

No.: 15/2026/CBTT-SBD

Ho Chi Minh City, July 22, 2026

EXTRAORDINARY INFORMATION DISCLOSURE

To: Hanoi Stock Exchange

1. Name of organization: SAO BAC DAU TECHNOLOGIES CORPORATION

- Stock code: SBD

- Address: Block U.14b – 16a, Road 22, Tan Thuan EPZ, Tan Thuan ward, Ho Chi Minh City

- Tel: 028 37700968

Fax: 028 37700968

- Email: info@saobacdau.vn

Website: <https://saobacdau.vn>

2. Contents of disclosure:

- The Board of Directors' Resolution on the issuance of the amended and supplemented Charter of Sao Bac Dau Technologies Corporation.

3. This information was disclosed on the Company's website on July 22, 2026, at:
<https://saobacdau.vn>.

The Company hereby confirms that the information disclosed herein is true and accurate and assumes full legal responsibility for the contents of this disclosure.

**Organization Representative
Legal Representative / Authorized Person for Information
Disclosure**

(Signature, full name, position, and seal)

Attached document:

- Board of Directors' Resolution



Executive Chairman

Nguyễn Đức Quang

**SAO BAC DAU TECHNOLOGIES CORPORATION****Head Office**

Block U14b - 16a, Road 22, Ton Thuan EPZ,
Ton Thuan Ward, Ho Chi Minh City
Tel: +84 28 3770 0968 - Fax: +84 28 3770 0969

Ha Noi Branch

3rd floor, CTIAB, VOV Plaza,
Dai Mo Ward, Ha Noi City
Tel: +84 24 3772 2989 - Fax: +84 24 3772 3000

Da Nang Branch

Room 408, 4th floor, 15 Quang Trung Street,
Hai Chau Ward, Da Nang City
Tel: +84 236 381 2175 - Fax: +84 236 381 2175

www.saobacdau.vn

Ho Chi Minh City, July 22, 2026

No.: 07/2026/NQ-HĐQT

RESOLUTION

**Re: Issuance of the Amended and Supplemented Charter
of Sao Bac Dau Technologies Corporation**

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amendments, supplements and guiding documents;
- The Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its amendments, supplements and guiding documents;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations on the implementation of certain articles of the Law on Securities;
- Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing certain articles of Decree No. 155/2020/ND-CP dated December 31, 2020 providing detailed regulations on the implementation of certain articles of the Law on Securities;
- Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain regulations on corporate governance applicable to public companies;
- The Charter on Organization and Operation of Sao Bac Dau Technologies Corporation;
- The Resolution of the 2026 Annual General Meeting of Shareholders of Sao Bac Dau Technologies Corporation dated July 22, 2026 approving the amended and supplemented Charter and authorizing the Board of Directors to issue the Charter;
- The Minutes of the Board of Directors Meeting No. 07/BBH-2026 dated July 22, 2026.

THE BOARD OF DIRECTORS OF SAO BAC DAU TECHNOLOGIES CORPORATION

HEREBY RESOLVES

Article 1: To issue together with this Resolution the amended and supplemented Charter of Sao Bac Dau Technologies Corporation, which was approved by the 2026 Annual General Meeting of Shareholders.

Article 2: The Board of Directors, the Supervisory Board, the Legal Representative of the Company, and relevant departments, organizations and individuals shall be responsible for implementing this Resolution.

This Resolution shall take effect from the date of signing.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Recipients: -As stated in Article 2;

-Filed: Board of Directors.





CHARTER

SAO BAC DAU TECHNOLOGIES CORPORATION

**THIS CHARTER WAS ADOPTED BY THE ANNUAL GENERAL
MEETING OF SHAREHOLDERS ON 22 JULY 2026**

11/2/2026
11/2/2026

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I. DEFINITIONS AND INTERPRETATION

