

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

**ARTICLES OF ASSOCIATION
TRI VIET EDUCATION GROUP JOINT
STOCK COMPANY**

(Amended and effective from July 15, 2026)

Hanoi, July 2026

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INTRODUCTION

- *Based on the Enterprise Law dated June 17, 2020;*
- *Based on Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law;*
- *Based on Government Decree No. 87/2017/ND-CP dated July 26, 2017, stipulating the functions, tasks, powers, and organizational structure of the Ministry of Finance;*
- *Based on the Securities Law dated November 26, 2019.*

The Charter has been updated and amended in accordance with the Resolution of the 2026 Extraordinary General Meeting of Shareholders of Tri Viet Education Group Joint Stock Company, unanimously approved.

I. DEFINITION OF TERMS IN THE STATUTES

Article 1. Explanation of Terms

1. In these Statutes, the following terms are understood as follows:

- a) Charter capital is the total par value of shares sold or registered for purchase upon the establishment of a joint-stock company and as stipulated in Article 6 of these Charters;
- b) Voting capital is the share capital, whereby the owner has the right to vote on matters within the authority of the General Meeting of Shareholders;
- c) The Enterprise Law is Law No. 59/2020/QH14 of the Socialist Republic of Vietnam, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) The Securities Law is Law No. 54/2019/QH14 of the Socialist Republic of Vietnam, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- e) Vietnam is the Socialist Republic of Vietnam;
- f) The date of establishment is the date the Company is first granted the Certificate of Business Registration (Business Registration Certificate and other equivalent documents);
- g) Business executives are the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the company's charter;
- h) Business managers are company managers, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial positions as stipulated in the company's charter;
- i) Related parties are individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;

k) Shareholders are individuals and organizations owning at least one share of a joint-stock company;

l) Founding shareholders are shareholders owning at least one common share and signing the list of founding shareholders of a joint-stock company;

m) Major shareholders are shareholders as defined in Clause 18, Article 4 of the Securities Law;

n) The operating period is the Company's operating time as stipulated in Article 2 of these Charters and any extension period (if any) approved by the Company's General Meeting of Shareholders;

o) The stock exchange is the Vietnam Stock Exchange and its subsidiaries.

2. In these Statutes, references to one or more other regulations or documents, including amendments, supplements, or replacements, are excluded.

3. The headings (Sections, Articles of these Statutes) are used for ease of understanding and do not affect the content of these Statutes.

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

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

1. Company Name

- Company name in Vietnamese:

CÔNG TY CỔ PHẦN TẬP ĐOÀN GIÁO DỤC TRÍ VIỆT

- Company name in a foreign language:

TRI VIET EDUCATION GROUP JOINT STOCK COMPANY

- Company name abbreviation:

TRI VIET GROUP.,JSC

2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law.

3. Registered office of the Company:

- Head office address: A15, 1st floor, Home City building, 177 Trung Kinh Street, Yen Hoa Ward, Hanoi City, Vietnam.

- Telephone: 0378979096

- E-mail: hr@cara.edu.vn

4. The Company may establish branches and representative offices in the business area to carry out its operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.

5. Unless the Company ceases operations before the deadline stipulated in Clause 2 of Article 59 or extends its operations as stipulated in Article 60 of these Charters, the Company's operating period is indefinite from the date of establishment.

Article 3. Legal Representative of the Company

1. The company has 03 legal representatives, including:

1.1. Chairman of the Board of Directors

1.2. General Director

1.3. Deputy General Manager

2. Rights and obligations of the legal representatives.

2.1. The legal representative of the enterprise is an individual who represents the enterprise in exercising the rights and obligations arising from the enterprise's transactions, representing the enterprise as a party requesting the resolution of civil matters, plaintiff, defendant, or party with related rights and obligations before Arbitration, Courts, and other rights and obligations as prescribed by law.

2.2. The legal representative of the enterprise has the following responsibilities:

a) To exercise the assigned rights and obligations honestly, carefully, and to the best of their ability to ensure the legitimate interests of the enterprise;

b) To be loyal to the interests of the enterprise; not to abuse their position, title, or use information, know-how, business opportunities, or other assets of the enterprise for personal gain or to serve the interests of other organizations or individuals;

c) To promptly, fully, and accurately inform the enterprise about the enterprise that they or their related parties own or have shares or capital contributions in, as stipulated in this Law.

2.3. The legal representative of the enterprise is personally liable for damages to the enterprise due to violations of the responsibilities stipulated in Clause 2.2 of this Article.

2.4. If the legal representative is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and obligations of the legal representative of the enterprise, or if the legal representative dies, goes missing, is under criminal investigation, is detained, is serving a prison sentence, is undergoing

administrative measures at a compulsory rehabilitation center or compulsory education center, has limited or no civil capacity, has difficulties in understanding or controlling their behavior, or is prohibited by the Court from holding a position, practicing a profession, or performing a certain job, then the company owner, the Board of Members, or the Board of Directors shall appoint another person to act as the legal representative of the company.

3. Principles for Delineating the Rights and Responsibilities of Legal Representatives:

The Board of Directors decides on the allocation of rights and responsibilities of each Legal Representative in accordance with current legal regulations.

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

Article 4. Objectives of the Company's Operations

1. Business lines and activities of the Company:

No	Industry code	Business sector
1	4633	Wholesale beverages
2	4641	Wholesale of fabrics, ready-made garments, and footwear.
3	4653	Wholesale of agricultural machinery, equipment and spare parts
4	4751	Retail sale of fabrics, wool, yarn, sewing thread and other textiles in specialized stores.
5	4753	Retail sale of carpets, rugs, blankets, curtains, blinds, wall and floor coverings in specialized stores.
6	4759	Retail sale of household electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and electric lighting fixtures, and other household goods not elsewhere classified in specialized stores.
7	4763	Retail sale of fitness and sports equipment and supplies in specialized stores
8	4771	Retail sale of clothing, footwear, leather and imitation leather goods in specialized stores.
9	6202	Computer Consulting and Computer System Management Details: - Consulting, analysis, planning, classification, and design in the field of information technology; - System integration, testing, application management services, updates, and security in the field of information technology; - Design, hosting, and maintenance of websites; - Warranty, maintenance, and network and information security; - Updating, searching,

