

**BARIA RUBBER JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



CHARTER
OF ORGANIZATION AND OPERATION
OF BARIA RUBBER JOINT STOCK COMPANY

Ho Chi Minh City, June 2026

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Chapter I

DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

a) Charter capital is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and in accordance with Article 6 of this Charter;

b) Voting capital is share capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;

c) Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, as amended and supplemented by Law No. 76/2025/QH15 dated 17 June 2025;

d) Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, as amended and supplemented by Law No. 56/2024/QH15 dated 29 November 2024;

đ) Vietnam is the Socialist Republic of Vietnam;

e) Establishment date is the date the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents);

f) Company managers are the General Director, Deputy General Directors, and Chief Accountant;

g) Company executives are the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Directors, and Chief Accountant.

h) Related persons are individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities; and Clause 23, Article 4 of the Law on Enterprises.

i) Family members include: spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological younger sibling, brother-in-law, sister-in-law, and siblings of the spouse.

j) Shareholder is an individual or organization owning at least one share of the joint stock company;

k) Major shareholder is a shareholder owning 5% or more of the voting shares of the Company.

l) "Company" is Baria Rubber Joint Stock Company.

m) Group: is Vietnam Rubber Group, the parent company, the entity holding controlling shares in Baria Rubber Joint Stock Company.

2. In this Charter, references to one or more regulations or documents include amendments, supplements, or replacement documents.

3. The headings (Chapters, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

Chapter II

NAME, FORM, HEADQUARTERS, REPRESENTATIVE OFFICES, OPERATING TERM, AND LEGAL REPRESENTATIVES OF THE COMPANY

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

1. Company name

- Company name in Vietnamese: CÔNG TY CỔ PHẦN CAO SU BÀ RỊA

- Company name in English: BARIA RUBBER JOINT STOCK COMPANY

- Abbreviated company name: BARUCO

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

3. The Company's registered headquarters is:

- Headquarters address: National Highway 56, Duc Trung Hamlet, Ngai Giao Commune, Ho Chi Minh City.

- Phone: 0254.3881964

- Fax: 0254.3881169

- E-mail: vanphong@baruco.com.vn

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

4. The Company may establish branches and representative offices in business locations to carry out the Company's operating objectives in accordance with the Board of Directors' decisions and within the scope permitted by law.

5. Unless terminated before the expiration date pursuant to Clause 2, Article 55 or extended pursuant to Article 56 of this Charter, the Company's operating term begins from the establishment date and is indefinite.

Article 3. Legal representatives of the Company

1. The Company has 02 (two) legal representatives, including:

- Chairman of the Board of Directors.

- General Director of the Company or the Deputy General Director in charge of operations (In case the Company has not appointed a General Director, the Deputy General Director in charge is the legal representative).

2. Responsibilities, conditions, powers, and obligations of the legal representatives are provided for in Articles 12 and 13 of the Law on Enterprises and this Charter.

Chapter III

OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF THE COMPANY

Article 4. Operating objectives of the Company

1. Business lines of the Company:

No.	Industry name	Industry code	Note
1	Logging, specifically rubber wood logging	0220	
2	Growing fruit trees, specifically: cocoa, jackfruit, banana; corn; tropical fruit trees, High-tech Agriculture, Large-scale Agriculture	0121	
3	Manufacture of other rubber products	2219	
4	Growing other perennial crops	0129	
5	Construction of residential buildings	4101	
6	Manufacture of cocoa, chocolate, and confectionery	1073	
7	Construction of non-residential buildings	4102	
8	Electricity generation from renewable energy sources, specifically: Solar power	3512	
9	Construction of other civil engineering works	4299	
10	Collection, treatment, and supply	3600	
11	Drainage and wastewater treatment, specifically: wastewater treatment	3700	
12	Real estate business, land use rights belonging to the owner, user, or lessee. Specifically: Trading in houses and residential land use rights; Trading in houses and non-residential land use rights; Leasing, operating, and managing houses and residential land; Leasing, operating, and managing houses and non-residential land; Investing in industrial zone, industrial cluster, and residential area infrastructure; real estate business; office and kiosk leasing	6810	

No.	Industry name	Industry code	Note
13	Other specialized wholesale not elsewhere classified. Details: Wholesale of rubber; wholesale of fertilizers and chemicals used in agriculture (excluding hazardous chemicals prohibited from trading)	4679	
14	Hotels and similar accommodation services	5510	
15	Restaurants and mobile food services	5610	
16	Tour operator activities	7912	
17	Crop service activities	0161	
18	Other passenger land transport	4932	
19	Freight transport by road	4933	
20	Growing of rubber trees	0125	Main
21	Warehousing and storage	5210	
22	Post-harvest service activities, details: Preparation stages before selling products, cleaning, sorting, preliminary processing, drying	0163	
23	Growing of other annual crops	0119	
24	Growing of perennial spice, medicinal, and aromatic crops	0128	
25	Propagation and care of agricultural seedlings	0130	
26	Raising of cattle and buffalo and production of cattle and buffalo breeds	0141	
27	Raising of goats, sheep, deer, and production of goat, sheep, and deer breeds	0144	
28	Raising of pigs and production of pig breeds	0145	
29	Other animal farming	0149	
30	Forestry, forest care, and forest tree seedling nursery	0210	
31	Gathering and harvesting of forest products excluding wood	0230	
32	Mining of stone, sand, gravel, and clay	0810	
33	Processing and preserving of fruits and vegetables	1030	
34	Manufacture of other wood products; manufacture of products from bamboo, rattan, straw, and plaiting materials	1629	

No.	Industry name	Industry code	Note
35	Manufacture of fertilizers and nitrogen compounds	2012	
36	Manufacture of wooden beds, cabinets, tables, and chairs	3101	
37	Manufacture of metal beds, cabinets, tables, and chairs	3102	
38	Other manufacturing not elsewhere classified	3290	
39	Electricity generation from non-renewable energy sources	3511	
40	Electricity transmission and distribution	3513	
41	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, rattan) and live animals	4620	
42	Other short-term accommodation services	5520	
43	Architectural activities and related technical consultancy	7110	
44	Other professional, scientific, and technical activities not elsewhere classified	7499	
45	Temporary employment agency activities	7821	
46	Other human resources provision	7822	
47	Organization of trade promotion and introduction	8230	
48	Payment and credit support service activities	8291	
49	Hospital and health station activities	8610	
50	General and specialized clinic activities	8620	
51	Health care activities for people with meritorious services, the elderly, and people with disabilities who are unable to care for themselves	8730	
52	Non-residential social assistance activities for people with meritorious services, war invalids, the elderly, and people with disabilities	8810	

2. Operating objectives of the Company:

- Continue to develop Baria Rubber Joint Stock Company in a multi-sector direction, in which the agricultural sector of planting, caring for, exploiting, and processing rubber plays a leading role.
- Develop markets with great potential for rubber products.
- Improve asset and capital performance, creating a capital structure suitable for the requirements of capital ownership diversification, joint ventures, and associations.
- Develop industries related to natural rubber products and rubber wood materials.

