

No.: 101E/2026/CIAS

Khanh Hoa, July 17, 2026

*Re: Charter of Cam Ranh International Airport
Services Joint-Stock Company (amending
Appendix I in 2026)*

**INFORMATION DISCLOSURE ON THE ELECTRONIC PORTAL
OF THE STATE SECURITIES COMMISSION**

**To: - State Securities Commission;
- Hanoi Stock Exchange.**

Company name: Cam Ranh International Airport Services Joint-Stock Company (CIAS)
Security code: CIA
Head office: Cam Ranh International Airport, Bac Cam Ranh Ward, Khanh Hoa Province
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Position: Deputy General Director
Type of information disclosure: ☐ 24h ☐ 72h ☐ Request ☒ Unusual ☐ Periodic
Content of information disclosure:

Charter of Cam Ranh International Airport Services Joint-Stock Company (amending Appendix I in 2026).

This information is disclosed on the website of Cam Ranh International Airport Services Joint-Stock Company, at www.cias.vn.

We hereby commit that the information disclosed above is true and we take full legal responsibility for the content of the disclosed information.

Recipients:

- As above;
- Archived at the Office.

**THE PERSON AUTHORIZED TO DISCLOSE INFORMATION
DEPUTY GENERAL DIRECTOR**



Tran Xuan Binh

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



CHARTER
CAM RANH INTERNATIONAL
AIRPORT SERVICES
JOINT-STOCK COMPANY

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Basis:

- Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; Law No. 03/2022/QH15 dated January 11, 2022, and guiding implementation documents;
- Law on Securities No. 54/2019/QH14 dated November 26, 2019, and amendments and supplements (if any);
- Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities passed on December 31, 2020;
- Circular No. 116/2020/TT-BTC guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;
- Other relevant regulations.

INTRODUCTION

This Charter was approved by the General Meeting of Shareholders of Cam Ranh International Airport Services Joint-Stock Company with amendments according to Resolution No. 02/2025/NQ-GMS/CIAS dated August 08, 2025, and Resolution No. 01/2026/NQ-GMS/CIAS dated April 24, 2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

- a) Charter capital is the total par value of shares sold or registered for purchase upon the establishment of the joint-stock company and in accordance with Article 6 of this Charter;
- b) Voting capital is share capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c) Law on Enterprises is Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and amendments and supplements (if any);
- d) Law on Securities is Law on Securities No. 54/2019/QH14 dated November 26, 2019, and amendments and supplements (if any);
- e) Vietnam is the Socialist Republic of Vietnam;
- f) Date of establishment is the date the Company was first issued the Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents);
- g) Enterprise executives are the General Director, Deputy General Director, Chief Accountant, and other executives appointed by the Board of Directors;
- h) Enterprise managers are company managers, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;
- i) Related persons are individuals and organizations as specified in Clause 46, Article 4 of the Law on Securities;
- j) Shareholders are individuals and organizations owning at least one share of the joint-stock company;

- k) Founding shareholders are shareholders owning at least one ordinary share and signing the list of founding shareholders of the joint-stock company;
- l) Major shareholders are shareholders as specified in Clause 18, Article 4 of the Law on Securities;
- m) Duration of operation is the operating period of the Company as specified in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;
- n) Stock Exchange is the Vietnam Stock Exchange and its subsidiaries.

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

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

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

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

1. Company name

- Company name in Vietnamese: CÔNG TY CỔ PHẦN DỊCH VỤ SÂN BAY QUỐC TẾ CAM RANH
- Company name in foreign language: CAM RANH INTERNATIONAL AIRPORT SERVICES JOINT-STOCK COMPANY
- Abbreviated company name: CIAS CO.

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

3. Registered headquarters of the Company:

- Headquarters address: Cam Ranh International Airport, Bac Cam Ranh Ward, Khanh Hoa Province, Vietnam
- Phone: 0258 626 5588
- Fax: 0258 626 6262
- E-mail: contact@cias.vn
- Website: www.cias.vn

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

5. Unless terminated before the deadline specified in Clause 2, Article 53, or extended according to Article 54 of this Charter, the Company's duration of operation is indefinite from the date of establishment.

Article 3. Legal representative of the Company

The Company has one (01) legal representative who is the Chairperson of the Board of Directors.



The Company's legal representative is an individual representing the company to exercise rights and obligations arising from the company's transactions, representing the company as a plaintiff, defendant, or person with related rights and obligations before Arbitration or Court. The responsibilities of the legal representative are exercised in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.

The Company's legal representative must reside in Vietnam and must authorize another person in writing to exercise the rights and obligations of the legal representative at the Company when leaving Vietnam.

In case the authorization expires and the Company's legal representative has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the Company's legal representative within the scope authorized until the Company's legal representative returns to work, or until the Board of Directors decides to appoint a replacement.

In case of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the Company's legal representative, the Board of Directors shall appoint a replacement.

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

Article 4. Objectives of the Company

1. The Company's main business lines are shown in Appendix I attached to this Charter.
2. Objectives of the Company: Use capital efficiently in production and business activities, maximize profits for shareholders, create stable employment, improve income for employees, and contribute to socio-economic development.

Article 5. Scope of business and operations of the Company

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

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is 186,612,430,000 VND (In words: One hundred eighty-six billion, six hundred twelve million, four hundred thirty thousand VND).

The total charter capital of the Company is divided into 18,661,243 shares with a par value of 10,000 VND/share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The Company's shares on the date of approval of this Charter include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are specified in Article 12 and Article 13 of this Charter.
4. The Company may issue other types of preferred shares after receiving approval from the General Meeting of Shareholders and in accordance with the provisions of law.
5. The Company officially operates as a joint-stock company according to Enterprise Registration Certificate No. 4200810665 first issued by the Department of Planning and Investment of Khanh Hoa Province on January 14, 2009. Based on the provisions of the Law on Enterprises, as of now, the

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ordinary shares of the founding shareholders have passed the transfer restriction period, and other information about founding shareholders as prescribed by the Law on Enterprises is stated in the attached Appendix II. This appendix is an integral part of this Charter.

