

Gas City Investment Development Joint Stock- Company



ARTICLES OF ASSOCIATION



Hanoi, April 29, 2026

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PREAMBLE

These Articles of Association were adopted pursuant to Resolution No. 01/KĐT-NQĐHĐCĐ dated April 29, 2026 of the General Meeting of Shareholders.

I. DEFINITIONS OF TERMS USED IN THE ARTICLES OF ASSOCIATION

Article 1. Interpretation of Terms

1. In these Articles of Association, the following terms shall be construed as follows:

- a) "Charter Capital" means the aggregate par value of shares sold or registered for subscription upon establishment of the joint stock company and as prescribed in Article 6 of these Articles of Association;
- b) "Voting Capital" means share capital whose holders are entitled to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;
- c) "Law on Enterprises" means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) "Law on Securities" means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- đ) "Vietnam" means the Socialist Republic of Vietnam;
- e) "Date of Establishment" means the date on which the Company was first issued its Enterprise Registration Certificate (Business Registration Certificate or other document of equivalent legal validity);
- g) "Enterprise Executive" means the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant and other executives as prescribed in the Company's Articles of Association;
- h) "Enterprise Manager" means a manager of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the Director (General Director) and individuals holding other managerial positions as prescribed in the Company's Articles of Association;
- i) "Related Person" means an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;
- k) "Shareholder" means an individual or organization that owns at least one share in the joint stock company;
- l) "Founding Shareholder" means a shareholder that owns at least one ordinary share and whose name and signature appear on the list of founding shareholders of the joint stock company;
- m) "Major Shareholder" means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
- n) "Term of Operation" means the duration of the Company's operation as prescribed in Article 2 of these Articles of Association and any extension thereof, if applicable, as approved by the General Meeting of Shareholders of the Company;
- o) "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries.

2. In these Articles of Association, references to one or more provisions or other documents shall include any amendments or supplements thereto and any documents replacing them.

3. The headings of sections and articles in these Articles of Association are used for ease of reference only and shall not affect the substance or interpretation of these Articles of Association.

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

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

1. Name of the Company:

- Name of the Company in Vietnamese: CÔNG TY CỔ PHẦN ĐẦU TƯ PHÁT TRIỂN GAS ĐÔ THỊ
- Name of the Company in a foreign language: GAS CITY INVESTMENT DEVELOPMENT JOINT STOCK COMPANY
- Abbreviated name of the Company: GAS CITY

2. The Company is a joint stock company having legal person status in accordance with the prevailing laws of Vietnam.

The Company's registered head office:

- Head office address: 4th Floor, No. 167 Trung Kinh Street, Yen Hoa Ward, Hanoi, Vietnam
- Telephone: 024.37346848/37346858
- Fax: 024.37346838
- Email: info@gascity.com.vn
- Website: www.gascity.com.vn

3. The Company may establish branches and representative offices in its areas of business operations in order to achieve its operational objectives, in accordance with decisions of the Board of Directors and within the scope permitted by law.
4. Unless the Company's operation is terminated prior to the expiry of its term pursuant to Clause 2, Article 54 or its term of operation is extended pursuant to Article 55 of these Articles of Association, the Company shall have an indefinite term of operation from the Date of Establishment.
5. The Company's logo:



Article 3. Legal Representative of the Company

1. Company shall have one (01) legal representative, who shall be the Director.
2. The powers and obligations of the legal representative are prescribed in Articles 13 and 14 of the Law on Enterprises, Article 35 of these Articles of Association, and other applicable laws.

III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Operational Objectives of the Company

1. The Company's lines of business include:
 - Consultancy, design, investment, technology transfer, maintenance, repair and installation of machinery and equipment, and other services serving gas production and business activities;
 - Consultancy, preparation of investment projects, installation and operation of technological systems and equipment serving the supply and production of liquefied petroleum gas (LPG), liquefied natural gas (LNG), compressed natural gas (CNG), synthetic natural gas (SNG) and dimethyl ether (DME);
 - Trading and transportation, via pipeline networks, specialized tanker trucks and specialized trains, of liquefied petroleum gas (LPG), liquefied natural gas (LNG), compressed natural gas (CNG), synthetic natural gas (SNG) and dimethyl ether (DME); transportation of gas cylinders by truck;
 - Trading in supplies, equipment, chemicals and accessories for the gas industry; trading in machinery, equipment and spare parts for mining and construction machinery; and trading in raw materials and installation equipment used in construction;
 - Construction of warehouses, storage facilities and gas filling stations serving the trading of liquefied petroleum gas (LPG), liquefied natural gas (LNG), compressed natural gas (CNG), synthetic natural gas (SNG) and dimethyl ether (DME);
 - Construction of civil and industrial works; technology transfer, maintenance, repair and installation of machinery and equipment serving the production and trading of liquefied petroleum gas (LPG), liquefied natural gas (LNG), compressed natural gas (CNG), synthetic natural gas (SNG) and dimethyl ether (DME);
 - Commercial brokerage;
 - Acting as an agent for the purchase, sale and consignment of goods;



- Training workers for the gas industry (operations may only commence after obtaining permission from the competent state authority);
- Real estate business;
- Provision of real estate services, including brokerage, valuation, consultancy, auction, advertising and property management (excluding land and housing brokerage activities);
- Trading in equipment for converting gasoline- and diesel-powered systems to LPG, CNG or LNG;
- Consultancy, construction, installation and supply of equipment for air-conditioning, electrical, water supply and drainage, elevator, interior and exterior decoration, and fire prevention and firefighting systems;
- Construction, installation, investment and operation of LPG supply systems and equipment for urban areas and industrial parks;
- Design of civil and industrial works;
- Design and installation of equipment and technology for gas systems in construction works;
- Supervision of the construction and completion of civil and industrial works;
- Consultancy and design activities in the fields of electricity, water, heating and refrigeration;
- Consultancy on technology and technical transfer in the fields of electricity, water, heating and refrigeration;
- Repair of machinery and equipment;
- Repair of electronic and optical equipment;
- Repair of electrical machinery and equipment;
- Repair of water supply, heating and refrigeration equipment;
- Wholesale of machinery, equipment, raw materials, supplies and accessories in the fields of electricity, water supply, heating and refrigeration;
- Installation of electrical systems;
- Installation of water supply and drainage systems, heating systems and air-conditioning systems;
- Installation of elevators and escalators;
- Installation of automatic doors;
- Installation of lighting systems;
- Installation of dust extraction systems;
- Installation of equipment systems used for entertainment and recreational activities;
- Import and export of goods traded by the Company;
- Production and distribution of steam, hot water and air conditioning, and production of ice;
- Manufacture of gas and distribution of gaseous fuels through pipelines;
- Generation, transmission and distribution of electricity; and
- General wholesale trade.

2. The Company's operational objectives are:

- To maximize profits;
- To continuously enhance the interests of shareholders;
- To develop the Company into an increasingly strong enterprise and contribute to the State Budget; and
- To create employment and improve the income and well-being of employees.

Article 5. Business Scope and Operations of the Company

1. The Company may conduct business activities in the lines of business prescribed in these Articles of Association that have been registered, for which changes to enterprise registration information have been notified to the business registration authority, and which have been published on the National Business Registration Portal.
2. The Company may conduct business activities in other sectors permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

1. The Charter Capital of the Company is VND 188,700,000,000 (in words: One hundred eighty-eight billion seven hundred million Vietnamese dong). The Company's total Charter Capital is divided into 18,870,000 shares with a par value of VND 10,000 per share.
2. The Company may change its Charter Capital subject to approval by the General Meeting of Shareholders and compliance with applicable laws.
3. All shares of the Company as at the date of adoption of these Articles of Association are ordinary shares. The rights and obligations of shareholders holding each class of shares are prescribed in Articles 12 and 13 of these Articles of Association.
4. The Company may issue other classes of preference shares subject to approval by the General Meeting of Shareholders and compliance with applicable laws.
5. Ordinary shares shall be offered on a priority basis to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not fully subscribed for by existing shareholders shall be dealt with as decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons on terms no more favourable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or unless the shares are sold by auction through the Stock Exchange.
6. The Company may repurchase shares issued by the Company in the manners prescribed in these Articles of Association and under applicable laws. Shares repurchased by the Company shall constitute treasury shares and may be offered for sale by the Board of Directors in a manner consistent with these Articles of Association, the Law on Securities and relevant implementing regulations.
7. The Company may issue other types of securities subject to approval by the General Meeting of Shareholders and compliance with applicable laws.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.
2. A share is a type of security certifying its holder's lawful rights and interests in respect of a portion of the share capital of the issuing organization. A share certificate must contain all particulars prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within thirty (30) days from the date of submission of a complete application for the transfer of share ownership in accordance with the Company's regulations, or within two (02) months from the date of full payment for the purchase of shares in accordance with the Company's share issuance plan, or within another period prescribed in the terms of issuance, the holder of such shares shall be issued a share certificate. The shareholder shall not be required to pay the Company the cost of printing the share certificate.
4. Where a share certificate is lost, damaged or otherwise destroyed, the Company shall, at the request of the relevant shareholder, issue a replacement share certificate. The shareholder's request must include the following:
 - a. A declaration that the share certificate has been lost, damaged or otherwise destroyed; where it has been lost, an undertaking that the shareholder has conducted a thorough search and, if the certificate is subsequently found, will return it to the Company for destruction;
 - b. An undertaking to assume responsibility for any dispute arising from the issuance of the replacement share certificate.

