

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

CHATER
THANH HOA WATER SUPPLY JOINT STOCK COMPANY

Thanh Hoa, June 2026

Chapter/Article	Contents	Page
CHAPTER I	DEFINITIONS OF TERMS USED IN THIS CHARTER	1-2
Article 1	Definitions	1-2
CHAPTER II	NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY	2-3
Article 2	Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Term of Operation of the Company	2-3
Article 3	Legal Representative of the Company	3
CHAPTER III	OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY	3-4
Article 4	Objectives of the Company	3-4
Article 5	Business Scope and Operations of the Company	4
CHAPTER IV	CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS	4-6
Article 6	Charter Capital, Shares and Founding Shareholders	4-5
Article 7	Share Certificates	5
Article 8	Other Securities Certificates	5
Article 9	Transfer of Shares	5
Article 10	Forfeiture of Shares	6
CHAPTER V	ORGANIZATIONAL STRUCTURE, CORPORATE GOVERNANCE AND SUPERVISION	6
Article 11	Organizational Structure, Corporate Governance and Supervision	6
CHAPTER VI	SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS	6-19
Article 12	Rights of Shareholders	6-8
Article 13	Obligations of Shareholders	8-9
Article 14	General Meeting of Shareholders	9-10
Article 15	Rights and Obligations of the General Meeting of Shareholders	10-11
Article 16	Authorization to Attend Meetings of the General Meeting of Shareholders	11-12
Article 17	Variation of Rights	12-13
Article 18	Convening Meetings, Meeting Agenda and Notice of Meetings of the General Meeting of Shareholders	13-14
Article 19	Quorum for Meetings of the General Meeting of Shareholders	14
Article 20	Procedures for Conducting Meetings and Voting at Meetings of the General Meeting of Shareholders	14-16
Article 21	Conditions for the Adoption of Resolutions of the General Meeting of Shareholders	16-17
Article 22	Authority and Procedures for Obtaining Written Opinions of Shareholders for the Adoption of Resolutions of the General Meeting of Shareholders	17-18

Article 23	Resolutions and Minutes of Meetings of the General Meeting of Shareholders	18-19
Article 24	Request for Annulment of Resolutions of the General Meeting of Shareholders	19
CHAPTER VII	BOARD OF DIRECTORS	19-24
Article 25	Nomination and Candidacy for Members of the Board of Directors	19-20
Article 26	Composition and Term of Office of Members of the Board of Directors	20-21
Article 27	Powers and Duties of the Board of Directors	21-22
Article 28	Remuneration, Bonuses and Other Benefits of Members of the Board of Directors	22
Article 29	Chairman of the Board of Directors	22-23
Article 30	Meetings of the Board of Directors	23
Article 31	Committees under the Board of Directors	24
Article 32	Person in Charge of Corporate Governance	24
CHAPTER VIII	GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS	24-26
Article 33	Management Structure	24
Article 34	Executive Officers of the Company	24-25
Article 35	Appointment, Dismissal, Duties and Powers of the General Director	25-26
CHAPTER IX	BOARD OF SUPERVISORS	26-29
Article 36	Nomination and Candidacy for Members of the Board of Supervisors	26
Article 37	Composition of the Board of Supervisors	26-27
Article 38	Head of the Board of Supervisors	27
Article 39	Powers and Duties of the Board of Supervisors	27-28
Article 40	Meetings of the Board of Supervisors	28
Article 41	Salaries, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors	28-29
CHAPTER X	RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS	29-30
Article 42	Duty of Loyalty and Avoidance of Conflicts of Interest	29
Article 43	Liability for Losses and Compensation	30
CHAPTER XI	RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS	30
Article 44	Right to Inspect the Company's Books and Records	30
CHAPTER XII	EMPLOYEES AND THE TRADE UNION	30
Article 45	Employees and the Trade Union	30
CHAPTER XIII	PROFIT DISTRIBUTION	31
Article 46	Profit Distribution	31

CHAPTER XIV	BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM	31
Article 47	Bank Accounts	31
Article 48	Fiscal Year	31
Article 49	Accounting System	31
CHAPTER XV	FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE OBLIGATIONS	32
Article 50	Annual, Semi-annual and Quarterly Financial Statements	32
Article 51	Annual Report	32
CHAPTER XVI	AUDIT	32
Article 52	Audit	32
CHAPTER XVII	COMPANY SEAL	33
Article 53	Company Seal	33
CHAPTER XVIII	DISSOLUTION OF THE COMPANY	33-34
Article 54	Dissolution of the Company	33
Article 55	Extension of the Company's Term of Operation	33
Article 56	Liquidation	34
CHAPTER XIX	SETTLEMENT OF INTERNAL DISPUTES	34-35
Article 57	Settlement of Internal Disputes	34-35
CHAPTER XX	AMENDMENTS AND SUPPLEMENTS TO THE CHARTER	35
Article 58	Charter of the Company	35
CHAPTER XXI	EFFECTIVE DATE	35-36
Article 59	Effective Date	35-36

THE SOCIALIST REPUBLIC OF VIETNAM
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THE CHARTER
THANH HOA WATER SUPPLY JOINT STOCK COMPANY

Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020; the Law Amending and Supplementing a Number of Articles of the Law on Enterprises No. 76/2025/QH15 dated 17 June 2025; Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government and other applicable laws and regulations.

The shareholders of Thanh Hoa Water Supply Joint Stock Company hereby agree to adopt this Charter of Thanh Hoa Water Supply Joint Stock Company (hereinafter referred to as the "Company") with the following Chapters and Articles.

Chapter I

DEFINITIONS OF TERMS USED IN THIS CHARTER

Article 1. Definitions

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

a) *Charter Capital* means the aggregate par value of shares that have been sold or subscribed for upon the establishment of the Company, as prescribed in Article 6 of this Charter;

b) *Vốn có quyền biểu quyết* là vốn cổ phần, theo đó người sở hữu có quyền biểu quyết về những vấn đề thuộc thẩm quyền quyết định của Đại hội đồng cổ đông;

c) *Law on Enterprises* means the Law on Enterprise No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;

d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;

đ) *Vietnam* means the Socialist Republic of Vietnam;

e) *Date of Establishment* means the date on which the Company was first granted the Enterprise Registration Certificate (or Business Registration Certificate or any equivalent legal document);

g) *Executive Officer* means the General Director, Deputy General Director, Chief Accountant and other executive officers as prescribed in this Charter;

h) *Manager* means the Company's manager, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director and other managerial positions as provided in this Charter;

i) *Related Person* means an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;

k) *Shareholder* means an individual or organization owning at least one share of the Company;

l) *Founding Shareholder* means a shareholder owning at least one ordinary share and whose name appears in the list of founding shareholders upon the establishment of the Company;

m) *Major Shareholder* means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

n) *Term of Operation* means the operating period of the Company as specified in Article 2 of this Charter, including any extension approved by the General Meeting of Shareholders;

o) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

p) *Dividend* means a distribution of after-tax profits paid to shareholders in cash or other assets for each share;

q) *Market Price of Capital Contribution or Shares* means:

The average trading price during the thirty (30) consecutive days immediately preceding the valuation date; or

The price agreed upon between the seller and the purchaser; or

The price determined by a licensed valuation organization, in the case of listed shares or shares registered for trading on the securities trading system.

2. References in this Charter to any legal provision or legal document shall include any amendments, supplements or replacement documents thereof.

3. The headings of Chapters and Articles are inserted solely for convenience of reference and shall not affect the interpretation of this Charter.

2. Trong Article lệ này, các tham chiếu tới một hoặc một số quy định hoặc văn bản khác bao gồm cả những sửa đổi, bổ sung hoặc văn bản thay thế.

3. Các tiêu đề (Mục, Article của Article lệ này) được sử dụng nhằm thuận tiện cho việc hiểu nội dung và không ảnh hưởng tới nội dung của Article lệ này.

Chapter II

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

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

1. Company name

- Vietnamese name: **CÔNG TY CỔ PHẦN CẤP NƯỚC THANH HÓA**
- English name: **THANH HOA WATER SUPPLY JOINT STOCK COMPANY**
- Abbreviated Name: **THAWACO**

2. Head office:

- Address: No. 99 Mat Son Street, Hac Thanh Ward, Thanh Hoa Province, Vietnam
- Telephone: 02373 852 966
- Fax: 02373 856 648
- Email: www.cnth@capnuocth.vn
- Website: www.capnuocth.vn

3. The Company may establish branches, representative offices and business locations within or outside Vietnam in accordance with resolutions of the Board of Directors and as permitted by applicable laws to facilitate the achievement of its business objectives..

4. Unless the Company is dissolved prior to the expiry of its operating term pursuant to Clause 2, Article 54 of this Charter or its operating term is extended in accordance with Article 55 of this Charter, the Company shall operate for an indefinite term commencing

from the Date of Establishment.