6. Ordinary shares must be prioritized for offering to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise; the number of shares that shareholders do not register to purchase will be decided by the Company's Board of Directors. The Board of Directors may distribute those shares to shareholders and others on conditions no less favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise or securities laws provide otherwise.

7. The Company may purchase shares issued by the Company itself in the manners specified in this Charter and current law.

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

Article 7. Share certificates

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

2. A share certificate is a type of security confirming the legal rights and interests of the owner in a portion of the issuer's share capital. Share certificates must contain all information as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 60 days from the date of submitting complete documents requesting the transfer of share ownership according to the Company's regulations or within 60 days from the date of full payment for shares according to the Company's share issuance plan (or other time limit as specified in the issuance terms), the share owner shall be issued a share certificate. Share owners do not have to pay the Company for the cost of printing share certificates.

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

- a) Information about the share certificate that has been lost, damaged, or destroyed in other forms;
- b) Commitment to take responsibility for disputes arising from the re-issuance of new share certificates.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law; shares listed on the Stock Exchange are transferred according to the provisions of securities and stock market laws.

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



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

1. In case a shareholder does not pay the full amount for shares on time, the Board of Directors shall notify and have the right to require that shareholder to pay the remaining amount and be responsible for the Company's financial obligations arising from the failure to pay in full, corresponding to the total par value of the shares registered for purchase.
2. The aforementioned payment notice must clearly state the new payment deadline (at least 07 days from the date the notice is sent), the place of payment, and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be redeemed.
3. The Board of Directors has the right to redeem shares that have not been fully paid for on time in case the requirements in the aforementioned notice are not met.
4. Redeemed shares are considered shares available for offering as specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under conditions and manners that the Board of Directors deems appropriate.
5. Shareholders holding redeemed shares must relinquish their shareholder status regarding those shares but remain responsible for the Company's financial obligations arising at the time of redemption, corresponding to the total par value of the shares registered for purchase, as decided by the Board of Directors from the date of redemption until the date of payment. The Board of Directors has full authority to decide on the forced payment of the entire share value at the time of redemption.
6. A redemption notice is sent to the holder of the shares to be redeemed before the time of redemption. The redemption remains valid even in case of errors or negligence in sending the notice.

V. ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 11. Organizational, governance, and control structure

The Company's organizational, governance, and control structure includes:

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

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:
 - a) To attend, speak at the General Meeting of Shareholders, and exercise voting rights directly or through an authorized representative, or vote remotely, via online conference, telephone, or other forms as prescribed by law. Each ordinary share has one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To be prioritized to purchase new shares in proportion to their ownership of ordinary shares in the Company;
 - d) To freely transfer their shares to others, except in cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
 - e) To examine, look up, and extract information about their name and contact address in the list of shareholders with voting rights; to request correction of inaccurate information;

- f) To examine, look up, extract, or copy this Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
- g) Upon the Company's dissolution or bankruptcy, to receive a portion of the remaining assets corresponding to their share ownership in the Company;
- h) To request the Company to redeem shares in cases specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same type gives the shareholder equal rights, obligations, and benefits. In case the Company has different types of preferred shares, the rights and obligations attached to those preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j) To have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;
- k) To have their legal rights and interests protected; to request the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
- l) Other rights as prescribed by law and this Charter.

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

- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) To examine, look up, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;
- c) To request the Board of Supervisors to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and include the following contents: full name, contact address, nationality, legal identification number for individual shareholders; name, enterprise identification number or legal identification number for organizational shareholders, headquarters address; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders, and ownership percentage in the Company's total shares; issues to be inspected, purpose of inspection;
- d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the shareholder's name, the number of each type of share owned by the shareholder, and the issue proposed to be included in the agenda;
- e) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors is carried out as follows:

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



b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or more candidates for the Board of Directors and the Board of Supervisors as decided by the General Meeting of Shareholders. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, they shall nominate the remaining number of candidates. This shall be implemented in accordance with Article 25 and Article 37 of this Charter.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

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

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders is held once (01) a year. The Annual General Meeting of Shareholders must be held within four (04) months

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from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders is determined as the place where the chairperson attends and must be within the territory of Vietnam. Depending on the actual situation, the Board of Directors shall decide to hold the General Meeting of Shareholders in person, online, or a combination of in-person and online forms.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable venue. The Annual General Meeting of Shareholders shall decide on issues in accordance with the law and this Charter, especially through the approval of the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite representatives of the approved audit organization that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and the aforementioned representatives of the approved audit organization have the responsibility to attend the Company's Annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the related shareholders, or the request document must be made in multiple copies and collected with sufficient signatures of the related shareholders;
- d) At the request of the Board of Supervisors;
- e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the remaining number of members of the Board of Directors or the Board of Supervisors is as specified in Point b, Clause 3 of this Article, or from the date of receiving the request as specified in Point c and Point d, Clause 3 of this Article.

The Board of Directors must notify in case an independent member of the Board of Directors no longer meets the standards and conditions at the most recent General Meeting of Shareholders, or convene the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receiving the notice from the relevant independent member of the Board of Directors;

- b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;



- c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders as specified in Point c, Clause 3 of this Article has the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed by 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 order and procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d) Procedures for organizing the General Meeting of Shareholders shall be in accordance 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 has the following rights and obligations:

- a) To approve the development orientation of the Company;
- b) To decide on the types of shares and the total number of shares of each type authorized to be offered; to decide on the annual dividend rate for each type of share;
- c) To elect, dismiss, or remove members of the Board of Directors and members of the Board of Supervisors;
- d) To decide on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- e) To decide on amendments and supplements to this Charter;
- f) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total sold shares of each type;
- h) To consider and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- j) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) To approve/amend/supplement the Internal Regulations on Corporate Governance; Regulations on the operation of the Board of Directors and the Board of Supervisors;
- l) To approve the list of approved audit firms; to decide on the approved audit firm to perform the inspection of the Company's operations, and to dismiss the approved auditor when deemed necessary;
- m) Other rights and obligations as prescribed by law.

