, heating and air-conditioning, or industrial machinery) in residential buildings and civil engineering works, including maintenance and repair of such systems. 	4329

	- Installation of equipment systems in residential buildings and other construction works, such as: Lifts and escalators; Rolling doors and automatic doors; Lightning protection conductors; Solar panel systems; Vacuum systems; Sound systems; Sound insulation, thermal insulation, and anti-vibration systems	
52	Building completion and finishing	4330
53	Other specialised construction activities	4390
54	Advertising and communications	7310
55	Electricity generation Details: Solar electricity generation	3512
56	Electricity transmission and distribution Details: - Wholesale electricity trading - Electric vehicle charging station operations	3513
57	Other business support service activities not elsewhere classified Details: Support services for road motor vehicle driving examination	8299
58	Rental of motor vehicles Details: Vehicle rental for driver training purposes	7710
59	Maintenance and repair of motor vehicles and other automotive vehicles	4520
60	Other supporting activities relating to transportation Details: Support for driver training and vehicle management activities	5229
61	Technical inspection and analysis Details: Motor vehicle inspection and registration	7120
62	Data processing, hosting, and related activities Details: Complete data processing for clients, including: data entry, data cleaning, data aggregation, report generation, etc., from client-provided data. - Provision and rental of information infrastructure, such as: internet domain rental, website hosting, etc. - Other related service activities, such as: real-time sharing of IT devices (servers, personal computers, mobile devices, etc.) for clients	6311

Business objectives of the Company:

2.1. To conduct business profitably, preserving and developing shareholders' capital in the Company.

2.2. To maximise profits and the efficiency of the Company's production and business operations, thereby enhancing capital accumulation, concentration, specialisation, and cooperative production; improving management quality, investment efficiency, business performance, reputation, and competitiveness of the Company; contributing to job creation and ensuring the livelihoods of employees; improving socio-economic efficiency; and making positive contributions to the State budget.

Article 5. Scope of Business and Activities of the Company

The Company is authorised to plan and carry out all business activities as set forth in the Enterprise Registration Certificate and this Charter, in compliance with applicable laws, and to take appropriate measures to achieve the Company's objectives.

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

The Communist Party of Vietnam organisation within the Company shall operate in accordance with the Constitution, laws of the Socialist Republic of Vietnam, and the Charter of the Communist Party of Vietnam. Trade union organisations and other political-social organisations within the Company shall operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam. The Company shall respect and create conditions for such organisations to operate in accordance with their respective functions, duties, and charters.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

1. The charter capital of the Company is VND 40,500,000,000 (Forty billion, five hundred million Vietnamese dong).

The total charter capital of the Company is divided into 4,050,000 shares with a par value of VND 10,000 per share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable legal provisions.

3. The Company's shares as of the date of adoption of this Charter comprise ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are set forth under Articles 12 and 13 of this Charter.

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

5. The name, address, number of shares, and other details of the founding shareholders as required under the Law on Enterprises are as follows:

No.	Shareholder Name	Shareholding Ratio (%)	Number of Shares	Value (VND)
1	State (Vietnam Posts and Telecommunications Group - VNPT)	49%	1,984,500	19,845,000,000
2	Other shareholders	51%	2,065,500	20,655,500,000

6. Ordinary shares must be offered for preferential subscription by existing shareholders in proportion to their respective ordinary shareholdings in the Company, unless otherwise resolved by the General Meeting of Shareholders. Any shares not subscribed for by existing shareholders shall be allocated at the discretion of the Board of Directors. The Board of Directors may distribute such shares to shareholders and other parties on terms no more favourable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

7. The Company may repurchase shares previously issued by the Company in accordance with the procedures set forth in this Charter and applicable law.

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

Article 7. Share Certificates, Shareholder Register

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

A share certificate is a certificate issued by the Company, a book entry, or electronic data confirming the ownership of one or more shares of the Company. Share certificates must contain the full contents as required under Clause 1, Article 121 of the Law on Enterprises 2020.

Within thirty (30) days from the date of submission of complete documentation for share ownership transfer as required by the Company, or within sixty (60) days (or such other period as specified in the issuance terms) from the date of completion of the share issuance as set out in the Company's share issuance plan, the share owner shall be issued a share certificate. Share owners shall not be required to pay the Company for the cost of printing share certificates.

In the event that a share certificate is lost, destroyed, damaged, tampered with, or obliterated, the shareholder may request the issuance of a replacement share certificate, provided that the shareholder furnishes evidence of share ownership, undertakes to return the original certificate to the Company for cancellation if recovered, assumes liability for any disputes arising from the reissuance, pays all related costs to the Company, and complies with Clause 3, Article 121 of the Law on Enterprises 2020.

Shareholder Register

5.1. A joint stock company must prepare and maintain a shareholder register from the date of issuance of the Enterprise Registration Certificate. The shareholder register must contain at least the information required under Clause 2, Article 122 of the Law on Enterprises 2020.

5.2. The shareholder register may be prepared and maintained in paper form, electronic data form, or both. The shareholder register may be kept at the Company's head office or at the Vietnam Securities Depository and Clearing Corporation. Shareholders have the right to inspect, search, or extract and copy the contents of the shareholder register during the working hours of the Company or the Vietnam Securities Depository and Clearing Corporation.

5.3. In the event that a shareholder changes their contact address, the shareholder must promptly notify the Company to update the shareholder register accordingly. The Company shall not be liable for failure to contact a shareholder due to non-notification of a change in the shareholder's contact address.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates of the Company shall be issued bearing the signature of the legal representative and the seal of the Company, and shall comply with applicable legal provisions on securities and securities markets.

Article 9. Transfer of Shares

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

Shares that have not been fully paid for shall not be transferred, and no rights associated therewith shall be exercised, including the right to receive dividends, the right to receive shares issued for the purpose of increasing share capital from equity, the right to subscribe for newly offered shares, or any other rights as prescribed by law.

The transfer of preferential shares purchased by employees of the Company pursuant to long-term employment commitments shall be carried out in accordance with applicable law.

Shares owned by trade union organisations and purchased from trade union funds shall not be transferred.

The transfer of shares shall be effected by contract in the ordinary manner or through transactions on the securities market. In the case of share transfer by contract, the transfer documents must be signed by both the transferor and the transferee, or their respective authorised representatives. In the case of transfer through transactions on the securities market, the procedures, formalities, and registration of ownership shall be carried out in accordance with applicable securities laws. Where the shareholder is a foreign investor who receives or transfers shares, the Company must provide

written notification to the business registration authority within ten (10) working days from the date of the change involving the foreign investor shareholder.

In the event of the death of an individual shareholder, the Company shall recognise the following persons as having the right to own part or all of the deceased shareholder's shares.

6.1. In the event that the shares of a deceased individual shareholder have no heir, the heir disclaims inheritance, or is deprived of the right of inheritance, such shares shall be disposed of in accordance with civil law.

6.2. In the event of multiple lawful heirs, the matter shall be resolved in accordance with applicable law. The Company shall not resolve disputes between legal heirs.

6.3. The person having the right to own or lawfully inherit the shares shall register as the new owner of the inherited shares, become a new shareholder of the Company, and shall be entitled to all rights and be subject to all obligations of the shareholder they inherit.

Persons who receive shares in the circumstances described above shall only become shareholders of the Company from the time their information as required under Clause 2, Article 122 of the Law on Enterprises 2020 is fully recorded in the shareholder register.

In the event that a shareholder transfers a portion of their shares, the old share certificate shall be cancelled and the Company shall issue a new share certificate reflecting the number of shares transferred and the remaining shares.

Other cases of share ownership transfer shall be carried out in accordance with applicable law.

Article 10. Forfeiture of Shares

In the event that a shareholder fails to make full and timely payment for shares subscribed, the Board of Directors shall issue a notice and may require such shareholder to pay the outstanding amount together with interest thereon and any costs incurred by the Company as a result of such non-payment.

The payment notice shall specify the deadline for payment (a minimum of seven (7) days from the date of notice), the place of payment, and shall clearly state that failure to make payment in accordance with the requirements will result in forfeiture of the unpaid shares.

The Board of Directors shall have the right to forfeit shares that have not been fully and timely paid for in the event that the requirements set out in the above notice are not complied with.

Forfeited shares shall be treated as shares available for offer as stipulated under Clause 3, Article 112 of the Law on Enterprises 2020. The Board of Directors may directly or by delegation sell, redistribute, or otherwise dispose of the forfeited shares to the former owner or to other parties on such terms and in such manner as the Board of Directors deems appropriate.

A shareholder holding forfeited shares shall cease to be a shareholder in respect of those shares but shall remain liable to pay all outstanding amounts and accrued interest at a rate not exceeding one

hundred and fifty percent (150%) per annum of the twelve (12)-month average lending rate of the four State-owned commercial banks (AGRIBANK, BIDV, VIETCOMBANK, and VIETINBANK) at the time of forfeiture, as determined by the Board of Directors, from the date of forfeiture until the date of actual payment. The Board of Directors shall have full authority to enforce payment of the full value of the shares at the time of forfeiture.

A forfeiture notice shall be sent to the holder of the shares to be forfeited prior to the forfeiture. The forfeiture shall remain valid even if there is an error or omission in the sending of the notice.

Article 11. Repurchase of Shares

1. Repurchase of shares at the request of shareholders:

1.1. A shareholder who votes against a resolution on the reorganisation of the Company or on a change in the rights and obligations of shareholders as stipulated in the Company's Charter shall have the right to request the Company to repurchase their shares. Such request must be made in writing, specifying the name, address, and number of each class of shares held, the proposed selling price, and the reasons for the request. The request must be submitted to the Company within ten (10) working days from the date on which the General Meeting of Shareholders adopted the said resolution.

1.2. The Company must repurchase shares at the request of shareholders as stipulated under Point 1.1, Clause 1 of this Article at the market price or at another price calculated in accordance with principles set out in the Company's Charter, within ninety (90) days from the date of receipt of the request. If no agreement on the price is reached, the shareholder may sell the shares to another party, or the parties may request a professional valuation organisation to determine the price. The Company shall recommend at least three (03) professional valuation organisations for the shareholder to choose from, and such choice shall be final.

2. Repurchase of shares pursuant to a decision of the Company:

The Company shall have the right to repurchase up to thirty percent (30%) of the total number of ordinary shares sold, or part or all of the dividend preference shares sold, in accordance with the following provisions:

2.1. The Board of Directors shall have the authority to decide to repurchase up to ten percent (10%) of the total shares of each class sold within twelve (12) months. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders.

2.2. The Board of Directors shall determine the share repurchase price. In the case of ordinary shares, the repurchase price shall not exceed the market price at the time of repurchase, unless otherwise provided under Point 2.3, Clause 2 of this Article. In the case of other classes of shares, unless otherwise stipulated in the Company's Charter or agreed upon by the Company and the relevant shareholders, the repurchase price shall not be lower than the market price.

2.3. The Company may repurchase shares from each shareholder in proportion to their respective shareholdings in the Company. In such case, the Company's share repurchase decision must be communicated by a method ensuring delivery to all shareholders within thirty (30) days from the date of adoption of such decision. The notice shall state the name, registered address of the Company, the total number and class of shares to be repurchased, the repurchase price or principles for determining the repurchase price, the payment procedures and deadlines, and the procedures and deadline for shareholders to offer their shares for sale to the Company.

Shareholders who agree to sell their shares must submit their offer to the Company by a method ensuring delivery within thirty (30) days from the date of the notice. The offer must contain the full name, permanent address, nationality, and identity card, citizen identification card, passport, or other valid personal identification number of the individual shareholder; the name, enterprise registration number or establishment decision number, and registered address of the institutional shareholder; the number and class of shares held and the number offered for sale; the payment method; and the signature of the shareholder or their legal representative. The Company shall only repurchase shares offered for sale within the said period.