Article 5. Business scope and operations of the Company

The Company is permitted to conduct business activities in the business lines specified in this Charter that have been registered, notified of changes to the business registration authority, and announced on the National Business Registration Portal.

In case the Company engages in conditional business lines, the Company must meet all business conditions in accordance with the Law on Investment and relevant specialized laws.

Chapter IV CHARTER CAPITAL, SHARES

Article 6. Charter capital, shares

1. The Company's charter capital is 1,125,000,000,000 VND (One trillion one hundred twenty-five billion Vietnamese Dong).

The total charter capital of the Company is divided into 112,500,000 shares with a par value of 10,000 VND/share.

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

3. The Company's shares as of the date of approval of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are provided for in Articles 12 and 13 of this Charter.

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

5. The Company was converted from a single-member limited liability company, so it has no founding shareholders.

6. Ordinary shares must be prioritized for offering to existing shareholders in proportion to their ordinary share ownership in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not registered for purchase by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and others on conditions no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

7. The Company may purchase shares it has issued in accordance with the methods specified in this Charter and current law.

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

9. The maximum foreign ownership ratio in Baria Rubber Joint Stock Company is: 0%.

Article 7. Share certificates

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares owned.

2. A share certificate is a security confirming the legal rights and interests of the owner in a portion of the share capital of the issuing organization; the share certificate must contain full details as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. In case a share certificate is lost, damaged, or destroyed in other forms, the shareholder shall be re-issued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following details:

a) Information about the share certificate that has been lost, damaged, or destroyed in other forms;

b) Commitment to take responsibility for disputes arising from the re-issuance of the new share certificate.

Article 8. Other securities certificates

1. Bond certificates or other securities certificates of the Company are issued in the form of physical certificates (documents) or electronic data in accordance with the provisions of securities law.

2. For the document form, the certificate must bear the signature of the Company's legal representative and be physically sealed by the Company.

3. For the electronic data form, the securities certificate is authenticated by the digital signature of the legal representative and the legal electronic seal of the Company in accordance with the law on electronic transactions.

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law; listed shares and shares registered for trading on the Stock Exchange are transferred in accordance with the provisions of securities and stock market law.

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

Article 10. Redemption of shares (in case of enterprise registration)

1. In case a shareholder does not pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to require the shareholder to pay the remaining amount along with interest on that amount and any costs incurred due to the failure to pay in full to the Company.

2. The aforementioned payment notice must clearly state the new payment deadline (at least 07 days from the date of sending the notice), the payment location, and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be redeemed.

3. The Board of Directors has the right to redeem shares that have not been paid for in full and on time in case the requirements in the aforementioned notice are not met.

4. Redeemed shares are considered shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under conditions and methods that the Board of Directors deems appropriate.

5. Shareholders holding redeemed shares must relinquish their status as shareholders regarding those shares, but shall remain liable for the total par value of the shares registered for purchase regarding the Company's financial obligations arising at the time of redemption as decided by the Board of Directors from the date of redemption until the date of payment. The Board of Directors has full authority to decide on the forced payment of the total value of the shares at the time of redemption.

6. A redemption notice shall be sent to the holder of the shares to be redeemed before the time of redemption. The redemption remains valid even in case of errors or negligence in sending the notice.

Chapter V

ORGANIZATIONAL STRUCTURE, MANAGEMENT, ADMINISTRATION, AND SUPERVISION

Article 11. Organizational structure, management, administration, and supervision

1. The organizational, management, administration, and supervision structure of the Company includes: the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors, the General Director, Deputy General Directors, and the Chief Accountant.

2. Assisting apparatus: professional departments and divisions. During operation, the organizational structure of the management, supervision, and assisting apparatus of the Company may be changed to suit the requirements of production and business activities.

Chapter VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:

a) To attend and speak at General Meetings of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the Company's Charter and the law. Each ordinary share carries one vote;

b) To receive dividends at the rate decided by the General Meeting of Shareholders;

c) To be given priority in subscribing to new shares in proportion to their ordinary share ownership in the Company;

d) To freely transfer their shares to other persons, except in cases prescribed in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of the law;

đ) To review, search, and extract information regarding their names and contact addresses in the list of voting shareholders; to request the correction of inaccurate information about themselves;

e) To review, search, extract, or copy the Company's Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;

f) To receive a portion of the remaining assets in proportion to their share ownership in the Company upon the Company's dissolution or bankruptcy;

g) To request the Company to repurchase their shares in the cases prescribed in Article 132 of the Law on Enterprises;

h) To be treated equally. Each share of the same class shall grant its holder equal rights, obligations, and benefits. In case the Company has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

i) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

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

k) Other rights as prescribed by the law and this Charter.

2. Shareholders or groups of shareholders holding 05% or more of the total ordinary shares have the following rights:

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

b) To review, search, and extract minutes and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, and contracts or transactions that must be approved by the Board of Directors and other documents, excluding documents related to the Company's trade secrets or business secrets;

c) To request the Board of Supervisors to inspect specific issues related to the management and operation of the Company's activities when deemed necessary. The request must be in writing and include the following: full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise identification number or legal identification document number, and head office address for institutional shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders, and the ownership ratio in the Company's total shares; the issue to be inspected, and the purpose of the inspection;

d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must clearly state the shareholder's name, the number of each class of shares held by the shareholder, and the issue proposed to be included in the agenda;

đ) Other rights as prescribed by the law and this Charter.

3. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares have the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors shall be conducted as follows:

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

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholders or groups of shareholders prescribed in this Clause are entitled to nominate one or more candidates to the Board of Directors and the Board of Supervisors as decided by the General Meeting of Shareholders. In case the number of candidates nominated by the shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to be purchased.
2. Not to withdraw the capital contributed by ordinary shares from the Company in any form, except where shares are repurchased by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to this Clause, that shareholder and related persons in the Company shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and any damages incurred.
3. To comply with the Company's Charter and Internal Regulations on Corporate Governance.
4. To abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company in accordance with the Company's Charter and the law; to use the provided information only for the purpose of exercising and protecting their legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send the information provided by the Company to other organizations or individuals.
6. To attend the General Meeting of Shareholders and exercise the right to vote through the following forms:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing other individuals or organizations to attend and vote at the meeting;
 - c) Attending and voting through online conferences, electronic voting, or other electronic forms;
 - d) Sending ballots to the meeting via mail, fax, email, or other means as guided by the Company or as provided in the election and vote-counting regulations.
7. To be personally liable when acting in the name of the Company in any form to perform one of the following acts:
 - a) Violating the law;
 - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Paying undue debts before financial risks to the Company.
8. To fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all voting shareholders and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined as the place where the chairperson attends and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, especially the approval of the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite the representative of the approved audit firm that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative is responsible for attending the Company's annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) Upon the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, and must bear the signatures of the relevant shareholders, or the request document may be prepared in multiple copies and collect sufficient signatures of the relevant shareholders;
- d) Upon the request of the Board of Supervisors;
- đ) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors is as prescribed in Point b, Clause 3 of this Article, or from the date of

receiving the request as prescribed in Point c and Point d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with regulations. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate for any damages incurred by the Company.

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholders or groups of shareholders prescribed in Clause 2, Article 12 of this Charter have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

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

d) Procedures for organizing the General Meeting of Shareholders as prescribed in 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 has the following rights and obligations:

- a) To approve the Company's development orientation;
- b) To decide on the classes of shares and the total number of shares of each class to be offered; to decide on the annual dividend rate for each class of shares;
- c) To elect, dismiss, and remove members of the Board of Directors and members of the Board of Supervisors;
- d) To decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- đ) To decide on amendments and supplements to the Company's Charter;
- e) To approve annual financial statements;
- f) To decide on the repurchase of more than 10% of the total sold shares of each class;
- g) To review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its

shareholders;

h) To decide on the reorganization or dissolution of the Company;

i) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

j) To approve the Internal Regulations on Corporate Governance; Regulations on the operation of the Board of Directors and the Board of Supervisors;

k) To approve the list of approved audit firms; to decide on the approved audit firm to inspect the Company's operations; to dismiss the approved auditor when deemed necessary;

l) Other rights and obligations as prescribed by law.

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

a) The Company's annual business plan;

b) Audited annual financial statements;

c) The Board of Directors' report on corporate governance and the performance of the Board of Directors and each member of the Board of Directors;

d) The Board of Supervisors' report on the Company's business results and the performance of the Board of Directors and the General Director;

đ) The self-assessment report on the performance of the Board of Supervisors and its members;

e) Dividend rate for each share of each class;

f) Number of members of the Board of Directors and the Board of Supervisors;

g) Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;

h) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

i) Approving the list of approved audit firms; deciding on the approved audit firm to inspect the Company's operations when deemed necessary;

j) Amending and supplementing the Company's Charter;

k) Classes of shares and the number of new shares to be issued for each class of shares.

l) Division, separation, consolidation, merger, or conversion of the Company;

m) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;

n) Deciding on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;

o) Deciding on the repurchase of more than 10% of the total sold shares of each class;

p) The Company entering into contracts or transactions with subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;

q) Approving transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities; as amended and supplemented by Clause 84, Article 1 of Decree No. 245/2025/NĐ-CP and other amending, supplementing, or replacing documents (if any).

r) Approving the Internal Regulations on Corporate Governance, Regulations on the operation of the Board of Directors, and Regulations on the operation of the Board of Supervisors;

s) Other issues as prescribed by law and this Charter.

3. All resolutions and issues included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting directly or authorize one or more other individuals or organizations to attend or attend through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be in writing. The authorization document shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering for the meeting. In case of re-authorization, the attendee must also present the original authorization document of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The ballot of the authorized person attending the meeting within the scope of

authorization remains valid in the following cases, except:

- a) The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the person performing the authorization.

This provision does not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Change of rights

1. The change or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of shareholders holding preference shares shall only be approved if it is approved by shareholders holding 75% or more of the total preference shares of that class attending the meeting, or if it is approved by shareholders holding 75% or more of the total preference shares of that class in case the resolution is passed by way of written opinion collection.

2. The organization of a meeting of shareholders holding a class of preference shares to approve the change of rights mentioned above is only valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In case there are not enough delegates as mentioned above, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of people and number of shares) present in person or through an authorized representative shall be considered as sufficient number of delegates required. At the meetings of shareholders holding preference shares mentioned above, those holding shares of that class present in person or through a representative may request a secret ballot. Each share of the same class has equal voting rights at the meetings mentioned above.

3. Procedures for conducting such separate meetings shall be carried out similarly to the provisions of Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided in the terms of share issuance, special rights attached to classes of shares with preference rights regarding some or all matters related to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 14 of this Charter.

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

a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders eligible to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the record date;

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

đ) Determine the time and venue for the meeting;

e) Notify and send the notice of the General Meeting of Shareholders to all shareholders eligible to attend;

f) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholder's contact address, and simultaneously disclosed on the Company's website and the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of the meeting to all shareholders in the List of shareholders eligible to attend no later than 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

a) Meeting agenda and documents used in the meeting;

b) List and detailed information of candidates in case of electing members of the Board of Directors and members of the Board of Supervisors;

c) Ballot;

d) Draft resolution for each issue in the agenda.

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each class of shares held by the shareholder, and the issue proposed to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to refuse the proposal prescribed in Clause 4 of this Article if it falls into one of the following cases:

a) The proposal is sent not in accordance with the provisions of Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of the ordinary shares as prescribed in Clause 2, Article 12 of this Charter;

c) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;

d) Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4 of this Article in the expected agenda and content of the meeting, except in the cases prescribed in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending represents more than 50% of the total voting shares.