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

- a) The Company's annual business plan;
- b) The audited annual financial statements;

- c) The report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors;
- d) The report of the Board of Supervisors on the Company's business results and the performance of the Board of Directors and the General Director;
- e) The self-assessment report on the performance of the Board of Supervisors and its members;
- f) The dividend rate for each share of each type;
- g) The number of members of the Board of Directors and the Board of Supervisors;
- h) Electing, dismissing, or removing members of the Board of Directors and members of the Board of Supervisors;
- i) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- j) Approving the list of approved audit firms; deciding on the approved audit firm to perform the inspection of the Company's operations when deemed necessary;
- k) Amending and supplementing this Charter;
- l) The types of shares and the number of new shares to be issued for each type of share, and the transfer of shares by founding members within the first 03 years from the date of establishment;
- m) Splitting, separating, consolidating, merging, or converting the Company;
- n) Reorganizing and dissolving (liquidating) the Company and appointing a liquidator;
- o) Deciding on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- p) Deciding on the repurchase of more than 10% of the total sold shares of each type;
- q) The Company entering into contracts or transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statements;
- r) Approving transactions as specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
- s) Approving/amending/supplementing the Internal Regulations on Corporate Governance, Regulations on the operation of the Board of Directors, and Regulations on the operation of the Board of Supervisors;
- t) Other issues as prescribed by law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises, according to the following specific ratios:



a) For individual shareholders, they may only authorize 01 other individual or organization to attend the meeting;

b) In case an institutional shareholder owns less than 10% of the total ordinary shares, it has the right to authorize a maximum of one (01) person to attend the General Meeting of Shareholders; if it owns 10% or more of the total ordinary shares, it has the right to authorize a maximum of three (03) persons to attend. In case there is more than one authorized representative, the number of shares and votes authorized for each representative must be specified. In case the owner, member, or shareholder of the company does not specify the capital contribution or the number of shares corresponding to each authorized representative, the capital contribution and the number of shares shall be divided equally among the number of authorized representatives.

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

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

3. The voting/election ballot of the authorized person attending the meeting within the scope of authorization shall remain valid in the following cases:

a) The authorizing person has died, has had their civil act capacity limited, or has lost their civil act capacity;

b) The authorizing person has revoked the authorization;

c) The authorizing person has revoked the authority of the person performing the authorization.

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

Article 17. Variation of rights

1. The variation or cancellation of special rights attached to a class of preferred shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders (present in person or through authorized representatives) attending and voting at the meeting. A resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if approved by shareholders owning 75% or more of the total preferred shares of that class present at the meeting, or approved by shareholders owning 75% or more of the total preferred shares of that class in case the resolution is passed by way of written opinion collection.

2. The organization of a meeting of shareholders holding a class of preferred shares to approve the variation of rights as mentioned above shall only be valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In case there are not enough delegates as mentioned above, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of people and number of shares) present in person or through authorized representatives shall be considered as

having sufficient number of required delegates. At the meetings of shareholders holding preferred shares mentioned above, those holding shares of that class present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

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

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

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

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

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

- a) Preparing a list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders eligible to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the record date;
- b) Preparing the agenda and content of the meeting;
- c) Preparing documents for the meeting;
- d) Drafting the resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- e) Determining the time and venue for the meeting;
- f) Notifying and sending the notice of the General Meeting of Shareholders to all shareholders eligible to attend;
- g) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholders' contact addresses, and simultaneously disclosed on the Company's website and the State Securities Commission, and the Stock Exchange where the Company's shares are listed. The person convening the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of shareholders eligible to attend at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is duly sent or transferred, paid for, or placed in the mailbox). The agenda of the General Meeting of Shareholders and documents related to issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not sent with the notice of the General Meeting of Shareholders, the meeting notice must clearly state the link to all meeting documents so that shareholders can access them, including:

- a. Agenda, documents used in the meeting;

- b. List and detailed information of candidates in case of electing members of the Board of Directors and members of the Board of Supervisors;
- c. Voting ballot;
- d. Sample power of attorney;
- e. Draft resolution for each issue in the meeting agenda.

4. A shareholder or group of shareholders as specified in Clause 2, Article 12 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include: full name, contact address, nationality, legal identification document number for individual shareholders; name, enterprise code or legal identification document number for institutional shareholders, head office address; the number of shares of each type held by the shareholder, and the content of the proposal to be included in the agenda.

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

- a) The proposal is not sent in accordance with Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as specified in Clause 2, Article 12 of this Charter;
- c) The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

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

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending represents more than 50% of the total voting shares.
2. In case the first meeting does not meet the conditions to be conducted as specified in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending represents 33% or more of the total voting shares.
3. In case the second meeting does not meet the conditions to be conducted as specified in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the shareholders attending.

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

1. Before opening the meeting, the Company must carry out the shareholder registration procedure and must perform registration until all shareholders eligible to attend the meeting have registered, according to the following order:

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a) When performing shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The meeting shall elect those responsible for counting votes or supervising the vote counting at the request of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the request of the meeting Chairperson;

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

2. The election of the chairperson, secretary, Committee for checking shareholder status/delegates, and Vote Counting Committee shall be specified as follows:

a) The Chairperson of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the chairperson of the meeting by majority principle. In case a chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person with the highest number of votes shall act as the meeting chairperson;

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

c) The Chairperson shall appoint one or more persons as meeting secretary; the Committee for checking shareholder status/delegates shall serve the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee at the request of the meeting Chairperson.

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

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

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

b) Ensuring safety for everyone present at the meeting venues;

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

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

- a) Requiring all attendees to undergo inspection or other legal and reasonable security measures;
- b) Requesting competent authorities to maintain order at the meeting; expelling those who do not comply with the Chairperson's right to preside, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security inspection requirements from the General Meeting of Shareholders.