Article 12. Conditions of Payment and Handling of Repurchased Shares

The Company may only make payment for repurchased shares to shareholders in accordance with Article 11 of this Charter if, immediately after completing the full payment for all repurchased shares, the Company remains capable of fully settling its debts and other financial obligations.

Shares repurchased in accordance with Article 11 of this Charter shall be handled in accordance with applicable law.

Share certificates evidencing ownership of repurchased shares must be cancelled immediately upon full payment for the corresponding shares. The Chairman of the Board of Directors and the General Director shall be jointly and severally liable for any losses caused by failure to cancel or delay in cancelling share certificates.

Upon completion of full payment for all repurchased shares, if the total asset value recorded in the Company's accounting books decreases by more than ten percent (10%), the Company must notify all creditors within fifteen (15) days from the date of completion of payment for all repurchased shares.

Article 13. Recovery of Share Repurchase Payments or Dividends

In the event that the payment for repurchased shares is made in violation of Article 12 of this Charter, or dividends are paid in violation of Article 135 of the Law on Enterprises 2020, the shareholders must refund to the Company the amounts or other assets received. In the event that a shareholder is unable to refund such amounts to the Company, all members of the Board of Directors shall be jointly and severally liable for the Company's debts and other financial

obligations within the value of the amounts and assets distributed to shareholders that have not been refunded.

V. ORGANISATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 14. Organisational Structure, Governance and Control

The management, governance, and control structure of the Company comprises:

1. General Meeting of Shareholders
2. Board of Directors
3. General Director
4. Supervisory Board

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 15. Rights of Shareholders

A shareholder is a person who owns the Company and may be a legal entity or an individual holding one or more shares of the Company, and shall have corresponding rights and obligations proportionate to the number and class of shares owned. An institutional shareholder owning at least ten percent (10%) of the total ordinary shares may appoint more than three (03) authorised representatives. Shareholders shall be liable for the debts and other financial obligations of the Company only to the extent of the capital contributed.

Holders of ordinary shares shall have the following rights:

- 2.1. Shareholders may attend, speak, and vote at General Meetings of Shareholders in one of the following forms:
 - 2.1.1. Attend, speak, and vote directly at the meeting or at an online conference organised by the Company;
 - 2.1.2. Authorise another person to attend, speak, and vote at the meeting;
 - 2.1.3. The authorisation for a representative to attend the General Meeting of Shareholders must be made in writing using the form issued by the Company. The authorised representative must present the power of attorney and personal identification documents upon registering to attend the meeting prior to entering the meeting room;
 - 2.1.5. Submit a ballot to the meeting by post, fax, or email.
- 2.2. Each ordinary share carries one vote.
- 2.3. Receive dividends at rates determined by the General Meeting of Shareholders.

2.4. Freely transfer fully paid-up shares in accordance with the provisions of this Charter and applicable law, except as provided under Clauses 3 and 4, Article 9 of this Charter.

2.5. Priority subscription for newly offered shares in proportion to their ordinary shareholdings.

2.6. Review, access, and extract information from the list of voting shareholders and request the correction of inaccurate information.

2.7. Access information regarding the list of shareholders entitled to attend the General Meeting of Shareholders.

2.8. Review, access, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders.

2.9. In the event of dissolution or bankruptcy of the Company, receive a proportionate share of the remaining assets corresponding to their shareholding in the Company, after the Company has settled all debts with relevant parties in accordance with applicable law.

2.10. Request the Company to repurchase their shares in the circumstances stipulated under Article 132 of the Law on Enterprises 2020 and Article 11 of this Charter.

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

3. Shareholders or groups of shareholders holding five percent (5%) or more of the total ordinary shares continuously for at least six (06) months shall have the right to:

3.1. Nominate candidates for the Board of Directors or Supervisory Board as stipulated under Point 2.2, Clause 2, Article 28 and Clause 1, Article 40 of this Charter;

3.2. Request the Board of Directors to convene a General Meeting of Shareholders in accordance with Articles 115 and 140 of the Law on Enterprises 2020;

3.3. Inspect and obtain copies or extracts of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;

3.4. Request the Supervisory Board to conduct a specific investigation into any matter relating to the management and operation of the Company when deemed necessary. Such request must be in writing and must include the full name, permanent address, nationality, and citizen identification card number (or identity card number), passport, or other valid personal identification of the individual shareholder; the name, enterprise registration number or establishment decision number, and registered address of the institutional shareholder; the number of shares held and the date of share registration of each shareholder, the total number of shares of the group of shareholders, and their ownership ratio in the total share capital of the Company; and the matter to be investigated and the purpose of the investigation;

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

4. The rights of preference shareholders (if any) shall be determined by the General Meeting of Shareholders in compliance with applicable law.

Article 16. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To make full and timely payment for the subscribed shares. No shareholder shall be permitted to withdraw contributed capital in the form of ordinary shares from the Company by any means, except where the Company or another party purchases back such shares. In the event that a shareholder withdraws part or all of their contributed share capital in contravention of this provision, such shareholder and any persons with related interests in the Company shall be jointly and severally liable for the Company's debts and other financial obligations within the value of the withdrawn capital and any resulting losses.
2. To comply with the Company's Charter and internal regulations; to abide by the resolutions of the General Meeting of Shareholders and the Board of Directors; and to observe the conditions specifically stipulated in the share certificate for each corresponding class of shares.
3. To attend General Meetings of Shareholders and exercise voting rights as stipulated in this Charter in one of the following forms:
 - 3.1. Attend and vote directly at the meeting;
 - 3.2. Authorise another person to attend and vote at the meeting;
 - 3.3. Where the Company organises an online meeting, shareholders shall exercise their right to attend and vote through online participation, electronic voting, or other electronic means;
 - 3.4. Submit a ballot to the meeting by post, fax, or email.
4. To provide accurate shareholder information for recording in the shareholder register.
5. To fulfil other obligations as prescribed by applicable law.
6. To bear personal liability when acting in the name of the Company in any form to carry out any of the following acts:
 - 6.1. Violation of law;
 - 6.2. Conducting business or other transactions for personal gain or to serve the interests of other organisations or individuals;
 - 6.3. Payment of debts not yet due in anticipation of financial risks to the Company.
7. To maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and applicable law; to use the information provided solely to exercise and protect one's own legitimate rights and interests; and to be strictly prohibited from distributing or copying and forwarding such information to other organisations or individuals.
8. Other obligations as stipulated under the Law on Enterprises 2020 and the Company's Charter.

Article 17. General Meeting of Shareholders

The General Meeting of Shareholders comprises all voting shareholders and is the supreme authority of the Company.

The General Meeting of Shareholders shall hold an annual meeting once a year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be determined as the place where the chairperson is present and must be within the territory of Vietnam.

The General Meeting of Shareholders must hold its annual meeting within four (04) months from the end of the financial year. The Board of Directors may extend the annual General Meeting of Shareholders where necessary, but by no more than six (06) months from the end of the financial year.

4. The Board of Directors shall convene both annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following circumstances:

- 4.1. The Board of Directors determines it necessary for the general benefit of the Company;
- 4.2. Quarterly, semi-annual, or audited annual financial statements reflect a loss of one-half (1/2) of the equity capital compared to the beginning of the period;
- 4.3. The number of remaining members of the Board of Directors, independent members of the Board of Directors, or Supervisors falls below the statutory minimum, or the number of Board of Directors members decreases by more than one-third (1/3) of the number stipulated in this Charter;
- 4.4. Shareholders or a group of shareholders as stipulated under Clause 3, Article 15 of this Charter submit a written request for the convening of a General Meeting of Shareholders. Such request must clearly state the reason and purpose of the meeting and must include the signatures of all relevant shareholders, or must be made in multiple copies collectively signed by the relevant shareholders;
- 4.5. The Supervisory Board requests a meeting to be convened where the Supervisory Board has reasonable grounds to believe that members of the Board of Directors or other executives have seriously breached their obligations under Article 165 of the Law on Enterprises 2020, or that the Board of Directors has acted or intends to act beyond the scope of its authority;
- 4.6. Other cases as prescribed by law and this Charter.

5. Convening an extraordinary General Meeting of Shareholders:

- 5.1. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of Board of Directors or Supervisory Board members

falls below the level specified in Point 4.3, Clause 4 of this Article, or from the date of receipt of the request specified in Points 4.4 and 4.5, Clause 4 of this Article;

5.2. If the Board of Directors fails to convene a General Meeting of Shareholders as stipulated under Point 5.1, Clause 5 of this Article, the Supervisory Board must replace the Board of Directors and convene the General Meeting of Shareholders within the following thirty (30) days in accordance with Clause 3, Article 140 of the Law on Enterprises 2020;

5.3. If the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated under Point 5.2, Clause 5 of this Article, within the following thirty (30) days, the shareholder or group of shareholders that submitted the request specified in Point 4.4, Clause 4 of this Article shall have the right to replace the Board of Directors and Supervisory Board in convening the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises 2020.

In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the procedures for convening, conducting, and making decisions at the General Meeting of Shareholders.

6. The costs of convening and conducting the General Meeting of Shareholders pursuant to Clause 5 of this Article shall be reimbursed by the Company, excluding expenses incurred by shareholders in attending the meeting, including accommodation and travel costs.

Article 18. Rights and Duties of the General Meeting of Shareholders

1. The Annual General Meeting of Shareholders shall have the right to discuss and adopt the following matters:

- 1.1. Audited annual financial statements;
- 1.2. Report of the Board of Directors;
- 1.3. Report of the Supervisory Board;
- 1.4. Other matters within its authority.

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

- 2.1. Approve the strategic direction of the Company;
- 2.2. Approve the audited annual financial statements;
- 2.3. Determine the classes and total number of shares of each class authorised for offer; determine the annual dividend per share class — such dividend shall not exceed the level proposed by the Board of Directors following consultation with shareholders at the General Meeting of Shareholders; select the independent auditing firm;
- 2.4. The number of members of the Board of Directors and Supervisory Board;

2.5. Elect, dismiss, remove, and replace members of the Board of Directors and Supervisory Board members;

2.6. Budget and total remuneration of members of the Board of Directors and Supervisory Board, and the remuneration report of the Board of Directors and Supervisory Board;

2.7. Amend and supplement the Company's Charter;

2.8. Classes and number of newly issued shares for each class;

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

2.10. Decide on the reorganisation or dissolution (liquidation) of the Company and appointment of the liquidator;

2.11. Examine and address violations committed by the Board of Directors and Supervisory Board that cause losses to the Company and its shareholders;

2.12. Decide on investment transactions or the sale of assets valued at thirty-five percent (35%) or more of the total asset value of the Company as recorded in the most recent audited financial statements;

2.13. Decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;

2.14. Approve contracts and transactions between the Company and parties specified under Clause 1, Article 167 of the Law on Enterprises 2020, where the value equals or exceeds thirty-five percent (35%) of the total asset value of the Company as recorded in the most recent audited financial statements. In such case, the Company's representative signing the contract must notify the Board of Directors and the Supervisors of the parties having related interests in respect of such contract or transaction, and must attach the draft contract or transaction or the principal contents thereof. The Board of Directors shall present the draft contract or transaction or explain its principal contents at the General Meeting of Shareholders or solicit shareholders' written opinions. In such case, shareholders with related interests shall not have the right to vote; the contract or transaction shall be approved where shareholders representing sixty-five percent (65%) of the remaining total voting shares vote in favour;

2.15. Other rights and obligations as provided under the Law on Enterprises, other applicable laws, and this Charter.

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

3.1. Adoption of contracts specified in Clause 2 of this Article where such shareholder or a person related to that shareholder is a party to the contract or transaction;

3.2. Repurchase of shares held by such shareholder or their related persons, except where the repurchase is effected proportionately to the shareholdings of all shareholders, or the

repurchase is effected through order-matched transactions on the Stock Exchange or through a public tender offer in accordance with applicable law.