Article 8. Other Securities Certificates

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

Article 9. Transfer of Shares

1. All shares may be freely transferred, except where otherwise prescribed by these Articles of Association or by law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid for may not be transferred, and the holders thereof shall not be entitled to related benefits, including the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the pre-emptive right to purchase newly offered shares, and other rights and benefits prescribed by law.

Article 10. Recovery of Shares (Applicable upon Enterprise Registration)

1. Where a shareholder fails to make full and timely payment for subscribed shares, the Board of Directors shall issue a notice and shall have the right to require such shareholder to pay the outstanding amount. The shareholder shall remain liable, in proportion to the aggregate par value of the shares subscribed for, for the Company's financial obligations arising from the failure to make full payment.
2. The payment notice referred to above must specify a new payment deadline, which shall be at least seven (07) days from the date on which the notice is sent, and the place of payment. The notice must also clearly state that, in the event of failure to make payment as required, the unpaid shares shall be recovered.
3. The Board of Directors shall have the right to recover shares that have not been fully paid for if the requirements specified in the notices referred to above are not fulfilled.
4. Recovered shares shall be deemed shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or redistribute, or authorize the sale or redistribution of, such shares on such terms and in such manner as it considers appropriate.
5. A shareholder holding recovered shares shall cease to have shareholder status in respect of those shares but shall remain liable, in proportion to the aggregate par value of the shares subscribed for, for the Company's financial obligations arising at the time of recovery pursuant to the decision of the Board of Directors, from the date of recovery until payment is made. The Board of Directors shall have full authority to decide whether to enforce payment of the entire value of the shares as at the time of recovery.
6. A recovery notice shall be sent to the holder of the shares to be recovered before the time of recovery. The recovery shall remain valid notwithstanding any error or omission in the delivery of such notice.

V. ORGANIZATIONAL, GOVERNANCE AND SUPERVISORY STRUCTURE

Article 11. Organizational, Governance and Supervisory Structure

The organizational, governance and supervisory structure of the Company comprises:

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Shareholders are the owners of the Company and shall have rights and obligations corresponding to the number and class of shares they own. Shareholders shall only be liable for the debts and other property obligations of the Company to the extent of the capital contributed to the Company.
2. Ordinary shareholders shall have the following rights:
 - a. To attend and speak at General Meetings of Shareholders and exercise voting rights directly, through an authorized representative or by another method prescribed in the Company's Articles of Association or by law. Each ordinary share shall carry one vote;
 - b. To receive dividends at the rate decided by the General Meeting of Shareholders;

- c. To have the pre-emptive right to purchase newly issued shares in proportion to their respective holdings of ordinary shares in the Company;
 - d. To freely transfer their shares to other persons, except in the cases prescribed in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
 - e. To inspect, examine and extract information concerning their names and contact addresses from the list of shareholders with voting rights and to request correction of their inaccurate information;
 - f. To inspect, examine, extract or make copies of the Company's Articles of Association, the book of minutes of General Meetings of Shareholders and resolutions of the General Meeting of Shareholders;
 - g. Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company after the Company has made payments to its creditors and shareholders holding other classes of shares in accordance with law;
 - h. To request the Company to repurchase their shares in the circumstances prescribed in Article 132 of the Law on Enterprises;
 - i. To be treated equally. Each share of the same class shall confer equal rights, obligations and benefits upon its holder. Where the Company has classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j. Other rights prescribed by law and these Articles of Association.
3. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:
- a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b. To inspect, examine and extract the book of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to the Company's trade secrets and business secrets;
 - c. To request the Board of Supervisors to inspect specific matters relating to the management and administration of the Company's operations where deemed necessary. Such request must be made in writing and contain the following particulars: full name, contact address, nationality and legal identification document number of each individual shareholder; name, enterprise registration number or legal document number and head-office address of each institutional shareholder; number of shares held and date of share registration of each shareholder; aggregate number of shares held by the group of shareholders and its ownership percentage in the Company's total shares; the matter to be inspected and the purpose of the inspection;
 - d. To propose matters for inclusion in the agenda of a General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than three (03) working days before the opening date of the meeting, unless another time limit is prescribed in the Company's Articles of Association. The proposal must clearly state the shareholder's name, the number of shares of each class held by the shareholder and the matter proposed for inclusion in the meeting agenda;
 - e. Other rights prescribed by law and these Articles of Association.
4. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors. Such nominations shall be conducted as follows:
- a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting of the formation of such group before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Directors and the Board of Supervisors, a shareholder or group of shareholders prescribed in this Clause shall be entitled to nominate one or more candidates to the Board of Directors and the Board of Supervisors, as decided by the General Meeting of Shareholders. Where the number of candidates nominated by such shareholder or group of shareholders is lower than the number they are entitled to nominate

pursuant to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To make full and timely payment for the shares they have undertaken to purchase.
2. Not to withdraw capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or another person. Where a shareholder withdraws part or all of the contributed share capital contrary to this Clause, such shareholder and persons having related interests in the Company shall be jointly and severally liable for the debts and other property obligations of the Company to the extent of the value of the withdrawn shares and any resulting losses.
3. To comply with the Company's Articles of Association and internal regulations.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain the confidentiality of information provided by the Company in accordance with the Company's Articles of Association and the law; to use such information solely for exercising and protecting their lawful rights and interests; and not to disseminate, copy or send information provided by the Company to other organizations or individuals.
6. To attend General Meetings of Shareholders and exercise voting rights by any of the following methods:
 - 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 via online conferencing, electronic voting or another electronic method;
 - d. Sending voting ballots to the meeting by post, fax or email.
7. To bear personal liability when acting in the name of the Company in any manner to carry out any of the following acts:
 - a. Violating the law;
 - b. Conducting business or other transactions for personal gain or for the benefit of another organization or individual;
 - c. Paying debts that have not yet become due where the Company is exposed to financial risks.
8. To fulfil other obligations prescribed by applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders shall comprise all shareholders with voting rights and shall be the highest decision-making body of the Company. The annual General Meeting of Shareholders shall be held once a year within four (04) months from the end of the financial year. Where necessary, the Board of Directors may decide to extend the time limit for holding the annual General Meeting of Shareholders, but not beyond six (06) months from the end of the financial year. In addition to the annual meeting, extraordinary General Meetings of Shareholders may be held. The venue of a General Meeting of Shareholders shall be the place where the chairperson attends the meeting and must be located within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide matters prescribed by law and the Company's Articles of Association and, in particular, approve the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualifications, an adverse audit opinion or a disclaimer of opinion, the Company must invite a representative of the approved audit firm that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be 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 any of the following circumstances:
 - a. Where the Board of Directors deems it necessary in the interests of the Company;
 - b. Where the remaining number of members of the Board of Directors or the Board of Supervisors is lower than the minimum number prescribed by law;

- c. At the request of a shareholder or group of shareholders prescribed in Clause 2, Article 115 of the Law on Enterprises. A request to convene a General Meeting of Shareholders must be made in writing, clearly state the reasons and purposes of the meeting, and bear all signatures of the relevant shareholders; alternatively, the request may be prepared in multiple counterparts which collectively bear all signatures of the relevant shareholders;
 - d. At the request of the Board of Supervisors;
 - e. In other circumstances prescribed by law and these Articles of Association.
4. Convening an extraordinary General Meeting of Shareholders:
- a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the remaining number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors falls below the minimum number prescribed by law, as specified at Point b, Clause 3 of this Article, or from the date of receipt of a request from a shareholder, group of shareholders or the Board of Supervisors as specified at Points c and d, Clause 3 of this Article;
 - b. Where the Board of Directors fails to convene a General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, the Board of Supervisors shall, within the following thirty (30) days, convene the General Meeting of Shareholders in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;
 - c. Where the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed at Point c, Clause 3 of this Article shall have the right to request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.
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 and conducting the meeting and adopting decisions of the General Meeting of Shareholders. All costs of convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses;
 - d. The procedures for organizing a General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