6. The Chairperson has the right to postpone the General Meeting of Shareholders that has sufficient registered attendees for a maximum of 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) Communication facilities at the meeting venue do not ensure that shareholders attending can participate, discuss, and vote;
- c) There are attendees who obstruct or disrupt order, posing a risk that the meeting cannot be conducted in a fair and legal manner.

7. In case the Chairperson postpones or pauses the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to conduct the meeting until it ends; all resolutions passed at that meeting shall be valid and enforceable.

8. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of the Government's Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for passing resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall pass resolutions under its authority by voting at the meeting or collecting written opinions.

2. The following issues must be passed by voting at the General Meeting of Shareholders:

- a) Approving the company's development orientation;
- b) Approving the annual financial statements;
- c) Reorganizing or dissolving the company.

3. A resolution of the General Meeting of Shareholders on the following content shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders (present in person or through authorized representatives) attending and voting at the meeting:

- a) Types of shares and total number of shares of each type;
- b) Changing business lines and fields;
- c) Changing the Company's organizational structure;
- d) Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements, except where this Charter provides for a different ratio or value;

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e) Reorganizing or dissolving the Company;

f) Extending the company's operation;

4. Resolutions of the General Meeting of Shareholders on other issues shall be passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders (present in person or through authorized representatives) attending and voting at the meeting.

In case of electing members of the Board of Directors and the Board of Supervisors, if the number of candidates is smaller than or equal to the number of members of the Board of Directors/Board of Supervisors to be elected, the election of members of the Board of Directors/Board of Supervisors may be carried out by cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or by voting (in favor, against, abstaining). The voting ratio for approval by voting method shall be implemented in accordance with Clause 4, Article 21 of this Charter.

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

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

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

1. The Board of Directors has the right to collect written opinions of shareholders to pass resolutions of the General Meeting of Shareholders on the following issues:
 - a) Amending and supplementing the contents of this Charter;
 - b) Approving/amending/supplementing the Internal Regulations on Corporate Governance; Regulations on the operation of the Board of Directors; Regulations on the operation of the Board of Supervisors;
 - c) Types of shares and total number of shares of each type;
 - d) Electing, dismissing, or removing members of the Board of Directors and the Board of Supervisors;
 - e) Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the company's most recent financial statements;
 - f) Changing business lines and fields;
 - g) Changing the company's organizational structure;
 - h) Other issues when deemed necessary for the interests of the Company.
2. The Board of Directors must prepare the opinion collection ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion collection ballot. Requirements and methods for sending the opinion collection ballot and accompanying documents shall be implemented in accordance with Clause 3, Article 18 of this Charter.
3. The opinion collection ballot must contain the following main contents:
 - a) Name, head office address, enterprise code;

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- b) Purpose of opinion collection;
- c) Full name, contact address, nationality, legal identification document number for individual shareholders; name, enterprise code or legal identification document number for institutional shareholders, head office address, or full name, contact address, nationality, legal identification document number for the representative of the institutional shareholder; number of shares of each type and number of votes of the shareholder;
- d) Issue requiring opinion collection to pass a decision;
- e) Voting options including in favor, against, and abstaining for each issue requiring opinion collection;
- f) Deadline for sending the answered opinion collection ballot back to the Company;
- g) Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may send the answered opinion collection ballot to the Company by mail, fax, or email in accordance with the following provisions:

- a) In case of sending by mail, the answered opinion collection ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion collection ballot sent to the Company must be placed in a sealed envelope and no one has the right to open it before vote counting;
- b) In case of sending by fax or email, the opinion collection ballot sent to the Company must be kept confidential until the time of vote counting;
- c) Opinion collection ballots sent to the Company after the deadline specified in the content of the opinion collection ballot, or ballots that have been opened in case of sending by mail, or disclosed in case of sending by fax or email, are invalid. Opinion collection ballots not sent back are considered as not participating in voting.

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

- a) Name, head office address, enterprise code;
- b) Purpose and issues requiring opinion collection to pass a resolution;
- c) Number of shareholders with the total number of votes participating in voting, distinguishing between valid and invalid votes, and the method of sending voting ballots, accompanied by an appendix of the list of shareholders participating in voting;
- d) Total number of votes in favor, against, and abstaining for each issue, total number of votes for each candidate (if any);
- e) Issue passed and the corresponding voting ratio for approval;
- f) Full name and signature of the Chairperson of the Board of Directors, vote counters, and vote counting supervisors.

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



6. The vote counting report and resolution must be sent to shareholders within 15 days from the date of ending the vote counting. Sending the vote counting report and resolution can be replaced by posting them on the Company's website within 24 hours from the time of ending the vote counting.
7. Answered opinion collection ballots, the vote counting report, the passed resolution, and related documents sent with the opinion collection ballot must all be kept at the Company's head office.
8. A resolution passed by way of collecting written opinions of shareholders is valid if approved by shareholders owning more than 50% of the total voting shares of all shareholders with voting rights, and has the same value as a resolution passed at the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The minutes must be made in Vietnamese, may be made in a foreign language, and must contain the following main contents:
 - a) Name, head office address, enterprise code;
 - b) Time and venue of the General Meeting of Shareholders;
 - c) Agenda and content of the meeting;
 - d) Full name of the chairperson and secretary;
 - e) Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the agenda;
 - f) Number of shareholders and total voting shares of shareholders attending the meeting, appendix of the list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and votes;
 - g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, votes in favor, against, and abstaining; corresponding ratio of the total voting shares of shareholders attending the meeting;
 - h) Summary of votes for each candidate (if any);
 - i) Issues passed and the corresponding voting ratio for approval;
 - j) Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the meeting minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting ends. The chairperson and the secretary of the meeting or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
3. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.
4. The Resolution, minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, the power of attorney for attending the meeting, all documents attached to the minutes (if any), and relevant documents accompanying the meeting invitation must be kept at the Company's headquarters.

The Resolution, minutes of the General Meeting of Shareholders, and documents attached to the minutes and resolution must be disclosed in accordance with the law on information disclosure in the securities market.