4. All resolutions and matters placed on the meeting agenda must be put to discussion and a vote at the General Meeting of Shareholders.

Article 19. Authorised Representatives

Shareholders entitled to attend the General Meeting of Shareholders in accordance with applicable law may authorise individuals or organisations to attend on their behalf.

The authorisation for a representative to attend the General Meeting of Shareholders must be made in writing using the Company's template and must be signed in accordance with the following requirements:

2.1. Where the authorising party is an individual shareholder, the power of attorney must be signed by the shareholder and the individual or the legal representative of the organisation authorised to attend the meeting;

2.2. Where the authorising party is an institutional shareholder, the power of attorney must be signed by the authorised representative and the legal representative of the institutional shareholder, as well as by the individual or the legal representative of the organisation authorised to attend the meeting;

2.3. In other cases, the power of attorney must be signed by the legal representative of the shareholder and the person authorised to attend the meeting;

2.4. The authorised representative attending the General Meeting of Shareholders must present the power of attorney and personal identification documents upon registering to attend the meeting prior to entering the meeting room.

Where a lawyer signs a letter of appointment of a representative on behalf of the authorising party, such appointment shall only be deemed effective if the letter of appointment is presented together with the power of attorney granted to the lawyer (where such power of attorney has not been previously registered with the Company).

3. An institutional shareholder may appoint one or more authorised representatives to exercise their shareholder rights in accordance with applicable law. Where more than one authorised representative is appointed, the number of shares and votes allocated to each representative must be specifically stated. The appointment, termination, or change of an authorised representative must be notified in writing and shall only take effect with respect to the Company from the date on which the Company receives such notice. The notice must include the following principal contents:

3.1. Name, enterprise registration number, and registered address of the Company;

3.2. Number of shares, class of shares, and date of shareholder registration at the Company;

3.3. Number of authorised representatives and the corresponding proportion of shares and contributed capital allocated to each authorised representative;

3.4. Full name, permanent address, nationality, citizen identification card number, identity card number, passport number, or other valid personal identification number of each authorised representative;

3.5. The corresponding term of authorisation of each authorised representative, including the commencement date of the authorisation;

3.6. Full name, signature of the authorised representative, and the legal representative of the shareholder.

4. Except as provided under Clause 3 of this Article, the ballot of an authorised representative attending the meeting within the scope of their authorisation shall remain valid in any of the following circumstances:

4.1. The authorising party has died or has been declared to have limited or no civil legal capacity;

4.2. The authorising party has revoked the appointment;

4.3. The authorising party has revoked the authority of the person effecting the authorisation.

This provision shall not apply where the Company has received notice of any of the above events prior to the commencement of the General Meeting of Shareholders or prior to the reconvening thereof.

Article 20. Modification of Rights

The modification or cancellation of special rights attached to a class of preference shares shall take effect upon approval by shareholders representing sixty-five percent (65%) or more of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on matters that adversely alter the rights and obligations of preference shareholders shall only be adopted where shareholders of the same preference class attending the meeting who hold at least seventy-five percent (75%) of the total shares of that preference class vote in favour, or where preference shareholders of the same class holding at least seventy-five percent (75%) of the total shares of that preference class vote in favour in cases where the resolution is adopted in the form of written opinion polling.

The procedures for holding such separate meetings shall be similar to those stipulated under Articles 22 and 24 of this Charter.

Unless otherwise provided in the share issuance terms, the special rights attached to preference shares granting priority over some or all matters relating to the distribution of profits or assets of the Company shall not be modified where the Company issues additional shares of the same class.

Article 21. Convening of the General Meeting of Shareholders, Agenda and Notice

The Board of Directors shall convene a General Meeting of Shareholders, or such meeting shall be convened in the circumstances stipulated under Clause 4, Article 17 of this Charter.

The person convening the General Meeting of Shareholders must carry out the following:

- 2.1. Prepare the list of shareholders eligible to attend and vote at the General Meeting no earlier than ten (10) working days prior to the date of sending the notice of the General Meeting of Shareholders; shareholders entitled to attend the General Meeting of Shareholders must have all information as required by applicable law;
 - 2.2. Provide information and resolve complaints relating to the shareholder list;
 - 2.3. Determine the time and venue for the General Meeting;
 - 2.4. Prepare the agenda, content of the meeting, and meeting materials, as well as other matters in service of the General Meeting in accordance with applicable law and the Company's regulations;
 - 2.5. Prepare draft resolutions of the General Meeting of Shareholders in accordance with the proposed agenda;
 - 2.6. Prepare the list and detailed information of candidates in case of election of Board of Directors members or Supervisory Board members;
 - 2.7. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
 - 2.8. Perform other tasks in service of the General Meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery, and shall simultaneously be published on the Company's website and the websites of the State Securities Commission and the Stock Exchange. The notice must be sent at least twenty-one (21) days prior to the opening of the General Meeting of Shareholders (calculated from the date on which the notice is validly sent or despatched, postage prepaid, or deposited in a mailbox). The agenda of the General Meeting, and documents pertaining to matters to be voted upon at the General Meeting, shall be sent to shareholders and/or posted on the Company's website. Where documents are not attached to the notice, the notice must include a hyperlink to the full meeting documents so that shareholders can access them; however, the Company must send the meeting materials to shareholders upon request. The documents include:
- 3.1. Meeting agenda and materials for use at the meeting;
 - 3.2. List and detailed information of candidates in the case of election of Board of Directors members or Supervisory Board members;
 - 3.3. Ballot;
 - 3.4. Form of appointment of authorised representative;

3.5. Draft resolutions for each matter on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated under Clause 3, Article 15 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and submitted to the Company at least three (03) working days prior to the opening of the General Meeting of Shareholders. Proposals must include the full name, permanent address, nationality, and citizen identification card number (or identity card number), passport, or other valid personal identification of the individual shareholder; the name, enterprise registration number or establishment decision number, and registered address of the institutional shareholder; the number and class of shares held; and the content proposed for inclusion in the meeting agenda.

5. The person convening the General Meeting of Shareholders may reject a proposal submitted under Clause 4 of this Article in any of the following cases:

5.1. The proposal is not submitted within the required timeframe or is incomplete or incorrect in content;

5.2. At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of ordinary shares continuously for at least six (06) months as required under Clause 3, Article 15 of this Charter;

5.3. The proposed matter falls outside the scope of authority of the General Meeting of Shareholders for discussion and adoption;

5.4. Other cases as provided by law and this Charter.

Article 22. Conditions for Conducting the General Meeting of Shareholders

The General Meeting of Shareholders shall be conducted where attending shareholders represent more than fifty percent (50%) of the voting shares.

In the event that the required quorum is not met within thirty (30) minutes of the scheduled opening time, the person convening the meeting shall cancel the meeting. The General Meeting of Shareholders must be convened for a second time within thirty (30) days from the date originally scheduled for the first General Meeting. The second General Meeting of Shareholders shall have the requisite quorum only where attending shareholders represent at least thirty-three percent (33%) of the voting shares.

In the event that the second General Meeting of Shareholders cannot be conducted due to failure to meet the required quorum within thirty (30) minutes of the scheduled opening time, a third General Meeting of Shareholders shall be convened within twenty (20) days from the date originally scheduled for the second General Meeting. The third General Meeting of Shareholders shall be conducted regardless of the number of attending shareholders and the proportion of voting shares represented by attending shareholders, and shall be deemed valid and shall have the

authority to decide all matters originally proposed for adoption at the first General Meeting of Shareholders.

Article 23. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

Prior to the commencement of the meeting, the Company must carry out shareholder registration procedures, which shall continue until all shareholders entitled to attend the meeting have registered.

Upon registering shareholders, the Company shall issue each shareholder or authorised representative entitled to vote a voting card bearing the registration number, the full name of the shareholder, the full name of the authorised representative, and the shareholder's number of votes. When conducting a vote, the cards in favour of the resolution shall be collected first, followed by the cards against the resolution, after which the total number of votes in favour and against shall be counted to determine the outcome. The total number of votes in favour, against, abstentions, and invalid votes for each matter shall be announced by the chairperson immediately after voting on such matter is completed. The General Meeting shall elect persons responsible for vote counting or for supervising vote counting upon the proposal of the chairperson. The number of members of the vote counting committee shall be determined by the General Meeting of Shareholders based on the proposal of the meeting chairperson.

The election of the chairperson, secretary, and vote counting committee shall be conducted as follows:

3.1. Shareholders or authorised representatives arriving after the meeting has commenced shall have the right to register immediately and thereafter participate and vote in the General Meeting. The chairperson shall not be required to suspend the proceedings to allow late-arriving shareholders to register, and the validity of matters previously voted upon shall not be affected.

3.2. The Chairman of the Board of Directors shall chair meetings convened by the Board of Directors. Where the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one among themselves to chair the meeting by majority vote. Where no such person can be elected, the Head of the Supervisory Board shall preside over the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person receiving the highest number of votes shall serve as the meeting chairperson.

3.3. In other cases, the person who signed the notice convening the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a meeting chairperson, and the person receiving the highest number of votes shall serve as the meeting chairperson.

3.4. The chairperson shall appoint one or more persons as meeting secretary.

3.5. The General Meeting of Shareholders shall elect one or more persons to serve on the vote counting committee upon the proposal of the meeting chairperson.

4. The agenda and content of the meeting must be adopted by the General Meeting of Shareholders at the opening session. The agenda must clearly and in detail specify the time allocated to each item on the meeting agenda.

5. The meeting chairperson may take such steps as are necessary to conduct the General Meeting of Shareholders in a valid and orderly manner, in accordance with the adopted agenda, and in a manner that reflects the wishes of the majority of attending delegates.

6. The meeting chairperson may adjourn or change the venue of the General Meeting with the agreement or at the request of the General Meeting of Shareholders where the required quorum of attending delegates has been met, in accordance with Clauses 8 and 9, Article 146 of the Law on Enterprises 2020. The maximum adjournment period shall not exceed three (03) days from the date on which the meeting was scheduled to open.

7. The person convening the General Meeting of Shareholders may require attending shareholders or authorised representatives to submit to security checks or other lawful and reasonable security measures. Where any shareholder or authorised representative fails to comply with such inspection or security measures, the person convening the meeting, after careful consideration, may refuse entry to or remove such shareholder or representative from the General Meeting.

8. The person convening the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:

8.1. Arrange seating at the venue of the General Meeting of Shareholders;

8.2. Ensure the safety of all persons present at the meeting venue;

8.3. Facilitate shareholders' attendance at (or continued attendance of) the General Meeting. The person convening the General Meeting of Shareholders shall have full authority to modify such measures and to apply all necessary measures, which may include the issuance of entry passes or the use of other selection methods.

9. In the event that the General Meeting of Shareholders applies the above measures, the person convening the meeting may, when determining the venue:

9.1. Announce that the General Meeting is being held at the venue stated in the notice, at which the meeting chairperson is present (the Principal Venue of the General Meeting);

9.2. Make arrangements for shareholders or authorised representatives who are not permitted to attend in accordance with this provision, or persons who wish to attend at a venue other than the principal venue, to participate in the General Meeting simultaneously. The notice of the

General Meeting need not specify in detail the organisational arrangements under this provision.

10. In this Charter (unless the circumstances require otherwise), every shareholder shall be deemed to be attending the General Meeting at the principal venue.

11. The Company shall hold the General Meeting of Shareholders at least once (01) per year. The Annual General Meeting of Shareholders shall not be held in the form of written opinion polling of shareholders.