No	Industry code	Business sector
		storing, processing data, and exploiting databases; - Information technology training
10	6619	Financial services support activities not otherwise classified Details: Investment advisory activities (excluding legal, financial, accounting, auditing, tax, and securities advisory services);
11	7020	Management consulting services (excluding legal, financial, accounting, auditing, tax, and securities consulting);
12	7310	Advertising (excluding tobacco advertising);
13	7490	Other professional, scientific and technological activities not classified elsewhere Details: Technology transfer consulting;
14	8230	Trade promotion and marketing organization
15	8521	Primary education
16	8522	Lower secondary education
17	8523	High school education
18	8531	Basic training
19	8532	Intermediate level training
20	8533	College training
21	8541	University education
22	8542	Master's degree training
23	8543	Doctoral training
24	8551	Sports and Recreation Education
25	8552	Arts and culture education
26	8559 (Main)	Other education not elsewhere classified Details: - Tutoring services; - Courses on professional criticism and evaluation; - Foreign language and conversational skills training; - Public speaking skills training; - Computer training; - Learning centers offering courses for academically weak students; - Information technology training;
27	8560	Educational Support Services Details: Educational Counseling;

No	Industry code	Business sector
28	4299	Construction of other civil engineering works (Details: Investment in construction and operation of industrial park infrastructure)
29	6810	Real estate business, land use rights belonging to the owner, user or lessee (Details: Business and leasing of land for industrial park infrastructure)
30	5210	Warehousing and goods storage (Details: Warehouse and factory space for rent)
31	5911	Activities related to the production of motion pictures, videos, and television programs Details: Activities related to the production of television programs (excluding film production, broadcasting, and the use of fire and explosion effects; not using explosives, flammable substances, or chemicals as props or tools for performing artistic programs, events, or films)
32	5912	Post-production activities for motion pictures, videos, and television programs (excluding film production and the use of fire and explosion effects; not using explosives, flammable substances, or chemicals as props or tools for performing artistic programs, events, or films)
33	5913	Activities related to the distribution of motion pictures, videos, and television programs Details: Activities related to the distribution of motion pictures and videos (excluding film production and broadcasting)
34	5920	Music recording and publishing activities Details: Music recording activities (excluding karaoke business)
35	7410	Specialized design services Details: Advertising design
36	6039	Operation of social networking sites and other content distribution activities Details: Set up and operate an e-commerce trading floor; general electronic information page; social network
37	5829	Publish other software
38	7320	Market research and public opinion surveys
39	8299	Other remaining business support service activities not classified elsewhere Details: Exercising the right to export and import goods traded by the company in accordance with Vietnamese law

No	Industry code	Business sector
40	9011	Literary and musical creation activities
41	9020	Performing arts activities (excluding performances requiring special permits; not involving fire or explosion effects)
42	9039	Other support activities for artistic creation and performance (excluding fire and explosion effects; not involving the use of explosives, flammable substances, or chemicals).
43	9329	Other recreational activities Details: Organizing artistic services, musical performances (excluding fire and explosion effects; not using explosives, flammable substances, or chemicals as props or tools for performing artistic programs, events, or films)
44	6821	Real Estate Brokerage Services Details: Brokerage services for buying, selling, and leasing real estate; real estate brokerage on a fee or commission basis
45	6829	Other real estate activities on a fee or contract basis Details: Consulting and management activities for residential housing and land use rights; Consulting and management activities for non-residential housing and land use rights
46	6219	Other computer programming
47	6220	Computer consulting and computer infrastructure management
48	6310	Information technology infrastructure, data processing, storage and related activities
49	7499	Other remaining professional, scientific and technological activities not classified elsewhere.
50	4673	Wholesale of other building materials and installation equipment (no chemical storage at the premises)
51	4672	Wholesale of metals and metal ores
52	4679	Other specialized wholesale trade not classified elsewhere
53	4690	General wholesale Details: Exercising the right to wholesale distribution (not establishing a wholesale facility) of the company's goods in accordance with the law
54	4719	Other General Retail

No	Industry code	Business sector
		Details: Exercising the right to distribute and retail (without establishing retail outlets) goods as regulated by Vietnamese law
55	4790	Retail Intermediary Services Details: Intermediary services for the retail sale of goods on digital platforms and non-digital channels (without owning the goods being traded)
56	4610	Agents, brokers, and auctioneers of goods.
57	7491	Patent brokerage and marketing activities

2. Company's Operational Objectives:

For the market: To provide high-quality training products and services that align with general trends and the learning needs of Vietnamese students in the era of integration.

For shareholders and partners: To cooperate and develop together on a "Win-Win" basis, emphasizing cooperation and sustainable development.

For employees: To build a professional, dynamic, creative, and humane working environment; to provide high income and fair development opportunities for all employees.

For society: To demonstrate a desire to harmonize the interests of the business with social interests through orienting activities and contributing to community activities with a sense of responsibility and Vietnamese pride.

Article 5. Scope of Business and Operations of the Company

The Company is permitted to conduct business activities in the registered business lines specified in this Charter, and to notify changes to the registration details to the business registration authority and publish them on the National Business Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is: VND 55,650,040,000 (Fifty-five billion, six hundred and fifty million, forty thousand Vietnamese Dong).

The total charter capital of the Company is divided into 5,565,004 shares with a par value of VND 10,000 per share.

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

3. The Company's shares on the date of adoption of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of this Charter.

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

5. The names, addresses, number of shares, and other information about the founding shareholders, as stipulated in the Enterprise Law, are listed in Appendix 01 attached. This Appendix is part of this Charter.

Common shares must be offered preferentially to existing shareholders in proportion to their ownership of common shares in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute those shares to shareholders and others under conditions no more favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise.

6. The Company may repurchase shares issued by itself in the manner stipulated in this Charter and applicable law.

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

Article 7. Stock Certificate

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

2. Shares are securities that confirm the legal rights and interests of the owner in a portion of the share capital of the issuing organization. Share certificates must contain all the information as stipulated in Clause 1, Article 121 of the Enterprise Law.