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

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for the General Meeting of Shareholders, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitrator to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order, procedures for convening the meeting, and decision-making of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

VII. BOARD OF DIRECTORS

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

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

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including Board of Directors positions at other companies);
- e) Interests related to the Company and the Company's related parties;
- f) Other information (if any).

The Company is responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and this Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 40% may nominate a maximum of two (02) candidates; from 40% to less than 50% may nominate a maximum of three (03) candidates; from 50% to less than 70% may nominate a maximum of four (04) candidates; from 70% or more may nominate a maximum of five (05) candidates.



3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not sufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with this Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

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

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

1. The number of members of the Board of Directors is 03.

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

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

The composition of the Company's Board of Directors must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members (the minimum number of non-executive members of the Board of Directors is determined by rounding down). The Company limits the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

The minimum number of independent members of the Board of Directors is 01.

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

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

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

Article 27. Powers and Obligations of the Board of Directors

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

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

- a) Decide on the strategy, medium-term development plans, and annual business plans of the Company;
- b) Propose the types of shares and the total number of shares of each type authorized to be offered;
- c) Decide on the sale of unsold shares within the scope of authorized shares of each type; decide on raising additional capital in other forms;

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- d) Decide on the selling price of shares and bonds of the Company;
- e) Decide on share buybacks in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- f) Decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) Decide on market development, marketing, and technology solutions;
- h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1, and Clause 3, Article 167 of the Law on Enterprises;
- i) Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the General Director and other key managers as prescribed by this Charter; decide on salaries, remuneration, bonuses, and other benefits for those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders of other companies, and decide on the remuneration and other benefits of those persons;
- j) Supervise and direct the General Director and other managers in the daily business operations of the Company;
- k) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, representative offices, and capital contribution or share purchases in other enterprises;
- l) Approve the program, content, and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- m) Submit the audited annual financial statements to the General Meeting of Shareholders;
- n) Propose the dividend payout level; decide on the timing and procedures for dividend payment or handling of losses incurred during business operations;
- o) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;
- p) Decide on the issuance of the Operating Regulations of the Board of Directors and Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders.
- q) Require the General Director, Deputy General Directors, and other managers in the company to provide information and documents regarding the financial situation and business activities of the company and its units.
- r) The requested manager must provide information and documents promptly, fully, and accurately as requested by members of the Board of Directors. The order and procedures for requesting and providing information are specifically prescribed in the Operating Regulations of the Board of Directors.
- s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of the law, and this Charter.



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

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus level of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred while performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and this Charter.

Article 29. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors may not concurrently serve as the General Director.
3. The Chairperson of the Board of Directors has the following powers and obligations:
 - a) Establish the program and activity plan of the Board of Directors;
 - b) Prepare the program, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
 - c) Organize the approval of resolutions and decisions of the Board of Directors;
 - d) Supervise the implementation process of resolutions and decisions of the Board of Directors;
 - e) Chair the General Meeting of Shareholders;
 - f) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

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

5. In case the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairperson of the Board of Directors. In case there is no authorized person or the Chairperson of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education center, absconds from their place of residence, is restricted or loses civil act capacity, has difficulty in perception or behavior control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one of them to hold the position of Chairperson of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

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

- a) Assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b) Assist members of the Board of Directors in performing their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing corporate governance principles;
- d) Assist the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; complying with obligations to provide information, disclose information, and administrative procedures;
- d) Other rights and obligations as prescribed in this Charter.

Article 30. Meetings of the Board of Directors

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

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

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

- a) At the request of the Board of Supervisors or an independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;

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

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairperson of the Board

of Directors shall be responsible for damages incurred by the Company; the requester has the right to replace the Chairperson of the Board of Directors to convene the meeting of the Board of Directors.

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

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

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

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

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

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

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- e) Sending a voting ballot by other means.

10. In case of sending a voting ballot to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least 01 hour before the opening. The voting ballot shall only be opened in the presence of all persons attending the meeting.

11. Voting

- a) Except as provided in Point b, Clause 11 of this Article, each member of the Board of Directors or authorized person as prescribed in Clause 9 of this Article present in person at the meeting of the Board of Directors has one (01) vote;
- b) Members of the Board of Directors may not vote on contracts, transactions, or proposals in which they or their related persons have interests that conflict or may conflict with the interests of the Company. Members of the Board of Directors are not counted in the minimum number of members present to hold a meeting of the Board of Directors regarding decisions on which they do not have the right to vote;

- c) According to Point d, Clause 11, Article 30, when an issue arises at the meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily waive their voting right, the chairperson's ruling is final, except in cases where the nature or scope of the relevant member's interests has not been fully disclosed;
- d) A member of the Board of Directors benefiting from a contract as prescribed in Point a and Point b, Clause 6, Article 43 of this Charter is considered to have a significant interest in that contract;
- e) Supervisors have the right to attend meetings of the Board of Directors, have the right to discuss but not to vote.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they have an interest therein is responsible for disclosing this interest at the first meeting of the Board discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after they become aware that they have or will have an interest in the aforementioned transaction or contract.

13. Members must attend all meetings of the Board of Directors. Members may authorize others to attend and vote if approved by a majority of the members of the Board of Directors.

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

15. The Board of Directors has the right to collect opinions from members of the Board of Directors in writing to pass resolutions of the Board of Directors when passing issues falling under the authority of the Board of Directors in Clause 2, Article 27 of this Charter.

Resolutions passed in the form of written opinion collection are passed based on the approval of a majority of members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.

16. Meetings of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting can:

- a) Hear each other member of the Board of Directors participating in the meeting speak;
- b) Speak to all other attending members simultaneously. Discussion between members can be conducted directly via telephone or other communication means or a combination of these methods. Members of the Board of Directors participating in such a meeting are considered "present" at that meeting. The location of the meeting held according to this provision is the location where the majority of members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

Decisions passed in meetings via telephone are organized and conducted legally, taking effect immediately upon the conclusion of the meeting but must be confirmed by signatures in the minutes of all members of the Board of Directors attending this meeting.