Article 24. Passing Resolutions of the General Meeting of Shareholders

1. Form of Adoption of Resolutions of the General Meeting of Shareholders:

1.1. The General Meeting of Shareholders shall adopt resolutions within its authority by means of voting at the meeting or written opinion polling of shareholders.

1.2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at the General Meeting of Shareholders:

1.2.1. Amendments and supplements to the content of the Company's Charter;

1.2.2. Strategic direction of the Company;

1.2.3. Classes and total number of shares of each class;

1.2.4. Election, dismissal, and removal of members of the Board of Directors and Supervisory Board;

1.2.5. Decisions on investment or sale of assets valued at or exceeding thirty-five percent (35%) of the total asset value recorded in the most recent audited financial statements of the Company;

1.2.6. Adoption of annual financial statements;

1.2.7. Changes to the Company's management and organisational structure;

1.2.8. Reorganisation and dissolution of the Company.

2. Conditions for Adoption of Resolutions of the General Meeting of Shareholders:

2.1. Except as provided under Point 2.2, Clause 2 of this Article, resolutions of the General Meeting of Shareholders on the following matters shall be adopted upon approval by sixty-five percent (65%) or more of the total votes of shareholders with voting rights attending the meeting:

2.1.1. Amendments and supplements to the content of the Company's Charter;

2.1.2. Classes and total number of shares of each class;

2.1.3. Changes to the Company's business lines and sectors;

2.1.4. Changes to the Company's management and organisational structure;

2.1.5. Investment projects or sale of assets valued at or exceeding thirty-five percent (35%) of the total asset value recorded in the most recent audited financial statements of the Company;

2.1.6. Reorganisation and dissolution of the Company.

2.2. Other resolutions of the General Meeting of Shareholders shall be adopted upon approval by fifty percent (50%) or more of the total votes of shareholders with voting rights attending the meeting, except as provided under Points 2.1 and 2.3, Clause 2 of this Article.

2.3. Voting for the election of members of the Board of Directors and Supervisory Board must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares held multiplied by the number of members to be elected to the Board of Directors or Supervisory Board, and the shareholder may cast all or part of such total votes for one or more candidates. Elected members of the Board of Directors or Supervisory Board shall be determined in descending order of votes received, beginning with the candidate with the highest number of votes, until the number of members stipulated in this Charter is filled. Where two (02) or more candidates receive the same number of votes for the last position on the Board of Directors or Supervisory Board, a re-vote shall be held among the tied candidates, or a selection shall be made based on the criteria set out in the election regulations.

2.4. Where a resolution is adopted by means of written opinion polling of shareholders, the resolution of the General Meeting of Shareholders shall be adopted where shareholders representing more than fifty percent (50%) of the total voting shares vote in favour.

2.5. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting within fifteen (15) days from the date of adoption of the resolution. Where the Company has a website, the notification may be replaced by posting on the Company's website.

Article 25. Authority and Procedures for Collecting Shareholders' Written Opinions to Pass Resolutions of the General Meeting of Shareholders

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

1. The Board of Directors may collect shareholders' written opinions to pass resolutions of the General Meeting of Shareholders where it deems necessary for the benefit of the Company, except in the cases stipulated under Article 24, Clause 1.2.

2. The Board of Directors must prepare the opinion polling forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to

all shareholders with voting rights at least fifteen (15) days before the deadline for submitting completed opinion polling forms. The preparation of the shareholder list for polling shall be carried out in accordance with Clauses 1 and 2, Article 141 of the Law on Enterprises 2020. The requirements and method for sending opinion polling forms and accompanying documents shall be carried out in accordance with Article 143 of the Law on Enterprises 2020.

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

- 3.1. Name, address, and enterprise registration number;
- 3.2. Purpose of polling;
- 3.3. Full name, permanent address, nationality, citizen identification card number, identity card number, passport number, or other valid personal identification of the individual shareholder; name, enterprise registration number or establishment decision number, and registered address of the institutional shareholder; or full name, permanent address, nationality, citizen identification card number, identity card number, passport number, or other valid personal identification of the authorised representative of the institutional shareholder; and the number of shares of each class and the number of votes of the shareholder;
- 3.4. The matter to be polled for the purpose of passing the resolution;
- 3.5. Voting options, comprising: in favour, against, and abstain, for each matter being polled;
- 3.6. Deadline for returning completed opinion polling forms to the Company;
- 3.7. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.

4. The completed opinion polling form must bear the signature of the individual shareholder, or the legal representative of the institutional shareholder, or the individual or legal representative of the authorised organisation. Shareholders may submit their completed opinion polling forms to the Company in any of the following ways:

- 4.1. By post: The opinion polling form must be enclosed in a sealed envelope and must not be opened prior to vote counting;
- 4.2. By fax or email: The opinion polling form submitted to the Company by fax or email must be kept confidential until the time of vote counting. Opinion polling forms received by the Company after the specified deadline, or opened in the case of postal submission, or disclosed in the case of fax or email submission, shall be deemed invalid. Opinion polling forms not returned shall be deemed as non-participation in voting.

5. The Board of Directors shall count the votes and prepare the vote counting minutes under the witness of the Supervisory Board or of a shareholder who is not an executive of the Company. The vote counting minutes must contain the following principal contents:

- 5.1. Name, registered address, and enterprise registration number;

- 5.2. Purpose and matters to be polled for the purpose of passing the resolution;
- 5.3. Number of shareholders with the total number of votes that participated in voting, distinguishing between the number of valid voting ballots and invalid voting ballots, as well as the method of ballot submission, accompanied by an appendix listing the shareholders who participated in voting;
- 5.4. Total number of votes in favour, against, and abstain for each matter;
- 5.5. The matters that have been adopted;
- 5.6. Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the vote counter, and the vote counting supervisor. Members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly and severally liable for the accuracy and integrity of the vote counting minutes; and jointly and severally liable for any losses arising from resolutions adopted as a result of dishonest or inaccurate vote counting.
6. The vote counting minutes must be sent to shareholders within fifteen (15) days from the completion of vote counting. Where the Company has a website, the transmission of the vote counting minutes may be replaced by posting on the Company's website within twenty-four (24) hours from the completion of vote counting.
7. Completed opinion polling forms, vote counting minutes, adopted resolutions, and related documents attached to the opinion polling forms must be preserved at the Company's head office.
8. A resolution adopted by means of written opinion polling of shareholders must be approved by shareholders representing more than fifty percent (50%) of the total voting shares (as stated in Item 2.4, Clause 2, Article 24 of this Charter) and shall have the same legal effect as a resolution adopted at a General Meeting of Shareholders.

Article 26. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or recorded and preserved in other electronic formats. The minutes must be prepared in Vietnamese, may also be prepared in English, and must contain the following principal contents:
 - 1.1. Name, registered address, and enterprise registration number;
 - 1.2. Time and venue of the General Meeting of Shareholders;
 - 1.3. Meeting agenda and content of the meeting;
 - 1.4. Full names of the chairperson and secretary;
 - 1.5. Summary of proceedings and statements made at the General Meeting of Shareholders regarding each matter on the agenda;

- 1.6. Number of shareholders and total voting ballots of attending shareholders, together with an appendix listing the registered shareholders and shareholder representatives in attendance with corresponding share numbers and votes;
 - 1.7. Total number of votes for each matter voted upon, specifying the voting method, the total number of valid and invalid ballots, votes in favour, votes against, and abstentions, and the corresponding percentages of the total voting ballots of attending shareholders;
 - 1.8. Matters adopted and the corresponding voting percentages for adoption;
 - 1.9. Signatures of the chairperson and secretary. Minutes prepared in both Vietnamese and English shall have equal legal effect. In the event of any discrepancy between the Vietnamese and English versions of the minutes, the Vietnamese version shall prevail.
2. The minutes of the General Meeting of Shareholders must be completed and adopted before the close of the meeting. The meeting chairperson and secretary shall be jointly and severally liable for the accuracy and integrity of the content of the minutes.
 3. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours, or sent to all shareholders within fifteen (15) days from the close of the meeting.
 4. The minutes of the General Meeting of Shareholders shall be deemed authentic evidence of matters conducted at the General Meeting of Shareholders, unless an objection to the content of the minutes is raised in accordance with the prescribed procedure within ten (10) days from the date of delivery of the minutes.
 5. The minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend the meeting with the shareholders' signatures, powers of attorney for attendance, and related documents must be preserved at the Company's head office.

Article 27. Validity of Resolutions of the General Meeting of Shareholders and Requests for Annulment of Resolutions

1. Validity of Resolutions of the General Meeting of Shareholders:
 - 1.1. Resolutions of the General Meeting of Shareholders shall take effect from the date of adoption or from the effective date stated therein.
 - 1.2. Resolutions of the General Meeting of Shareholders adopted with the approval of one hundred percent (100%) of the total voting shares shall be lawful and effective even where the procedures for adopting such resolutions were not properly followed.
 - 1.3. Where a shareholder or group of shareholders holding shares representing five percent (5%) or more requests a court or arbitration tribunal to annul a resolution of the General Meeting of Shareholders pursuant to Article 151 of the Law on Enterprises 2020, such resolutions shall remain in force until a court or arbitration tribunal issues a contrary ruling,

unless provisional emergency measures are applied pursuant to a decision of the competent authority.

2. Requests for Annulment of Resolutions of the General Meeting of Shareholders:

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for written shareholder opinion polling, shareholders or groups of shareholders holding shares representing five percent (5%) or more shall have the right to request a court or arbitration tribunal to review and annul a resolution of the General Meeting of Shareholders in the following cases:

2.1. The procedures and formalities for convening the meeting or for collecting shareholders' written opinions and making decisions of the General Meeting of Shareholders were not carried out in compliance with applicable law.

2.2. The content of the resolution violates applicable law or the Company's Charter.

In the event that a resolution of the General Meeting of Shareholders is annulled pursuant to a court or arbitration ruling, the person who convened the General Meeting of Shareholders whose resolution was annulled may consider reconvening the General Meeting of Shareholders within thirty (30) days in accordance with the procedures stipulated in the Law on Enterprises and this Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 28. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors shall consist of five (05) members. The composition of the Board of Directors must ensure a balance between members with expertise and experience in law, finance, and the Company's principal business sectors. The term of office of a member of the Board of Directors shall not exceed five (05) years, and members may be re-elected without limit on the number of terms. At least one (01) member of the Board of Directors must be an independent/non-executive member. An individual may not be elected as an independent member of the Board of Directors for more than two (02) consecutive terms.

2. Nomination and candidacy for membership of the Board of Directors shall be carried out as follows:

2.1. Where candidates have been identified, information relating to candidates for the Board of Directors shall be included in the General Meeting of Shareholders materials and published on the Company's website at least ten (10) days prior to the opening of the General Meeting of Shareholders so that shareholders may review the candidates prior to voting. Candidates for the Board of Directors must provide a written commitment as to the accuracy, truthfulness, and reasonableness of the personal information disclosed, and must undertake to perform their

duties honestly if elected as a member of the Board of Directors. The information relating to candidates for the Board of Directors to be disclosed must include at a minimum the following:

- 2.1.1. Full name, date of birth;
- 2.1.2. Level of education;
- 2.1.3. Professional qualifications;
- 2.1.4. Career history;
- 2.1.5. Companies in which the candidate currently holds the position of Board of Directors member or other managerial titles;
- 2.1.6. Assessment report on the candidate's contributions to the Company, where the candidate is currently a member of the Company's Board of Directors;
- 2.1.7. Related interests with the Company (if any);
- 2.1.8. Full name of the shareholder or group of shareholders nominating the candidate;
- 2.1.9. Other information (if any).