Article 3. Legal Representative of the Company

Pursuant to this Charter, the Chairperson of the Board of Directors shall act as the legal representative of the Company. The legal representative of the Company shall have the following rights and obligations

- 1) To represent the Company in exercising rights and performing obligations arising from the Company's transactions; to represent the Company as plaintiff, defendant or person with related rights and obligations before arbitration tribunals, courts and other competent authorities in accordance with law.
- 2) To exercise the assigned rights and perform the assigned obligations honestly, prudently and to the best of his/her ability in order to safeguard the lawful interests of the Company.
- 3) To act in the best interests of the Company; not to misuse information, business know-how, business opportunities, position or authority of the Company, nor use the Company's assets for personal gain or for the benefit of any other organization or individual.
- 4) To be personally liable for any damage caused to the Company as a result of any breach of his/her obligations.

Any change in the number or title of the Company's legal representative(s) shall be decided by the General Meeting of Shareholders.

Chapter III

OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company

1. Business line:

No.	Business Line	Business Code
1	Construction of buildings	4100
2	Steam, hot water, air-conditioning supply and ice production. Details: Production and supply of clean water.	3530
3	Construction of railways and roads	4210
4	Construction of other civil engineering works, including industrial works, medium and small-scale irrigation works, power transmission lines and substations up to 35 kV, roads, installation of technological equipment for water supply and drainage works, wastewater treatment and solid waste treatment facilities.	4290
5	Architectural and engineering consultancy services, including project appraisal, project formulation, cost estimation, design and supervision of water supply and drainage works, environmental sanitation works, transport, irrigation, civil and industrial works, technical infrastructure, electrical works, and consultancy services in construction bidding and specialized water supply and drainage equipment procurement.	7110
6	Site preparation	4312

7	Vocational education, including technical training in the water supply and drainage sector and cooperation with domestic and foreign organizations and individuals in business activities within the Company's business scope.	8532
8	Real estate business; ownership, use or lease of land use rights.	6810
9	Short-term accommodation services (hotel services).	5510
10	Travel agency services.	7911
11	Production and trading of purified drinking water and clean water; EPC contracting for water supply and drainage projects on a turnkey basis; design, manufacture, production, trading, import and export of machinery, materials and technological equipment specialized in the water supply and drainage sector; scientific research, application and technology transfer in the field of water supply, drainage and environmental sanitation.	No business code assigned

During its operations, the Company may amend or supplement its registered business lines in accordance with applicable laws, subject to the approval of the General Meeting of Shareholders and the approval of the competent business registration authority for amendment of the Company's enterprise registration dossier, followed by publication on the National Business Registration Portal (<https://dangkykinhdoanh.gov.vn>), unless such amendment is rejected in writing by the competent business registration authority.

The Company shall satisfy all statutory conditions applicable to conditional business lines and maintain such conditions throughout its operation.

Article 5. Business Scope and Operations of the Company

The Company is entitled to conduct business activities in the business lines specified in this Charter, provided that such business lines have been registered or updated with the competent business registration authority and published on the National Business Registration Portal. [Where the Company engages in conditional business lines, it must fully satisfy the applicable business conditions in accordance with the Law on Investment and relevant specialized laws]

Chapter IV

CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

1. The Company's Charter Capital is VND 329,954,110,000 (in words: Three hundred twenty-nine billion nine hundred fifty-four million one hundred ten thousand Vietnamese dong).

The Charter Capital is divided into 32,995,411 shares, each having a par value of VND 10,000, comprising:

a) State-owned shares: 20,992,371 shares, representing 63.62% of the Charter Capital;
b) Other shares: 12,003,040 shares, representing 36.38% of the Charter Capital, of which:

- Shares sold to employees and other shareholders: 12,003,040 shares, representing 36.38% of the Charter Capital.

2. The Company may increase or decrease its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

3. As of the date of adoption of this Charter, the Company's shares comprise ordinary

shares and preference shares (if any). The rights and obligations attached to each class of shares are set out in 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 accordance with applicable laws.

5. The names, addresses, number of shares held and other particulars of the Founding Shareholders shall be determined in accordance with the Law on Enterprises.

Ordinary shares shall first be offered to the existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise resolved by the General Meeting of Shareholders. Any unsubscribed shares shall be allocated by the Board of Directors. The Board of Directors may distribute such shares to existing shareholders or other persons on terms no more favorable than those offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its own issued shares in accordance with this Charter and applicable laws.

7. The Company may issue other types of securities as permitted by law.

Article 7. Share Certificates

1. Each shareholder shall be issued a share certificate corresponding to the number and class of shares owned.

2. A share certificate is a security evidencing the lawful rights and interests of its holder in respect of a portion of the Charter Capital of the issuing organization. A share certificate shall contain all particulars prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within thirty (30) days from the date on which a complete application for registration of the transfer of share ownership is received in accordance with the Company's regulations, or within thirty (30) days from the date on which full payment for the subscribed shares is made in accordance with the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not be required to bear any cost for the printing and issuance of the share certificate.

4. Where a share certificate is lost, damaged or destroyed in any form, the shareholder may request the Company to reissue a replacement share certificate. Such request shall include:

- a) Information relating to the lost, damaged or destroyed share certificate;
- b) An undertaking to assume full responsibility for any dispute arising from the reissuance of the replacement share certificate.

Article 8. Other Securities Certificates

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

Article 9. Transfers of Shares

1. All shares may be freely transferred unless otherwise provided by this Charter or applicable laws. Shares listed or registered for trading on a stock exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid for may not be transferred, and their holders shall not be entitled to related rights and benefits, including the right to receive dividends, bonus shares issued from equity, rights to subscribe for newly issued shares, or other rights and interests as prescribed by law

Article 10. Forfeiture of Shares (Applicable upon the Incorporation of the Company)

1. Where a shareholder fails to pay in full and on time the subscription amount for the shares subscribed for, the Board of Directors shall notify such shareholder and may require him/her to pay the outstanding amount. The shareholder shall remain liable, to the extent of the total par value of the subscribed shares, for the financial obligations of the Company arising from such failure to make full payment.

2. The payment notice referred to above shall specify the revised payment deadline (which shall be no less than seven (07) days from the date of dispatch of the notice), the place of payment, and shall clearly state that any shares remaining unpaid upon expiry of the prescribed period shall be forfeited.

3. The Board of Directors shall be entitled to forfeit any shares that have not been fully paid for within the prescribed time limit if the shareholder fails to comply with the payment notice.

4. Forfeited shares shall be deemed authorized but unissued shares in accordance with Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or otherwise reallocate such shares on such terms and in such manner as it considers appropriate.

5. A shareholder whose shares have been forfeited shall cease to be a shareholder in respect of those shares. However, such shareholder shall remain liable, up to the total par value of the subscribed shares, for the financial obligations of the Company incurred prior to the date of forfeiture, until full payment has been made. The Board of Directors shall have full authority to enforce payment of the outstanding amount relating to the forfeited shares.

6. A notice of forfeiture shall be sent to the holder of the forfeited shares before the date of forfeiture. The forfeiture shall remain valid notwithstanding any error or omission in the delivery of such notice.

Chapter V

ORGANIZATIONAL STRUCTURE, CORPORATE GOVERNANCE AND SUPERVISION

Article 11. Organizational Structure, Corporate Governance and Supervision

The Company shall adopt the following corporate governance structure: General Meeting of Shareholders; Board of Directors; Board of Supervisors; General Director.

Chapter VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Right of shareholders

1. Ordinary shareholders shall have the following rights:

a) To attend, speak at, and vote at meetings of the General Meeting of Shareholders, either in person, through an authorized representative, or by any other method prescribed by this Charter or applicable laws. Each ordinary share shall carry **one (01) voting right**.

b) To receive dividends at the rate determined by the General Meeting of Shareholders.

c) To be given pre-emptive rights to subscribe for newly issued shares in proportion to their existing holdings of ordinary shares in the Company.

d) To freely transfer their shares to other persons, except as otherwise provided in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other applicable laws.

e) To examine, inspect and obtain extracts of information relating to the names and contact addresses of shareholders entitled to vote, and to request correction of inaccurate information relating to themselves.

f) To inspect, review, obtain extracts from or copies of the Company's Charter, the minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.

g) Upon dissolution or bankruptcy of the Company, to receive a proportion of the remaining assets corresponding to their shareholding after the Company has fulfilled all of its financial obligations in accordance with law.

h) To request the Company to repurchase their shares in the cases provided for under Article 132 of the Law on Enterprises.

i) To be treated equally. Shares of the same class shall confer equal rights, obligations and interests upon their holders. Where the Company issues preference shares, the rights and obligations attached to each class of preference shares shall be approved by the General Meeting of Shareholders and fully disclosed to shareholders.

k) To have access to periodic and extraordinary information disclosed by the Company in accordance with applicable laws.

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

m) To enjoy other rights as provided by applicable laws and this Charter.

n) To exercise rights attached to other classes of shares, where applicable.