1. The General Meeting of Shareholders shall have the following rights and obligations:
- a. To approve the Company's development orientation;
 - b. To decide on the classes of shares and the total number of shares of each class authorized for offering and to decide the annual dividend rate for each class of shares;
 - c. To elect, dismiss and remove members of the Board of Directors and members of the Board of Supervisors;
 - d. To decide on investments or sales of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial statements;
 - e. To decide on amendments and supplements to the Company's Articles of Association;
 - f. To approve the annual financial statements;
 - g. To decide on the repurchase of more than ten percent (10%) of the total number of sold shares of each class;
 - h. To consider and deal with violations committed by members of the Board of Directors or members of the Board of Supervisors that cause losses to the Company and its shareholders;
 - i. To decide on the reorganization or dissolution of the Company;
 - j. To decide on the budget or total amount of remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
 - k. To approve the Internal Regulations on Corporate Governance and the Operational Regulations of the Board of Directors and the Board of Supervisors;

- l. To approve the list of approved audit firms; to select an approved audit firm to inspect the Company's operations; and to dismiss an approved auditor where deemed necessary;
- m. Other rights and obligations 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 report of the Board of Directors on corporate governance and the performance of the Board of Directors and each member thereof;
 - d. The report of the Board of Supervisors on the Company's business performance and the performance of the Board of Directors and the Director;
 - e. The self-assessment report on the performance of the Board of Supervisors and each member thereof;
 - f. The dividend payable on each share of each class;
 - g. The number of members of the Board of Directors and the Board of Supervisors;
 - h. The election, dismissal, removal and replacement of members of the Board of Directors and the Board of Supervisors;
 - i. The budget or total amount of remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
 - j. Approval of the list of approved audit firms and selection of an approved audit firm to inspect the Company's operations where deemed necessary;
 - k. Additions and amendments to the Company's Articles of Association;
 - l. The classes and number of newly issued shares of each class and the transfer of shares by founding shareholders within the first three (03) years from the Date of Establishment;
 - m. The division, separation, consolidation, merger or conversion of the Company;
 - n. The reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
 - o. Investments or sales of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial statements;
 - p. The repurchase of more than ten percent (10%) of the total number of sold shares of each class;
 - q. Contracts or transactions entered into by the Company with the persons prescribed in Clause 1, Article 167 of the Law on Enterprises, where the value thereof is equal to or greater than thirty-five percent (35%) of the total asset value of the Company recorded in its most recent financial statements;
 - r. Approval of the transactions prescribed in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
 - s. Approval of the Internal Regulations on Corporate Governance, the Operational Regulations of the Board of Directors and the Operational Regulations of the Board of Supervisors;
 - t. Other matters prescribed by law and these Articles of Association.
3. The General Meeting of Shareholders shall discuss and approve the matters prescribed in Clause 3, Article 139 of the Law on Enterprises.
4. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

Article 16. Authorization to Attend General Meetings of Shareholders

1. A shareholder or the authorized representative of an institutional shareholder may directly attend a meeting, authorize one or more other individuals or organizations to attend the meeting, or attend the meeting by one of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. Authorization of an individual or organization to attend a General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The instrument of authorization shall be prepared in accordance with civil law and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares covered by the authorization, the contents and scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

A person authorized to attend a General Meeting of Shareholders must submit the instrument of authorization when registering to attend the meeting. In the case of sub-authorization, the attendee must also present the original instrument of authorization issued by the shareholder or by the authorized representative of the institutional shareholder, unless it has already been registered with the Company.

3. A vote cast by an authorized attendee within the scope of authorization shall remain valid upon the occurrence of any of the following events, except where:
 - a. The authorizing person has died, has restricted civil act capacity or has lost civil act capacity;
 - b. The authorizing person has revoked the authorization;
 - c. The authorizing person has revoked the authority of the person carrying out the authorization.This Clause shall not apply where the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the reconvened meeting commences.

Article 17. Changes to Rights

1. Any change to or cancellation of special rights attached to a class of preference shares shall take effect when approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders concerning a matter that adversely changes the rights and obligations of holders of preference shares may only be adopted if approved by attending holders of the same class of preference shares representing at least seventy-five percent (75%) of the total number of preference shares of that class or, where the resolution is adopted by collecting written opinions, by holders representing at least seventy-five percent (75%) of the total number of preference shares of that class.
2. A meeting of shareholders holding a particular class of preference shares convened to approve the aforementioned change of rights shall only be valid if attended by at least two (02) shareholders, or their authorized representatives, who collectively hold at least one-third (1/3) of the aggregate par value of the issued shares of that class. If the required quorum is not present, the meeting shall be reconvened within the following thirty (30) days, and the holders of shares of that class attending in person or through authorized representatives shall constitute the required quorum, irrespective of their number or the number of shares they hold. At such meetings, holders of preference shares attending in person or through their representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.
3. The procedures for conducting such separate meetings shall be similar to those prescribed in Articles 19, 20 and 21 of these Articles of Association.
4. Unless otherwise prescribed in the terms of issuance of the shares, the special rights attached to classes of shares carrying preferential rights in respect of some or all matters relating to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the circumstances prescribed in Clause 3, Article 14 of these Articles of Association.
2. The person convening a General Meeting of Shareholders must perform the following tasks:
 - a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date on which the notice of invitation is sent. The Company must disclose information regarding preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the record date;
 - b. Prepare the agenda and contents of the meeting;
 - c. Prepare meeting documents;
 - d. Prepare draft resolutions of the General Meeting of Shareholders corresponding to the proposed contents of the meeting;

- e. Determine the time and venue of the meeting;
 - f. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend;
 - g. Perform other tasks necessary for the meeting.
3. The notice of invitation to a General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to their contact addresses and shall concurrently be published on the Company's website and the websites of the State Securities Commission and the Stock Exchange on which the Company's shares are listed or registered for trading.
- The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders included in the list of shareholders entitled to attend no later than twenty-one (21) days before the opening date of the meeting, calculated from the date on which the notice is validly sent or dispatched.
- The agenda and documents relating to matters to be voted upon at the General Meeting of Shareholders shall be sent to shareholders and/or published on the Company's website. Where such documents are not enclosed with the notice of invitation, the notice must clearly specify the link through which shareholders may access all meeting documents, including:
- a. The meeting agenda and documents to be used at the meeting;
 - b. The list and detailed information of candidates where members of the Board of Directors or the Board of Supervisors are to be elected;
 - c. Voting ballots;
 - d. Draft resolutions for each matter on the meeting agenda.
4. A shareholder or group of shareholders prescribed in Clause 3, Article 12 of these Articles of Association shall have the right to propose matters for inclusion in the agenda of a General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than three (03) working days before the opening date of the meeting. The proposal must specify the shareholder's name, contact address and legal identification document in the case of an individual shareholder; enterprise registration particulars in the case of an institutional shareholder; the number of shares of each class held by the shareholder; and the matter proposed for inclusion in the meeting agenda.
5. The person convening the General Meeting of Shareholders may reject a proposal prescribed in Clause 4 of this Article in any of the following circumstances:
- a. The proposal is not submitted in accordance with Clause 4 of this Article;
 - b. At the time the proposal is made, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as prescribed in Clause 3, Article 12 of these Articles of Association;
 - c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
 - d. Other circumstances prescribed by law and these Articles of Association.
6. The person convening the General Meeting of Shareholders must accept and include a proposal prescribed in Clause 4 of this Article in the proposed agenda and contents of the meeting, except in the circumstances prescribed in Clause 5 of this Article. The proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for Conducting General Meetings of Shareholders

- 1. A General Meeting of Shareholders may be conducted where the attending shareholders represent more than fifty-one percent (51%) of the total voting rights.
- 2. Where the first meeting fails to satisfy the condition prescribed in Clause 1 of this Article, a notice of invitation to the second meeting shall be sent within thirty (30) days from the proposed date of the first meeting. The second General Meeting of Shareholders may be conducted where the attending shareholders represent at least thirty-three percent (33%) of the total voting rights.
- 3. Where the second meeting fails to satisfy the condition prescribed in Clause 2 of this Article, a notice of invitation to the third meeting must be sent within twenty (20) days from the proposed date of the second meeting. The third General Meeting of Shareholders may be conducted irrespective of the total number of voting rights represented by the attending shareholders.