2.2.10. Shareholders or groups of shareholders holding total ordinary shares corresponding to the following ratios shall have the right to nominate candidates for the Board of Directors:

- Holding from 5% to less than 10%: may nominate one (01) candidate;
- Holding from 10% to less than 30%: may nominate two (02) candidates;
- Holding from 30% to less than 40%: may nominate up to four (04) candidates;
- Holding from 50% to less than 60%: may nominate up to five (05) candidates;
- Holding from 60% to less than 70%: may nominate up to six (06) candidates;
- Holding from 70% to 80%: may nominate up to seven (07) candidates;
- Holding from 80% to less than 90%: may nominate up to eight (08) candidates.

2.3. Where the number of candidates for the Board of Directors from nominations and self-nominations remains insufficient, the incumbent Board of Directors may nominate additional candidates or organise nominations in accordance with the mechanism established by the Company in the Internal Corporate Governance Regulations. The procedure by which the incumbent Board of Directors nominates candidates must be clearly published and adopted by the General Meeting of Shareholders prior to such nominations being made in accordance with applicable law.

3. Where all members of the Board of Directors complete their term simultaneously, such members shall continue to serve until new members are elected to replace them and take up their duties.

4. A member of the Board of Directors shall cease to hold membership in the following circumstances:

- 4.1. No longer meets the qualifications for Board of Directors membership as stipulated under Article 155 of the Law on Enterprises 2020, or is prohibited by law from serving as a member of the Board of Directors;
 - 4.2. Resignation submitted and accepted;
 - 4.3. Lacks full civil legal capacity, or falls within the category of persons ineligible to manage enterprises as stipulated under Clause 2, Article 17 of the Law on Enterprises 2020;
 - 4.4. Fails to attend Board of Directors meetings for six (06) consecutive months without a force majeure event;
 - 4.5. Such member is removed pursuant to a decision of the General Meeting of Shareholders;
 - 4.6. Submits false personal information to the Company as a candidate for the Board of Directors;
 - 4.7. Other cases as provided by law and this Charter.
5. The Board of Directors must convene a General Meeting of Shareholders to elect additional members in the following circumstances:
- 5.1. The number of Board of Directors members decreases by more than one-third compared to the number stipulated in the Company's Charter. In such case, the Board of Directors must convene the General Meeting of Shareholders within sixty (60) days from the date on which the number of members falls by more than one-third;
 - 5.2. In other cases, the General Meeting of Shareholders shall elect new members to replace dismissed or removed Board of Directors members at the nearest meeting.
6. The appointment of Board of Directors members must be publicly disclosed in accordance with applicable laws on securities and securities markets.
7. Members of the Board of Directors need not be shareholders of the Company.

Article 29. Qualifications and Conditions for Membership of the Board of Directors

Members of the Board of Directors must satisfy the following qualifications and conditions:

1. Must have full civil legal capacity and must not fall within the category of persons prohibited from managing enterprises as stipulated under the Law on Enterprises 2020.
2. Must have professional qualifications and managerial experience in the Company's principal business sectors.
3. Members of the Board of Directors must not be the spouse, biological or adoptive parent, biological or adopted child, biological siblings (brothers or sisters), brothers-in-law, sisters-in-law of the General Director or other managers of the Company; and must not be related persons of managers or persons with the authority to appoint managers of the parent company.

4. Must be in good health, possess good moral character and integrity, be honest and upright, and have an understanding of the law.
5. The Chairman of the Board of Directors must not concurrently hold the position of General Director.
6. Members of the Board of Directors of the Company may concurrently serve as members of the Board of Directors or as General Director of subsidiary companies in which the Company has contributed capital. Members of the Board of Directors may hold direct executive positions in the Company's production and business operations.
7. Members of the Board of Directors must not simultaneously serve as members of the Board of Directors of more than five (05) other companies.

Article 30. Powers and Obligations of the Board of Directors

1. The Company's business operations and affairs shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise the rights and perform the obligations of the Company that do not fall within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and obligations:
 - 2.1. Determine the strategy and medium-term development plans and annual business plans of the Company;
 - 2.2. Define operational objectives based on the strategic goals adopted by the General Meeting of Shareholders;
 - 2.3. Propose the classes of shares to be issued and the total number of shares of each class authorised for offer;
 - 2.4. Decide on the sale of new shares within the number authorised for offer for each class; decide on additional capital raising through other forms;
 - 2.5. Determine the offering price for shares and bonds; propose the issuance of convertible bonds and bonds with warrants;
 - 2.6. Decide on the repurchase of shares as stipulated under Clauses 1 and 2, Article 133 of the Law on Enterprises 2020;
 - 2.7. Decide on investment plans and investment projects, capital expenditure and procurement, within the powers and limits prescribed by law;
 - 2.8. Determine market development, marketing, and technology solutions;

2.9. Approve purchase, sale, borrowing, lending contracts, and other contracts of the Company with values equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the most recent financial statements of the Company. This provision shall not apply to contracts and transactions stipulated under Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises 2020. The Board of Directors may delegate to the Chairman of the Board of Directors the authority to approve and decide on purchase, sale, borrowing, lending contracts, and other contracts with values below thirty-five percent (35%) of the total asset value recorded in the most recent financial statements of the Company. The Chairman of the Board of Directors must transfer all documentation relating to the execution of such contracts to the Board of Directors immediately upon their conclusion, and must promptly and fully report to the Board of Directors on the performance of such contracts at the nearest Board of Directors meeting or upon request;

2.10. Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, and enter into or terminate contracts with the General Director, Deputy General Directors, and Chief Accountant of the Company, and other senior managers of the Company, and delegate to the Chairman of the Board of Directors the authority to determine their salaries and other benefits; appoint authorised representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and determine the remuneration and other benefits of such persons;

2.11. Supervise, direct, and support the General Director and other managers in the daily management of the Company's business operations;

2.12. Determine the organisational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, and the opening of branches and representative offices, as well as capital contribution to and share purchase in other enterprises; decide on the reorganisation and dissolution of affiliated units, representative offices, and branches of the Company;

2.13. Approve the programme, content, and materials for the General Meeting of Shareholders; convene the General Meeting of Shareholders or solicit opinions to enable the General Meeting of Shareholders to adopt resolutions;

2.14. Present the audited annual financial statements and the Company's corporate governance report to the General Meeting of Shareholders with content as required under the Law on Enterprises and the Law on Securities;

2.15. Propose the annual dividend, and decide on the deadline and procedures for dividend payment or the treatment of losses arising in the course of business;

2.16. Recommend the reorganisation, dissolution, or filing for bankruptcy of the Company;

- 2.17. Approve contracts and transactions between the Company and parties stipulated under Clauses 1 and 2, Article 167 of the Law on Enterprises 2020, with values below thirty-five percent (35%) of the total asset value of the Company recorded in the most recent audited financial statements. In such case, the Company's representative signing the contract must notify the members of the Board of Directors and the Supervisors of parties with related interests in respect of such contract or transaction, and must attach the draft contract or the principal contents of the transaction. The Board of Directors shall decide on approval of the contract or transaction within fifteen (15) days from the date of receipt of the notification, unless the Company's Charter provides for a different timeframe. Members with related interests shall not have the right to vote;
- 2.18. Delegate to the Chairman of the Board of Directors the authority to direct the implementation of Board of Directors resolutions; approve the staffing plan in accordance with the Company's regulations; approve technical and economic norms;
- 2.19. Address complaints of the Company against executives and decide on the selection of the Company's representative to resolve matters relating to legal proceedings against such executives;
- 2.20. Report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;
- 2.21. Other rights and obligations as provided under the Law on Enterprises and this Charter.
3. The following matters must be approved by the Board of Directors:
- 3.1. Establishment of a branch or representative office of the Company;
- 3.2. Establishment of a subsidiary of the Company;
- 3.3. Within the scope stipulated under Clause 2, Article 153 of the Law on Enterprises 2020, except for matters that must be approved by the General Meeting of Shareholders under Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises 2020, the Board of Directors shall decide on the execution, amendment, and cancellation of the Company's contracts;
- 3.4. Appointment and removal of persons entrusted by the Company as commercial representatives and lawyers;
- 3.5. Borrowings and the execution of mortgages, security interests, guarantees, and indemnities of the Company;
- 3.6. Investments not included in the business plan and investments exceeding ten percent (10%) of the value of the annual business plan and budget;
- 3.7. Purchases or sales of shares and contributed capital in other companies incorporated in Vietnam or abroad;

3.8. Valuation of assets contributed to the Company in non-monetary form in connection with a share or bond issuance by the Company, including gold, land use rights, intellectual property rights, technology, and technological know-how;

3.9. Repurchase or forfeiture of up to ten percent (10%) of the total shares of each class offered within twelve (12) months;

3.10. Determination of the repurchase or forfeiture price of the Company's shares;

3.11. Other business matters or transactions that the Board of Directors determines require approval within the scope of its powers and responsibilities.

4. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically its oversight of the General Director and other executives during the financial year. Where the Board of Directors fails to submit such a report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed to have no legal force and shall not be considered approved by the Board of Directors.

5. Unless otherwise stipulated by law or this Charter, the Board of Directors may delegate to subordinate employees and other executives to represent and handle matters on behalf of the Company.

6. Members of the Board of Directors (excluding authorised representatives acting as replacements) shall be entitled to remuneration for their services as Board of Directors members. The total remuneration for the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be distributed among Board of Directors members by decision of the majority of members, or divided equally where no agreement is reached.

7. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, affiliated companies, and other companies where the Board of Directors member represents contributed capital, must be disclosed in detail in the Company's Annual Report. The remuneration of Board of Directors members must be presented as a separate item in the Company's annual financial statements.

8. Members of the Board of Directors holding executive positions (including the position of Chairman), or members who perform other duties deemed by the Board of Directors to fall outside the ordinary duties of a Board of Directors member, may receive additional remuneration in the form of a lump sum, salary, commission, percentage of profit, or other form, as decided by the General Meeting of Shareholders. Board of Directors members shall perform their assigned duties directly and shall not delegate such duties to others.

9. Members of the Board of Directors are entitled to reimbursement of all reasonable travel, accommodation, and other expenses properly incurred in discharging their duties as Board of

Directors members, including expenses incurred in attending meetings of the General Meeting of Shareholders, Board of Directors, or any subcommittees of the Board of Directors.

Article 31. Chairman of the Board of Directors

1. The Board of Directors must elect one (01) Chairman from among its members. The Chairman of the Board of Directors must not concurrently hold the position of General Director.

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

Submit to the Board of Directors:

2.1.1. Plans for amendment and supplementation of the Company's Charter;

2.1.2. Plans for the reorganisation, merger, or dissolution of the Company;

2.1.3. Plans for the establishment or dissolution of subsidiaries, branches, and representative offices;

2.1.4. Decisions on the appointment, dismissal, removal, and disciplinary measures in respect of the General Director, Deputy General Directors, and Chief Accountant;

2.1.5. Long-term and annual business plans;

Implement the annual business plan adopted by the General Meeting of Shareholders and the Board of Directors;

Investment plans; plans for capital contribution to and share purchase in other enterprises;

Market development, marketing, and technology solutions;

Quarterly operating results reports and annual financial settlement reports of the Company;

Plans for the issuance of shares and bonds, and other forms of additional capital raising;

Plans for the repurchase of sold ordinary shares, and the share repurchase price;

Sale of assets recorded in the Company's accounting books;

Approval of purchase, sale, borrowing, lending contracts, and other contracts with values equal to or exceeding fifty percent (50%) of the total asset value of the Company recorded in the most recently published quarterly financial statements;

Approval of economic and civil contracts of the Company with Board of Directors members, the General Director, Supervisory Board members, shareholders holding more than ten percent (10%) of voting shares, and their related persons;

Programme, content, and materials for the General Meeting of Shareholders.