2. A shareholder or a group of shareholders holding five per cent (5%) or more of the total ordinary shares shall have the following rights:

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

b) To inspect, review and obtain extracts from the minutes, resolutions and decisions of the Board of Directors, the semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets.

c) To request the Board of Supervisors to examine specific matters relating to the management and operation of the Company where deemed necessary. Such request shall be made in writing and shall include the following information: the full name, contact address, nationality and legal identification documents of an individual shareholder; the name, enterprise registration number (or equivalent legal document) and head office address of an institutional shareholder; the number of shares held and the date of registration of such shares by each shareholder; the aggregate number of shares held by the shareholder group and their ownership ratio in the total ordinary shares of the Company; the matters to be examined and the purpose of such examination.

d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal shall be made in writing and submitted to the Company no

later than three (03) working days prior to the opening date of the meeting. The proposal shall clearly specify the name of the shareholder, the number of shares of each class held by such shareholder and the matters proposed for inclusion in the meeting agenda.

dd) To exercise such other rights as prescribed by applicable laws and this Charter.

3. A shareholder or a group of shareholders holding ten per cent (10%) or more of the total ordinary shares shall have the right to nominate candidates for election to the Board of Directors and the Board of Supervisors. Such nomination shall be made as follows:

a) Ordinary shareholders forming a shareholder group for the purpose of nominating candidates to the Board of Directors and the Board of Supervisors shall notify the shareholders attending the General Meeting of Shareholders of the formation of such group prior to the opening of the meeting.

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholders or shareholder group referred to in this Clause shall be entitled to nominate one or more candidates for election to the Board of Directors and the Board of Supervisors in accordance with the resolution of the General Meeting of Shareholders. Where the number of candidates nominated by such shareholders or shareholder group is less than the number of candidates they are entitled to nominate under the resolution of the General Meeting of Shareholders, the remaining candidates may be nominated by the Board of Directors, the Board of Supervisors or other shareholders. a) Các cổ đông phổ thông hợp thành nhóm để đề cử người vào Hội đồng quản trị và Ban kiểm soát phải thông báo về việc hợp nhóm cho các cổ đông dự họp biết trước khi khai mạc Đại hội đồng cổ đông;

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To pay in full and on time the subscription amount for the shares they have committed to purchase.

2. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or acquired by another person. Where a shareholder withdraws part or all of the capital contributed in violation of this provision, such shareholder and any person having related interests in the Company shall be jointly liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and any damage arising therefrom.

3. To comply with this Charter and the Company's Internal Corporate Governance Regulations.

4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To keep confidential all information provided by the Company in accordance with this Charter and applicable laws; to use such information solely for the purpose of exercising and protecting his/her/its lawful rights and interests; and not to disclose, reproduce or provide such information to any organization or individual without authorization.

6. To attend meetings of the General Meeting of Shareholders and exercise voting rights by one of the following methods:

a) Attending and voting in person at the meeting;

b) Authorizing another individual or organization to attend and vote on his/her/its behalf;

- c) Attending and voting by electronic means, including online meetings, electronic voting or other electronic methods;
- d) Sending voting ballots to the meeting by post, facsimile or electronic mail;
- dd) Sending voting ballots by other means as prescribed in this Charter.

7. To assume personal responsibility where acting in the name of the Company to carry out any of the following acts:

- a) Violating applicable laws;
- b) Conducting business or other transactions for personal gain or for the benefit of another organization or individual;
- c) Paying debts that are not yet due where such payment exposes the Company to financial risks.

8. To perform such other obligations as may be prescribed by applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders entitled to vote, shall be the supreme decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once every fiscal year within four (04) months from the end of the fiscal year. Where necessary, the Board of Directors may resolve to extend the time for convening the Annual General Meeting of Shareholders; provided that such extension shall not exceed six (06) months from the end of the fiscal year. In addition to the annual meeting, extraordinary meetings of the General Meeting of Shareholders may be convened whenever necessary. The venue of a meeting of the General Meeting of Shareholders shall be the place where the chairperson of the meeting is present and shall be located within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and determine an appropriate meeting venue. The Annual General Meeting of Shareholders shall decide on matters prescribed by applicable laws and this Charter, including, in particular, the approval of the audited annual financial statements. Where the auditor's report on the Company's annual financial statements contains material qualifications, an adverse opinion or a disclaimer of opinion, the Company shall invite a representative of the approved audit firm that conducted the audit to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.

3. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in any of the following circumstances:

- a) Where the Board of Directors considers it necessary for the interests of the Company;
- b) Where the number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number required by law;
- c) Upon a written request of a shareholder or a group of shareholders as prescribed in Clause 2 Article 115 of the Law on Enterprises. Such request shall specify the reasons for and purposes of the meeting and shall bear the signatures of all relevant shareholders or be made in several counterparts containing all required signatures;
- d) Upon the request of the Board of Supervisors;
- dd) Other circumstances as prescribed by applicable laws or this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

- a) The Board of Directors shall convene an Extraordinary General Meeting of Shareholders within thirty (30) days from the date on which the number of the remaining members of the Board of Directors, independent members of the Board of Directors or

members of the Board of Supervisors falls below the minimum number prescribed by law as specified in Point b Clause 3 of this Article, or from the date of receipt of the request referred to in Points c and d Clause 3 of this Article.

b) Where the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point a Clause 4 of this Article, the Board of Supervisors shall, within the following thirty (30) days, convene the General Meeting of Shareholders in replacement of the Board of Directors in accordance with Clause 3 Article 140 of the Law on Enterprises.

c) Where the Board of Supervisors fails to convene the General Meeting of Shareholders in accordance with Point b Clause 4 of this Article, the shareholder or group of shareholders referred to in Point c Clause 3 of this Article shall have the right to request that the Company convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

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

d) The procedures for convening the General Meeting of Shareholders shall comply with Clause 5 Article 140 of the Law on Enterprises.

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

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

a) To approve the Company's development strategy.

b) To decide on the classes of shares and the total number of shares of each class authorized for issuance; and to determine the annual dividend for each class of shares.

c) To elect, dismiss or remove members of the Board of Directors and the Board of Supervisors.

d) To decide on investments or the sale of assets with a value equal to or exceeding thirty-five per cent (35%) of the total value of the Company's assets as stated in the most recent financial statements.

dd) To approve amendments to and supplements of the Charter.

e) To approve the annual financial statements.

g) To decide on the repurchase of more than ten per cent (10%) of the total issued shares of each class.

h) To consider and deal with violations committed by members of the Board of Directors or the Board of Supervisors that cause damage to the Company and its shareholders.

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

k) To determine the budget for, or the aggregate remuneration, bonuses and other benefits payable to the Board of Directors and the Board of Supervisors.

l) To approve the Internal Corporate Governance Regulations, the Charter of the Board of Directors and the Charter of the Board of Supervisors.

m) To approve the list of approved audit firms; to appoint the approved audit firm to audit the Company's operations; and to dismiss the approved auditor where deemed necessary.

n) To exercise other rights and perform other obligations as prescribed by applicable laws.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

- a) The annual business plan of the Company.
 - b) The audited annual financial statements.
 - c) The report of the Board of Directors on corporate governance and the operational performance of the Board of Directors and each member of the Board of Directors.
 - d) The report of the Board of Supervisors on the Company's business performance and the performance of the Board of Directors and the General Director.
 - dd) The self-assessment report on the performance of the Board of Supervisors and each member of the Board of Supervisors.
 - e) The dividend rate applicable to each class of shares.
 - g) The number of members of the Board of Directors and the Board of Supervisors.
 - h) The election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors.
 - i) The budget for, or the aggregate remuneration, bonuses and other benefits payable to the Board of Directors and the Board of Supervisors.
 - k) The approval of the list of approved audit firms; and the appointment of an approved audit firm to audit the Company's operations where deemed necessary.
 - l) Amendments to and supplements of the Company's Charter.
 - m) The classes of shares and the number of new shares to be issued for each class of shares, and the transfer of shares by the Founding Shareholders within the first three (03) years from the date of incorporation of the Company.
 - n) The division, demerger, consolidation, merger or conversion of the Company.
 - o) The reorganization and dissolution (liquidation) of the Company, and the appointment of liquidator(s).
 - p) Investments in, or the disposal of, assets with a value equal to or exceeding thirty-five per cent (35%) of the total value of the Company's assets as recorded in the most recent financial statements.
 - q) The repurchase of more than ten per cent (10%) of the total issued shares of each class.
 - r) The approval of contracts and transactions entered into by the Company with the persons specified in Clause 1 Article 167 of the Law on Enterprises, where the value of such contracts or transactions is equal to or exceeds ten per cent (10%) of the total value of the Company's assets as recorded in the most recent financial statements.
 - s) The approval of the transactions specified in Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
 - t) The approval of the Internal Corporate Governance Regulations, the Charter of the Board of Directors and the Charter of the Board of Supervisors.
 - u) Other matters as prescribed by applicable laws and this Charter.
- All resolutions and matters included in the agenda of the General Meeting of Shareholders shall be discussed and voted on at the meeting of the General Meeting of Shareholders.

Article 16. Authorization to Attend Meetings of the General Meeting of Shareholders

1. A shareholder or an authorized representative of an institutional shareholder may

attend a meeting of the General Meeting of Shareholders in person, or authorize one or more individuals or organizations to attend the meeting on his/her/its behalf, or attend the meeting by any of the methods prescribed in Clause 3 Article 144 of the Law on Enterprises.