17. The Chairperson of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to members, and such minutes are authentic evidence of the work conducted at the



meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting must be prepared in detail and clearly in accordance with Clause 1, Article 158 of the Law on Enterprises, including the full name and signature of the chairperson and the minutes recorder. In case the chairperson or the minutes recorder refuses to sign the minutes but they are approved and signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in Points a, b, c, d, e, g, and h, Clause 1, Article 158 of the Law on Enterprises, then these minutes are valid. The meeting minutes clearly state the refusal of the chairperson or minutes recorder to sign. The person signing the meeting minutes is jointly liable for the accuracy and truthfulness of the content of the Board of Directors meeting minutes. The chairperson and minutes recorder are personally liable for damages incurred by the Company due to refusing to sign the meeting minutes in accordance with the Company Charter and relevant laws. Content approved by a majority of members present in the Board of Directors meeting minutes must be made into a passed Resolution. The Board of Directors meeting minutes must be kept in accordance with the law and the Company Charter.

Article 31. Company Governance Officer

1. The Company's Board of Directors must appoint at least 01 company governance officer to support corporate governance at the enterprise. The company governance officer may concurrently serve as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.
2. The company governance officer may not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The company governance officer has the following powers and obligations:
 - a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;
 - b) Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
 - c) Advise on meeting procedures;
 - d) Attend meetings;
 - e) Advise on procedures for drafting resolutions of the Board of Directors in accordance with the law;
 - f) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Board of Supervisors;
 - g) Supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h) Act as a contact point with related parties;
 - i) Maintain information confidentiality in accordance with the law and this Charter;
 - j) Other rights and obligations as prescribed by the law and this Charter.

VIII. GENERAL DIRECTOR AND OTHER MANAGERS

Article 32. Management Organizational Structure

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company has a General Director, Deputy General

Directors, Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be passed by resolution or decision of the Board of Directors.

Article 33. Enterprise Managers

1. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other managers with numbers and standards suitable to the structure and management regulations of the Company as prescribed by the Board of Directors. Enterprise managers are responsible for supporting the Company in achieving the set goals in operations and organization.
2. The General Director is paid a salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.
3. The salary of managers is included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Appointment, Dismissal, Rights, and Obligations of the General Director

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as the General Director.
2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and the law for the performance of assigned rights and obligations.
3. The term of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by the law and this Charter.
4. The General Director has the following rights and obligations:
 - a) Implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, and business and investment plans of the Company approved by the Board of Directors and the General Meeting of Shareholders;
 - b) Decide on issues that do not require a decision from the Board of Directors or the Chairperson of the Board of Directors; organize and manage the daily business operations of the Company according to best management practices;
 - c) Propose to the Board of Directors the organizational structure and internal management regulations of the Company;
 - d) Appoint, dismiss, and remove management positions in the Company, except for positions falling under the authority of the Board of Directors;
 - e) Decide on salaries and other benefits for employees in the company, including managers under the appointment authority of the General Director;
 - f) Recruit employees;
 - g) Propose plans for dividend payment or handling of business losses;
 - h) Propose measures to improve the operations and management of the Company;
 - i) Other rights and obligations as prescribed by the law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and the labor contract signed with the Company.

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

IX. BOARD OF SUPERVISORS

Article 35. Candidacy and Nomination of Members of the Board of Supervisors (Supervisors)

1. The candidacy and nomination of members of the Board of Supervisors are carried out similarly to the provisions in Clause 1, Article 25 of this Charter. Shareholders holding voting shares have the right to aggregate their voting rights to nominate Supervisors. Shareholders or groups of shareholders holding from 10% to less than 30% of voting shares may nominate one (01) candidate; from 30% to less than 50% may nominate a maximum of two (02) candidates; from 50% or more may nominate three (03) candidates.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with this Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 36. Composition of the Board of Supervisors

1. The number of members of the Board of Supervisors of the Company is 03. The term of a member of the Board of Supervisors shall not exceed 05 years and may be re-elected for an unlimited number of terms.

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

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an independent auditing company that has audited the company's financial statements in the 03 consecutive years prior.

3. Members of the Board of Supervisors shall be dismissed in the following cases:

- a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter that is approved;
- c) Other cases as prescribed by the law and this Charter.

4. Members of the Board of Supervisors shall be removed in the following cases:

- a) Failing to complete assigned tasks and work;
- b) Failing to perform their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and this Charter;
- d) Other cases as per the resolution of the General Meeting of Shareholders.

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Article 37. Head of the Board of Supervisors

1. The Head of the Board of Supervisors is elected, dismissed, and removed by the Board of Supervisors from among its members; the election, dismissal, and removal are based on the majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must have a university degree or higher in one of the majors: economics, finance, accounting, auditing, law, business administration, or a major related to the enterprise's business activities.

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

- a) Convene meetings of the Board of Supervisors;
- b) Request the Board of Directors, General Director, and other managers to provide relevant information to report to the Board of Supervisors;
- c) Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors to submit to the General Meeting of Shareholders.

Article 38. Rights and Obligations of the Board of Supervisors

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

- 1. Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's Financial Statements; decide on the approved auditing organization to inspect the Company's activities; and remove approved auditors when deemed necessary.
- 2. Be responsible to shareholders for its supervisory activities.
- 3. Supervise the financial situation of the Company and compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.
- 4. Ensure coordination with the Board of Directors, the General Director, and shareholders.
- 5. In case of detecting violations of the law or this Charter by members of the Board of Directors, the General Director, and other managers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to terminate the violation and have solutions to remedy the consequences.
- 6. Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
- 7. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.
- 8. Have the right to access the Company's records and documents kept at the headquarters, branches, and other locations; have the right to come to the workplace of the Company's managers and employees during working hours.
- 9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business activities of the Company.
- 10. Other rights and obligations as prescribed by the law and this Charter.