2. In case the first meeting does not meet the conditions for conducting as prescribed in Clause 1 of this Article, the notice of the second meeting shall be sent within 30 days from the intended date of the first meeting, unless the Company's Charter provides otherwise. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending represents 33% or more of the total voting shares.

3. In case the second meeting does not meet the conditions for conducting as

prescribed in Clause 2 of this Article, the notice of the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the shareholders attending.

Article 20. Procedures for conducting and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must conduct shareholder registration procedures and must continue registration until all shareholders eligible to attend have registered, following the following order:

a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a ballot, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. At the meeting, the number of ballots in favor of the resolution shall be collected first, the number of ballots against the resolution shall be collected later, and finally, the total number of votes in favor or against shall be counted to make a decision. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting. The meeting shall elect persons responsible for counting or supervising the vote counting as proposed by the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting for late-arriving shareholders to register, and the validity of the contents already voted on before that shall not change.

2. The election of the chairperson, secretary, and vote-counting committee is prescribed as follows:

a) The Chairperson of the Board of Directors shall act as the chairperson or 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. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the chairperson of the meeting by majority principle. In case no chairperson can be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect the

chairperson of the meeting from among those present, and the person with the highest number of votes shall act as the chairperson of the meeting;

b) Except for the case prescribed in Point a of this Clause, the person signing the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect the chairperson of the meeting, and the person with 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 of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee as proposed by the meeting Chairperson.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically define the time for each issue in the meeting agenda.

4. The meeting Chairperson has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.

a) Arranging seating at the venue of the General Meeting of Shareholders;

b) Ensuring safety for all persons present at the meeting venues;

c) Creating conditions for shareholders to attend (or continue to attend) the meeting. The person convening the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. The measures applied may include issuing entry passes or using other forms of selection.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized persons attending the meeting arriving after the meeting has opened are still allowed to register and have the right to participate and vote immediately after registration; in this case, the validity of the contents already voted on before that shall not change.

7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:

a) To request all attendees to undergo security checks or other legal and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel from

the General Meeting of Shareholders those who do not comply with the Chairperson's right to conduct, intentionally cause disorder, hinder the normal progress of the meeting, or do not comply with security check requirements.

8. The Chairperson has the right to postpone the General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 03 working days from the intended opening date and may only postpone the meeting or change the venue in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) Information facilities at the meeting venue do not ensure that shareholders attending can participate, discuss, and vote;
- c) There are attendees who obstruct or cause disorder, risking the meeting not being conducted fairly and legally.

9. In case the Chairperson postpones or pauses the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the Chairperson to conduct the meeting until it ends; all resolutions approved at that meeting shall be valid for implementation.

10. In some special cases, the Company applies modern information technology so that shareholders can attend and speak at the General Meeting of Shareholders through online meetings, electronic voting, or other electronic forms (the Company's notice of convening the General Meeting of Shareholders shall specify the electronic form) in accordance with the provisions of Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/NĐ-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 passing resolutions of the General Meeting of Shareholders

1. Resolutions on the following contents shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except in cases prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a) Classes of shares and the total number of shares of each class;
- b) Change of business lines and sectors;
- c) Change of the Company's management organizational structure;
- d) Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements, unless the

Company's Charter provides for a different ratio or value;

đ) Reorganization or dissolution of the Company;

2. Resolutions shall be passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except in cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and valid even if the order and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedures for collecting shareholders' written opinions to pass decisions of the General Meeting of Shareholders

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

1. The Board of Directors has the right to collect shareholders' written opinions to pass resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company. The following cases (Clause 2, Article 147 of the Law on Enterprises) shall not be subject to written opinion collection to pass resolutions of the General Meeting of Shareholders:

a) Amending and supplementing the Company's Charter;

b) Company development orientation;

c) Classes of shares and the total number of shares of each class;

d) Electing, dismissing, and removing members of the Board of Directors and the Board of Supervisors;

đ) Deciding on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements, unless the Company's Charter provides for a different ratio or value;

e) Approving annual financial statements;

f) Reorganization or dissolution of the Company.

2. The Board of Directors must prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all voting shareholders no later than 10 days before the deadline for returning the ballots. The requirements and methods for sending ballots and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion collection ballot must contain the following main contents:

a) Name, head office address, and enterprise identification number;

b) Purpose of opinion collection;

c) Full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise identification number or legal identification document number, and head office address for institutional shareholders, or full name, contact address, nationality, and legal identification document number for the representative of an institutional shareholder; the number of shares of each class and the number of votes of the shareholder;

d) Issue requiring opinion collection to pass a decision;

đ) Voting options including in favor, against, and abstaining for each issue requiring opinion collection;

e) Deadline for returning the completed opinion collection ballot to the Company;

f) Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may send completed opinion collection ballots to the Company by mail, fax, email, or by voting online through the electronic voting system in accordance with the following provisions:

a) In case of sending by mail, the completed opinion collection ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion collection ballot sent to the Company must be in a sealed envelope and no one has the right to open it before vote counting;

b) In case of sending by fax or email, the opinion collection ballot sent to the Company must be kept confidential until the time of vote counting;

c) Opinion collection ballots sent to the Company after the deadline specified in the ballot or ballots that have been opened in case of sending by mail and disclosed in case of sending by fax or email are invalid. Ballots not sent back shall be considered as not participating in the vote.

d) In case of performing through the electronic voting system, the completed opinion collection ballot shall be authenticated by the shareholder's identifier, password, OTP code, or digital signature and must be securely stored by the system until the time of opening the vote-counting portal.

5. The Board of Directors shall count the votes and prepare a vote-counting report under the witness of the Board of Supervisors or a shareholder not holding a management position in the Company. The vote-counting report must contain the following main contents:

- a) Name, head office address, and enterprise identification number;
- b) Purpose and issues requiring opinion collection to pass a resolution;
- c) Number of shareholders with the total number of voting shares that participated in the vote, distinguishing between valid and invalid votes and the method of sending the ballot, with an appendix of the list of shareholders participating in the vote;
- d) Total number of votes in favor, against, and abstaining for each issue;
- đ) Issues passed and the corresponding approval ratio;
- e) Full name and signature of the Chairperson of the Board of Directors, vote counters, and vote-counting supervisors.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting report; and jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote-counting report and resolution must be posted on the Company's website within 24 hours from the time the vote counting ends. At the same time, they must be disclosed in accordance with the law on information disclosure in the securities market.