2. The authorization of an individual or organization to attend a meeting of the General Meeting of Shareholders on behalf of a shareholder in accordance with Clause 1 of this Article shall be made in writing. The authorization document shall be prepared in accordance with the civil laws and shall clearly specify the name of the authorizing shareholder; the name of the authorized individual or organization; the number of shares subject to the authorization; the contents and scope of the authorization; the term of the authorization; and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the meeting of the General Meeting of Shareholders shall submit the authorization document upon registration for attendance. In the case of re-authorization, the attendee shall additionally present the original authorization document executed by the shareholder or the authorized representative of the institutional shareholder (if such document has not previously been registered with the Company).

3. Voting ballots cast by an authorized representative within the scope of the authorization shall remain valid notwithstanding the occurrence of any of the following events, except where:

- a) The authorizing person has died, has limited legal capacity, or has lost legal capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the person acting under the authorization.

The provisions of this Clause shall not apply if the Company has received notice of any of the aforesaid events before the opening of the General Meeting of Shareholders or before the reconvened meeting is held.

Article 17. Variation of Rights

1. Any variation or cancellation of the special rights attached to a class of preference shares shall become effective only if it is approved by shareholders representing at least sixty-five per cent (65%) of the total votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of a class of preference shares shall be adopted only if it is approved by shareholders attending the meeting and holding at least seventy-five per cent (75%) of the total preference shares of such class, or by shareholders holding at least seventy-five per cent (75%) of the total preference shares of such class in the case where the resolution is adopted by way of written consultation.

2. A meeting of shareholders holding a particular class of preference shares to approve any variation of the rights referred to above shall be valid only if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of such class. If the required quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and the shareholders holding such class of shares (regardless of the number of shareholders or the number of shares held) who attend in person or through their authorized representatives shall constitute a valid quorum. At such meetings, shareholders holding the relevant class of preference shares who attend in person or through their authorized representatives may request that voting be conducted by secret ballot. Each share of the

same class shall carry one equal vote at such meetings.

3. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions of Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the terms and conditions governing the issuance of shares, the special rights attached to any class of shares carrying preferential rights with respect to the distribution of profits or assets of the Company shall not be deemed to have been varied by the issuance of additional shares of the same class.

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

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

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

a) To prepare the list of shareholders entitled to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date on which the notice of meeting is sent. The Company shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the record date;

b) To prepare the meeting agenda and contents of the meeting;

c) To prepare the documents for the meeting;

d) To prepare draft resolutions of the General Meeting of Shareholders corresponding to the proposed agenda items;

dd) To determine the time and venue of the meeting;

e) To notify and send the notice of meeting to all shareholders entitled to attend the meeting;

g) To perform other tasks necessary for the organization of the meeting.

3. The notice of meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to their registered contact addresses and shall concurrently be published on the Company's website and the websites of the State Securities Commission of Vietnam and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders shall send the notice of meeting to all shareholders included in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date on which the notice is duly sent or dispatched). The agenda of the General Meeting of Shareholders and the documents relating to the matters to be voted on at the meeting shall be sent to the shareholders and/or published on the Company's website. Where the meeting documents are not enclosed with the notice of meeting, the notice shall specify the link to the entire set of meeting documents to enable shareholders to access them, including:

a) The meeting agenda and documents to be used at the meeting;

b) The list of candidates and detailed information on each candidate in the case of election of members of the Board of Directors or the Board of Supervisors;

c) Voting ballots;

d) Draft resolutions for each matter included in the meeting agenda.

4. A shareholder or group of shareholders referred to in Clause 2 Article 12 of this

Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal shall be made in writing and submitted to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal shall clearly specify the name of the shareholder, the number of shares of each class held by such shareholder, and the matter proposed for inclusion in the meeting agenda.

5. The person convening the General Meeting of Shareholders may refuse a proposal referred to in Clause 4 of this Article in any of the following circumstances:

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

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

Article 19. Quorum for Meetings of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be validly convened when attended by shareholders representing more than fifty per cent (50%) of the total voting rights.

2. Where the first meeting fails to satisfy the quorum requirement prescribed in Clause 1 of this Article, a notice convening the second meeting shall be sent within thirty (30) days from the date scheduled for the first meeting. The second meeting of the General Meeting of Shareholders shall be validly convened when attended by shareholders representing at least thirty-three per cent (33%) of the total voting rights.

3. Where the second meeting fails to satisfy the quorum requirement prescribed in Clause 2 of this Article, a notice convening the third meeting shall be sent within twenty (20) days from the date scheduled for the second meeting. The third meeting of the General Meeting of Shareholders shall be validly convened irrespective of the total voting rights represented by the shareholders attending the meeting.

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

1. Prior to the opening of the meeting, the Company shall conduct shareholder registration and shall continue such registration until all shareholders entitled to attend the meeting have completed the registration procedures, as follows:

- a) Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card indicating the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting rights of such shareholder. The General Meeting of Shareholders shall discuss and vote separately on each matter included in the meeting agenda. Voting shall be conducted by way of votes For, Against or Abstention. At the meeting, the voting cards indicating votes For shall be collected first, followed by the voting cards indicating votes Against, after which the total number of votes For and Against shall be counted to determine the voting results. The results of the vote counting shall be announced by the Chairperson immediately before the closing of

the meeting. The General Meeting of Shareholders shall elect the persons responsible for vote counting or supervising the 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 Chairperson of the meeting.

b) Any shareholder, authorized representative of an institutional shareholder or proxy arriving after the opening of the meeting shall be entitled to register immediately and, upon completion of registration, shall have the right to participate in and vote at the meeting. The Chairperson shall not be required to suspend the meeting in order to allow late attendees to register, and the validity of the matters already voted on prior to their arrival shall remain unaffected.

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

a) The Chairperson of the Board of Directors shall act as the Chairperson of the meeting or may authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. Where the Chairperson is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of themselves to chair the meeting based on the majority principle. If no Chairperson can be elected, the Head of the Board of Supervisors shall preside over the election of the Chairperson by the General Meeting of Shareholders from among the attendees, and the person receiving the highest number of votes shall act as the Chairperson of the meeting.

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

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

d) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon the proposal of the Chairperson.

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

4. The Chairperson shall have the right to take such necessary and reasonable measures as may be required to ensure that the meeting of the General Meeting of Shareholders is conducted in an orderly manner, in accordance with the approved agenda, and reflects the wishes of the majority of the attendees.

a) Arranging seating at the meeting venue of the General Meeting of Shareholders;
b) Ensuring the safety of all persons present at the meeting venue;
c) Facilitating shareholders' attendance (or continued attendance) at the meeting. The person convening the General Meeting of Shareholders shall have full authority to modify the above measures and adopt any other necessary measures. Such measures may include issuing admission cards or applying other appropriate access control measures.

5. The General Meeting of Shareholders shall discuss and vote separately on each matter included in the meeting agenda. Voting shall be conducted by way of votes **For**, **Against** or **Abstention**. The results of the vote counting shall be announced by the Chairperson immediately before the closing of the meeting.

6. A shareholder or proxy arriving after the opening of the meeting shall still be entitled to register and participate in voting immediately upon registration. In such case, the validity of

the matters already voted on prior to such shareholder's or proxy's arrival shall remain unaffected.

7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders shall have the following powers:

a) To require all attendees to undergo security checks or other lawful and reasonable security measures;

b) To request the competent authorities to maintain order at the meeting and to remove from the meeting any person who fails to comply with the Chairperson's authority, deliberately disrupts the order of the meeting, obstructs the normal conduct of the meeting, or fails to comply with security inspection requirements.

8. The Chairperson shall have the right to adjourn a meeting of the General Meeting of Shareholders at which a sufficient number of attendees have registered for attendance for a period not exceeding three (03) working days from the scheduled opening date of the meeting, and may adjourn the meeting or change the meeting venue only in any of the following circumstances:

a) The meeting venue does not have sufficient seating capacity to accommodate all attendees conveniently;

b) The communication facilities at the meeting venue are inadequate to enable shareholders attending the meeting to participate in discussions and voting;

c) Any attendee obstructs or disrupts the order of the meeting, thereby creating a risk that the meeting cannot be conducted in a fair and lawful manner.

9. Where the Chairperson adjourns or suspends the meeting of the General Meeting of Shareholders in contravention of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and preside over the meeting until its conclusion. All resolutions adopted at such meeting shall remain valid and effective.

10. Where the Company applies modern technology to organize the General Meeting of Shareholders by means of an online meeting, the Company shall ensure that shareholders are able to attend and exercise their voting rights by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the Adoption of Resolutions of the General Meeting of Shareholders

1. A resolution on any of the following matters shall be adopted if approved by shareholders representing at least sixty-five per cent (65%) of the total voting rights of all shareholders attending the meeting, except in the cases specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:

a) The classes of shares and the total number of shares of each class;

b) Changes to the Company's business lines and business sectors;

c) Changes to the Company's organizational and management structure;

d) Investment projects or the sale of assets with a value equal to or exceeding thirty-five per cent (35%) of the total value of the Company's assets as recorded in the most recent financial statements, unless a different ratio or value is prescribed by the Company's Charter;

dd) The reorganization or dissolution of the Company.