3. Within 7 days from the date of submitting a complete application for transfer of share ownership as prescribed by the Company, or within 15 days from the date of full payment for the shares as stipulated in the Company's share issuance plan (or other timeframe as stipulated in the issuance terms), the shareholder will be issued a share certificate. The shareholder is not required to pay the Company the cost of printing the share certificate.

4. In case the share certificate is lost, damaged, or otherwise destroyed, the shareholder will be reissued a share certificate by the Company upon the shareholder's request. The shareholder's proposal must include the following:

- a) Information about shares that have been lost, damaged, or otherwise destroyed;
- b) A commitment to assume responsibility for any disputes arising from the reissuance of new shares.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise stipulated in this Charter and by law. Shares listed and registered for trading on the stock exchange are transferable in accordance with the provisions of the law on securities and the securities market.
2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Article 10. Reclamation of shares (in the case of business registration)

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount and be liable for the Company's financial obligations arising from the failure to pay, corresponding to the total par value of the registered shares.
2. The aforementioned payment notice must clearly state the new payment deadline (at least 7 days from the date of sending the notice), the payment location, and must clearly state that in case of non-payment as required, the unpaid shares will be repossessed.
3. The Board of Directors has the right to repossess shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.
4. Repossessed shares shall be considered as shares authorized for sale as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale and redistribution of shares under conditions and in a manner that the Board of Directors deems appropriate.
5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but remain liable for the Company's financial obligations arising at the time of repurchase, as decided by the Board of Directors, from the date of repurchase until the date of payment. The Board of Directors has the full right to decide on the enforcement of payment of the full value of the shares at the time of repurchase.
6. The repurchase notice shall be sent to the holder of the repurchased shares before the date of repurchase. The repurchase remains valid even in the event of errors or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational Structure, Governance and Control

The organizational structure for management, governance, and control of the Company includes:

1. General Meeting of Shareholders.

2. Board of Directors, Supervisory Board.
3. General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders have the following rights:

- a) To attend and speak at the General Meeting of Shareholders and exercise their voting rights directly or through an authorized representative or other forms as prescribed by the company's charter and the law. Each ordinary share has one voting right;
- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
- c) To have priority in purchasing new shares in proportion to their ownership of ordinary shares in the Company;
- d) To freely transfer their shares to others, except as stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law and other relevant legal provisions;
- e) To review, search, and retrieve information on their name and contact address in the list of shareholders with voting rights; to request correction of inaccurate information about themselves;
- e) To review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- g) To receive a portion of the remaining assets in proportion to their shareholding in the company when the company is dissolved or goes bankrupt;
- h) To request the company to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law;
- i) To be treated equally. Each share of the same class gives shareholders equal rights, obligations, and benefits. In the case of preferred shares, the rights and obligations associated with preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) To have full access to periodic and extraordinary information disclosed by the company in accordance with the law;
- l) To have their legitimate rights and interests protected; m) Propose the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;
- n) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:

a) 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 Enterprise Law;

b) Review, search, and extract minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;

c) Request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and registered office address of the organization shareholder; the number of shares and registration date of each shareholder, the total number of shares of the entire group of shareholders, and their ownership percentage in the total shares of the Company; the issue to be inspected and the purpose of the inspection;

d) Proposals for inclusion in the General Meeting of Shareholders. Proposals must be in writing and sent to the Company no later than 3 working days before the opening date. Proposals must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

e) Other rights as stipulated by law and this Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination process for the Board of Directors and the Supervisory Board is as follows:

a) Common shareholders forming a group to nominate individuals to the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by the shareholder or group of shareholders is less 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 Supervisory Board, and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time the number of shares they committed to purchase.
2. Not to withdraw capital contributed in the form of ordinary shares from the Company in any form, except in the case where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed capital contrary to the provisions of this clause, that shareholder and any related parties in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.
3. To comply with the Company's Articles of Association and Internal Management Regulations.
4. To abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain confidentiality of information provided by the Company as stipulated in the Articles of Association and the law; to only use the provided information to exercise and protect their legitimate rights and interests. Distributing, copying, or sending information provided by the Company to other organizations or individuals is strictly prohibited.
6. Attending the General Meeting of Shareholders and exercising voting rights through the following forms:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another individual or organization to attend and vote at the meeting;
 - c) Attending and voting through online conferencing, electronic voting, or other electronic forms;
 - d) Sending voting ballots to the meeting via mail, fax, or email;
7. Being personally liable when acting on behalf of the Company in any form to perform any 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 debts not yet due before the financial risks to the Company.
8. Fulfilling other obligations as prescribed by current law..

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the financial year. Unless otherwise stipulated in the Company Charter, the Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders shall be determined by the place where the chairperson attends the meeting 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 location. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company Charter, especially approving the audited annual financial statements. In the event that the Company's annual financial statement audit report contains material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm to attend the Annual General Meeting of Shareholders. The representative of the approved auditing firm 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 benefit of the Company;
- b) The remaining number of members of the Board of Directors and the Supervisory Board is less than the minimum number of members required by law;
- c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; The request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and collected with sufficient signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- e. Other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene 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 Supervisory Board

is as stipulated in point b, clause 3 of this Article, or upon receiving the request as stipulated in points c and d, clause 3 of this Article;

b) If the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in point a, clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders as stipulated in clause 3, Article 140 of the Enterprise Law;

c) If the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in point b, clause 4 of this Article, then the shareholder or group of shareholders specified in point c, clause 3 of this Article has the right to request a representative of the Company to convene a General Meeting of Shareholders as stipulated in the Enterprise Law;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting 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. This cost does 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 Enterprise Law.

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 types of shares and the total number of shares of each type authorized for sale; to decide on the annual dividend rate for each type of share;

c) To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;

d) To decide on the investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;

e) To decide on amendments and additions to the Company's charter;

f) To approve the annual financial statements;

g) To decide on the repurchase of more than 10% of the total number of shares sold of each type;

h) To review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;

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

- k) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l) Approving the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;
- m) Approving the list of approved auditing firms; deciding on the approved auditing firm to conduct the Company's operations, and dismissing approved auditors when deemed necessary;
- n) Other rights and obligations as prescribed by law.