2.2. Develop the programme and activity plan of the Board of Directors;

2.3. Prepare or organise the preparation of the programme, content, and materials for meetings; convene and preside over Board of Directors meetings;

2.4. Organise the adoption of Board of Directors decisions;

- 2.5. Supervise the implementation of Board of Directors decisions;
- 2.6. Chair General Meetings of Shareholders and Board of Directors meetings;
- 2.7. Perform duties delegated by the Board of Directors as stipulated in this Charter;
- 2.8. Direct, manage, decide, and organise the implementation of matters relating to the Company's day-to-day business operations in accordance with applicable law and the Company's Charter;
- 2.9. Appoint, dismiss, terminate the contracts of, reward, discipline, and determine the salary and other benefits of heads and deputy heads of the Company's departments and equivalent positions;
- 2.10. Decide on the following matters but must report such decisions to all Board of Directors members at the nearest Board of Directors meeting:
 - 2.10.1. Decisions on the establishment, modification, or dissolution of supporting units for the Board of Directors; decisions on the appointment, dismissal, and replacement of personnel in such units;
 - 2.10.2. On behalf of the Board of Directors, sign, amend, supplement, or terminate employment contracts with senior managers;
 - 2.10.3. Decide on matters relating to enterprises in which the Company has contributed capital, pursuant to the Board of Directors' delegation from time to time;
 - 2.10.4. In relation to a project or bidding package within an investment project of the Company approved by the Board of Directors with a minimum value of three (03) billion Vietnamese dong, the Chairman shall have the authority to decide on bidding plans, cost estimates, bidding documents (including evaluation criteria for bid dossiers), bidding results, contractor approval, final settlement, and other related matters. Where necessary, the Chairman of the Board of Directors may delegate to the General Director the authority to carry out such bidding packages or contracts.
 - 2.10.5. In relation to a project or bidding package within a capital construction investment project of the Company with a maximum value of three (03) billion Vietnamese dong, the Chairman of the Board of Directors shall have the authority to decide on project matters in accordance with applicable law. Where necessary, the Chairman of the Board of Directors may delegate to the General Director the authority to carry out such bidding packages or contracts.
- 2.11. Bear responsibility for ensuring that the Board of Directors sends the annual financial statements, the Company's activity report, the audit report, and the Board of Directors' inspection report to shareholders at the General Meeting of Shareholders.
- 2.12. Other rights and duties as provided by law and the Company's Charter.

3. Organise the implementation of resolutions and decisions of the Board of Directors;
4. Organisational structure (establishment, dissolution, merger, and consolidation of departments, divisions, centres, and working units) within the Company; organisational structure of the management apparatus of affiliated companies, branches, and representative offices;
5. Organise the implementation of the business plan and investment plan following Board of Directors approval;
6. The maximum term of appointment for managerial positions within the Company within the authority of the Chairman of the Board of Directors is two (02) years;
7. Labour recruitment;
8. Decide on the salary, allowances, rewards, and disciplinary measures in respect of the Chairman of the Board of Directors, General Director, Deputy General Directors, Chief Accountant, and employees of the Company, except for matters within the authority of the Board of Directors;
9. Determine the purchase and sale prices of products and services (except for products and services regulated by the State);
10. Execute economic and civil contracts of the Company as prescribed by law, except for contracts specified in Point 5.2 above, which shall only be signed upon Board of Directors approval;
11. Represent the Company in initiating lawsuits involving the Company's interests, unless otherwise provided in this Charter;
12. Authorised to apply measures beyond the scope of their authority in emergency situations (natural disasters, enemy attacks, fires, and incidents) and bear responsibility for such decisions, with immediate subsequent reporting to the Board of Directors;
13. The Chairman may delegate to the General Director the authority to perform part of their executive duties;
14. In the event that the Chairman of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within ten (10) days.
15. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties as stipulated under Clause 4, Article 156 of the Law on Enterprises 2020, the Chairman shall delegate in writing to another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors in accordance with the principles prescribed by law and the Company's Charter. Where no such delegation is made, the remaining members shall elect one of themselves to temporarily serve as Chairman of the Board of Directors by majority vote.
16. Where deemed necessary, the Board of Directors may decide to appoint a Company Secretary to assist the Board of Directors and the Chairman of the Board of Directors in performing their duties within their authority in accordance with applicable law and the Company's Charter. The Company Secretary shall have the following rights and obligations:

- 6.1. Assist in organising General Meetings of Shareholders and Board of Directors meetings; record meeting minutes;
- 6.2. Assist members of the Board of Directors in fulfilling their assigned rights and obligations;
- 6.3. Assist the Board of Directors in applying and implementing corporate governance principles;
- 6.4. Assist the Company in developing shareholder relations and protecting the legitimate rights and interests of shareholders;
- 6.5. Assist the Company in complying with information provision obligations, information disclosure, and administrative procedures;
- 6.6. Other rights and obligations as provided by the Law on Enterprises and the Company's Charter.

Article 32. 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 held within seven (07) working days from the close of the election of that Board of Directors. Such meeting shall be convened and presided over by the member with the highest number or proportion of votes received. Where more than one member receives the same highest number or proportion of votes, such members shall elect by majority vote one of themselves to convene the Board of Directors meeting.
2. The Chairman of the Board of Directors must convene regular and extraordinary Board of Directors meetings, prepare the agenda, time, and venue of meetings at least five (05) working days prior to the meeting. The Chairman may convene a meeting when deemed necessary, but at a minimum of once per quarter.
3. The Chairman of the Board of Directors must convene a Board of Directors meeting without undue delay, upon receiving a written request specifying the purpose of the meeting and the matters to be discussed, from any of the following:
 - 3.1. The Supervisory Board;
 - 3.2. The General Director;
 - 3.3. At least two (02) members of the Board of Directors;
 - 3.4. Other cases as prescribed by law.
4. The Chairman of the Board of Directors must convene a Board of Directors meeting within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. Where the Chairman fails to convene such a meeting upon request, the Chairman of the Board of Directors shall be liable for any resulting losses to the Company; and the persons making the

request as specified in Clause 3 of this Article shall have the right to convene a Board of Directors meeting.

5. Where required by the independent auditing firm conducting the audit of the Company's financial statements, the Chairman of the Board of Directors must convene a Board of Directors meeting to discuss the audit report and the status of the Company.

6. Board of Directors meetings shall be conducted at the Company's head office or at another location within Vietnam or abroad, as determined by the Chairman of the Board of Directors and with the agreement of the Board of Directors.

7. The Board of Directors meeting notice must be sent to all members of the Board of Directors and the Supervisors at least five (05) working days prior to the meeting. A member of the Board of Directors may decline the meeting notice in writing; such declination may be withdrawn or cancelled in writing by the respective Board of Directors member. The Board of Directors meeting notice must be prepared in Vietnamese and must fully specify the time, venue, agenda, content of matters for discussion, accompanied by the necessary documents pertaining to the matters to be discussed and voted upon at the meeting, as well as each member's ballot.

Meeting notices shall be sent by post, fax, email, or other means, but must ensure delivery to the registered contact address of each Board of Directors member and Supervisor.

8. Board of Directors meetings shall be conducted where at least three-quarters (3/4) of the total number of Board of Directors members are present in person or through authorised representatives (proxies), where accepted by the majority of Board of Directors members. Where the number of attending members does not meet the required quorum, the meeting must be reconvened within seven (07) days from the originally scheduled date. The reconvened meeting may be conducted where more than one-half (1/2) of the Board of Directors members are in attendance.

9. Board of Directors meetings may be held by video conference among members of the Board of Directors when all or some members are in different locations, provided that each participating member is able to:

9.1. Hear all other participating members of the Board of Directors speaking at the meeting;

9.2. Speak simultaneously with all other participating members. Discussion among members may be conducted directly by telephone or by other communication and information means, or a combination thereof. A member of the Board of Directors participating in such a meeting shall be deemed 'present' at the meeting. The venue of such a meeting shall be the location where the greatest number of Board of Directors members are present, or where the meeting chairperson is present. Decisions adopted at a telephone meeting that is duly organised and conducted shall take effect immediately upon the close of the meeting but must be confirmed by the signatures of all participating Board of Directors members in the meeting minutes.

10. Members of the Board of Directors may submit ballots to the meeting by post, fax, or email. Where a ballot is submitted by post, it must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour prior to the opening of the meeting. Ballots may only be opened in the presence of all persons attending the meeting.

11. Voting:

11.1. Except as provided under Point 11.2 of this Clause, each member of the Board of Directors or their proxy as stipulated under Clause 8 of this Article personally present at the Board of Directors meeting shall have one (01) vote;

11.2. A member of the Board of Directors shall not have the right to vote on contracts, transactions, or proposals in which such member or their related person has an interest that conflicts or may conflict with the interests of the Company. Such member shall not be counted in the minimum proportion of members required to be present for the meeting to proceed in respect of decisions on which such members are not entitled to vote;

11.3. In accordance with Point 11.4 of this Clause, where an issue arises at a meeting relating to the interests or voting rights of a Board of Directors member who does not voluntarily waive their voting rights, the chairperson's ruling shall be final, unless the nature or extent of the related member's interest has not been fully disclosed;

11.4. A member of the Board of Directors benefiting from a contract specified under Points 5.1 and 5.2, Clause 5, Article 43 of this Charter shall be deemed to have a material interest in such contract.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been or is proposed to be entered into with the Company, and who is aware that they have an interest therein, must disclose such interest at the first Board of Directors meeting discussing the execution of such contract or transaction. Where the Board of Directors member is unaware that they or their related person has an interest at the time the contract or transaction is entered into with the Company, the Board of Directors member must disclose the related interests at the first Board of Directors meeting held after the member becomes aware of their interest or potential interest in the said transaction or contract.

13. The Board of Directors shall adopt decisions and issue resolutions on the basis of approval by the majority of Board of Directors members attending the meeting. In the event of a tie vote, the Chairman of the Board of Directors shall have a casting vote.

14. A resolution adopted in the form of written opinion polling shall be adopted on the basis of approval by the majority of Board of Directors members with voting rights. Such a resolution shall have the same legal effect as a resolution adopted at a meeting.

15. The Chairman of the Board of Directors is responsible for sending the Board of Directors meeting minutes to all members, and such minutes shall be deemed authentic evidence of matters

conducted at the meeting, unless an objection to the content of the minutes is raised within ten (10) days from the date of delivery. The Board of Directors meeting minutes shall be prepared in Vietnamese and may also be prepared in English. The minutes must bear the signatures of the meeting chairperson and the secretary.

Article 33. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to oversee matters relating to development policy, human resources, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be determined by the Board of Directors and must be at least three (03) persons, comprising members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute a majority of each subcommittee, and one of such members shall be appointed as Head of the subcommittee by decision of the Board of Directors. The activities of each subcommittee must comply with the regulations of the Board of Directors. A resolution of a subcommittee shall only take effect where approved by the majority of attending members by vote at a subcommittee meeting.
2. The implementation of decisions of the Board of Directors or of subcommittees of the Board of Directors must be in compliance with applicable law and the provisions of the Company's Charter and the Internal Corporate Governance Regulations.