2. Resolutions on matters other than those specified in Clause 1 of this Article shall be adopted if approved by shareholders representing more than fifty per cent (50%)

of the total voting rights of all shareholders attending the meeting, except in the cases specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders approved by shareholders representing one hundred per cent (100%) of the total voting shares shall be lawful and shall take effect immediately, notwithstanding any failure to comply with the procedures for convening the meeting or adopting such resolutions as prescribed by the Law on Enterprises and this Charter.

Article 22. Authority and Procedures for Obtaining Written Opinions of Shareholders for the Adoption of Resolutions of the General Meeting of Shareholders

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

1. The Board of Directors shall have the authority to obtain written opinions of shareholders for the adoption of a resolution of the General Meeting of Shareholders whenever it considers such action necessary for the interests of the Company, except in the case specified in Clause 2 Article 147 of the Law on Enterprises.

2. The Board of Directors shall prepare the written voting ballots, the draft resolution of the General Meeting of Shareholders, explanatory documents relating to the draft resolution, and shall send them to all shareholders entitled to vote no later than ten (10) days before the deadline for returning the completed voting ballots. The requirements and method for sending the written voting ballots and accompanying documents shall comply with Clause 3 Article 18 of this Charter.

3. A written voting ballot shall contain the following principal particulars:

a) The name, head office address and enterprise registration number of the Company;

b) The purpose of obtaining shareholders' opinions;

c) The full name, contact address, nationality and legal identification document of an individual shareholder; or the name, enterprise registration number (or equivalent legal document) and head office address of an institutional shareholder; or the full name, contact address, nationality and legal identification document of the representative of an institutional shareholder; the number of shares of each class held and the corresponding voting rights;

d) The matter on which shareholders' opinions are sought for the adoption of a resolution;

dd) The voting options, including **For**, **Against** and **Abstention** for each matter submitted for approval;

e) The deadline for returning the completed written voting ballot to the Company;

g) The full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may return the completed written voting ballot to the Company by post, facsimile or electronic mail as follows:

a) Where the ballot is returned by post, it must bear the signature of the individual shareholder or the authorized representative or legal representative of an institutional shareholder. The ballot must be enclosed in a sealed envelope, which shall not be opened before the vote counting;

b) Where the ballot is returned by facsimile or electronic mail, the contents of the ballot shall remain confidential until the vote counting takes place;

c) Ballots received after the prescribed deadline, ballots opened before the vote

counting in the case of postal delivery, or ballots disclosed prior to the vote counting in the case of facsimile or electronic mail shall be invalid. Shareholders who fail to return the written voting ballot shall be deemed not to have participated in the voting.

5. The Board of Directors shall conduct the vote counting and prepare the vote-counting minutes under the supervision of the Board of Supervisors or a shareholder who does not hold a managerial position in the Company. The vote-counting minutes shall contain the following principal particulars:

a) The name, head office address and enterprise registration number of the Company;

b) The purpose of obtaining shareholders' opinions and the matters submitted for approval;

c) The number of shareholders participating in the voting and the total voting rights represented, specifying the number of valid and invalid votes, the method of submission of the voting ballots, together with the appendix containing the list of participating shareholders;

d) The total number of votes **For, Against and Abstention** in respect of each matter;

dd) The matters approved and the corresponding voting ratio;

e) The full names and signatures of the Chairperson of the Board of Directors, the vote counters and the supervisors of the vote counting.

The members of the Board of Directors, the vote counters and the supervisors of the vote counting shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and shall be jointly liable for any damage arising from resolutions adopted on the basis of dishonest or inaccurate vote counting.

6. The vote-counting minutes and the resolutions shall be sent to all shareholders within fifteen (15) days from the date of completion of the vote counting. Such delivery may be replaced by publication on the Company's website within twenty-four (24) hours from the completion of the vote counting.

7. The completed written voting ballots, the vote-counting minutes, the adopted resolutions and all documents enclosed with the written voting ballots shall be retained at the Company's head office.

8. A resolution adopted by way of obtaining written opinions of shareholders shall be valid if approved by shareholders representing more than fifty per cent (50%) of the total voting rights of all shareholders entitled to vote and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of Meetings of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders shall be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language. The minutes shall contain the following principal particulars:

a) The name, head office address and enterprise registration number of the Company;

b) The time and venue of the General Meeting of Shareholders;

c) The meeting agenda and contents of the meeting;

d) The full names of the Chairperson and the Secretary of the meeting;

dd) A summary of the proceedings of the meeting and the opinions expressed by shareholders in respect of each matter included in the meeting agenda;

e) The number of shareholders attending the meeting and the total voting rights represented by the attending shareholders; an appendix containing the list of shareholders and their representatives attending the meeting, together with the number of shares held and the corresponding voting rights;

g) The total number of votes cast in respect of each matter submitted for voting, specifying the method of voting, the total number of valid votes, invalid votes, votes For, Against and Abstention, together with the corresponding percentages of the total voting rights represented by the shareholders attending the meeting;

h) The matters approved and the corresponding voting ratios;

i) The full names and signatures of the Chairperson and the Secretary of the meeting. Where the Chairperson or the Secretary refuses to sign the minutes, the minutes shall remain valid provided that they are signed by all other members of the Board of Directors attending the meeting and contain all the particulars prescribed in this Clause. The minutes shall clearly state the refusal of the Chairperson or the Secretary to sign the minutes.

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

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any inconsistency between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

4. Resolutions of the General Meeting of Shareholders, the minutes of the meeting, the appendix containing the list of shareholders attending the meeting with the signatures of the shareholders, powers of attorney for attendance at the meeting, all documents attached to the minutes (if any), and the documents enclosed with the notice of meeting shall be disclosed in accordance with the laws on information disclosure in the securities market and shall be retained at the Company's head office.

Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution, the minutes of the General Meeting of Shareholders, or the vote-counting minutes in respect of a written resolution of the General Meeting of Shareholders, a shareholder or a group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises shall have the right to request the Court or an Arbitral Tribunal to review and annul, in whole or in part, a resolution of the General Meeting of Shareholders in any of the following circumstances:

1. The procedures for convening the meeting and adopting the resolution of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 3 Article 21 of this Charter.

2. The contents of the resolution violate applicable laws or this Charter.

Chapter VII BOARD OF DIRECTORS

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

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders to enable shareholders to review the candidates before voting. Each candidate for the Board of Directors shall provide a written undertaking confirming the truthfulness and accuracy of the personal information disclosed and undertake to perform his/her duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors.

The information to be disclosed in relation to each candidate for the Board of Directors shall include:

- a) Full name; date of birth;
- b) Professional qualifications;
- c) Employment history;
- d) Other managerial positions currently held (including positions as a member of the board of directors of other companies);
- dd) Interests related to the Company and its related persons;
- e) Other information (if any) as prescribed by the Company's Charter;
- g) A public company shall disclose information on companies in which the candidate currently serves as a member of the board of directors or holds other managerial positions, and any interests related to such companies held by the candidate for the Board of Directors (if any).

2. A shareholder or group of shareholders holding ten per cent (10%) or more of the total ordinary shares shall have the right to nominate candidates for, or nominate themselves to, the Board of Directors in accordance with the Law on Enterprises.

3. Where the number of candidates nominated or self-nominated for the Board of Directors remains insufficient as required under this Charter, the incumbent Board of Directors shall nominate additional candidates or organize the nomination of additional candidates in accordance with the Company's Charter, the Internal Corporate Governance Regulations and the Charter of the Board of Directors. Any additional candidates nominated by the incumbent Board of Directors shall be clearly disclosed before the General Meeting of Shareholders conducts the election of members of the Board of Directors in accordance with applicable laws.

4. Members of the Board of Directors shall satisfy the qualifications and conditions prescribed in Clauses 1 and 2 Article 155 of the Law on Enterprises and Clause 78 Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025.

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

1. The Board of Directors shall consist of five (05) members.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of consecutive terms. Where the terms of office of all members of the Board of Directors expire simultaneously, such members shall continue to serve until their successors have been duly elected and have assumed their duties.

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

The composition of the Board of Directors of the public company shall include at least one (01) non-executive member of the Board of Directors.

- a) A member of the Board of Directors shall cease to hold office where he/she is

dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

b) The appointment of a member of the Board of Directors shall be disclosed in accordance with the laws on information disclosure in the securities market.

Article 27. Powers and Duties of the Board of Directors

1. The Board of Directors shall be the management body of the Company and shall have full authority, on behalf of the Company, to decide upon and exercise the rights and perform the obligations of the Company, except for those rights and obligations falling within the authority of the General Meeting of Shareholders.