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

1. Before the opening of a meeting, the Company must carry out shareholder registration procedures and shall continue registration until all shareholders entitled to attend who are present have been registered, in accordance with the following procedures:
 - a. Upon shareholder registration, the Company shall issue each shareholder or authorized representative entitled to vote a voting card specifying the registration number, full name of the shareholder, full name of the authorized representative and number of votes held by such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting options shall comprise "in favour," "against" and "no opinion." At the meeting, voting cards in favour of a resolution shall be collected first, followed by voting cards against the resolution; the total votes in favour and against shall then be counted to determine the result. The chairperson shall announce the vote-counting results immediately before the close of the meeting. At the proposal of the chairperson, the General Meeting of Shareholders shall elect persons responsible for counting or supervising the counting of votes. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the chairperson's proposal;
 - b. A shareholder, the authorized representative of an institutional shareholder or another authorized person arriving after the meeting has commenced shall be entitled to register immediately and thereafter participate and vote at the meeting. The chairperson shall not be required to suspend the meeting to enable a late-arriving shareholder to register, and the validity of matters voted upon before such registration shall remain unchanged.
2. The chairperson, secretary and vote-counting committee shall be elected or appointed as follows:
 - a. The Chairperson of the Board of Directors shall chair, or authorize another member of the Board of Directors to chair, a General Meeting of Shareholders convened by the Board of Directors. Where the Chairperson is absent or temporarily unable to perform his or her duties, the remaining members of the Board of Directors shall elect one of themselves as chairperson of the meeting by majority vote. If they are unable to elect a chairperson, the Head of the Board of Supervisors shall preside over the election by the General Meeting of Shareholders of a chairperson from among the attendees, and the person receiving the highest number of votes shall chair the meeting;
 - b. Except in the circumstances prescribed at Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the election by the General Meeting of Shareholders of a chairperson, and the person receiving the highest number of votes shall chair the meeting;
 - c. The chairperson shall appoint one or more persons to act as secretary of the meeting;
 - d. The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee at the proposal of the chairperson.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically allocate the time for each matter included therein.
4. The chairperson shall have 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 in a manner reflecting the wishes of the majority of attendees, including:
 - a. Arranging seating at the venue of the General Meeting of Shareholders;
 - b. Ensuring the safety of all persons present at the meeting venue;
 - c. Facilitating shareholders' attendance or continued attendance at the meeting. The person convening the General Meeting of Shareholders shall have full authority to modify the foregoing measures and apply all necessary measures. Such measures may include issuing admission passes or using other selection methods.
5. The person convening or chairing a General Meeting of Shareholders shall have the following rights:
 - a. To require all attendees to undergo inspection or other lawful and reasonable security measures;
 - b. To request a competent authority to maintain order at the meeting and to remove from the General Meeting of Shareholders any person who fails to comply with the chairperson's

- authority, intentionally disrupts order, obstructs the proper conduct of the meeting or fails to comply with security inspection requirements.
6. The chairperson may postpone a General Meeting of Shareholders for which a sufficient number of attendees have registered for no more than three (03) working days from the proposed opening date and may only postpone the meeting or change its venue in any of the following circumstances:
 - a. The meeting venue does not provide sufficient convenient seating for all attendees;
 - b. The communication facilities at the meeting venue do not enable attending shareholders to participate, discuss and vote;
 - c. An attendee obstructs or disrupts order, creating a risk that the meeting cannot be conducted fairly and lawfully.
 7. Where the chairperson postpones or suspends a General Meeting of Shareholders contrary to Clause 6 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the chairperson and conduct the meeting until its conclusion. All resolutions adopted at such meeting shall be valid and effective.
 8. Where the Company applies modern technology to conduct a General Meeting of Shareholders via online conferencing, the Company shall ensure that shareholders are able to attend and vote by electronic voting or another electronic method in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

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

1. A resolution concerning any of the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending the meeting:
 - a. Classes of shares and the total number of shares of each class;
 - b. Changes to the Company's lines and sectors of business;
 - c. Changes to the Company's organizational and management structure;
 - d. Investment projects or sales of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial statements;
 - e. Reorganization or dissolution of the Company.
2. Other resolutions shall be adopted if approved by shareholders representing at least fifty-one percent (51%) of the total voting rights of all shareholders attending the meeting, except in the circumstances prescribed in Clauses 1 and 3 of this Article.
3. Resolutions concerning the election of members of the Board of Directors and the Board of Supervisors must be adopted by cumulative voting in accordance with Clause 3, Article 148 of the Law on Enterprises.
4. A resolution adopted by collecting shareholders' written opinions shall be approved if shareholders holding more than fifty-one percent (51%) of the total voting rights of all shareholders entitled to vote vote in favour thereof.
5. Resolutions of the General Meeting of Shareholders approved by shareholders representing one hundred percent (100%) of the total voting shares shall be lawful and effective even where the procedures for convening the meeting and adopting such resolutions fail to comply with the Law on Enterprises or the Company's Articles of Association.
6. A resolution of the General Meeting of Shareholders shall be notified to shareholders entitled to attend the meeting within fifteen (15) days from the date of its adoption by publication on the Company's website.

Article 22. Authority and Procedures for Collecting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written opinions to adopt a resolution of the General Meeting of Shareholders shall be as follows:

1. The Board of Directors shall have the right to collect shareholders' written opinions to adopt a resolution of the General Meeting of Shareholders where it considers this necessary in the interests of the Company, except in the circumstances prescribed in Clause 3, Article 15 and Clause 1, Article 21 of these Articles of Association.

2. The Board of Directors must prepare written opinion forms, a draft resolution of the General Meeting of Shareholders and explanatory documents relating to the draft resolution and send them to all shareholders entitled to vote no later than fifteen (15) days before the deadline for returning the completed written opinion forms. The list of shareholders to whom written opinion forms are sent shall be prepared in accordance with Clauses 1 and 2, Article 141 of the Law on Enterprises. The requirements and methods for sending written opinion forms and accompanying documents shall comply with Clause 3, Article 18 of these Articles of Association.
3. A written opinion form must contain the following principal particulars:
 - a. Name, head-office address and enterprise registration number of the Company;
 - b. Purpose of collecting written opinions;
 - c. Full name, contact address, nationality and legal identification document number of an individual shareholder; name, enterprise registration number or legal document number and head-office address of an institutional shareholder; or full name, contact address, nationality and legal identification document number of the representative of an institutional shareholder; together with the number of shares of each class and the number of votes held by the shareholder;
 - d. The matter on which written opinions are sought for the purpose of adopting a decision;
 - e. Voting options comprising “in favour,” “against” and “no opinion” for each matter on which opinions are sought;
 - f. The deadline for returning the completed written opinion form to the Company;
 - g. Full name and signature of the Chairperson of the Board of Directors.
4. A shareholder may return the completed written opinion form to the Company by post, fax or email as follows:
 - a. Where sent by post, the completed written opinion form must bear the signature of the individual shareholder, or of the authorized representative or legal representative of an institutional shareholder. The written opinion form sent to the Company must be enclosed in a sealed envelope, which may not be opened by any person before the votes are counted;
 - b. Where sent by fax or email, the written opinion form sent to the Company must be kept confidential until the time of vote counting;
 - c. Written opinion forms received by the Company after the deadline specified therein, opened before vote counting where sent by post, or disclosed before vote counting where sent by fax or email shall be invalid. A written opinion form that is not returned shall be deemed a non-participating vote.
5. The Board of Directors shall count the votes and prepare minutes of vote counting in the presence of the Board of Supervisors or a shareholder who does not hold a managerial position in the Company. The minutes of vote counting must contain the following principal particulars:
 - a. Name, head-office address and enterprise registration number of the Company;
 - b. Purpose of collecting written opinions and the matters on which opinions were sought for adoption of the resolution;
 - c. Number of shareholders participating in the vote and the total number of votes cast, distinguishing between valid and invalid votes and specifying the methods by which the voting forms were submitted, together with an appendix listing the participating shareholders;
 - d. Total numbers of votes “in favour,” “against” and expressing “no opinion” in respect of each matter;
 - e. Matters adopted and the corresponding approval percentages;
 - f. Full names and signatures of the Chairperson of the Board of Directors, the vote counter and the person supervising the vote count.

The members of the Board of Directors, the vote counter and the person supervising the vote count shall be jointly and severally liable for the truthfulness and accuracy of the minutes of vote counting and for any loss arising from decisions adopted as a result of dishonest or inaccurate vote counting.
6. The minutes of vote counting and the resolution must be sent to shareholders within fifteen (15) days from the date on which the vote counting is completed. Sending the minutes of vote counting and the resolution may be replaced by publishing them on the Company’s website within twenty-four (24) hours from completion of the vote counting.