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Article 39. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least 02 times a year, with at least 2/3 of the members of the Board of Supervisors attending. The minutes of the Board of Supervisors meeting must be prepared in detail and clearly. The minutes recorder and members of the Board of Supervisors attending the meeting must sign the meeting minutes. The minutes of the Board of Supervisors meetings must be kept to determine the responsibility of each member of the Board of Supervisors.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend and answer issues that need clarification.

Article 40. Remuneration, Bonuses, and Other Benefits for Members of the Board of Supervisors

Salaries, remuneration, bonuses, and other benefits for members of the Board of Supervisors are implemented according to the following provisions:

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonus, other benefits, and annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors are reimbursed for reasonable travel, accommodation, and independent consulting service expenses. The total amount of this remuneration and expenses shall not exceed the total 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. Salaries and operating expenses of the Board of Supervisors are included in the Company's business expenses in accordance with the law on corporate income tax and other relevant legal provisions, 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 GENERAL DIRECTOR, AND OTHER MANAGERS

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

Article 41. Honest Responsibility and Avoiding Conflicts of Interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose 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 General Director, other managers, and their related persons may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, or other companies in which the Company holds a controlling interest of 50% or more of the charter capital, and themselves or their related persons as prescribed by law. For the aforementioned transactions that require approval from

the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities laws on information disclosure.

4. A member of the Board of Directors shall not vote on transactions that provide benefits to that member or their related persons in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use or disclose internal information to others to execute related transactions.

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

a) For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other executive, have been reported to the Board of Directors and approved by the Board of Directors with a majority vote of the members of the Board of Directors who have no related interests;

b) For transactions with a value of 35% or more, or transactions leading to a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other executive, have been disclosed to shareholders and approved by the General Meeting of Shareholders by a vote of shareholders who have no related interests;

c) Contracts or transactions for borrowing, lending, or selling assets with a value greater than 10% of the total asset value recorded in the most recent financial statements between the company and a shareholder owning 51% or more of the total voting shares, or their related persons, have been disclosed to shareholders and approved by the General Meeting of Shareholders by a vote of shareholders who have no related interests.

Article 42. Responsibility for Damages and Indemnification

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

2. The Company shall indemnify persons who have been, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil and administrative cases, and excluding lawsuits where the Company is the plaintiff) if that person was or is a member of the Board of Directors, member of the Board of Supervisors, General Director, other executive, employee, or representative authorized by the Company, and has acted or is acting in the performance of duties authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.

3. Indemnification costs include judgment costs, fines, and amounts actually paid (including attorney fees) or considered reasonable when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned indemnification responsibilities.

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XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 43. Right to inspect books and records

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

a) Common shareholders have the right to examine, inspect, and extract information regarding their name and contact address in the list of shareholders with voting rights; and request the correction of inaccurate information about themselves;

b) Examine, inspect, extract, or copy this Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

c) A shareholder or group of shareholders owning 5% or more of the total common shares has the right to examine, inspect, and extract the minutes book and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets.

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

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

4. The Company must keep this Charter and its amendments, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.

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

XII. EMPLOYEES AND TRADE UNION

Article 44. Employees and trade union

1. The General Director must develop a plan for the Board of Directors to approve issues related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and discipline for employees and corporate executives.

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

XIII. PROFIT DISTRIBUTION

Article 45. Profit distribution

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

2. The Company does not pay interest on dividend payments or payments related to a class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body that executes this decision.
4. In case dividends or other payments related to a class of shares are paid in cash, the Company must pay in VND. Payment can be made directly or through banks based on bank account details provided by shareholders. In case the Company has transferred funds according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Dividend payments for shares listed on the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors passes a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, or receive notices or other documents.
6. Other issues related to profit distribution are implemented in accordance with the provisions of the law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 46. Bank accounts

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. With prior approval from the competent authority, in case of necessity, the Company may open bank accounts abroad in accordance with the provisions of the law.
3. The Company conducts all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company opens accounts.

Article 47. Fiscal year

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

Article 48. Accounting system

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system issued and approved by the competent authority.
2. The Company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and related laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company uses VND as the accounting currency. In case the Company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the accounting currency, be responsible for that choice before the law, and notify the direct tax management agency.

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XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 49. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the law. The Company discloses the audited annual financial statements in accordance with the law on information disclosure in the securities market and submits them to the competent state agency.
2. The annual financial statements must include full reports, appendices, and notes in accordance with the law on corporate accounting. The annual financial statements must reflect the Company's operating situation honestly and objectively.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state agency.

Article 50. Annual report

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

XVI. COMPANY AUDIT

Article 51. Audit

1. The General Meeting of Shareholders approves the list of independent audit firms and authorizes the Board of Directors to decide on selecting one of these units to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements is entitled to attend meetings of the General Meeting of Shareholders, is entitled to receive notices and other information related to the General Meeting of Shareholders, and is entitled to express opinions at the meeting on issues related to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 52. Company seal

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form, and content of the Company's seal. The seal is engraved in accordance with the law and the Charter.
3. The Board of Directors and the General Director use and manage the seal in accordance with current legal provisions.

XVIII. COMPANY DISSOLUTION

Article 53. Company dissolution

1. The Company may be dissolved in the following cases:
 - a) The end of the operating term recorded in this Charter without a decision on extension;



- b) According to a resolution or decision of the General Meeting of Shareholders;
- c) Revocation of the Certificate of Business Registration, except where the Law on Tax Administration provides otherwise;
- d) Other cases as prescribed by law.

2. The dissolution of the Company before the deadline (including the extended deadline) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) in accordance with regulations.

Article 54. Extension of operation

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 7 months before the end of the operating term so that shareholders can vote on extending the Company's operation at the proposal of the Board of Directors.

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

Article 55. Liquidation

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

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

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

- a) Liquidation costs;
- b) Debts for salaries, severance pay, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remainder after paying all debts from items (a) to (d) above is divided among shareholders. Preferred shares are prioritized for payment first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 56. Internal dispute resolution

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

- a) Shareholders and the Company;

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b) Shareholders and the Board of Directors, Board of Supervisors, General Director, or other executives;

The related parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 15 working days from the date the dispute arises. In case the dispute is related to the Board of Directors or the Chairperson of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.