2. The powers and duties of the Board of Directors shall be prescribed by applicable laws, this Charter and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties:

a) To decide on the Company's development strategy, medium-term development plan and annual business plan;

b) To propose the classes of shares and the total number of shares of each class authorized to be offered for sale;

c) To decide on the sale of unsold shares within the number of shares authorized to be offered for sale for each class, and to decide on additional capital raising by other means;

d) To determine the offering price of shares and bonds of the Company;

dd) To decide on the repurchase of shares in accordance with Clauses 1 and 2 Article 133 of the Law on Enterprises;

e) To decide on investment plans and investment projects within its authority and in accordance with the limits prescribed by applicable laws;

g) To decide on measures for market development, marketing and technology;

h) To approve contracts for purchase, sale, borrowing, lending and other contracts or transactions with a value equal to or exceeding thirty-five per cent (35%) of the total value of the Company's assets as recorded in the most recent financial statements, and contracts or transactions falling within the decision-making authority of the General Meeting of Shareholders pursuant to Point d Clause 2 Article 138 and Clauses 1 and 3 Article 167 of the Law on Enterprises;

i) To elect, dismiss and remove the Chairperson of the Board of Directors; to appoint, dismiss, enter into and terminate employment contracts with the General Director and other key managers as prescribed by this Charter; to determine their salaries, remuneration, bonuses and other benefits; to appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and to determine the remuneration and other benefits of such representatives;

k) To supervise and direct the General Director and other managers in the conduct of the Company's day-to-day business operations;

l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches and representative offices; and to decide on capital contributions to, or the acquisition of shares in, other enterprises;

m) To approve the agenda and documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or obtain shareholders' written opinions for the adoption of resolutions of the General Meeting of Shareholders;

n) To submit the audited annual financial statements to the General Meeting of

Shareholders;

o) To recommend the dividend rate; to decide on the time and procedures for dividend payment or the handling of losses incurred during the course of business operations;

p) To recommend the reorganization or dissolution of the Company, or to petition for the bankruptcy of the Company;

q) To promulgate the Charter of the Board of Directors and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; to promulgate the Charter of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;

s) To exercise such other rights and perform such other duties as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws and this Charter.

3. The Board of Directors shall submit to the General Meeting of Shareholders a report on its operational performance in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. The Company shall be entitled to pay remuneration and bonuses to members of the Board of Directors based on the Company's business performance and operating results.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Such remuneration shall be calculated based on the number of working days reasonably required for each member to perform his or her duties and the daily rate of remuneration. The Board of Directors shall determine the remuneration payable to each member on the basis of unanimous agreement. The aggregate remuneration and bonuses payable to the Board of Directors shall be determined by the General Meeting of Shareholders at its Annual General Meeting.

3. The remuneration payable to each member of the Board of Directors shall be treated as an operating expense of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the Annual General Meeting.

4. A member of the Board of Directors who holds an executive position, serves on a committee of the Board of Directors, or performs duties beyond the ordinary responsibilities of a member of the Board of Directors may receive additional remuneration in the form of a fixed fee for each assignment, salary, commission, a percentage of profits, or any other form as determined by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement for all travel, accommodation, meal and other reasonable expenses actually incurred in the performance of their duties, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or any committee of the Board of Directors.

6. Members of the Board of Directors may be covered by directors' and officers' liability insurance with the approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of applicable laws or this Charter by members of the Board of Directors.

Article 29. Chairman of the Board of Directors

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

the Board of Directors from among its members.

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

3. The Chairman of the Board of Directors shall have the following powers and duties:

- a) To formulate the agenda and work plan of the Board of Directors;
- b) To prepare the agenda, meeting contents and documents for meetings; to convene, preside over and act as the Chairman of meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- dd) To act as the Chairman of the General Meeting of Shareholders;
- e) To exercise such other rights and perform such other duties as prescribed by the Law on Enterprises.

4. Where the Chairman of the Board of Directors resigns or is dismissed or removed from office, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of dismissal or removal.

5. Where the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize another member of the Board of Directors in writing to exercise the rights and perform the duties of the Chairman. Where no authorization is granted, or where the Chairman dies, is declared missing, is held in temporary detention, is serving a prison sentence, is subject to compulsory administrative measures at a compulsory detoxification establishment or compulsory educational institution, absconds from his/her place of residence, has limited legal capacity or has lost legal capacity, has difficulties in cognition or behaviour control, or is prohibited by the Court from holding office, practising a profession or performing certain work, the remaining members of the Board of Directors shall elect one of themselves as the Chairman of the Board of Directors based on the principle of majority approval of the remaining members, until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. Such meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting ratio. Where more than one member receives the same highest number of votes or voting ratio, the members shall elect one of them by majority vote to convene the meeting of the Board of Directors.

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

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

- a) At the request of the Board of Supervisors;
- b) At the request of the General Director or at least five (05) other managers;
- c) At the request of at least two (02) members of the Board of Directors.

4. A request referred to in Clause 3 of this Article shall be made in writing and shall specify the purpose of the meeting, the matters to be discussed, and the matters falling within the authority of the Board of Directors for consideration and decision.

5. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request referred to

in Clause 3 of this Article. If the Chairman fails to convene such meeting, he/she shall be liable for any loss or damage incurred by the Company. The requesting person(s) shall have the right to convene the meeting of the Board of Directors in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting at least three (03) working days prior to the meeting date. The notice of meeting shall specify the time and venue of the meeting, the agenda, the matters to be discussed and resolved. The notice shall be accompanied by the meeting documents and voting ballot of each member.

The notice of meeting may be delivered by invitation letter, telephone, facsimile, electronic means or any other method prescribed by this Charter, provided that it is sent to the contact address registered with the Company by each member of the Board of Directors.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to the members of the Board of Supervisors in the same manner as for members of the Board of Directors.

Members of the Board of Supervisors shall have the right to attend meetings of the Board of Directors, participate in discussions, but shall not have the right to vote.

8. A meeting of the Board of Directors shall be duly convened when attended by at least three-fourths (3/4) of the total number of members. If the first meeting does not satisfy the quorum requirement, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. In such case, the meeting shall be duly convened if attended by more than one-half of the total number of members of the Board of Directors.

9. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in any of the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;
- c) Attending and voting through video conference, electronic voting or other electronic means;
- d) Sending his/her voting ballot to the meeting by post, facsimile or electronic mail;
- dd) Sending his/her voting ballot by any other means.

10. Where a voting ballot is sent by post, it shall be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. Such ballot shall only be opened in the presence of all attendees at the meeting.

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

12. A resolution or decision of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting. In the event of an equality of votes, the final decision shall be determined by the vote of the Chairman of the Board of Directors.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish committees under its authority to be responsible for development policy, personnel, remuneration, internal audit and risk management. The number of members of each committee shall be determined by the Board of Directors but shall not be fewer than three (03), including members of the Board

of Directors and external members. Independent members and/or non-executive members of the Board of Directors should constitute the majority of the committee members, and one of such members shall be appointed by the Board of Directors as the Chairman of the committee. The operation of each committee shall comply with the regulations issued by the Board of Directors. A resolution of a committee shall be valid only if approved by a majority of the members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or its committees shall comply with applicable laws, this Charter and the Internal Corporate Governance Regulations of the Company.

Article 32. Person in Charge of Corporate Governance

1. The Board of Directors shall appoint at least one (01) Person in Charge of Corporate Governance to assist the Company in its corporate governance activities. The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises.

2. The Person in Charge of Corporate Governance shall not concurrently work for the approved audit firm that is auditing the Company's financial statements.

3. The Person in Charge of Corporate Governance shall have the following rights and duties:

a) To advise the Board of Directors on the organization of meetings of the General Meeting of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Company and its shareholders;

b) To prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c) To advise on meeting procedures;

d) To attend meetings;

dd) To advise on the procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;

e) To provide members of the Board of Directors and members of the Board of Supervisors with financial information, copies of the minutes of meetings of the Board of Directors and other relevant information;

g) To supervise and report to the Board of Directors on the Company's information disclosure activities;

h) To act as the liaison between the Company and its stakeholders;

i) To maintain the confidentiality of information in accordance with applicable laws and this Charter;

k) To exercise such other rights and perform such other duties as prescribed by applicable laws.

Chapter VIII

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organizational Structure

Hệ thống quản lý của Công ty phải đảm bảo bộ máy quản lý chịu trách nhiệm trước Hội đồng quản trị và chịu sự giám sát, chỉ đạo của Hội đồng quản trị trong công việc kinh doanh hằng ngày của Công ty. Công ty có Tổng giám đốc, các Phó Tổng giám đốc, Kế toán trưởng và [các chức danh quản lý khác do Hội đồng quản trị bổ nhiệm]. Việc bổ nhiệm miễn nhiệm, bãi nhiệm các chức danh nêu trên phải được thông qua bằng nghị

quyết, quyết định của Hội đồng quản trị.

The Company's management structure shall ensure that the management team is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the conduct of the Company's day-to-day business operations. The Company shall have General Director, Deputy General Directors, Chief Accountant, and other managerial positions as appointed by the Board of Directors. The appointment, dismissal or removal of the aforesaid positions shall be approved by a resolution or decision of the Board of Directors.

Article 34. Executives of the Company

1. The Executives of the Company shall include the General Director, Deputy General Directors and the Chief Accountant.

2. Upon the recommendation of the General Director and subject to the approval of the Board of Directors, the Company may recruit other Executives in such number and with such qualifications as are appropriate to the Company's organizational structure and management regulations prescribed by the Board of Directors. The Executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.