7. The completed written opinion forms, minutes of vote counting, adopted resolution and relevant documents enclosed with the written opinion forms must be retained at the Company's head office.
8. A resolution adopted by collecting shareholders' written opinions shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

Article 23. Resolutions and Minutes of General Meetings of Shareholders

1. A General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or recorded and retained in another electronic form. The minutes must be prepared in Vietnamese, may additionally be prepared in a foreign language, and must contain the following principal particulars:
 - a. Name, head-office address and enterprise registration number of the Company;
 - b. Time and venue of the General Meeting of Shareholders;
 - c. Meeting agenda and contents;
 - d. Full names of the chairperson and secretary;
 - e. A summary of the proceedings and opinions expressed at the General Meeting of Shareholders regarding each matter on the agenda;
 - f. The number of attending shareholders and the total number of votes represented by them, together with an appendix listing the registered shareholders and shareholder representatives attending the meeting and their respective numbers of shares and votes;
 - g. The total number of votes cast on each matter, specifying the voting method, total numbers of valid and invalid votes, votes in favour, votes against and votes expressing no opinion, and the corresponding percentages of the total votes of shareholders attending the meeting;
 - h. The matters adopted and the corresponding approval percentages;
 - i. Full names and signatures of the chairperson and secretary. Where the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and if they contain all particulars prescribed in this Clause. The minutes must expressly record the refusal of the chairperson or secretary to sign them.
2. The minutes of a General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting, or other persons signing the minutes, shall be jointly and severally liable for the truthfulness and accuracy of their contents.
3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. Where there is any discrepancy between the Vietnamese-language minutes and the foreign-language minutes, the contents of the Vietnamese-language minutes shall prevail.
4. Resolutions and minutes of General Meetings of Shareholders shall be published on the Company's website within twenty-four (24) hours and disclosed in accordance with the laws governing information disclosure on the securities market, or sent to shareholders within fifteen (15) days from the conclusion of the meeting.
5. The minutes of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend together with their signatures, instruments of authorization to attend the meeting, all documents enclosed with the minutes, if any, and relevant documents enclosed with the notice of invitation must be retained at the Company's head office.

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

Within ninety (90) days from the date of receipt of a resolution or minutes of a General Meeting of Shareholders or the minutes recording the results of vote counting in relation to the collection of written opinions of shareholders, a shareholder or group of shareholders prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a court or arbitration tribunal to consider annulling the resolution or part thereof in any of the following circumstances:

1. The procedures for convening the General Meeting of Shareholders and adopting its decisions seriously violate the Law on Enterprises or the Company's Articles of Association, except in the circumstances prescribed in Clause 5, Article 21 of these Articles of Association.
2. The contents of the resolution violate the law or these Articles of Association.

VII. BOARD OF DIRECTORS

Article 25. Nomination of Candidates for Election to the Board of Directors

1. Where candidates for election to the Board of Directors have been identified, the Company must disclose information relating to such candidates on the Company's website at least ten (10) days before the opening date of the General Meeting of Shareholders so that shareholders may review information about the candidates before voting. Each candidate for election to the Board of Directors must provide a written undertaking as to the truthfulness and accuracy of the disclosed personal information and undertake to perform his or her duties honestly and prudently and in the best interests of the Company if elected as a member of the Board of Directors. The disclosed information relating to candidates shall include:
 - a. Full name and date of birth;
 - b. Professional qualifications;
 - c. Employment history;
 - d. Other managerial positions, including memberships of boards of directors of other companies;
 - e. Interests related to the Company and its related parties;
 - f. Other information, if any, prescribed in the Company's Articles of Association;
 - g. As a public company, the Company shall disclose information concerning companies in which a candidate holds the position of member of the Board of Directors or another managerial position, and any interests of the candidate related to such companies, if any.
2. A shareholder or group of shareholders holding at least ten percent (10%) of the total ordinary shares shall have the right to nominate candidates to the Board of Directors. In each election of members of the Board of Directors: A shareholder or group of shareholders holding from 10% to less than 20% may nominate a maximum of one (01) candidate; From 20% to less than 30% may nominate a maximum of two (02) candidates; From 30% to less than 50% may nominate a maximum of three (03) candidates; From 50% to less than 65% may nominate a maximum of four (04) candidates; From 65% or more may nominate the full number of candidates to be elected.
3. Where the number of candidates nominated or self-nominated for election to the Board of Directors remains insufficient under the law and the Company's Articles of Association, the incumbent Board of Directors shall nominate additional candidates or arrange nominations in accordance with the Company's Articles of Association, the Internal Regulations on Corporate Governance and the Operational Regulations of the Board of Directors. Any additional candidates nominated 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 law.
4. A member of the Board of Directors must satisfy the criteria and conditions prescribed in Clause 1, Article 155 of the Law on Enterprises and the following requirements:
 - a. Have full civil act capacity and not fall within any category of persons prohibited from establishing and managing enterprises under Clause 2, Article 17 of the Law on Enterprises;
 - b. Possess appropriate educational qualifications, competence and experience in corporate organization and governance;
 - c. Have an understanding of the law;
 - d. Have extensive experience, particularly in the Company's field of operations;
 - e. Be in good health and possess good character and ethics, honesty and integrity.
5. Criteria applicable to an independent member of the Board of Directors: An independent member must satisfy the criteria applicable to members of the Board of Directors prescribed in Clause 4 of this Article and the requirements of relevant laws.

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

1. The Board of Directors shall comprise five (05) members.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the same company for no more than two (02) consecutive terms. Where the terms of office of all members of the Board of Directors expire

- simultaneously, such members shall continue serving until new members are elected to replace them and assume their duties.
- 3. The composition of the Board of Directors shall be as follows:
The Board of Directors of a public company must ensure that at least one-third (1/3) of its total members are non-executive members, including one (01) independent member of the Board of Directors.
- 4. A member of the Board of Directors shall cease to hold office where dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
- 5. The appointment of a member of the Board of Directors must be disclosed in accordance with the laws governing information disclosure on the securities market.
- 6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 27. Powers and Obligations of the Board of Directors

- 1. The Board of Directors is the management body of the Company and shall have full authority, in the name of the Company, to decide and exercise the rights and perform the obligations of the Company, except for those falling within the authority of the General Meeting of Shareholders.
- 2. The powers and obligations of the Board of Directors shall be prescribed by law, the Company's Articles of Association and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and obligations:
 - a. To decide on the Company's strategy, medium-term development plan and annual business plan;
 - b. To propose the classes of shares and the total number of shares of each class authorized for offering;
 - c. To decide on the sale of unsold shares within the number of shares of each class authorized for offering and to decide on raising additional capital by other means;
 - d. To decide on the selling prices of the Company's shares and bonds;
 - e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f. To decide on investment plans and investment projects within the authority and limits prescribed by law;
 - g. To decide on solutions for market development, marketing and technology;
 - h. To approve purchase, sale, borrowing, lending and other contracts and transactions with a value equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial statements, and contracts and transactions prescribed in Clauses 1 and 2, Article 167 of the Law on Enterprises, except contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders under Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i. To elect, dismiss and remove the Chairperson of the Board of Directors; appoint and dismiss the Person in Charge of Corporate Governance; appoint, dismiss, enter into contracts with and terminate contracts of the Director, Deputy Directors and other managers falling under the authority of the Board of Directors; decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies; and decide on the remuneration and other benefits of such representatives;
 - j. To supervise and direct the Director and other managers in the day-to-day operation of the Company's business;
 - k. To decide on the Company's organizational structure and internal management regulations;
 - l. To decide on the establishment of subsidiaries, branches and representative offices and on capital contributions to or purchases of shares in other enterprises; to appoint and dismiss persons representing the Company's capital contributions and ownership interests in subsidiaries; and to appoint, dismiss or nominate for appointment or dismissal chairpersons and members of Members' Councils or Boards of Directors, supervisors and directors of subsidiaries and affiliated companies;

- m. To approve the agenda, contents and documents for General Meetings of Shareholders and to convene General Meetings of Shareholders or collect shareholders' written opinions for the adoption of resolutions of the General Meeting of Shareholders;
 - n. To submit the audited annual financial statements to the General Meeting of Shareholders;
 - o. To propose the dividend rate; decide on the time limits and procedures for payment of dividends or the treatment of losses arising during business operations;
 - p. To propose the reorganization or dissolution of the Company or request commencement of bankruptcy proceedings against the Company;
 - q. To decide on the promulgation of the Operational Regulations of the Board of Directors and, following approval by the General Meeting of Shareholders, the Internal Regulations on Corporate Governance; to decide on the promulgation of the Operational Regulations of the Audit Committee under the Board of Directors and the Company's Regulations on Information Disclosure;
 - r. To decide on the Company's mortgages, security interests, guarantees and indemnities;
 - s. To decide on investments outside the approved business plan and budget exceeding VND 5,000,000,000, or investments exceeding the annual business plan and budget by more than ten percent (10%);
 - t. Other powers and obligations prescribed by the Law on Enterprises, the Law on Securities, other laws and the Company's Articles of Association.
3. At the annual General Meeting of Shareholders, the Board of Directors must report to the General Meeting of Shareholders on the results of its operations in accordance with Article 280 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

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

- 1. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days necessary for a member of the Board of Directors to complete his or her duties and the daily remuneration rate. The Board of Directors shall estimate the remuneration payable to each member on the basis of consensus. The total remuneration and bonuses payable to the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
- 2. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.
- 3. A member of the Board of Directors who holds an executive position, serves on a committee of the Board of Directors or performs work outside the ordinary scope of duties of a member of the Board of Directors may receive additional remuneration in the form of a lump-sum payment for each assignment, salary, commission, percentage of profits or another form as decided by the Board of Directors.
- 4. Members of the Board of Directors shall be entitled to reimbursement of all travel, meal, accommodation and other reasonable expenses incurred in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.
- 5. The Company may purchase liability insurance for members of the Board of Directors subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or the Company's Articles of Association.