7. Completed opinion collection ballots, the vote-counting report, the passed resolution, and related documents sent with the ballots must all be kept at the Company's head office.

8. A resolution passed by way of written consultation of shareholders shall be valid if approved by shareholders holding more than 50% of the total voting shares of all shareholders with voting rights, and shall have the same validity as a resolution passed at a General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes, which may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following principal contents:

- a) Name, address of the head office, and enterprise identification number;
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and contents of the meeting;
- d) Full name of the chairperson and the secretary;
- đ) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue on the agenda;

e) Number of shareholders and total voting shares of the shareholders attending the meeting, an appendix of the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;

f) Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, votes for, votes against, and abstentions; and the corresponding percentage of the total voting shares of the shareholders attending the meeting;

g) Issues passed and the corresponding percentage of votes for approval;

h) Full name and signature of the chairperson and the secretary. In case the chairperson or secretary refuses to sign the minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain full contents as prescribed in this Clause. The minutes shall clearly state the refusal of the chairperson or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons signing the minutes shall be jointly liable 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 case of any discrepancy in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting with shareholders' signatures, letters of authorization to attend the meeting, all documents attached to the minutes (if any), and relevant documents accompanying the meeting invitation must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

Article 24. Request for cancellation of decisions of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders, shareholders or groups of shareholders as specified in Clause 2, Article 12 of this Charter have the right to request a Court or Arbitration to consider and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and making decisions 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 content of the resolution violates the law or this Charter.

Chapter VII

BOARD OF DIRECTORS

Article 25. Candidacy and nomination of members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management titles (including titles on the Board of Directors of other companies);
- đ) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as prescribed in the Company's Charter;
- f) Public companies must disclose information about companies where the candidate is currently holding the position of member of the Board of Directors, other management titles, and interests related to the Company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and this Charter.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize nominations in accordance with this Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and this Charter, specifically as follows:

a) Members of the Board of Directors must meet the following standards and conditions:

- Have full civil act capacity;
- Have professional qualifications and experience in business administration or in the field, industry, or trade of the Company and are not necessarily shareholders of the Company;
- A member of the Board of Directors of the Company may simultaneously be a member of the Board of Directors of another company;
- A member of the Board of Directors must not be a person having a family relationship with the General Director and other managers of the Company; or with the manager or the person with the authority to appoint the manager of the parent company.

b) Independent members of the Board of Directors, in addition to meeting the requirements in Point a, Clause 4 of this Article, must meet the following standards and conditions:

- Are not persons currently working for the Company, the parent company, or subsidiaries of the Company; are not persons who have worked for the Company, the parent company, or subsidiaries of the Company for at least the 03 preceding consecutive years;
- Are not persons currently receiving salaries or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to according to regulations;
- Are not persons whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, older brother, older sister, or younger sibling is a major shareholder of the Company; or is a manager of the Company or its subsidiaries;
- Are not persons directly or indirectly owning at least 01% of the total voting shares of the Company;
- Are not persons who have served as a member of the Board of Directors or the Board of Supervisors of the Company for at least the 05 preceding consecutive years, except in the case of being appointed for 02 consecutive terms.

Article 26. Composition and term of members of the Board of Directors

1. The number of members of the Board of Directors is from three (03) to five (05) persons.

2. The term of a member of the Board of Directors is not more than five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The structure of the Board of Directors is as follows:

The Company's Board of Directors must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company limits the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

There is at least 01 independent member of the Board of Directors;

4. A member of the Board of Directors shall no longer be a member of the Board of Directors in case of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises and Article 31 of this Charter.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

6. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide and perform the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a) Decide on the strategy, medium-term development plan, and annual business plan of the Company;

b) Propose the types of shares and the total number of shares of each type authorized to be offered;

c) Decide on the sale of unsold shares within the scope of shares authorized to be offered of each type; decide on raising additional capital in other forms;

d) Decide on the selling price of shares and bonds of the Company;

đ) Decide on share buybacks in accordance with Clause 1 and Clause 2, Article

133 of the Law on Enterprises;

e) Decide on investment plans and investment projects within the authority and limits prescribed by law;

f) Decide on solutions for market development, marketing, and technology;

g) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, and contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

h) Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the General Director; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders of other companies; decide on the remuneration and other benefits of the appointed persons;

i) Supervise and direct the General Director and other managers in the daily business operations of the Company;

k) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, and representative offices, and on capital contribution or purchase of shares of other enterprises;

l) Approve the agenda and contents of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

m) Submit the audited annual financial statements to the General Meeting of Shareholders;

n) Propose the dividend payout rate; decide on the time limit and procedures for dividend payment or handling of losses incurred during business operations;

o) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

p) Decide on the issuance of the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; and the Company's Information Disclosure Regulations;

q) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and this Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on

the results of its activities in accordance with the Law on Enterprises, the Law on Securities, and other relevant legal provisions. The report includes the following contents:

a) Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with Clause 3, Article 163 of the Law on Enterprises and this Charter.

b) Summary of meetings of the Board of Directors and decisions of the Board of Directors.

c) Report on transactions between the Company, its subsidiaries, and companies controlled by the public company with 50% or more of charter capital, with members of the Board of Directors and their related persons; and transactions between the Company and companies where a member of the Board of Directors is a founding member or a manager of the enterprise within the 03 years preceding the transaction.

d) Activities of independent members of the Board of Directors and the results of the independent members' assessment of the Board of Directors' activities.

đ) Activities of other subcommittees under the Board of Directors (if any).

e) Results of supervision of the General Director.

f) Results of supervision of other managers.

g) Future plans.

Article 28. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, shown as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in subcommittees of the Board of Directors or

performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred when performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among the members of the Board of Directors.