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

4. The salaries of the Executives shall be treated as operating expenses of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the Annual General Meeting.

Article 35. Appointment, Dismissal, Powers and Duties of the General Director

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

2. The General Director shall manage the Company's day-to-day business operations, shall be subject to the supervision of the Board of Directors, and shall be accountable to the Board of Directors and before the law for the exercise of his/her rights and the performance of his/her duties.

3. The term of office of the General Director shall not exceed five (05) years and he/she may be reappointed for an unlimited number of terms. The General Director shall satisfy the qualifications and conditions prescribed by applicable laws.

4. The General Director shall have the following powers and duties:

a) To decide on matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;

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

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

d) To propose the Company's organizational structure and internal management regulations;

dd) To appoint, dismiss and remove managers of the Company, except for those positions falling within the authority of the Board of Directors;

e) To determine the salaries and other benefits of the Company's employees, including managers appointed by the General Director;

g) To recruit employees;

h) To propose dividend distribution plans or measures for dealing with business

losses;

i) To exercise such other rights and perform such other duties as prescribed by applicable laws, this Charter, and the resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director if such dismissal is approved by a majority of the voting members of the Board of Directors attending the meeting, and shall appoint a replacement General Director.

Chapter IX BOARD OF SUPERVISORS

Article 36. Nomination and Candidacy for Members of the Board of Supervisors (Supervisors)

1. The nomination and self-nomination of candidates for the Board of Supervisors shall be conducted in accordance with the provisions of Clauses 1 and 2 Article 25 of this Charter.

2. Where the number of candidates for the Board of Supervisors nominated or self-nominated remains insufficient as required, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination of additional candidates in accordance with this Charter, the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Supervisors. Any additional candidates nominated by the incumbent Board of Supervisors shall be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with applicable laws.

Article 37. Composition of the Board of Supervisors

1. The Board of Supervisors shall consist of three (03) members. The term of office of each member of the Board of Supervisors shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors shall satisfy the qualifications and conditions prescribed in Article 169 of the Law on Enterprises and shall not fall within any of the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of the independent auditing firm that has audited the Company's financial statements during the preceding three (03) consecutive years.

3. A member of the Board of Supervisors shall be dismissed in any of the following circumstances:

a) No longer satisfying the qualifications and conditions prescribed in Clause 2 of this Article;

b) Submitting a resignation letter which has been accepted;

c) Other cases as prescribed by this Charter.

4. A member of the Board of Supervisors shall be removed from office in any of the following circumstances:

a) Failure to fulfill the assigned duties and responsibilities;

b) Failure to exercise his/her rights and perform his/her duties for six (06) consecutive months, except in cases of force majeure;

c) Repeatedly or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises;

d) Other cases as decided by a resolution of the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members on the basis of majority approval. The election, dismissal and removal of the Head of the Board of Supervisors shall also be decided on the basis of majority approval. The Head of the Board of Supervisors shall hold at least a bachelor's degree in economics, finance, accounting, auditing, law, business administration or another discipline relevant to the Company's business activities.

2. The Head of the Board of Supervisors shall have the following rights and duties:

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

Article 39. Quyền và nghĩa vụ của Ban kiểm soát

The Board of Supervisors shall have the powers and duties prescribed in Article 170 of the Law on Enterprises and the following additional powers and duties:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved audit firms to audit the Company's financial statements; to decide on the appointment of an approved audit firm to examine the Company's operations and to dismiss such approved audit firm where deemed necessary.

2. To be accountable to the shareholders for the performance of its supervisory duties.

3. To supervise the Company's financial position and monitor the compliance with applicable laws by members of the Board of Directors, the General Director and other Managers in the performance of their duties.

4. To ensure effective coordination with the Board of Directors, the General Director and the shareholders.

5. Where any member of the Board of Directors, the General Director or any other Executive is found to have committed a violation of applicable laws or this Charter, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, require the violating person to immediately cease such violation and adopt appropriate remedial measures.

6. To formulate the Regulations on the Operation of the Board of Supervisors and submit the same to the General Meeting of Shareholders for approval.

7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

8. To have the right to access the Company's records and documents maintained at its head office, branches and other locations, and to visit the workplaces of the Company's Managers and employees during working hours.

9. To request the Board of Directors, members of the Board of Directors, the General Director and other Managers to provide complete, accurate and timely information and documents relating to the management, administration and business operations of the Company.

10. To exercise such other rights and perform such other duties as prescribed by applicable laws.

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors shall hold at least two (02) meetings each year. A meeting of the Board of Supervisors shall be attended by at least two-thirds (2/3) of the

total number of its members. Minutes of meetings of the Board of Supervisors shall be prepared in a detailed and clear manner. The minute-taker and all members attending the meeting shall sign the minutes. All minutes of meetings of the Board of Supervisors shall be retained to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors shall have the right to request members of the Board of Directors, the General Director and representatives of the approved audit firm to attend its meetings and provide clarification on matters requiring explanation.

Article 41. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors

The salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors shall be determined as follows:

1. Members of the Board of Supervisors shall be entitled to salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the aggregate salaries, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses incurred for accommodation, meals, transportation and the engagement of independent professional advisors. The total remuneration and such expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salaries and operating expenses of the Board of Supervisors shall be recorded as operating expenses of the Company in accordance with the laws on corporate income tax and other applicable laws, and shall be presented as a separate item in the Company's annual financial statements.

Chapter X

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

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

Article 42. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other Managers shall disclose their related interests in accordance with the Law on Enterprises and other applicable laws.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other Managers and their Related Persons shall only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other Managers shall notify the Board of Directors and the Board of Supervisors in writing of any transaction between the Company, its subsidiaries or any other company in which the public company holds more than fifty per cent (50%) of the charter capital, and such persons or their Related Persons in accordance with applicable laws.

Where such transactions are approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose the relevant resolutions in accordance with the laws on information disclosure in the securities market.

4. A member of the Board of Directors shall not vote on any transaction in which such member or his/her Related Person has an interest, in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other Managers and their Related Persons shall neither use nor disclose inside information to any other person for the purpose of carrying out relevant transactions.

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

a) For transactions with a value equal to or less than ten per cent (10%) of the total assets recorded in the Company's most recent financial statements, provided that the material terms of the contract or transaction and the relationships and interests of the relevant member of the Board of Directors, member of the Board of Supervisors, General Director or other Executive have been reported to the Board of Directors and approved by a majority of the members of the Board of Directors having no related interests;

b) For transactions with a value exceeding ten per cent (10%), or transactions resulting in the aggregate transaction value arising within twelve (12) months from the date of the first transaction reaching thirty-five per cent (35%) or more of the total assets recorded in the Company's most recent financial statements, provided that the material terms of the transaction and the relationships and interests of the relevant member of the Board of Directors, member of the Board of Supervisors, General Director or other Executive have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the Voting Rights of shareholders having no related interests.

Article 43. Liability for Damages and Indemnification

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

2. The Company shall indemnify any person who is, has been or may become a party to any claim, lawsuit or legal proceeding (including civil, administrative and other proceedings, excluding proceedings initiated by the Company itself), provided that such person is or was a member of the Board of Directors, a member of the Board of Supervisors, the General Director, another Executive, an employee or an authorized representative of the Company acting within the scope of the authorization granted by the Company, has acted honestly, prudently and in the best interests of the Company, in compliance with applicable laws, and there is no evidence establishing that such person has breached his or her duties.

3. Indemnifiable expenses shall include judgments, fines, amounts actually paid in settlement, and other expenses actually incurred (including reasonable legal fees) in connection with the resolution of such matters to the extent permitted by law. The Company may purchase insurance for such persons against the indemnification liabilities referred to above.

Chapter XI

RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 44. Right to Inspect the Company's Books and Records

1. Holders of ordinary shares shall have the right to inspect the Company's books and records as follows:

a) An ordinary shareholder shall have the right to examine, inspect and extract information relating to the names and contact addresses of shareholders included in the register of shareholders entitled to vote; request the correction of inaccurate information relating to himself/herself; and examine, inspect, extract or obtain copies of the Company's Charter, the minutes of meetings of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders.

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

2. Where an authorized representative of a shareholder or a group of shareholders requests access to the Company's books and records, such request must be accompanied by a power of attorney or a certified copy thereof issued by the shareholder or group of shareholders represented.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other Executives shall have the right to inspect the Company's register of shareholders, list of shareholders, books, records and other documents for purposes relating to the performance of their duties, provided that such information is kept confidential.

4. The Company shall retain this Charter and all amendments and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as required by law at its head office or another location, provided that shareholders and the Business Registration Authority are notified of such location.

5. This Charter shall be published on the Company's website.

Chapter XII.

EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval regarding the recruitment and dismissal of employees, salaries, social insurance, employee benefits, rewards and disciplinary measures applicable to employees and Executives.