Article 29. Chairperson of the Board of Directors

- 1. Chairperson of the Board of Directors shall be elected, dismissed and removed by the Board of Directors from among its members. The Chairperson of the Board of Directors may not concurrently serve as the Director of the Company.
- 2. The Chairperson of the Board of Directors shall have the following powers and obligations:
 - a. To prepare the programs and operational plans of the Board of Directors;

- b. To prepare the agenda, contents and documents for meetings; convene and preside over meetings; and act as chairperson of meetings of the Board of Directors;
 - c. To organize the adoption of resolutions and decisions of the Board of Directors;
 - d. To supervise the implementation of resolutions and decisions of the Board of Directors;
 - e. To chair General Meetings of Shareholders;
 - f. Other powers and obligations prescribed by the Law on Enterprises and the Company's Articles of Association.
3. Where the Chairperson of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the date of such dismissal or removal.
 4. Where the Chairperson of the Board of Directors is absent or unable to perform his or her duties, he or she must provide written authorization for another member to exercise the powers and perform the obligations of the Chairperson. Where no person has been authorized, or where the Chairperson dies, is missing, is held in temporary detention, is serving a prison sentence, is subject to an administrative measure at a compulsory rehabilitation establishment or compulsory educational establishment, has absconded from his or her place of residence, has restricted or lost civil act capacity, experiences difficulty in cognition or control of conduct, or is prohibited by a court from holding a position, practising a profession or performing certain work, the remaining members shall elect one of themselves to serve as Chairperson with the approval of a majority of the remaining members until the Board of Directors adopts a new decision.

Article 30. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the completion of the election of that Board of Directors. Such meeting shall be convened and chaired by the member who received the highest number or percentage of votes. Where more than one member received an equal highest number or percentage of votes, the members shall elect, by majority vote, one of those members to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in any of the following circumstances:
 - a. At the request of the Board of Supervisors or an independent member of the Board of Directors;
 - b. At the request of the Director or at least five (05) other managers;
 - c. At the request of at least two (02) members of the Board of Directors.A request prescribed in this Clause must be made in writing and clearly state the purpose and the matters falling within the authority of the Board of Directors that require discussion and decision.
4. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from receipt of a request prescribed in Clause 3 of this Article. Where the Chairperson fails to convene the requested meeting, the Chairperson shall be liable for any loss caused to the Company, and the requesting person shall have the right to convene the meeting in place of the Chairperson.
5. The Chairperson of the Board of Directors or the person convening the meeting must send a notice of invitation no later than three (03) working days before the meeting date. The notice must specify the time and venue of the meeting, the agenda and the matters to be discussed and decided. The notice must be accompanied by the documents to be used at the meeting and the voting ballot of each member.

A notice of invitation to a meeting of the Board of Directors may be sent by written invitation, telephone, fax, electronic means or another method, such as email, provided that it is delivered to the contact address of each member of the Board of Directors registered with the Company.
6. The Chairperson of the Board of Directors or the person convening the meeting shall send the notice of invitation and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

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

7. A meeting of the Board of Directors may be conducted where at least three-quarters (3/4) of the total members of the Board of Directors attend in person or through a representative or authorized person, provided that such representation or authorization is approved by a majority of the members of the Board of Directors. Where a meeting convened under this Clause fails to satisfy the attendance requirement, a second meeting shall be convened within seven (07) days from the proposed date of the first meeting. In such case, the meeting may be conducted where more than half of the members of the Board of Directors attend.
8. A member of the Board of Directors shall be deemed to attend and vote at a meeting in any of the following circumstances:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend and vote at the meeting in accordance with Clause 11 of this Article;
 - c. Attending and voting via online conferencing, electronic voting or another electronic method;
 - d. Sending a voting ballot to the meeting by post, fax or email;
 - e. Sending a voting ballot by another means prescribed in the Company's Articles of Association.
9. Where a voting ballot is sent to the meeting by post, it must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballot may only be opened in the presence of all attendees.
10. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if such authorization is approved by a majority of the members of the Board of Directors.
11. Voting:
 - a. Except as prescribed at Point b of this Clause, each member of the Board of Directors, or each directly authorized person attending the meeting in his or her individual capacity, shall have one vote;
 - b. A member of the Board of Directors may not vote on any contract, transaction or proposal in which that member or a person related to that member has an interest that conflicts or may conflict with the interests of the Company. Such member shall not be counted toward the quorum required for a meeting of the Board of Directors in respect of decisions on which that member is not entitled to vote;
 - c. Subject to Point d of this Clause, where an issue arises at a meeting of the Board of Directors concerning the interests or voting rights of a member and such issue is not resolved by the relevant member voluntarily abstaining from voting, the issue shall be referred to the chairperson of the meeting for decision. The chairperson's ruling on such issue shall be final, except where the nature or extent of the relevant member's interest has not been fully disclosed;
 - d. A member of the Board of Directors who benefits from a contract prescribed at Points a and b, Clause 6, Article 42 of these Articles of Association shall be deemed to have a material interest in such contract.
12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction entered into or proposed to be entered into with the Company and knows that he or she has an interest therein shall disclose the nature and contents of such interest at the first meeting at which the Board of Directors considers entering into the contract or transaction. Where a member of the Board of Directors is unaware, at the time the contract or transaction is entered into with the Company, that he or she or a related person has an interest therein, such member must disclose the relevant interest at the first meeting of the Board of Directors held after becoming aware that he or she has or will have an interest in such contract or transaction.
13. A resolution or decision of the Board of Directors shall be adopted if approved by a majority of the attending members, being more than fifty percent (50%). Where the votes are equal, the final decision shall be determined in favour of the position supported by the Chairperson of the Board of Directors.
14. A resolution adopted by collecting written opinions shall be approved on the basis of affirmative opinions from a majority of the members of the Board of Directors entitled to vote. Such resolution shall have the same validity and effect as a resolution adopted by members of the Board of Directors at a duly convened and conducted meeting.

15. The Chairperson of the Board of Directors shall be responsible for providing the minutes of meetings of the Board of Directors to its members. The minutes shall be prepared in Vietnamese and must bear the signatures of the chairperson and secretary of the meeting, or the signatures of all members of the Board of Directors attending the meeting. Alternatively, the minutes may be prepared in multiple counterparts, each of which must bear the signature of at least one (01) member of the Board of Directors who attended the meeting.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish committees under its authority to be responsible for development policies, personnel, remuneration, internal audit and risk management. The functions, duties and number of members of each committee shall be decided by the Board of Directors. Each committee shall comprise at least three (03) persons, including members of the Board of Directors and external members. The operations of each committee must comply with the regulations of the Board of Directors. A resolution of a committee shall only be effective if approved by a majority of the committee members attending and voting at the meeting.
2. The implementation of decisions of the Board of Directors or its committees must comply with applicable laws, the Company's Articles of Association and the Internal Regulations on Corporate Governance.

Article 32. Person in Charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least one (01) Person in Charge of Corporate Governance to assist with corporate governance matters. The Person in Charge of Corporate Governance may concurrently serve as Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The Person in Charge of Corporate Governance may not concurrently work for the approved audit firm currently auditing the Company's financial statements.
3. The Person in Charge of Corporate Governance shall have the following rights and obligations:
 - a. To advise the Board of Directors on organizing General Meetings of Shareholders in accordance with applicable regulations and on matters relating to the Company and its shareholders;
 - b. To prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
 - c. To advise on meeting procedures;
 - d. To attend meetings;
 - e. To advise on procedures for preparing resolutions of the Board of Directors in compliance with law;
 - f. To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Board of Supervisors;
 - g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h. To act as the contact point for stakeholders;
 - i. To maintain the confidentiality of information in accordance with law and the Company's Articles of Association;
 - j. Other rights and obligations prescribed by law and the Company's Articles of Association.

VIII. DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the Management Structure

The Company's management system must ensure that the management structure is accountable to the Board of Directors and subject to its supervision and direction in the Company's day-to-day business operations. The Company shall have one Director, Deputy Directors, a Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal or removal of the persons holding the foregoing positions must be approved by a resolution or decision of the Board of Directors.