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

- a) The Company's annual business plan;
- b) The audited annual financial statements;
- c) The Supervisory Board's report on the Company's business results, the performance of the Board of Directors, and the General Director;
- d) The Supervisory Board's self-assessment report on its performance and that of its members;
- e) The dividend rate for each share of each class;
- g) Number of members of the Board of Directors and Supervisory Board;
- h) Election, dismissal, and removal of members of the Board of Directors and Supervisory Board;
- i) Decision on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and Supervisory Board;
- k) Approval of the list of approved auditing firms; decision on which auditing firm is approved to conduct inspections of the company's operations when deemed necessary;
- l) Amendments and additions to the company's charter;
- m) Types of shares and the number of new shares to be issued for each type of share and the transfer of shares by founding members within the first 3 years from the date of establishment;
- n) Division, separation, merger, acquisition, or conversion of the Company;
- o) Reorganization and dissolution (liquidation) of the Company and designation of the liquidator;
- p) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- q) Decisions to repurchase more than 10% of the total sold shares of each class;

- r) The Company entering into contracts or transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statement;
 - s) Approval of transactions specified in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of some articles of the Securities Law;
 - t) Approval of the internal regulations on corporate governance, the operating regulations of the Board of Directors, and the operating regulations of the Supervisory Board;
 - u) Other matters as prescribed by law and this Charter.
3. All resolutions and matters included on 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 shareholders that are organizations, may attend the meeting in person or authorize one or more other individuals or organizations to attend on their behalf, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law.
2. The authorization of an individual or organization to represent a shareholder at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing. The authorization document must be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the 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 to attend the meeting. In case of sub-authorization, the person attending the meeting must also present the original authorization document from the shareholder or authorized representative of the shareholder that is an organization (if it has not been previously registered with the Company). 3. The voting ballot of an authorized representative attending the meeting within the scope of their authorization remains valid in the event of any of the following circumstances, except in the following cases:

- a) The authorizing person has died, is incapacitated, or has lost their legal capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the person exercising the authorization.

This clause does not apply if the Company receives notification of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Changes to Rights

1. Changes or cancellations of special rights associated with a class of preferred shares are effective when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders is only approved if it is endorsed by preferred shareholders of the same class present at the meeting who own 75% or more of the total number of preferred shares of that class, or by preferred shareholders of the same class owning 75% or more of the total number of preferred shares of that class in the case of a resolution adopted by written ballot.
2. A meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If the required number of delegates is not present, the meeting shall be rescheduled within the following 30 days, and those holding shares of that class (regardless of the number of individuals and shares) present in person or through authorized representatives shall be considered to have met the required number of delegates. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that class present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.
3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 19, 20, and 21 of these Charters.
4. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class..

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

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 14 of these Charters.
2. The person convening the general meeting of shareholders must perform the following tasks:

- a) Prepare a list of shareholders eligible to participate and vote at the general meeting of shareholders. The list of shareholders entitled to attend the general meeting of shareholders shall be prepared no more than 10 days before the date of sending the notice of invitation to the general meeting of shareholders. The company must publish information about the preparation of the list of shareholders entitled to attend the general meeting of shareholders at least 20 days before the last registration date;
- b) Prepare the agenda and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft resolutions of the general meeting of shareholders according to the expected content of the meeting;
- e) Determine the time and place of the meeting;
- e) Notifying and sending notices of the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Other tasks serving the meeting.

3. Notices inviting shareholders to the General Meeting of Shareholders shall be sent to all shareholders by means that ensure delivery to the shareholders' contact addresses, and simultaneously published 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 notices to all shareholders on the List of Shareholders entitled to attend at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). 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 cases where documents are not included with the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) The meeting agenda and documents to be used in the meeting;
- b) The list and detailed information of candidates in the case of electing members of the Board of Directors and members of the Supervisory Board;
- c) Voting ballots;
- d) Draft resolutions for each item on the agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of these Charters have the right to propose items to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than 3 working days before the opening of the meeting. Proposals must clearly

state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed item to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject a proposal stipulated in Clause 4 of this Article if it falls under one of the following cases:

- a) The proposal is submitted improperly according to Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of this Charter;
- c) The issue of the proposal is outside the scope of the General Meeting of Shareholders' decision-making authority;
- 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 stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as stipulated in Clause 5 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders..

Article 19. Conditions for holding a General Meeting of Shareholders

1. A General Meeting of Shareholders shall be held when the number of shareholders in attendance represents more than 50% of the total voting shares.

2. If the first meeting fails to meet the quorum requirements as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within 30 days from the date of the first scheduled meeting. The second General Meeting of Shareholders shall be held when the number of shareholders in attendance represents 33% or more of the total voting shares.

3. If the second meeting fails to meet the quorum requirements as stipulated in Clause 2 of this Article, a notice of the third meeting shall be sent within 20 days from the date of the second scheduled meeting, [unless the company's charter stipulates otherwise]. The third General Meeting of Shareholders shall be held regardless of the total number of voting shares of the shareholders in attendance.

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

1. Before the meeting commences, the Company must conduct shareholder registration procedures and continue registration until all shareholders entitled to attend the meeting have registered, following this procedure:

- a) When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the shareholder's voting

number. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the voting cards in favor of the resolution are collected first, followed by those against the resolution. Finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the meeting adjourns. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. 1. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the meeting chairman;

b) Shareholders, authorized representatives of shareholders who are organizations, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairman is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of previously voted items remains unchanged.

2. The election of the chairman, secretary, and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. 3. If a chairperson cannot be elected, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a chairperson from among those present, with the person receiving the highest number of votes becoming the chairperson;

b) Except as stipulated in point a) of this clause, the person signing the minutes convening the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect a chairperson, with the person receiving the highest number of votes becoming the chairperson;

c) The chairperson shall appoint one or more individuals as meeting secretaries;

d) The General Meeting of Shareholders shall elect one or more individuals to the vote counting committee as proposed by the chairperson.

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

4. The chairperson of the meeting 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 reflecting the wishes of the majority of attendees.