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

3. The Chairman of the Board of Directors has the following powers and obligations:

- a) Establish the program and activity plan of the Board of Directors;
- b) Prepare the agenda, contents, and documents for meetings; convene, preside over, and act as chairperson of meetings of the Board of Directors;
- c) Organize the passing of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of resolutions and decisions of the Board of Directors;
- đ) Preside over the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in this Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education center, absconds from their place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the

Court from holding certain positions or practicing certain professions, the remaining members shall elect one among them to hold the position of Chairperson of the Board of Directors based on the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

6. When deemed necessary, the Board of Directors decides to appoint a Company Secretary. The Company Secretary has the following powers and obligations:

a) Assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;

b) Assist members of the Board of Directors in performing their assigned rights and obligations;

c) Assist the Board of Directors in applying and implementing corporate governance principles;

d) Assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; complying with obligations to provide information, disclose information, and administrative procedures;

đ) Other rights and obligations as prescribed in this Charter.

Article 30. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting is convened and presided over by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number or percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors convenes meetings of the Board of Directors in the following cases:

a) At the request of the Board of Supervisors or an independent member of the Board of Directors;

b) At the request of the General Director or at least 05 other managers;

c) At the request of at least 02 members of the Board of Directors;

d) Other cases as prescribed by this Charter.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of

the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors must be responsible for damages incurred to the Company; the requester has the right to replace the Chairperson of the Board of Directors in convening the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, and issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the member's voting ballot.

The meeting invitation for the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed by this Charter and must ensure it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting sends the meeting invitation and accompanying documents to members of the Board of Supervisors as they do for members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

8. A meeting of the Board of Directors is conducted when 3/4 or more of the total members attend. In case the meeting convened according to this Clause does not have enough members as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

a) Attending and voting directly at the meeting;

b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;

c) Attending and voting through an online conference, electronic voting, or other electronic forms;

d) Sending a voting ballot to the meeting via mail, fax, or email;

đ) Sending a voting ballot by other means as guided by the Company.

10. In case of sending a voting ballot to the meeting via mail, the voting ballot

must be in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least 01 hour before the opening time. The voting ballot shall only be opened in the presence of all attendees.

11. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of members of the Board of Directors.

12. The minutes of the Board of Directors meeting must include the contents prescribed in Article 158 of the Law on Enterprises.

13. Resolutions and decisions of the Board of Directors are passed if approved by a majority of members attending the meeting; in case of a tie, the final decision belongs to the side with the opinion of the Chairperson of the Board of Directors.

Article 31. Cases of dismissal, removal, replacement, and addition of members of the Board of Directors

1. The General Meeting of Shareholders dismisses or removes a member of the Board of Directors in the following cases:

- a) Does not have sufficient standards and conditions as prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises;
- b) Submits a resignation letter and it is accepted;
- c) Does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- d) Other cases prescribed in the Company's Charter.

2. When deemed necessary, the General Meeting of Shareholders decides to replace a member of the Board of Directors; dismiss or remove a member of the Board of Directors in cases other than those prescribed in Clause 1 and Clause 2 of this Article.

3. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
- b) Except for the case prescribed in Point a of this Clause, the General Meeting of Shareholders elects new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.

Article 32. Subcommittees under the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of

development policy, personnel, remuneration, internal audit, and risk management. The number of members of a subcommittee is decided by the Board of Directors, with a minimum of 03 persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when approved by a majority of members attending and voting at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal provisions and the provisions of this Charter and the Internal Regulations on Corporate Governance.

Article 33. Person in charge of corporate governance

1. The Company's Board of Directors must appoint at least 01 person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not simultaneously work for an accredited audit organization currently auditing the Company's financial statements.

3. The person in charge of corporate governance has the following powers and obligations:

a) Advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

b) 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) Advise on meeting procedures;

d) Attend meetings;

đ) Advise on procedures for drafting resolutions of the Board of Directors in accordance with the law;

e) Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;

f) Supervise and report to the Board of Directors on the Company's information

disclosure activities;

- g) Act as a contact point with related parties;
- h) Maintain information confidentiality in accordance with the law and this Charter;
- i) Other rights and obligations as prescribed by law and this Charter.

Chapter VIII

GENERAL DIRECTOR AND OTHER MANAGERS

Article 34. Organizational structure of management

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

Article 35. Company managers

1. Company managers include the General Director, Deputy General Directors, and the Chief Accountant.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other managers with numbers and standards suitable to the Company's structure and management regulations as prescribed by the Board of Directors. Enterprise managers are responsible for assisting the Company in achieving the goals set out in operations and organization.

3. The General Director is paid a salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.

4. The salary of managers is included in the Company's business expenses in accordance with the law on corporate income tax, shown as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 36. Appointment, dismissal, duties, and powers of the General Director

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person to be the General Director.

2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is

responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of the General Director is not more than 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by the Law on Enterprises and other regulations of the Company.

4. The General Director has the following powers and obligations:

a) Decide on issues related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors;

c) Organize the implementation of the Company's business plan and investment plan;

d) Propose plans for the organizational structure and internal management regulations of the Company;

đ) Appoint, dismiss, and remove management titles in the Company, except for titles falling under the authority of the Board of Directors;

e) Decide on salaries and other benefits for employees in the Company, including managers falling under the appointment authority of the General Director;

f) Recruit employees;

g) Propose plans for dividend payment or handling of business losses;

h) Other rights and obligations as prescribed by law, this Charter, and resolutions and decisions of the Board of Directors.

5. The General Director is the person who manages the daily business operations of the Company in accordance with the law, this Charter, the employment contract signed with the Company, and resolutions and decisions of the Board of Directors. In case of managing in violation of the provisions of this Clause, causing damage to the Company, the General Director must be responsible before the law and must compensate for damages to the Company.

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

Chapter IX

BOARD OF SUPERVISORS

Article 37. Candidacy and nomination of members of the Board of Supervisors (Supervisors)

1. The candidacy and nomination of members of the Board of Supervisors are carried out similarly to the provisions of Clause 1, Clause 2, Article 25 of this Charter.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate more candidates or organize nominations in accordance with this Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 38. Members of the Board of Supervisors

1. The number of members of the Company's Board of Supervisors is three (03) Supervisors. The term of a Supervisor is not more than 05 years and may be re-elected for an unlimited number of terms. Supervisors are not necessarily shareholders of the Company.

2. Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an independent audit firm auditing the Company's financial statements in the 03 preceding consecutive years.

3. The General Meeting of Shareholders dismisses a Supervisor in the following cases:

- a) No longer meeting the standards and conditions to be a Supervisor as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter and it is accepted;
- d) Other cases as prescribed in this Charter.