Article 34. Company Executives

1. The Company's executives shall comprise the Director, Deputy Directors and other executives prescribed by the Board of Directors.
2. At the proposal of the Director and subject to approval by the Board of Directors, the Company may recruit other executives in such number and with such qualifications as are appropriate for the Company's organizational structure and management regulations prescribed by the Board of Directors. Enterprise executives shall be responsible for assisting the Company in achieving its operational and organizational objectives.
3. The Director shall receive a salary and bonuses. The salary and bonuses of the Director shall be decided by the Board of Directors.
4. The salaries of executives shall be included in the Company's business expenses in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the Director.
2. The Director shall manage the Company's day-to-day business operations, be subject to the supervision of the Board of Directors, and be accountable to the Board of Directors and before the law for exercising the assigned rights and performing the assigned obligations.
3. The term of office of the Director shall not exceed five (05) years, and the Director may be reappointed for an unlimited number of terms. The Director may not be a person prohibited by law from holding such position and must satisfy the criteria and conditions prescribed by law and the Company's Articles of Association.
4. The Director shall have the following rights and obligations:
 - a. To decide on matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;
 - b. To organize the implementation of resolutions and decisions of the Board of Directors;
 - c. To organize the implementation of the Company's business plans and investment plans;
 - d. To propose the Company's organizational structure and internal management regulations;
 - e. To appoint, dismiss and remove persons holding managerial positions in the Company, except positions falling within the authority of the Board of Directors;
 - f. To decide on salaries and other benefits for the Company's employees, including managers whom the Director has authority to appoint;
 - g. To recruit employees;
 - h. To propose plans for payment of dividends or treatment of business losses;
 - i. Other rights and obligations prescribed by law, these Articles of Association, the Company's internal regulations, resolutions and decisions of the Board of Directors, and the employment contract entered into with the Company.
5. The Board of Directors may dismiss the Director where such dismissal is approved by a majority of the members of the Board of Directors entitled to vote and attending the meeting and shall appoint a new Director as replacement.

IX. BOARD OF SUPERVISORS

Article 36. Nomination of Candidates for Election to the Board of Supervisors (Supervisors)

1. The self-nomination and nomination of candidates for election to the Board of Supervisors shall be conducted in the same manner as prescribed in Clauses 1 and 2, Article 25 of these Articles of Association.
2. Where the number of candidates nominated or self-nominated for election to the Board of Supervisors is insufficient, the incumbent Board of Supervisors may nominate additional candidates or arrange nominations in accordance with the Company's Articles of Association, the Internal Regulations on Corporate Governance and the Operational Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors, in accordance with law.

Article 37. Supervisors

1. The Company's Board of Supervisors shall comprise three (03) members. The term of office of a member of the Board of Supervisors shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms.
2. A member of the Board of Supervisors must satisfy the criteria and conditions prescribed in Article 169 of the Law on Enterprises and may not:
 - a. Work in the Company's accounting or finance department;
 - b. Be a member or employee of the independent audit firm that audited the Company's financial statements during the preceding three (03) consecutive years.
3. A member of the Board of Supervisors shall be dismissed in any of the following circumstances:
 - a. He or she no longer satisfies the criteria and conditions applicable to members of the Board of Supervisors prescribed in Clause 2 of this Article;
 - b. He or she submits a resignation which is accepted;
 - c. Other circumstances prescribed in these Articles of Association.
4. A member of the Board of Supervisors shall be removed in any of the following circumstances:
 - a. He or she fails to complete the assigned duties or work;
 - b. He or she fails to exercise his or her rights or perform his or her obligations for six (06) consecutive months, except in a force majeure event;
 - c. He or she repeatedly or seriously breaches the obligations of a member of the Board of Supervisors prescribed by the Law on Enterprises and the Company's Articles of Association;
 - d. Other circumstances prescribed in a resolution of the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members. Election, dismissal and removal shall be decided by majority vote. More than half of the members of the Board of Supervisors must permanently reside in Vietnam. The Head of the Board of Supervisors must hold at least a university degree in economics, finance, accounting, auditing, business administration or another discipline relevant to the enterprise's business operations.
2. The Head of the Board of Supervisors shall have the following rights and obligations:
 - a. To convene meetings of the Board of Supervisors;
 - b. To request the Board of Directors, the Director and other executives to provide relevant information for reporting to the Board of Supervisors;
 - c. To prepare and sign reports of the Board of Supervisors, after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

Article 39. Rights and Obligations of the Board of Supervisors

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

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved audit firms eligible to audit the Company's financial statements; select an approved audit firm to inspect the Company's operations; and dismiss an approved auditor where deemed necessary.
2. To be accountable to shareholders for its supervisory activities.
3. To supervise the Company's financial condition and compliance with law by members of the Board of Directors, the Director and other managers.
4. To ensure coordination with the Board of Directors, the Director and shareholders.
5. Where the Board of Supervisors discovers a violation of law or of the Company's Articles of Association by a member of the Board of Directors, the Director or another executive of the enterprise, it must notify the Board of Directors in writing within forty-eight (48) hours and require the person committing the violation to cease the violation and implement measures to remedy its consequences.
6. To formulate the Operational Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

8. To access the Company's records and documents retained at its head office, branches and other locations, and to enter the workplaces of the Company's managers and employees during working hours.
9. To request the Board of Directors, members of the Board of Directors, the Director and other managers to provide complete, accurate and timely information and documents concerning the management, administration and business operations of the Company.
10. Other rights and obligations prescribed by law and these Articles of Association.

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least twice a year, and at least two-thirds (2/3) of its members must attend each meeting. Minutes of meetings of the Board of Supervisors must be prepared in a detailed and clear manner. The person recording the minutes and the members of the Board of Supervisors attending the meeting must sign the minutes. Minutes of meetings of the Board of Supervisors must be retained for the purpose of determining the responsibilities of each member of the Board of Supervisors.
2. The Board of Supervisors shall have the right to request members of the Board of Directors, the Director and representatives of the approved audit firm to attend its meetings and respond to matters requiring clarification.

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

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

1. Members of the Board of Supervisors shall receive salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salaries, remuneration, bonuses and other benefits and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable meal, accommodation and travel expenses and the costs of using independent consultancy services. The total remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the laws on corporate income tax and other relevant laws and must be presented as a separate item in the Company's annual financial statements.

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

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

1. Members of the Board of Directors, members of the Board of Supervisors, the Director and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Board of Supervisors, the Director, other managers and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.
3. Members of the Board of Directors, members of the Board of Supervisors, the Director and other managers shall notify the Board of Directors and the Board of Supervisors in writing of transactions between themselves or their related persons and the Company, its subsidiaries or other companies in which the public company controls more than fifty percent (50%) of the Charter Capital, in accordance with law. Where any such transaction is approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose the relevant resolution in accordance with the securities laws governing information disclosure.

4. A member of the Board of Directors may not vote on a transaction that confers a benefit on that member or a person related to that member, in accordance with the Law on Enterprises and the Company's Articles of Association.
5. Members of the Board of Directors, members of the Board of Supervisors, the Director, other managers and their related persons may not use or disclose inside information to other persons for the purpose of conducting related transactions.
6. A transaction between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the Director, other executives or individuals or organizations related to such persons shall not be invalid in any of the following circumstances:
 - a. For a transaction with a value equal to or less than thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial statements, the material contents of the contract or transaction and the relationships and interests of the relevant members of the Board of Directors, members of the Board of Supervisors, the Director or other executives have been reported to the Board of Directors and approved by a majority of members of the Board of Directors having no related interest;
 - b. For a transaction with a value exceeding thirty-five percent (35%), or a transaction resulting in the aggregate value of transactions arising within twelve (12) months from the date of the first transaction being equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial statements, the material contents of the transaction and the relationships and interests of the relevant members of the Board of Directors, members of the Board of Supervisors, the Director or other executives have been disclosed to the shareholders and approved by votes of shareholders having no related interest at the General Meeting of Shareholders.
7. Members of the Board of Directors, members of the Board of Supervisors, the Director and other executives shall perform their duties, including duties performed as members of committees under the Board of Directors, honestly and prudently in the interests of the Company and with the degree of care that a prudent person would exercise when holding an equivalent position under similar circumstances.

Article 43. Liability for Losses and Indemnification

1. Members of the Board of Directors, members of the Board of Supervisors, the Director and other executives who breach their duties or their obligations of honesty and prudence or fail to fulfil their obligations shall be liable for losses caused by their violations.
2. The Company shall indemnify any person who is, was or may become a party to any complaint, lawsuit or prosecution, including civil and administrative proceedings but excluding proceedings initiated by the Company as plaintiff, where such person is or was a member of the Board of Directors, member of the Board of Supervisors, the Director, another executive, an employee or an authorized representative of the Company who performed or is performing duties under the Company's authorization and acted honestly and prudently in the interests of the Company, in compliance with law, and where there is no evidence establishing that such person breached his or her responsibilities.
3. Indemnifiable expenses shall include adjudication costs, fines and amounts actually payable, including legal fees, incurred in resolving such matters to the extent permitted by law. The Company may purchase insurance for such persons against the foregoing indemnification liabilities.