- a) Arranging seating at the meeting venue;
 - b) Ensuring the safety of all persons present at the meeting venue;
 - c) Facilitating the attendance (or continued attendance) of shareholders at the meeting.
- The person convening the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. These measures may include issuing entry passes or using other selection methods.

5. The General Meeting of Shareholders discusses and votes on each item in the agenda. Voting is conducted by vote of approval, disapproval, and abstention. The results of the vote count are announced by the chairperson immediately before the closing of the meeting.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to vote immediately after registration; in this case, the validity of any previously voted-on items remains unchanged.

7. The convener or chair of the General Meeting of Shareholders has the following rights:

- a) To require all attendees to undergo security checks or other lawful and reasonable security measures;
- b) To request the competent authority to maintain order at the meeting; to expel those who do not comply with the chair's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

8. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

- a) The meeting location does not have enough convenient seating for all attendees;
- b) The communication facilities at the meeting location do not ensure that shareholders can participate, discuss, and vote;
- c) Attendees obstruct or disrupt order, posing a risk of the meeting not being conducted fairly and legally.

9. If the chairperson postpones or suspends 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 the attendees to replace the chairperson.

Article 21. Conditions for the adoption of a Resolution of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting, except as stipulated in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

- a) Types of shares and the total number of shares of each type;
- b) Changes to the business lines, professions, and fields;
- c) Changes to the organizational structure of the Company's management;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, unless the Company's charter stipulates a different percentage or value;
- e) Reorganization or dissolution of the Company;

2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except as stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

3. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and adopting the resolution violate the provisions of the Enterprise Law and the company's charter..

Article 22. Authority and procedures for obtaining shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders.

The authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

- 1. The Board of Directors has the right to obtain shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as stipulated in Clause 2, Article 147 of the Enterprise Law.
- 2. The Board of Directors must prepare opinion ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion ballots. The requirements and methods for sending opinion ballots and accompanying documents are carried out according to Clause 3, Article 18 of these Charters.
- 3. The opinion ballot must contain the following main contents:
 - a) Name, registered office address, enterprise code;

- b) Purpose of obtaining opinions;
 - c) Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder; number of shares of each class and number of voting rights of the shareholder;
 - d) Issues requiring a vote to be passed;
 - e) Voting options including "in favor," "unfavor," and "no opinion" for each issue;
 - f) Deadline for returning the completed ballots to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send their completed opinion ballots to the Company by mail, fax, or email, subject to the following regulations:
- a) If sent by mail, the completed opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The ballot sent to the Company must be enclosed in a sealed envelope, and no one may open it before the vote count;
 - b) If sent by fax or email, the opinion ballot sent to the Company must be kept confidential until the vote count;
 - c) Opinion ballots sent to the Company after the deadline specified in the ballot content, or that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Unsent ballots will be considered as not participating in the vote.
5. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:
- a) Name, registered office address, and business registration number;
 - b) Purpose and issues requiring a vote to pass the resolution;
 - c) Number of shareholders and total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;
 - d) Total number of votes in favor, against, and abstentions for each issue;
 - e) Issues passed and the corresponding percentage of votes in favor;
 - f) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

5. Members of the Board of Directors, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count report; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

6. The vote count report and resolution must be sent to shareholders within 15 days from the date of completion of the vote count. Sending the vote count report and resolution may be replaced by posting them on the Company's website within 24 hours from the time of completion of the vote count.

7. The completed ballots, vote count report, approved resolution, and related documents accompanying the ballots must all be kept at the Company's head office.

8. A resolution is adopted by written shareholder consultation if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and has the same value as a resolution adopted at a General Meeting of Shareholders.

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

1. Shareholders' General Meetings must be recorded in minutes and may be audio-recorded or recorded and stored electronically. Minutes must be in Vietnamese, and may also be in a foreign language, containing the following main contents:

- a) Name, registered office address, and business registration number;
- b) Time and place of the Shareholders' General Meeting;
- c) Meeting agenda and content;
- d) Full names of the chairperson and secretary;
- e) Summary of the meeting proceedings and opinions expressed at the Shareholders' General Meeting on each item on the agenda;
- f) Number of shareholders and total number of votes cast by shareholders attending the meeting, appendix listing registered shareholders, shareholder representatives attending the meeting with their respective shareholdings and votes;
- g) Total number of votes cast for each voting item, clearly stating the voting method, total number of valid, invalid, affirmative, and abstention votes. the corresponding percentage of the total number of votes cast by shareholders present at the meeting;
- h) Issues approved and the corresponding percentage of votes cast;
- i) Full name and signature of the chairperson and secretary. If 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 present at the meeting and contain all the content as stipulated in this clause. The minutes shall clearly state the chairperson's or secretary's refusal to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' content.

3. Minutes prepared in Vietnamese and a foreign language have equal legal validity. In case of discrepancies in content between the minutes in Vietnamese and the minutes in a foreign language, the content in the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice 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 annulment of a Shareholders' General Meeting Resolution

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's charter, except for the cases specified in Clause 3, Article 21 of this charter.
2. The content of the resolution violates the law or this charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination and election of members of the Board of Directors

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening 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 provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, 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 that must be published includes:

- a) Full name, date of birth;
- b) Professional qualifications;

- c) Work experience;
 - d) Other management positions (including positions on the Board of Directors of other companies);
 - e) Interests related to the Company and its related parties;
 - e) Other information (if any) as stipulated in the company's charter;
 - g) Public companies are responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and related interests in the company of the candidate for the Board of Directors.
2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares, or a smaller percentage as stipulated in the company's charter, have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the company's charter.
3. If 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 additional candidates or nominate organizations in accordance with the company's charter, internal regulations on corporate governance, and the operating regulations of the Board of Directors. The nomination 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 stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law and the company's charter.

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

1. The Board of Directors shall consist of 06 members.
2. The term of office for a member of the Board of Directors shall not exceed 5 years and they 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 2 consecutive terms. If all members of the Board of Directors complete their terms at the same time, they 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 shall be as follows:
The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The company shall minimize the number of Board members who also hold

executive positions in the company to ensure the independence of the Board of Directors.

4. A member of the Board of Directors loses their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.

5. The appointment of a member 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 do not necessarily have to be shareholders of the Company.