Article 34. Corporate Governance Officer

1. The Board of Directors must appoint at least one (01) Corporate Governance Officer to support corporate governance activities at the Company. The Corporate Governance Officer may concurrently serve as Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate Governance Officer must satisfy the following qualifications:
 - 2.1. Must have an understanding of the law;
 - 2.2. Must not simultaneously work for the independent auditing firm that is auditing the Company's financial statements;
 - 2.3. Other qualifications as prescribed by law, this Charter, and decisions of the Board of Directors.
3. The Board of Directors may dismiss the Corporate Governance Officer when necessary, but not in contravention of applicable labour law. The Board of Directors may appoint an assistant to the Corporate Governance Officer from time to time.
4. The Corporate Governance Officer shall have the following rights and obligations:
 - 4.1. Advise the Board of Directors on the proper organisation of General Meetings of Shareholders and other matters relating to the Company's relationship with shareholders;

- 4.2. Prepare Board of Directors, Supervisory Board, and General Meeting of Shareholders meetings upon request of the Board of Directors or Supervisory Board;
- 4.3. Advise on meeting procedures;
- 4.4. Attend meetings;
- 4.5. Advise on the procedure for preparing Board of Directors resolutions in compliance with applicable law;
- 4.6. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and Supervisors;
- 4.7. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- 4.8. Maintain confidentiality of information in accordance with applicable law and the Company's Charter;
- 4.9. Serve as the primary point of contact with relevant parties;
- 4.10. Other rights and obligations as provided by law and the Company's Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 35. Management Structure

The Company's management system must ensure that the management apparatus is accountable to and subject to the supervision and direction of the Board of Directors. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial titles appointed by the Board of Directors. Appointments and dismissals of the aforementioned positions must be made through Board of Directors resolutions and decisions. The General Director and Deputy General Directors may concurrently serve as members of the Board of Directors.

Article 36. Executives of the Company

With the approval of the Board of Directors, the Company may engage the number of Executives it deems necessary or appropriate for its management structure and practices, as proposed by the Board of Directors from time to time. Executives must exercise the diligence necessary to ensure that the Company's operations and organisation achieve the stated objectives.

Article 37. Appointment, Dismissal, Duties and Powers of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or engage another individual as General Director.
2. The General Director shall assist the Chairman of the Board of Directors in managing the Company's day-to-day business operations; shall be subject to the supervision of the Board of

Directors and the Chairman of the Board of Directors; and shall be accountable to the Board of Directors and to the law for the performance of their assigned rights and obligations. The remuneration, salary, and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, presented as a separate item in the annual financial statements, and included in the Company's annual report.

3. The term of office of the General Director is five (05) years and may be re-appointed without limit on the number of terms. Appointments must be approved by the Board of Directors. Appointments may be terminated in accordance with the provisions of the employment contract.

4. The qualifications and conditions for the General Director are as follows:

4.1. Must have full civil legal capacity and must not fall within the category of persons prohibited from managing enterprises as stipulated under the Law on Enterprises 2020;

4.2. Must have professional qualifications and practical experience in business management or in the Company's principal business sectors;

4.3. The General Director must not be the spouse, biological or adoptive parent, biological or adopted child, biological siblings (brothers or sisters), brothers-in-law, or sisters-in-law of a Manager of the parent company, of the representative of the State's contributed capital in the Company, or of the representative of the Company's contributed capital in a subsidiary or affiliated company.

5. The Board of Directors may dismiss the General Director where approved by the majority of Board of Directors members with voting rights attending the meeting, and may appoint a new General Director as replacement.

Article 38. Powers and Obligations of the General Director

The General Director shall have the following rights and obligations:

1.1. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, and the business and investment plans of the Company approved by the Board of Directors and the General Meeting of Shareholders;

1.2. Decide on matters within the delegation of the Chairman of the Board of Directors, including signing financial and commercial contracts on behalf of the Company, organising and managing the day-to-day business operations of the Company in accordance with best management practices; decide on matters relating to bidding packages within approved investment projects with a value below five (05) billion Vietnamese dong following Board of Directors approval. Carry out bidding packages or contracts delegated by the Board of Directors or the Chairman of the Board of Directors;

1.3. Recommend the number of and the Executives that the Company requires for appointment or dismissal by the Board of Directors or the Chairman of the Board of Directors as necessary,

in order to implement the operations and management structures proposed by the Board of Directors; and on the question of the Board of Directors determining the salary, remuneration, benefits, and other terms of the employment contracts of Executives;

1.5. Recommend to the Chairman of the Board of Directors decisions on the appointment, dismissal, removal, or entry into and termination of contracts, rewards, discipline, salary, and other benefits in respect of heads of the Company's departments and equivalent positions;

1.6. Appoint, dismiss, remove, or enter into and terminate contracts with, reward, discipline, and determine the salary and other benefits of heads and deputy heads of the Company's departments and equivalent positions, when delegated by the Chairman of the Board of Directors;

1.7. Appoint, dismiss, and remove other managerial positions within the Company, except for positions within the authority of the Board of Directors and the Chairman of the Board of Directors;

1.10. No later than 31 October each year, the General Director shall present to the Board of Directors for approval a detailed business plan for the following financial year, in a manner consistent with the relevant budget requirements and the Company's five (05)-year financial plan;

1.11. Propose measures to improve the Company's operations and management;

1.12. Recommend to the Chairman of the Board of Directors the Company's organisational structure and internal management regulations;

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

1.14. Other rights and obligations as provided by law; the Company's Charter, internal regulations; Board of Directors resolutions and decisions; and the employment contract between the General Director and the Company.

2. The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers, and must report to such bodies periodically and upon request.

Article 39. Deputy General Directors, Chief Accountant, and Support Apparatus.

1. The Deputy General Directors shall assist the General Director in managing the Company in accordance with the assignments and delegation of the General Director, and shall be accountable to the General Director and to the law for their assigned or delegated duties.
2. Deputy General Directors and the Chief Accountant shall be appointed or contracted for a term of three (03) years and may be re-appointed or re-contracted.
3. The General Office and professional and specialist departments, divisions, and equivalent units of the Company shall have advisory and support functions for the Board of Directors and the General Director in the management and direction of operations.
4. The specific duties of professional and specialist departments, divisions, and equivalent units shall be stipulated in the Company's Management and Operations Regulations approved by the Board of Directors and promulgated by the General Director by decision pursuant to the Board of Directors' delegation.
5. In the course of operations, the General Director may recommend to the Chairman of the Board of Directors decisions on changes to the organisational structure, staffing, and the number, functions, and duties of professional and specialist departments, divisions, and equivalent units, in order to meet the Company's production and business needs.

IX. SUPERVISORY BOARD

Article 40. Members of the Supervisory Board

1. The nomination and candidacy of Supervisory Board members shall be carried out in the same manner as stipulated under Point 2.1, Clause 2, Article 28 of this Charter. Where the number of candidates for the Supervisory Board through nominations and self-nominations is insufficient, the incumbent Supervisory Board may nominate additional candidates or organise nominations in accordance with the mechanism stipulated in the Company's Charter and the Internal Corporate Governance Regulations. The mechanism by which the incumbent Supervisory Board nominates candidates must be clearly published and must be adopted by the General Meeting of Shareholders prior to such nominations being made.
2. The Supervisory Board of the Company shall consist of three (03) members elected by the General Meeting of Shareholders. The term of office of a Supervisor shall not exceed five (05) years, and Supervisors may be re-elected without limit on the number of terms.
3. The Supervisory Board shall elect one (01) of its members as Head by majority vote. The Head of the Supervisory Board must hold at least an undergraduate degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business. The Head of the Supervisory Board shall have the following rights and responsibilities:

- 3.1. Convene Supervisory Board meetings;
 - 3.2. Prepare and sign Supervisory Board reports after consulting the Board of Directors, for submission to the General Meeting of Shareholders.
4. Qualifications and conditions for membership of the Supervisory Board:
- 4.1. Must have full civil legal capacity and must not fall within the category of persons prohibited from managing enterprises as stipulated under the Law on Enterprises 2020;
 - 4.2. Must not be the spouse, biological or adoptive parent, biological or adopted child, biological siblings (brothers or sisters), brothers-in-law, sisters-in-law, of members of the Board of Directors, the General Director, or other managers of the Company;
 - 4.3. Must be in good health, possess good moral character and integrity, be honest and upright, and have an understanding of the law;
 - 4.4. Must not hold managerial positions within the Company, and may be a shareholder or employee of the Company;
 - 4.5. Must not work in the accounting or finance department of the Company, and must not be a member or employee of the independent auditing firm conducting audits of the Company's financial statements.
5. Dismissal and removal of Supervisory Board members:
- 5.1. Supervisory Board members shall be dismissed in the following cases:
 - 5.1.1. No longer meets the qualifications and conditions for Supervisory Board membership as stipulated under Article 169 of the Law on Enterprises 2020 and Clause 4, Article 40 of this Charter;
 - 5.1.2. Fails to exercise their rights and obligations for six (06) consecutive months without a force majeure event;
 - 5.1.3. Resignation submitted and accepted by the General Meeting of Shareholders;
 - 5.1.4. Other cases as provided by law and this Charter.
 - 5.2. Supervisors shall be removed in the following cases:
 - 5.2.1. Failure to complete assigned duties and tasks;
 - 5.2.2. Serious or repeated violation of the obligations of a Supervisor as stipulated under the Law on Enterprises and the Company's Charter;
 - 5.2.3. Pursuant to a decision of the General Meeting of Shareholders;
 - 5.2.4. Other cases as provided by law and this Charter.

Article 41. Supervisory Board

1. The Supervisory Board shall have the rights and obligations stipulated under Article 165 of the Law on Enterprises and the following additional rights and obligations:

1.1. Propose and recommend to the General Meeting of Shareholders approval of an independent auditing firm to conduct the audit of the Company's financial statements;

1.2. Be accountable to shareholders for its supervisory activities;

1.3. Supervise the financial position of the Company, the legality of the activities of members of the Board of Directors, the General Director, and other managers, and the coordination between the Supervisory Board and the Board of Directors, General Director, and shareholders;

1.4. Upon discovering any violation of law or of the Company's Charter by members of the Board of Directors, the General Director, or other executives, notify the Board of Directors in writing within forty-eight (48) hours, request the person in violation to cease the violation and implement remedial measures;

1.5. Report to the General Meeting of Shareholders in accordance with the Law on Enterprises and the Law on Securities;

1.6. Other rights and obligations as provided by law and this Charter.

2. Members of the Board of Directors, the General Director, and other executives must provide the Supervisory Board with complete, accurate, and timely information and documents pertaining to the management, operation, and activities of the Company.

3. The Supervisory Board may adopt regulations on its meetings and mode of operation. The Supervisory Board must meet at least twice (02) per year, and a meeting may be held where at least two-thirds (2/3) of the Supervisors are in attendance.

4. The remuneration, salary, and other benefits of Supervisors shall be determined by the General Meeting of Shareholders. Supervisors shall be entitled to reimbursement of reasonable accommodation, travel, and other expenses incurred when attending Supervisory Board meetings or carrying out other Supervisory Board activities.

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

Article 42. Duty of Care

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives are obliged to perform their duties, including their duties as members of Board of Directors subcommittees, honestly, diligently, and in the interests of the Company.

Article 43. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Supervisors, the General Director, and other executives must disclose related interests in accordance with Article 159 of the Law on Enterprises and other applicable legal provisions.

2. Members of the Board of Directors, Supervisors, the General Director, and other executives shall not exploit business opportunities that may be of benefit to the Company for personal purposes. They shall not use information obtained by virtue of their positions for personal gain or to serve the interests of other organisations or individuals.

3. Members of the Board of Directors, Supervisory Board, the General Director, and other executives are obliged to notify the Board of Directors of all interests that may conflict with the interests of the Company and that they may derive through other legal entities, transactions, or other individuals.

4. Unless otherwise resolved by the General Meeting of Shareholders, the Company shall not grant loans or guarantees to members of the Board of Directors, Supervisors, the General Director, other executives, or individuals and organisations related to the aforementioned persons, or to legal entities in which such persons hold financial interests, except where the Company and such related organisations are companies within the same Group or companies operating within a corporate group, including parent companies and subsidiaries, and economic groups, or where sector-specific legislation provides otherwise.