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

3. The parties shall bear their own costs related to negotiation and mediation procedures. Payment of Court costs is carried out according to the Court's judgment.

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 57. This Charter

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

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

XXI. EFFECTIVE DATE

Article 58. Effective date

1. This Charter, consisting of 21 sections and 58 articles, was unanimously approved by the General Meeting of Shareholders of Cam Ranh International Airport Services Joint Stock Company according to Resolution No. 02/2025/NQ-GMS/CIAS dated August 08, 2025, and Resolution No. 01/2026/NQ-GMS/CIAS dated April 24, 2026.

2. The Charter is made in 03 copies, having equal validity, and must be kept at the Company's head office.

3. This Charter is the unique and official Charter of the Company.

4. Copies or extracts of this Charter are valid when signed by the Chairperson of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

**LEGAL REPRESENTATIVE
CHAIRPERSON OF THE BOARD OF
DIRECTORS**



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**APPENDIX I: BUSINESS LINES OF CAM RANH INTERNATIONAL AIRPORT
SERVICES JOINT-STOCK COMPANY**

(Amended and supplemented according to Resolution No. 01/2026/ NQ-ĐHĐCĐ/CIAS dated April 24, 2026 of the 2026 Annual General Meeting of Shareholders)

No.	Industry name	Industry code
1	Real estate business, land use rights owned, used, or leased Details: - Real estate business - Office and housing rental services - Excluded: Investment in construction of cemetery and graveyard infrastructure to transfer land use rights attached to infrastructure under item A.17 of Appendix I issued with Decree No. 31/2021/ND-CP dated March 26, 2021, of the Government detailing and guiding the implementation of a number of articles of the Law on Investment	6810
2	Other support service activities related to transportation	5229
3	Road passenger transport in urban and suburban areas (excluding bus transport) Details: Road transport agency, tourist passenger transport, fixed-route passenger transport under contract by taxi, bus	4931
4	Other road passenger transport Details: Passenger transport by intra-provincial and inter-provincial passenger cars. Road passenger transport	4932
5	Restaurants and mobile food services Details: - Restaurants, eateries, catering restaurants (excluding bar, karaoke, nightclub business) - In-flight meal supply services. Contract catering services	5610
6	Beverage serving services (excluding bar business)	5630
7	Tour operator activities	7912
8	Advertising (type permitted by the State)	7310
9	Support service activities directly for air transport Details: Airport ground service activities - Duty-free goods business serving departing, arriving, and transit passengers; - Business of services serving passengers of domestic and international airlines; - Terminal and warehouse exploitation services; - Ground commercial technical service: passenger service, baggage service, aviation ground technical service, documentation, weight and balance, and loading instruction service for flights, cleaning service, supply of materials and items on board, lost baggage search and return service, other services related to ground technical service; - Aviation equipment repair and maintenance service; - In-flight meal supply service;	5223 (Main)



No.	Industry name	Industry code
10	Other food services	5629
11	Motor vehicle rental Details: car rental	7710
12	Non-hazardous waste collection	3811
13	Production of ready-made meals and food (Not operating at the head office)	1075
14	Other business support service activities not elsewhere classified Details: Car, motorcycle, and bicycle parking services	8299
15	Urban bus passenger transport	4921
16	Inter-urban and inter-provincial bus passenger transport	4922
17	Rental of machinery, equipment, and other tangible goods without an operator Details: Rental of houses with special technical equipment (concert halls, theaters, auditoriums, wedding halls, studios, cinemas); Construction machinery and equipment	7730
18	Other bus passenger transport	4929
19	Support service activities directly for road transport Details: Car, motorcycle, and bicycle parking services	5225
20	Trade promotion and introduction organization	8230
21	Primary vocational training	8531
22	Other education not elsewhere classified	8559
23	Wholesale of beverages	4633
24	Wholesale of tobacco and tobacco products	4634
25	Road freight transport	4933
26	Hairdressing services	9621
27	Beauty care services and other beauty activities	9622
28	Rental of sports and recreational equipment	7721
29	Retail sale of apparel, footwear, leather and imitation leather goods	4771
30	Production of non-alcoholic beverages, mineral water (not operating at the registered office)	1105
31	Operation of sports facilities	9311
32	Hotels and similar accommodation services	5510
33	Other credit granting activities Details: Foreign currency exchange agent	6495
34	Retail sale of fitness and sports equipment and tools	4762

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No.	Industry name	Industry code
35	Travel agency	7911
36	Other cleaning services	8129
37	Other tourism-related activities	7990
38	Activities of employment placement centers	7810
39	Retail sale of beverages	4723
40	Retail sale of tobacco products	4724



**APPENDIX II: LIST OF FOUNDING SHAREHOLDERS
OF CAM RANH INTERNATIONAL AIRPORT SERVICES JOINT-STOCK COMPANY**

No.	Shareholder Name	Permanent residence registration for individuals; head office address for organizations	Share Class	Number of Shares (*)	Share Value (million VND)	Ownership (%)	ID card number (or other legal personal identification number) for individuals; Enterprise ID for businesses; Establishment Decision number for organizations
1	Middle Airports Corporation	Da Nang International Airport, Hoa Thuan Tay Ward, Hai Chau District, Da Nang City	Common	510,000	5,100	51%	3206000159
2	Nha Trang Taxi Joint Stock Company	01 Me Linh, Phuoc Tien Ward, Nha Trang City, Khanh Hoa Province	Common	200,000	2,000	20%	062705
3	Yasaka Saigon Nhatrang Joint Stock Company	18 Tran Phu, Nha Trang City, Khanh Hoa Province	Common	100,000	1,000	10%	371032000098

(*): Number of shares of founding shareholders at the time of establishment of Cam Ranh International Airport Services Joint-Stock Company