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

- a) Deciding on the Company's strategy, medium-term development plan, and annual business plan;
- b) Proposing the types of shares and the total number of shares authorized for sale of each type;
- c) Deciding on the sale of unsold shares within the scope of the number of shares authorized for sale of each type; deciding on raising additional capital through other forms;
- d) Deciding on the selling price of the Company's shares and bonds;
- e) Deciding on the repurchase of shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;
- e) Deciding on investment plans and investment projects within the authority and limits prescribed by law;
- g) Deciding on solutions for market development, marketing, and technology;
- h) Approving 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 company's most recent financial statement, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the 2020 Enterprise Law No. 59/2020/QH14;

- i) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the General Director and other key managers as stipulated in the company's charter; deciding on the salaries, remuneration, bonuses, and other benefits of those managers;
- k) Appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;
- l) Supervising and directing the General Director and other managers in the daily operation of the Company's business;
- m) Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- n) Approving the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;
- n) Submitting the audited annual financial statements to the General Meeting of Shareholders;
- o) Proposing the dividend rate to be paid; deciding on the time and procedures for paying dividends or handling losses incurred during business operations;
- p) Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;
- q) Decisions on the promulgation of the Board of Directors' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; decisions on the promulgation of the operating regulations of the Audit Committee under the Board of Directors, and regulations on information disclosure of the company;
- s) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal provisions, and the company's charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of its operations as prescribed in Article 280 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

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 performance.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member based on mutual agreement. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.
3. The 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, is presented 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 duties outside the normal scope of a Board member's duties, may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit sharing, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in 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.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the company's Articles of Incorporation.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.
2. The Chairman of the Board of Directors may not also hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a) To prepare the program and plan of activities for the Board of Directors;
 - b) To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
 - c) To organize the adoption of resolutions and decisions of the Board of Directors;
 - d) To supervise the implementation of resolutions and decisions of the Board of Directors;

- e) To chair the General Meeting of Shareholders;
 - f) Other rights and obligations as prescribed by the Enterprise Law.
4. If the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or dismissal/removal.
5. If the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In the absence of an authorized representative, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or performing a certain job, the remaining members shall elect one of them to serve as Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall elect by majority vote to choose one of them to convene the Board of Directors meeting.
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a Board of Directors meeting in the following cases:
- a) Upon the proposal of the Supervisory Board or an independent member of the Board of Directors;
 - b) Upon the proposal of the General Director or at least 5 other managers;
 - c) Upon the proposal of at least 2 members of the Board of Directors.
4. The proposal stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions within 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 7 working days from the date of receiving the proposal stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be liable for any damages incurred by the Company; the person making the proposal has the right to replace the Chairman of the Board of Directors in convening the meeting.

6. The Chairman of the Board of Directors or the person convening the meeting must send a notice of meeting at least 3 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

The notice of the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means, or other methods as stipulated in the company's charter, ensuring that it reaches the contact address of each Board member registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of the meeting and accompanying documents to the members of the Supervisory Board as with the members of the Board of Directors.

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

8. A Board of Directors meeting shall be held when at least 3/4 of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within 7 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the Board of Directors are present.

9. Members of the Board of Directors are considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote on their behalf as stipulated in Clause 11 of this Article;
- c) Attending and voting through online conferencing, electronic voting, or other electronic means;
- d) Sending ballots to the meeting via mail, fax, or email.

10. In the case of sending ballots to the meeting via mail, the ballots must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. Ballots may only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. Members may authorize another person to attend and vote on their behalf if approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members in each subcommittee is determined by the Board of Directors and must be at least three, including members of the Board of Directors and external members. The subcommittee's activities must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of members present and voting on them at the subcommittee meeting are present.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with current legal regulations and the provisions of the company's charter and internal regulations on corporate governance.

Article 32. Person in charge of corporate governance

1. The Company's Board of Directors must appoint at least one person in charge of corporate governance to support corporate governance within the enterprise. The person in charge of corporate governance may also serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of corporate governance may not simultaneously work for an approved auditing firm that is auditing the Company's financial statements.

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

a) Advising the Board of Directors on organizing the General Meeting of Shareholders as prescribed and on related matters between the Company and shareholders;

b) Preparing for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

c) Advising on the procedures of the meetings;

d) Attending the meetings;

d) Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

- e) Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
- g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
- h) Acting as the point of contact with relevant stakeholders;
- i) Maintaining confidentiality of information in accordance with legal regulations and the Company's Charter;
- k) Other rights and obligations as prescribed by law.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organizational Structure

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

Article 34. Company Managers

1. The company's executive staff includes the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the company's charter.
2. Upon the General Director's recommendation and with the approval of the Board of Directors, the company may recruit other executives in a number and according to standards consistent with the company's structure and management regulations as stipulated by the Board of Directors. Executives are responsible for supporting the company in achieving its operational and organizational goals.
3. The General Director receives a salary and bonuses. The General Director's salary and bonuses are determined by the Board of Directors.
4. Executive salaries are included in the company's business expenses in accordance with the law on corporate income tax, are presented 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 35. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors appoints one member of the Board of Directors or hires another person to serve as the General Director.

2. The General Director is responsible for managing the Company's daily business operations; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 5 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions stipulated by law and the Company's Charter.

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

a) Deciding on matters related to the Company's daily business operations that are not within the authority of the Board of Directors;

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

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

d) Proposing organizational structure and internal management regulations for the Company;

e) Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the Board of Directors;

f) Deciding on salaries and other benefits for employees in the Company, including managers appointed by the General Director;

g) Recruiting employees;

h) Proposing dividend payment plans or handling business losses;

i) Other rights and obligations as prescribed by law.

5. The Board of Directors may dismiss the General Director when a majority of the Board members with voting rights present at the meeting approve and appoint a new General Director to replace him.

IX. SUPERVISORY BOARD

Article 36. Nomination and candidacy of members of the Supervisory Board (Supervisors)

1. The nomination and election of members of the Supervisory Board shall be conducted in accordance with the provisions of Clauses 1 and 2 of Article 25 of this Charter.