5. A contract or transaction between the Company and one or more members of the Board of Directors, Supervisors, the General Director, other executives, or individuals, organisations related to them, or a company, partner, association, or organisation of which a member of the Board of Directors, Supervisor, General Director, other executive, or a person related to them is a member or has a financial interest, shall not be voidable in the following cases:

5.1. For contracts with a value not exceeding twenty percent (20%) of the total asset value recorded in the most recent financial statements, the material terms of the contract or transaction and the interests of the members of the Board of Directors, Supervisors, General Director, and other executives have been reported to the Board of Directors, and the Board of Directors has in good faith approved the contract or transaction by a majority vote of Board of Directors members without a related interest;

6. Members of the Board of Directors, Supervisors, the General Director, other executives, and organisations and individuals related to such persons must not use undisclosed information of the Company or disclose such information to others to carry out related transactions.

7. Members of the Board of Directors shall not have the right to vote on transactions that benefit such member or their related persons as stipulated under the Law on Enterprises and the Company's Charter.

Article 44. Liability for Damages and Indemnification

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their duties of loyalty and diligence, or who fail to fulfil their obligations, shall be liable for losses resulting from such violations.
2. The Company shall indemnify persons who are, were, or may become a party to a complaint, action, or prosecution (including civil, administrative, and matters other than those initiated by the Company) where such person has been or is a member of the Board of Directors, member of the Supervisory Board, General Director, other executive, employee, or authorised representative of the Company who has been or is performing duties pursuant to the Company's delegation, acting honestly and diligently in the interests of the Company and in compliance with the law, and where there is no evidence confirming that such person has violated their obligations.
3. When performing their functions, duties, or tasks delegated by the Company, members of the Board of Directors, Supervisors, other executives, employees, or authorised representatives of the Company shall be indemnified by the Company when they become a party to a complaint, action, or prosecution (excluding actions initiated by the Company) in the following cases:
 - 3.1. Having acted honestly, diligently, and assiduously in the interests of and without prejudice to the interests of the Company;
 - 3.2. Having complied with the law and there being no substantiated evidence of failure to fulfil their obligations.

XI. RIGHT TO INSPECT CORPORATE BOOKS AND RECORDS

Article 45. Right to Inspect Books and Records

1. Shareholders or groups of shareholders holding the total shareholding in the Company as stipulated under Article 15 shall have the right to, either directly or through an authorised person, submit a written request to inspect the shareholder list, General Meeting of Shareholders minutes, and to copy or extract the above documents during business hours at the Company's head office. Inspection requests submitted by an authorised representative of a shareholder must be accompanied by the shareholder's power of attorney or a certified copy thereof. Such shareholders or groups of shareholders must maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and applicable law; use such information solely to exercise and protect their own legitimate rights and interests; and are strictly prohibited from distributing or copying and forwarding such information to other organisations or individuals, in accordance with Clause 5, Article 119 of the Law on Enterprises 2020 and Clause 7, Article 16 of this Charter.
2. The Company must retain this Charter and its amendments and supplements, the enterprise registration certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and Board of Directors, minutes of General Meetings of Shareholders and Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law, at

its head office or at another location, provided that shareholders and the business registration authority are notified of the storage location.

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

Article 46. Disclosure of Related Interests

The Company shall apply the provisions relating to the disclosure of its related interests in accordance with Article 164 of the Law on Enterprises 2020.

Article 47. Protection of Legitimate Rights of Stakeholders of the Company

1. The Company must fulfil its responsibilities to the community and stakeholders in accordance with applicable law and this Charter.

2. The Company must comply with applicable laws on labour, environment, and social matters.

XII. EMPLOYEES AND TRADE UNIONS

Article 48. Employees and Trade Unions

1. The General Director must develop plans for the Board of Directors to adopt on matters relating to the recruitment and termination of employees, salaries, social insurance, welfare, rewards, and discipline of employees and executives.

2. The General Director must develop plans for the Board of Directors to adopt on matters relating to the Company's relationship with trade union organisations, in accordance with best management standards, practices, and policies, as well as the practices and policies stipulated in this Charter, the Company's regulations, and applicable law.

XIII. PROFIT DISTRIBUTION

Article 49. Profit Distribution

1. The General Meeting of Shareholders shall determine the level of dividend payment and the form of dividend payment each year from the Company's retained earnings.

2. The Company shall not pay interest on dividends or payments relating to any class of shares.

3. The Board of Directors may recommend to the General Meeting of Shareholders the payment of all or part of dividends in the form of shares, and the Board of Directors shall be the body responsible for implementing such decisions.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution determining a specific date for the purpose of closing the shareholder list. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or share dividends, notices, or other documents.

6. Other matters relating to profit distribution shall be carried out in accordance with applicable law.

XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 50. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.

2. With the prior approval of the competent authority, the Company may, where necessary, open bank accounts abroad in accordance with applicable law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese dong or foreign currency accounts at the banks where the Company maintains accounts.

Article 51. Financial Year

The Company's financial year begins on 01 January and ends on 31 December each year. The first financial year commences on the date of issuance of the Enterprise Registration Certificate and ends on 31 December of the year of issuance.

Article 52. Accounting Regime

1. The Company shall apply the enterprise accounting regime or a specialised accounting regime issued or approved by the competent authority.
2. The Company shall prepare accounting records in Vietnamese and preserve accounting files in accordance with applicable accounting laws and related legislation. Such records must be accurate, up-to-date, systematic, and sufficient to demonstrate and explain the Company's transactions.
3. The Company shall use the Vietnamese dong as the accounting currency. Where the Company's principal transactions are denominated in a particular foreign currency, the Company may opt to use that foreign currency as the accounting currency, shall bear responsibility for such choice before the law, and shall notify the competent tax authority accordingly.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE OBLIGATIONS

Article 53. Annual, Semi-Annual and Quarterly Financial Statements

The Company must prepare annual financial statements in accordance with applicable law and the regulations of the State Securities Commission, and such statements must be audited as stipulated under Article 55 of this Charter. Within ninety (90) days from the close of each financial year, the Company must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange, and the business registration authority. The annual financial statements must include an Income Statement faithfully and objectively reflecting the profit/loss position of the Company during the financial year, a Balance Sheet faithfully and objectively reflecting the financial position of the Company as at the date of preparation, a Cash Flow Statement, and Notes to the Financial Statements.

The Company must prepare and publish semi-annual reviewed financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and the Stock Exchange, and submit them to the competent tax authority and the business registration authority in accordance with the Law on Enterprises.

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

All interested organisations and individuals shall have the right to inspect or copy the audited annual financial statements, the semi-annual reviewed financial statements, and the quarterly financial statements during business hours at the Company's head office, and shall pay a reasonable fee for copying.

Article 54. Annual Report

The Company must prepare and publish an Annual Report in accordance with applicable laws on securities and securities markets.

XVI. AUDIT OF THE COMPANY

Article 55. Audit

1. The General Meeting of Shareholders shall designate an independent auditing firm or approve a list of independent auditing firms and authorise the Board of Directors to select one of these entities to conduct the audit of the Company's financial statements for the following financial year on terms and conditions agreed with the Board of Directors.
2. The independent auditing firm shall examine, certify, prepare the audit report, and submit such report to the Board of Directors within three (03) months from the close of the financial year.
3. The audit report shall be attached to the Company's annual financial statements.
4. The independent auditor conducting the audit of the Company's financial statements shall be entitled to attend General Meetings of Shareholders, to receive notices and other information relating to General Meetings of Shareholders, and to address the General Meeting on matters relating to the audit of the Company's financial statements.

XVII. CORPORATE SEAL

Article 56. Corporate Seal

The Board of Directors shall decide on the official seal of the Company, which shall be engraved in accordance with applicable law and this Charter.

1. The seal may be a physical seal produced by a seal engraving establishment or an electronic signature as stipulated under applicable legislation on electronic transactions.
2. The Board of Directors shall determine the type, number, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable law.

XVIII. DISSOLUTION OF THE COMPANY

Article 57. Dissolution of the Company

1. The Company may be dissolved in the following circumstances:
 - a) Expiry of the duration of operation stated in the Company's Charter without a resolution to extend;
 - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c) Revocation of the Enterprise Registration Certificate, unless the Law on Tax Administration provides otherwise;
 - d) Other cases as provided by law.
2. Early dissolution of the Company (including any extended period) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (where required) in accordance with applicable regulations.

Article 58. Extension of Operations

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months prior to the expiry of the Company's duration of operation, in order to allow shareholders to vote on an extension of operations as proposed by the Board of Directors.
2. The duration of operation shall be extended where shareholders representing sixty-five percent (65%) or more of the total voting shares of all shareholders attending the General Meeting of Shareholders vote in favour.

Article 59. Liquidation

1. At least six (06) months prior to the expiry of the Company's duration of operation, or following a dissolution decision, the Board of Directors must establish a Liquidation Committee comprising three (03) members, of which two (02) members shall be designated by the General Meeting of Shareholders and one (01) member shall be designated by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be given priority by the Company in payment before other debts.
2. The Liquidation Committee shall notify the business registration authority of its date of establishment and commencement of operations. From that date, the Liquidation Committee shall represent the Company in all matters relating to the liquidation before courts and administrative bodies.
3. Proceeds from the liquidation shall be distributed in the following order of priority:
 - 3.1. Liquidation costs;
 - 3.2. Outstanding salary, severance pay, social insurance, and other entitlements of employees as provided under collective labour agreements and employment contracts;
 - 3.3. Tax debts;
 - 3.4. Other debts of the Company;
 - 3.5. Any remaining amount after settling all debts from items (3.1) to (3.4) above shall be distributed to shareholders. Preference shares shall receive priority in distribution.

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 60. Resolution of Internal Disputes

1. In the event of a dispute or complaint arising in connection with the Company's operations, or the rights and obligations of shareholders as stipulated under the Law on Enterprises, the Company's Charter, other applicable legal provisions, or agreements between:
 - 1.1. Shareholders and the Company;
 - 1.2. Shareholders and the Board of Directors, Supervisory Board, the General Director, or other executives; the relevant parties shall endeavour to resolve the dispute through negotiation and conciliation. Unless the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and require each party to submit relevant information within thirty (30) working days from the date the dispute arises. Where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to serve as mediator in the resolution process.
2. Where a conciliation agreement is not reached within six (06) weeks from the commencement of the conciliation process, or where the mediator's decision is not accepted by the parties, either party may refer the dispute to arbitration or court.

3. Each party shall bear its own costs relating to negotiation and conciliation proceedings. Court costs shall be paid in accordance with the court's ruling.

XX. AMENDMENT AND SUPPLEMENT TO THE CHARTER

Article 61. Company Charter

1. Any amendment or supplement to this Charter must be considered and decided upon by the General Meeting of Shareholders.
2. Where applicable law provides for matters relating to the Company's operations that are not addressed in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall apply to govern the Company's operations.

XXI. EFFECTIVE DATE

Article 62. Effective Date

1. This Charter comprises twenty-one (21) chapters and sixty-two (62) articles and has been unanimously adopted by the General Meeting of Shareholders of COKYVINA Joint Stock Company on 2026 in Hanoi, with all parties agreeing to the full legal effect of this Charter.
2. This Charter is made in ten (10) originals of equal legal effect, of which:
 - 2.1. One (01) original shall be deposited at the local State Notary Office;
 - 2.2. Five (05) originals shall be registered with the relevant governmental authority as required by the People's Committee of the province or municipality;
 - 2.3. Four (04) originals shall be retained at the Company's head office.
3. This Charter is the sole and official charter of the Company and supersedes any charter previously issued prior to the effective date of this Charter.
4. Copies or extracts of the Company's Charter shall be valid upon signature by the Chairman of the Board of Directors or by at least one-half of the total number of Board of Directors members.

**ON BEHALF OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
BOARD OF DIRECTORS MEMBERS' SIGNATURES**

CHAIRMAN OF THE BOARD OF DIRECTORS

(signed and sealed)

MEMBERS OF THE BOARD OF DIRECTORS:

(all signed and sealed)