4. The General Meeting of Shareholders removes a Supervisor in the following cases:

- a) Failing to complete assigned tasks or work;
- b) Failing to perform their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeated violations or serious violations of the obligations of a Supervisor as

prescribed by the Law on Enterprises and the Company's Charter;

d) Other cases as resolved by the General Meeting of Shareholders.

5. In case the term of office of members of the Board of Supervisors expires at the same time but new members have not yet been elected, the outgoing members of the Board of Supervisors shall continue to perform their rights and obligations until new members are elected and take office.

Article 39. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among the Supervisors; the election, dismissal, and removal shall be based on the majority principle. More than half of the Supervisors must be permanent residents in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or other fields relevant to the Company's business operations.

2. Rights and obligations of the Head of the Board of Supervisors:

a) Convene meetings of the Board of Supervisors;

b) Request the Board of Directors, the General Director, and other managers to provide relevant information for the Board of Supervisors' reports;

c) Prepare and sign the Board of Supervisors' reports after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 40. Rights and obligations of the Board of Supervisors

The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Propose and recommend to the General Meeting of Shareholders the approval of the list of independent audit firms authorized to audit the Company's Financial Statements; decide on the authorized audit firm to inspect the Company's operations, and dismiss the authorized auditor when deemed necessary.

2. Be accountable to shareholders for its supervisory activities.

3. Supervise the Company's financial status and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.

4. Ensure coordination with the Board of Directors, the General Director, and shareholders.

5. In case of detecting violations of the law or the Company's Charter by members of the Board of Directors, the General Director, or other managers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours,

requesting the violating person to cease the violation and take remedial measures.

6. Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. 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, including the following contents:

a) Remuneration, operating expenses, and other benefits of the Board of Supervisors and each Supervisor as prescribed in Article 172 of the Law on Enterprises and the Company's Charter;

b) Summarize meetings of the Board of Supervisors and the conclusions and recommendations of the Board of Supervisors;

c) Results of monitoring the Company's operational and financial status;

d) Report evaluating transactions between the Company, its subsidiaries, and companies controlled by the public company with 50% or more of charter capital with members of the Board of Directors, the General Director, other managers of the enterprise, and related persons of such subjects; transactions between the Company and companies where members of the Board of Directors, the General Director, or other managers of the enterprise are founding members or managers within the last 03 years prior to the transaction;

đ) Results of monitoring the Board of Directors, the General Director, and other managers of the enterprise;

e) Results of evaluating the coordination between the Board of Supervisors and the Board of Directors, the General Director, and shareholders.

8. Have the right to access the Company's records and documents kept at the head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.

9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.

10. Other rights and obligations as prescribed by law and this Charter.

Article 41. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least twice a year, with at least 2/3 of the members of the Board of Supervisors attending. The minutes of the Board of Supervisors' meetings must be prepared in detail and clearly. The minute-taker and the

attending members of the Board of Supervisors must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be kept to determine the responsibility of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the authorized audit firm to attend and answer issues that need clarification.

Article 42. Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the regulations of the Group and the specific regulations of the Company, including the following items:

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders.

2. Members of the Board of Supervisors are reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services.

3. Salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant legal regulations.

Chapter X

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

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are responsible for performing their duties, including duties as members of the Board of Directors' sub-committees, honestly and prudently in the best interests of the Company.

Article 43. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, Supervisors, the General Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, Supervisors, the General Director, and other managers have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, and other companies controlled by the public company with 50% or more of charter capital with

themselves or their related persons in accordance with the law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons shall not use or disclose internal information to others to execute related 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 managers, and individuals or organizations related to these subjects shall not be void in the following cases:

a) For transactions with a value less than or equal to twenty percent (20%) of the total asset value recorded in the most recent financial statement, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have been reported to the Board of Directors and approved by the Board of Directors with a majority of votes of the members of the Board of Directors who have no related interests;

b) For transactions with a value greater than twenty percent (20%) or transactions leading to a transaction value arising within 12 months from the date of the first transaction with a value of twenty percent (20%) or more of the total asset value recorded in the most recent financial statement, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have been disclosed to shareholders and approved by the General Meeting of Shareholders with the votes of shareholders who have no related interests.

Article 44. Liability for damages and indemnification

1. Members of the Board of Directors, Supervisors, the General Director, and other managers who violate their obligations, the duty of honesty and prudence, or fail to complete their duties must be liable for damages caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil, administrative, and non-Company-initiated lawsuits) if such person has been or is a member of the Board of Directors, Supervisor, General Director, other manager, employee, or representative authorized by the Company, has been or is performing duties under the

Company's authorization, acts honestly and prudently in the best interests of the Company based on compliance with the law, and there is no evidence confirming that such person has violated their responsibilities.

3. Indemnification costs include judgment costs, fines, and actual payments (including legal fees) when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned indemnification liabilities.

Chapter XI

RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS

Article 45. Right to access books and records

1. Common shareholders have the right to access books and records, specifically as follows:

a) Common shareholders have the right to examine, access, and extract information about names and contact addresses in the list of shareholders with voting rights; request the correction of their inaccurate information; examine, access, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total common shares have the right to examine, access, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In case an authorized representative of a shareholder or group of shareholders requests to access books and records, they must attach the power of attorney of the shareholder or group of shareholders they represent or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the right to access the Company's share register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that this information must be kept confidential.

4. The Company must keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes 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 prescribed by law at the head

office or another location, provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

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

Chapter XII

EMPLOYEES AND TRADE UNION

Article 46. Employees and trade union

1. The General Director must prepare a plan for the Board of Directors to approve issues related to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline for employees and managers of the enterprise.

2. The General Director must prepare a plan for the Board of Directors to approve issues related to the Company's relationship with trade union organizations in accordance with the best management standards, practices, and policies, the practices and policies prescribed in this Charter, the Company's regulations, and current legal regulations.

Chapter XIII

PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders decides on the dividend payment level and the form of annual dividend payment from the Company's retained earnings.

2. The Company does not pay interest on dividend payments or payments related to a class of shares.

3. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body that executes this decision.

4. In case dividends or other payments related to a class of shares are paid in cash, the Company must pay in VND. The payment can be made directly or through banks based on bank account details provided by shareholders. In case the Company has transferred funds according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Dividend payments for shares listed/registered for trading on the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors passes resolutions and decisions to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, receive notices, or other

documents.