2. If the number of candidates for the Supervisory Board through nomination and election is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the company's Charter, internal regulations on corporate governance, and the Supervisory Board's operating regulations. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

Article 37. Composition of the Supervisory Board

1. The Company's Supervisory Board consists of 3 members. The term of office for a Supervisory Board member shall not exceed 5 years and they may be re-elected for an unlimited number of terms.

2. Supervisory Board members must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall under the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an independent auditing firm that audited the Company's financial statements for the three consecutive years prior to the appointment.

3. Supervisory Board members shall be dismissed in the following cases:

- a) No longer meeting the standards and conditions for membership in the Supervisory Board as stipulated in Clause 2 of this Article;
- b) Submitting a resignation letter and having it accepted.

4. Supervisory Board members shall be removed from office in the following cases:

- a) Failing to complete assigned tasks and duties;
- b) Failure to exercise one's rights and obligations for six consecutive months, except in cases of force majeure;
- c) Repeated and serious violations of the obligations of a member of the Supervisory Board as stipulated in the Enterprise Law and the company's charter;
- d) Other cases as decided by the General Meeting of Shareholders.

Article 38. Head of the Supervisory Board

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are based on a majority vote. More than half of the members of the Supervisory Board must be residents of Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.

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

- a) Convene meetings of the Supervisory Board;
- b) Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c) Prepare and sign the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Supervisory Board

The Supervisory Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders the approval of the list of auditing organizations approved to audit the Company's financial statements; to decide on the auditing organization approved to conduct the Company's operational inspection, and to dismiss approved auditors when deemed necessary.
2. To be responsible to shareholders for its supervisory activities.
3. To supervise the Company's financial situation and the compliance with the law in the activities of the members of the Board of Directors, the General Director, and other managers.
4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
5. In case of discovering any violations of the law or the company's charter by members of the Board of Directors, the General Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and take measures to remedy the consequences.
6. Develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. Report to the General Meeting of Shareholders as stipulated in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.
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. Has the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company.
10. Other rights and obligations as stipulated by law and this Charter.

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members in attendance. Minutes of the Supervisory Board meetings must be detailed and clear. The person recording the minutes and all attending Supervisory Board

members must sign the meeting minutes. Minutes of Supervisory Board meetings must be retained to determine the responsibilities of each Supervisory Board member.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.

Article 41. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board

The salaries, remuneration, bonuses, and other benefits of the members of the Supervisory Board shall be implemented according to the following regulations:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Supervisory Board shall be included in the business expenses of the Company in accordance with the law on corporate income tax, other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

X. RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORY BOARD MEMBERS, DIRECTOR (CEO), AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in good faith and with due diligence for the benefit of the Company.

Article 42. Responsibility for honesty and avoiding conflicts of interest

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

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

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the public company holds a controlling stake of 50% or more of the charter capital, and those entities themselves or their related parties, as stipulated by law. For the aforementioned 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 are not allowed to vote on transactions that benefit that member or their related parties as stipulated in the Enterprise Law and the company's charter.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related parties are not allowed to use or disclose internal information to others to carry out related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these entities shall not be invalidated in the following cases:

a) For transactions with a value less than or equal to 35% of the total value of assets recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members who have no related interests;

b) For transactions exceeding 35% or transactions resulting in a transaction value of 35% or more of the total asset value recorded in the most recent financial statement within 12 months from the date of the first transaction, the significant details of the transaction, as well as the relationship and interests of the Board of Directors, Supervisory Board members, General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without an vested interest.

Article 43. Liability for damages and compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their duties and responsibilities of honesty and diligence, or fail to fulfill their obligations, shall be liable for damages caused by their violations.

2. The Company shall compensate individuals who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases initiated by the Company) if such individuals have been or are members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company who have performed their duties under the Company's authorization, acting honestly and diligently in the Company's best interests in compliance with the law, and there is no evidence to confirm that they have violated their responsibilities.

3. Compensation costs include judgment fees, fines, and actual payments (including attorney fees) incurred in resolving these cases within the legal framework. The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

XI. RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING

Article 44. Right to Examin Company Records and Accounting Documents

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

a) Ordinary shareholders have the right to review, search, and extract information about their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, search, 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 5% or more of the total number of ordinary shares have the right to review, search, and extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests access to the company's books and records, they must include a letter of authorization from the shareholder or group of shareholders they represent, or a notarized copy of that authorization.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the right to access the Company's shareholder register, shareholder list, books, and other records for purposes related to their positions, provided that this information is kept confidential.

4. The company must keep these Articles of Association and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, 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 Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at its 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 Articles of Association must be published on the company's website.

XII. WORKERS AND TRADE UNIONS

Article 45. Workers and Trade Unions

1. The General Director shall prepare a plan for the Board of Directors to approve matters relating to recruitment, termination of employment, wages, social insurance, benefits, rewards and disciplinary actions for employees and business executives.

2. The General Director shall prepare a plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders decides the amount and form of annual dividend payments from the Company's retained earnings.

2. The Company does not pay interest on dividend payments or payments related to a particular stock.

3. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors is the body responsible for implementing this decision.

4. In the case of dividends or other payments related to a particular stock being paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not liable for the amount transferred to that shareholder. Dividend payments for shares listed/registered for trading on the stock exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution or decision to determine a specific date for closing 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 matters related to profit distribution shall be carried out in accordance with the provisions of the law.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 47. Bank Accounts

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

2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in accordance with the law.

3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

Article 48. Financial Year

The Company's financial year begins on January 1st of each year and ends on December 31st of each year. The first financial year begins on the date of issuance of the Business Registration Certificate and ends on December 31st, 2013.

Article 49. Accounting System

1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system issued and approved by the competent authority.

2. The Company prepares accounting books in Vietnamese and maintains accounting records in accordance with accounting laws and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses the Vietnamese Dong as the currency in its accounting. If a company's economic transactions are primarily conducted in a single foreign currency, it may choose that currency as its accounting unit, is legally responsible for that choice, and must notify the relevant tax authority.