2. The General Director shall prepare plans for submission to the Board of Directors for approval regarding the relationship between the Company and trade union

organizations in accordance with best management standards, practices and policies, this Charter, the Company's internal regulations and applicable laws.

Chapter XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders shall decide on the annual dividend rate and the method of dividend payment from the Company's retained earnings. Dividends attributable to the State's equity interest in the Company shall be distributed annually in proportion to the State's ownership interest.

2. The Company shall not pay interest on any dividend amount or any other amount payable in respect of any class of shares.

3. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of the dividends in shares, and the Board of Directors shall implement such decision.

4. Where dividends or other amounts payable in respect of any class of shares are paid in cash, such payments shall be made in Vietnam Dong. Payment may be made directly or through banks based on the bank account details provided by shareholders. Where the Company has transferred the relevant amount to the bank account designated by a shareholder in accordance with the information provided by such shareholder but the shareholder fails to receive the payment, the Company shall not be liable for such amount. Dividends in respect of shares listed or registered for trading on a Stock Exchange may be paid through a securities company or the Vietnam Securities Depository and Clearing Corporation (VSDC).

5. Pursuant to the Law on Enterprises, the Law amending and supplementing a number of articles of the Law on Enterprises, and the Law on Securities, the Board of Directors shall adopt a resolution or decision determining the record date for the preparation of the list of shareholders. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive cash dividends, share dividends or other assets, notices or other documents.

6. All other matters relating to profit distribution shall be implemented in accordance with applicable laws.

1. Đại hội đồng cổ đông quyết định mức chi trả cổ tức và hình thức chi trả cổ tức hàng năm từ lợi nhuận được giữ lại của Công ty. cổ tức của phần vốn Nhà nước tại Công ty được chi trả hàng năm, tương ứng theo tỷ lệ phần vốn của Nhà nước.

2. Công ty không thanh toán lãi cho khoản tiền trả cổ tức hay khoản tiền chi trả liên quan tới một loại cổ phiếu.

3. Hội đồng quản trị có thể kiến nghị Đại hội đồng cổ đông thông qua việc thanh toán toàn bộ hoặc một phần cổ tức bằng cổ phiếu và Hội đồng quản trị là cơ quan thực thi quyết định này.

Chapter XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 47. Bank Accounts

1. The Company shall open bank accounts with banks established in Vietnam or branches of foreign banks licensed to operate in Vietnam.

2. Subject to the prior approval of the competent authority, the Company may, where necessary, open bank accounts overseas in accordance with applicable laws.

3. The Company shall conduct all payment and accounting transactions through Vietnam Dong or foreign currency accounts maintained with banks where the Company has opened its accounts

Article 48. Fiscal Year

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

Article 49. Accounting System

1. The Company shall apply the enterprise accounting regime or a specialized accounting regime promulgated or approved by the competent authority.

2. The Company shall maintain its accounting books and records in Vietnamese and retain its accounting records in accordance with the laws on accounting and other relevant laws. Such records shall be accurate, up-to-date, systematic and sufficient to verify and explain the Company's transactions.

3. The accounting currency of the Company shall be Vietnam Dong. Where the Company conducts economic transactions primarily in a foreign currency, it may select such foreign currency as its accounting currency, shall be responsible before the law for such selection, and shall notify the directly managing tax authority accordingly.

Chapter XV.

FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE OBLIGATIONS

Article 50. Annual, Semi-Annual and Quarterly Financial Statements

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

2. The annual financial statements shall include all reports, appendices and explanatory notes required under the laws on corporate accounting. The annual financial statements shall present fairly and accurately the financial position and operating results of the Company.

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

Article 51. Annual Report

The Company shall prepare and disclose its Annual Report in accordance with the laws on securities and the securities market.

Chapter XVI.

AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to

select one of such firms to audit the Company's financial statements for the following fiscal year, based on the terms and conditions agreed with the Board of Directors.

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

3. The independent auditor auditing the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other documents relating to such meetings, and express opinions at the meeting on matters relating to the audit of the Company's financial statements.

Chapter XVII. THE COMPANY'S SEAL

Article 53. The Company's Seal

1. The Company's seal includes a seal engraved by a seal-making service provider or a digital signature in accordance with the laws on electronic transactions.

2. The Board of Directors shall determine the type, quantity, form and contents of the Company's seal and the seals of its branches and representative offices (if any).

3. The Board of Directors and the General Director shall manage and use the Company's seal in accordance with applicable laws.

Chapter XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved in any of the following circumstances:

a) Upon expiry of the Company's operating term as specified in this Charter, unless an extension has been approved;

b) Pursuant to a resolution or decision of the General Meeting of Shareholders;

c) Upon revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;

d) Other cases as prescribed by applicable laws.

2. Any dissolution of the Company prior to the expiry of its operating term (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such decision on dissolution shall be notified to or approved by the competent authority where required by applicable laws.

Article 55. Extension of the Operating Term

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months before the expiry of the Company's operating term so that shareholders may vote on the extension of the Company's operating term upon the proposal of the Board of Directors.

2. The operating term of the Company shall be extended if approved by shareholders representing at least sixty-five per cent (65%) of the total Voting Rights of all shareholders attending the General Meeting of Shareholders.

Article 56. Liquidation

1. At least six (06) months prior to the expiry of the Company's operating term or immediately after a resolution or decision on the dissolution of the Company is adopted, the Board of Directors shall establish a Liquidation Committee comprising three (03) members, of whom two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an

independent auditing firm.

The Liquidation Committee shall adopt its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses relating to the liquidation shall be paid by the Company in priority to all other debts and liabilities.

2. The Liquidation Committee shall notify the Business Registration Authority of the date of its establishment and the commencement of its operation. From that time onward, the Liquidation Committee shall represent the Company in all matters relating to its liquidation before the Courts and competent administrative authorities.

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

- a) Liquidation expenses;
- b) Outstanding salaries, severance allowances, social insurance contributions and other benefits payable to employees under collective labour agreements and employment contracts;
- c) Tax liabilities;
- d) Other debts and liabilities of the Company;
- dd) The remaining assets after payment of all items specified in Points a through d above shall be distributed among the shareholders. Preference Shares shall have priority over Ordinary Shares in such distribution.

Chapter XIX.

SETTLEMENT OF INTERNAL DISPUTES

Article 57. Settlement of Internal Disputes

1. In the event of any dispute or complaint relating to the operation of the Company or the rights and obligations of shareholders under the Law on Enterprises, this Charter, other applicable laws or agreements between:

- a) A shareholder and the Company;
- b) A shareholder and the Board of Directors, the Board of Supervisors, the General Director or any other Executive;

the parties concerned shall first seek to resolve such dispute through negotiation and mediation.

Except where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement process and request each party to present information relating to the dispute within [...] working days from the date the dispute arises.

Where the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request [...] to appoint an independent mediator to facilitate the settlement process.

2. If no settlement is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to arbitration or the competent court.

3. Each party shall bear its own costs incurred in connection with the negotiation and mediation process. Court costs shall be allocated in accordance with the final judgment of the Court.

Chapter XX.
AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 58. Charter

1. Any amendment or supplement to this Charter shall be subject to the consideration and approval of the General Meeting of Shareholders.

2. Where applicable laws contain provisions relating to the Company's operations that are not provided for in this Charter, or where newly enacted legal provisions differ from those set out in this Charter, such legal provisions shall prevail and govern the Company's operations.

Chapter XXI.
EFFECTIVENESS

Article 59. Effectiveness

1. This Charter, consisting of twenty-one (21) Chapters and fifty-nine (59) Articles, was unanimously adopted by the General Meeting of Shareholders of Thanh Hoa Water Supply Joint Stock Company on 26 June 2026 at the Company's head office, and the General Meeting of Shareholders approved the full effectiveness of this Charter.

This Charter is made in two (02) originals of equal legal validity and shall be kept at the Company's head office.

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

Copies or extracts of this Charter shall be valid only if signed by the Chairman of the Board of Directors or by at least one-half (1/2) of the total members of the Board of Directors.

Thanh Hoa, day 26 month 6 year 2026
FOR AND ON BEHALF OF THE COMPANY
LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF DIRECTORS,



Le The Son

LIST OF MANAGEMENT POSITIONS
THANH HOA WATER SUPPLY JOINT STOCK COMPANY

No.	Full Name	Position	Remarks
I. BOARD OF DIRECTORS			
1	Le The Son	Chairman of the Board of Directors	
2	Pham Van Tu	Vice Chairman of the Board of Directors	
3	Le Trung Hieu	Member of the Board of Directors	
4	Le Sy Len	Member of the Board of Directors	
5	Le Van Quy	Member of the Board of Directors	
II. BOARD OF SUPERVISORS			
1	Vu Van Ha	Head of the Board of Supervisors	
2	Trinh Thi Huyen	Member of the Board of Supervisors	
3	Mai Thanh Thuong	Member of the Board of Supervisors	
III. LEGAL REPRESENTATIVE			
1	Le The Son	Chairman of the Board of Directors	

Thanh Hoa, day 26 month 6 year 2026
FOR AND ON BEHALF OF THE COMPANY
LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF
DIRECTORS