6. Other issues related to profit distribution shall be implemented in accordance with the provisions of Law and the Parent Company (Group) in the following order:

a) Distribute profits to joint venture capital contributors in accordance with the signed economic contracts (if any);

b) Offset losses of previous years that have exceeded the time limit for deduction from pre-tax profit as prescribed.

c) Establish the Enterprise Development Investment Fund: The annual allocation to the Development Investment Fund shall be decided by the General Meeting of Shareholders based on the enterprise's demand for development investment capital, long-term strategy, and annual investment plans approved by competent authorities; the allocation rate shall not exceed the maximum level prescribed by law;

d) Allocate to the reward fund, welfare fund for employees in the enterprise, and reward fund for enterprise managers as prescribed by law.

In case the law has new regulations related to profit distribution but the Company has not updated them in this Charter, those regulations shall be applied to implement profit distribution.

Chapter XIV

BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 48. Bank accounts

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.

2. Subject to prior approval of competent authorities, in case of necessity, the Company may open bank accounts abroad in accordance with legal regulations.

3. The Company conducts all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company opens accounts.

Article 49. Fiscal year

The Company's fiscal year begins on the first day of January each year and ends on 31 December. The first fiscal year begins on the date of issuance of the Enterprise Registration Certificate and ends on 31 December immediately following that date of issuance of the Enterprise Registration Certificate.

Article 50. Accounting system

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system issued or approved by competent authorities.

2. The Company prepares accounting books in Vietnamese and keeps accounting

records in accordance with the law on accounting and relevant laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses VND as the accounting currency. In case the Company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the accounting currency, be responsible for that choice before the law, and notify the direct tax management agency.

Chapter XV

ANNUAL REPORTS, FINANCIAL STATEMENTS, AND DISCLOSURE RESPONSIBILITIES

Article 51. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements, and annual financial statements must be audited in accordance with the law. The Company discloses audited annual financial statements in accordance with the law on information disclosure on the stock market and submits them to competent state agencies.

2. Annual financial statements must include full reports, appendices, and notes in accordance with the law on corporate accounting. Annual financial statements must reflect the Company's operational status honestly and objectively.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the stock market and submit them to competent state agencies.

Article 52. Annual report

The Company must prepare and disclose an Annual Report in accordance with the provisions of the law on securities and the stock market.

Chapter XVI

COMPANY AUDIT

Article 53. Audit

1. The General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms and authorizes the Board of Directors to decide on the selection of one of these units to audit the Company's financial statements for the next fiscal year based on terms and conditions agreed upon with the Board of Directors.

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

3. The independent auditor performing the audit of the Company's financial statements is entitled to attend meetings of the General Meeting of Shareholders, receive

notices and other information related to meetings of the General Meeting of Shareholders, and express opinions at the meeting on issues related to the audit of the Company's financial statements.

Chapter XVII

SEAL

Article 54. Enterprise seal

1. The seal includes a seal made at a seal-engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).

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

Chapter XVIII

DISSOLUTION OF THE COMPANY

Article 55. Dissolution of the Company

1. The Company may be dissolved in the following cases:

a) The operating duration specified in the Company's Charter expires without a decision on extension;

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

c) The Enterprise Registration Certificate is revoked, except in cases where the Law on Tax Administration provides otherwise;

d) Other cases as prescribed by law.

2. The dissolution of the Company before the expiration of the duration (including extended duration) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by competent authorities (if mandatory) in accordance with regulations.

Article 56. Extension of operation

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 7 months before the expiration of the operating duration so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.

2. The operating duration is extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

Article 57. Liquidation

1. At least 06 months before the expiration of the Company's operating duration or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee prepares its operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to liquidation are prioritized by the Company to be paid before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operation. From that moment, the Liquidation Committee represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

3. Proceeds from liquidation are paid in the following order:

- a) Liquidation costs;
- b) Debts for salaries, severance pay, social insurance, and other benefits of employees in accordance with collective labor agreements and signed labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- đ) The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares are prioritized for payment first.

Chapter XIX

INTERNAL DISPUTE RESOLUTION

Article 58. Internal dispute resolution

1. In case of disputes or complaints related to the Company's operations, rights, and obligations of shareholders as prescribed by the Law on Enterprises, the Company's Charter, other legal regulations, or agreements between:

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, the Board of Supervisors, the General Director, or other managers;

The relevant parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute

within 30 working days from the date the dispute arises. In case the dispute is related to the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.

2. In case a conciliation decision is not reached within six (06) weeks from the start of the conciliation process, or if the mediator's decision is not accepted by the parties, a party may take the dispute to Arbitration or Court.

3. The parties shall bear their own costs related to negotiation and conciliation procedures. The payment of Court costs shall be implemented according to the Court's judgment.

Chapter XX

AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 59. Company Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case the law has regulations related to the Company's operations that are not mentioned in this Charter, or in case there are new legal regulations different from the provisions in this Charter, those regulations shall be applied to adjust the Company's operations.

Chapter XXI

EFFECTIVE DATE

Article 60. Effective date

1. This Charter, consisting of 21 chapters and 60 articles, was unanimously passed by the 2026 Extraordinary General Meeting of Shareholders of Baria Rubber Joint Stock Company on 29 June 2026 at Baria Rubber Joint Stock Company (National Highway 56, Duc Trung Hamlet, Ngai Giao Commune, Ho Chi Minh City) and all parties agreed to the full validity of this Charter.

2. The Charter is made into 10 original copies in Vietnamese with equal legal validity, stored and submitted to competent state agencies in accordance with the law. In case the Charter is notarized and translated into a foreign language, the Vietnamese version and the foreign language version have equal legal value and validity. If there is any inconsistency between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

3. This Charter is the sole and official Charter of Baria Rubber Joint Stock Company.

4. Copies or extracts of the Company's Charter are valid when signed by the

Chairman of the Board of Directors, the General Director, or the Deputy General Director in charge of the Company's operations (in case there is no General Director)./.

LEGAL REPRESENTATIVE OF THE COMPANY

GENERAL DIRECTOR

CHAIRMAN OF THE BOARD OF DIRECTORS

Nguyen Thai Binh

Pham Hai Duong