XI. RIGHTS TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 44. Rights to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect books and records as follows
 - a. An ordinary shareholder shall have the right to inspect, examine and extract information concerning names and contact addresses from the list of shareholders with voting rights; request correction of his or her inaccurate information; and inspect, examine, extract or make copies of the Company's Articles of Association, minutes of General Meetings of Shareholders and resolutions of the General Meeting of Shareholders;
 - b. A shareholder or group of shareholders holding at least five percent (5%) of the total ordinary shares shall have the right to inspect, examine and extract the book of minutes, resolutions and

- decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to the Company's trade secrets and business secrets.
2. Where an authorized representative of a shareholder or group of shareholders requests inspection of books and records, the request must be accompanied by the instrument of authorization issued by the shareholder or group of shareholders represented by that person or a notarized copy thereof.
 3. Members of the Board of Directors, members of the Board of Supervisors, the Director and other executives shall have the right to inspect the Company's register of shareholders, list of shareholders and other books and records for purposes relating to their positions, provided that such information is kept confidential.
 4. The Company must retain these Articles of Association and all amendments and supplements thereto, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents prescribed by law at its head office or another location, provided that the shareholders and the business registration authority are notified of the location at which such documents are retained.
 5. The Company's Articles of Association must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The Director must prepare plans for approval by the Board of Directors concerning the recruitment and termination of employees, salaries, social insurance, welfare, commendation and discipline applicable to employees and enterprise executives.
2. The Director must prepare plans for approval by the Board of Directors concerning the Company's relationships with trade unions in accordance with best management standards, practices and policies, the practices and policies prescribed in these Articles of Association, the Company's regulations and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders shall decide on the annual dividend rate and method of dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on any dividend payment or other payment relating to a class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve payment of all or part of a dividend in shares, and the Board of Directors shall implement such decision. Where dividends or other amounts relating to a class of shares are paid in cash, the Company must make payment in Vietnamese dong. Payment may be made directly or through banks based on the bank-account particulars provided by shareholders. Where the Company has transferred funds in accordance with the bank-account particulars provided by a shareholder but such shareholder does not receive the funds, the Company shall not be liable for the amount transferred to that shareholder. Dividends on shares listed or registered for trading on the Stock Exchange may be paid through a securities company or the Vietnam Securities Depository and Clearing Corporation.
4. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision specifying a record date for finalizing the list of shareholders. Persons registered as shareholders or holders of other securities on such date shall be entitled to receive cash or share dividends, notices or other documents.
5. Other matters relating to profit distribution shall comply with law.

XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 47. Bank Accounts

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

2. Subject to the prior approval of the competent authority, where necessary, the Company may open bank accounts overseas in accordance with law.
3. The Company shall conduct all payments and accounting transactions through its Vietnamese-dong or foreign-currency accounts opened at banks.

Article 48. Financial Year

The Company's financial year shall commence on January 1 and end on December 31 of each year. The first financial year shall commence on the date of issuance of the Enterprise Registration Certificate and end on December 31 of that year.

Article 49. Accounting System

1. The accounting system applied by the Company shall be the Vietnamese Accounting Standards (VAS) or a specialized accounting system promulgated or approved by a competent authority.
2. The Company shall maintain its accounting books in Vietnamese and retain its accounting records in accordance with the laws on accounting and other relevant laws. Such records must be accurate, up to date and systematic and must be sufficient to evidence and explain the Company's transactions.
3. The Company shall use Vietnamese dong as its accounting currency.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE OBLIGATIONS

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

1. The Company must prepare annual financial statements, which must be audited in accordance with law. The Company shall disclose its audited annual financial statements in accordance with the laws governing information disclosure on the securities market and submit them to the competent state authorities.
2. The annual financial statements must include all statements, appendices and explanatory notes prescribed by the laws on corporate accounting. The annual financial statements must give a true and fair view of the Company's operations.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws governing information disclosure on the securities market and submit them to the competent state authorities.

Article 51. Annual Reports

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

XVI. AUDIT OF THE COMPANY

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one of them to audit the Company's financial statements for the following financial year on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor auditing the Company's financial statements shall be entitled to attend General Meetings of Shareholders, receive notices and other information relating to such meetings, and express opinions at the meetings on matters relating to the audit of the Company's financial statements.

XVII. CORPORATE SEAL

Article 53. Corporate Seal

1. The seal shall include a seal produced by a seal-carving establishment or a seal in the form of a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and contents of the seals of the Company and its branches and representative offices, if any.
3. The Board of Directors shall use and manage the seals in accordance with applicable laws. By a resolution or decision, the Board of Directors may authorize another department or manager of the Company to use and manage the seals.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved in any of the following circumstances:
 - a. Upon expiry of the term of operation prescribed in the Company's Articles of Association without a decision to extend such term;
 - b. Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c. Upon revocation of the Enterprise Registration Certificate, except where otherwise prescribed by the Law on Tax Administration;
 - d. Other circumstances prescribed by law.
2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The dissolution decision must be notified to or approved by the competent authority where required by law.

Article 55. Extension of the Term of Operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before expiry of the Company's term of operation so that shareholders may vote on the extension thereof at the proposal of the Board of Directors.
2. The term of operation shall be extended if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending the General Meeting of Shareholders.

Article 56. Liquidation

1. At least six (06) months before expiry of the Company's term of operation or after adoption of a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee comprising three (03) members, of whom two (02) shall be appointed by the General Meeting of Shareholders and one (01) shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own operational regulations. Its members may be selected from among the Company's employees or independent experts. All liquidation-related expenses shall be paid by the Company in priority to its other debts.
2. The Liquidation Committee shall notify the business registration authority of the date of its establishment and commencement of operations. From that time, the Liquidation Committee shall represent the Company in all matters relating to its liquidation before courts and administrative authorities.
3. Proceeds from the liquidation shall be distributed in the following order of priority:
 - a. Liquidation expenses;
 - b. Unpaid salaries, severance allowances, social insurance and other employee benefits under the applicable collective bargaining agreement and signed employment contracts;
 - c. Tax liabilities;
 - d. Other debts of the Company;
 - e. The balance remaining after payment of all liabilities specified at Points a to d above shall be distributed to shareholders. Holders of preference shares shall receive payment in priority.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 57. Settlement of Internal Disputes

1. Where a dispute or complaint arises in connection with the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, the Company's Articles of Association, other laws or agreements between:
 - a. A shareholder and the Company; or
 - b. A shareholder and the Board of Directors, the Board of Supervisors, the Director or another executive,the relevant parties shall endeavour to resolve such dispute through negotiation and mediation. Except where the dispute relates to the Board of Directors or its Chairperson, the Chairperson of the Board of Directors shall preside over the dispute-resolution process and require each party to provide information relating to the dispute within ten (10) working days from the date on which the dispute arises. Where the dispute relates to the Board of Directors or its Chairperson,

- any party may request the Board of Supervisors to appoint an independent expert to act as mediator in the dispute-resolution process.
2. Where no settlement is reached within six (06) weeks from commencement of the mediation process, or where the parties do not accept the mediator's proposed resolution, either party may refer the dispute to arbitration or a court.
 3. Each party shall bear its own expenses relating to negotiation and mediation. Court costs shall be paid in accordance with the court's judgment or decision.

XX. ADDITIONS AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 58. Articles of Association of the Company

1. Any amendment or supplement to these Articles of Association must be considered and decided by the General Meeting of Shareholders.
2. Where a law governing the Company's operations addresses a matter not covered by these Articles of Association, or where a new legal provision differs from a provision of these Articles of Association, such legal provision shall apply to govern the Company's operations.

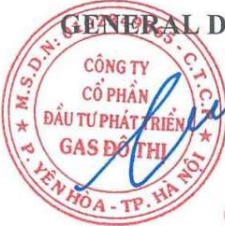
XXI. EFFECTIVE DATE

Article 59. Effective Date

1. These Articles of Association, comprising twenty-one (21) Sections and fifty-nine (59) Articles, were unanimously adopted by the General Meeting of Shareholders of Gas City Investment Development Joint Stock Company on April 29, 2026 at the Company, and the full text hereof was approved to take effect.
2. These Articles of Association are made in two (02) counterparts of equal validity and must be retained at the Company's head office.
3. These Articles of Association constitute the sole and official Articles of Association of the Company.
4. Copies of or extracts from the Company's Articles of Association shall be valid when bearing the signature of the Chairperson of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

LEGAL REPRESENTATIVE

GENERAL DIRECTOR



GIÁM ĐỐC
LYU ZHI MING