XV. FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 50. Annual, semi-annual and quarterly financial reports

1. The company must prepare annual financial statements, and these statements must be audited in accordance with the law. The company must publish the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.
2. The annual financial statements must include all reports, appendices, and explanatory notes as prescribed by law on corporate accounting. The annual financial statements must truthfully and objectively reflect the company's operations.
3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

Article 51. Annual Report

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

XVI. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company's financial statements shall attend the General Meeting of Shareholders and shall have the right to receive notices and other information related to the General Meeting of Shareholders and to express their opinion at the meeting on matters related to the audit of the Company's financial statements.

XVII. ENTERPRISE SEAL

Article 53. Enterprise Seal

1. The seal includes seals made at a seal-making facility or seals in the form of digital signatures as prescribed by law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director use and manage the seals in accordance with current laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the company

1. A company may be dissolved in the following cases:

- a) Upon the expiration of the operating period stipulated in the company's charter without a decision to extend it;
- b) By resolution or decision of the General Meeting of Shareholders;
- c) Upon revocation of the Business Registration Certificate, except as otherwise provided by the Law on Tax Administration;
- d) Other cases as prescribed by law.

2. The early dissolution of the company (including any extended period) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 55. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least 7 months before the end of the operating period so that shareholders can vote on extending the Company's operating period as proposed by the Board of Directors.

2. The operating period shall be extended when shareholders representing 65% or more of the total voting rights of all shareholders present at the General Meeting of Shareholders approve the extension.

Article 56. Liquidation

1. At least six months before the end of the Company's operating term or after the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three members, of which two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be prioritized for payment by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting its establishment date and commencement date to the Business Registration Authority. From that date onwards, the Liquidation Committee shall represent the Company in all matters related to the Company's liquidation before the Courts and administrative agencies.

3. The proceeds from the liquidation shall be paid in the following order:

- a) Liquidation costs;

- b) Salaries, severance pay, social insurance, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;
- c) Taxes;
- d) Other debts of the Company;
- e) The remaining amount after all debts from (a) to (d) above have been paid shall be distributed to shareholders. Preferred shares shall be given priority in payment.

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 57. Resolution of internal disputes

1. In the event of disputes or complaints arising from the Company's operations, the rights and obligations of shareholders as stipulated in the Enterprise Law, the Company Charter, other legal regulations, or agreements between:

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

The parties involved shall endeavor to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and request each party to present relevant information within 30 working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board of Directors, either party may request the appointment of an independent expert to act as a mediator in the dispute resolution process.

2. If a settlement is not reached within six weeks of the start of the mediation process, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to arbitration or court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of court costs shall be made according to the court's judgment.

XX. SUPPLEMENTS AND AMENDMENTS TO THE STATUTES

Article 58. Company Charter

1. Amendments and additions to these Charters must be considered and decided by the General Meeting of Shareholders.

2. In cases where the law provides provisions related to the Company's operations not mentioned in these Charters, or where new legal provisions differ from the provisions in these Charters, those provisions shall apply to govern the Company's operations.

XXI. EFFECTIVE DATE

Article 59. Effective Date

1. This Charter, comprising 21 sections and 59 articles, was unanimously approved by the General Meeting of Shareholders of Tri Viet Education Group Joint Stock Company on April 28, 2022, at the Company's Head Office.

The Charter will be updated and amended at the following times:

- Unanimously approved by the Extraordinary General Meeting of Shareholders of Tri Viet Education Group Joint Stock Company in 2023 on August 25, 2023, at the Company's Head Office.
- Unanimously approved by the Extraordinary General Meeting of Shareholders of Tri Viet Education Group Joint Stock Company in 2024 on February 2, 2024, at the Company's Head Office.
- Unanimously approved by the Annual General Meeting of Shareholders of Tri Viet Education Group Joint Stock Company in 2024 on April 26, 2024, at the Company's Head Office.
- The Annual General Meeting of Shareholders of Tri Viet Education Group Joint Stock Company in 2025 unanimously approved this Charter on April 25, 2025 at the Company's Head Office.
- The Annual General Meeting of Shareholders of Tri Viet Education Group Joint Stock Company in 2026 unanimously approved this Charter on April 28, 2026 at the Company's Head Office.
- The Extraordinary General Meeting of Shareholders of Tri Viet Education Group Joint Stock Company in 2026 unanimously approved the plan on July 15, 2026 at the Company Headquarters.

This Charter takes effect from July 15, 2026.

2. This Charter is the only and official Charter of the Company and is kept at the Company's head office.

3. Copies of the Company Charter or extracts are valid when signed by 01 (One) of the Company's legal representatives.

Full name and signature of the legal representative or of the founding shareholders or of the authorized representative of the founding shareholders of the Company.

Hanoi, July 15, 2026

**LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF DIRECTORS**



VO THAI PHONG

**CÔNG TY
CỔ PHẦN
TẬP ĐOÀN
GIÁO DỤC
TRÍ VIỆT**

Digitally signed by CÔNG TY CỔ
PHẦN TẬP ĐOÀN GIÁO DỤC
TRÍ VIỆT
DN: C=VN, S=THÀNH PHỐ HÀ
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**APPENDIX 01: LIST OF FOUNDING SHAREHOLDERS AND THEIR
HOLDING PERCENTAGES AS OF JULY 15, 2026**

No	Name	ID Card Number/Busi- ness Registration Number	Address	Numbe- r of shares held	Ratio / Register- ed Capital (%)
1	Nguyen Truong Giang	100662430	Group 7, Phu Lam Ward, Ha Dong District, Hanoi City, Vietnam	-	-
2	Viet A Training Joint Stock Company – Representative: Duong Tran Duc	0102613608	No. 8, Alley 295/53, Bui Xuong Trach Street, Dinh Cong Ward, Hoang Mai District, Hanoi City	-	-
3	ARD Technology Research and Development Joint Stock Company – Representative: Pham Duc Thang	0105896707	No. 44, Block B, Nguyen Thi Dinh Street, Trung Hoa Ward, Cau Giay District, Hanoi	-	-
4	Vietnam Talent Training Joint Stock Company – Representative: Duong Tran Duc	0105287078	No. 44, Block B, Nguyen Thi Dinh Street, Trung Hoa Ward, Cau Giay District, Hanoi	-	-
	Total			-	-

Source: Tri Viet Education Group Joint Stock Company