Article 1. Definitions

1. In this Charter, the following terms shall have the meanings set forth below:
 - a. "Share Capital" means the aggregate par value of shares that have been sold or subscribed for upon the incorporation of the Company and as prescribed in Article 6 of this Charter;
 - b. "Voting Capital" means share capital under which the holders are entitled to vote on matters falling within the decision-making authority of the GMS;
 - c. "Law on Enterprises" means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, as amended and supplemented from time to time.
 - d. "Law on Securities" means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, as amended and supplemented from time to time.
 - e. "Vietnam" means the Socialist Republic of Vietnam;
 - f. "Date of Incorporation" means the date on which the Company was first issued its Enterprise Registration Certificate (Business Registration Certificate or equivalent legal documents);
 - g. "Executive Officer" means the Chief Executive Officer (CEO), Vice President(s), Chief Financial Officer (CFO), Chief Accountant, and other executive officers as prescribed by the Company's Charter;
 - h. "Enterprise Manager" means a manager of the Company, including the Chairman of the Board of Directors (BOD), members of the BOD, the CEO, and other individuals holding managerial positions as prescribed by the Company's Charter;
 - i. "Related Person" means any individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
 - j. "Shareholder" means any individual or organization owning at least one share of the Company;
 - k. "Founding Shareholder" means a shareholder owning at least one ordinary share and whose name appears in the list of founding shareholders of the Company;
 - l. "Major Shareholder" means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
 - m. "Operating Term" means the duration of operation of the Company as prescribed in Article 2 of this Charter and any extension thereof approved by the GMS;
 - n. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries;
 - o. "Trade Secrets and Business Confidential Information" mean information that has not been publicly disclosed, possesses economic or commercial value, and provides a competitive advantage to the Company, including but not limited to source codes, technological solutions, data, customer information, partner information, business strategies, and other information designated by the Company as confidential.
2. In this Charter, references to any provision of law or legal document shall include any amendments, supplements, or replacement documents thereto.
3. The headings (Sections and Articles) of this Charter are inserted for convenience of reference only and shall not affect the interpretation or substance of any provision of this Charter.

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

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

1. Company Name:

- Vietnamese name: Công ty Cổ phần Công nghệ Sao Bắc Đẩu
- English name: SaoBacDau Technologies Corporation.
- Abbreviated name: SBD Corp

2. The Company is a joint stock company with legal entity status in accordance with the applicable laws of Vietnam.

3. The registered head office of the Company:

- Head Office Address: Block U.14b - 16a, Road 22, Tan Thuan EPZ, Tan Thuan Ward, Ho Chi Minh City, Việt Nam.
- Telephone: +84 28 3770 0968
- Fax: +84 28 3770 0969
- E-mail: info@saobacdau.vn
- Website: <https://www.saobacdau.vn>

Any changes to the above information shall be deemed automatically incorporated into and updated in this Charter.

4. The Company may establish branches, representative offices, and business locations within or outside its business areas in order to achieve its operational objectives, subject to resolutions of the BOD and in accordance with applicable laws.

5. Unless terminated prior to its expiry in accordance with Clause 2, Article 54 of this Charter or its operation is extended pursuant to Article 55 of this Charter, the term of operation of the Company shall commence from the Date of Incorporation and continue for an indefinite period.

Article 3. Legal Representatives of the Company

1. The Company shall have two (02) legal representatives, namely the Chairman of the BOD ("Chairman") and the Chief Executive Officer ("CEO").

2. The legal representatives of the Company shall represent the Company in exercising rights and performing obligations arising from the Company's transactions; represent the Company as claimant, respondent, or person with related rights and obligations before arbitration tribunals, courts, and other competent authorities. The responsibilities of the legal representatives shall be performed in accordance with Article 13 of the Law on Enterprises and other rights and obligations prescribed by applicable laws.

3. Rights and obligations of each legal representative:

- a. The CEO shall be responsible before the law for matters relating to the Company's daily business and operational activities, as well as relationships with governmental authorities and banking institutions.
- b. The Chairman shall be responsible before the law for matters relating to shareholders and technology development investments.
- c. In the event that the CEO is unable to perform his/her executive functions, the Chairman shall exercise the rights and perform the obligations of the legal representative as prescribed in Point a of this Clause, and vice versa.

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

Article 4. Business Objectives of the Company

1. The Company's business lines are as follows:

No.	Business Lines	Business Code
1	Wholesale of electronic and telecommunications equipment and components	4652 (Primary)

	Details: Trading in connectors and electronic components; telephones of all kinds, fax machines, PABX systems (up to 32 extensions); electrical and electronic products; information technology equipment and computer networking equipment; postal and telecommunications equipment and telecommunications network equipment (not operated at the Company's head office) (Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import and distribution rights, including tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil products, rice, cane sugar and beet sugar, which are excluded from Vietnam's market access commitments.)	
2	Manufacture of fabricated metal products	2511
3	Forging, pressing, stamping, and roll-forming of metal; powder metallurgy	2591
4	Machining, treatment, and coating of metals	2592
5	Manufacture of other fabricated metal products n.e.c. Details: - Manufacture of metal utensils for kitchens, bathrooms and dining rooms; - Manufacture of other fabricated metal products not elsewhere classified	2599
6	Manufacture of electronic components	2610
7	Manufacture of computers and peripheral equipment	2620
8	Manufacture of communication equipment	2630
9	Manufacture of consumer electronics	2640
10	Manufacture of measuring, testing, navigating, and control equipment	2651
11	Manufacture of watches and clocks	2652
12	Manufacture of irradiation, electromedical, and electrotherapeutic equipment	2660
13	Manufacture of optical instruments and equipment	2670
14	Manufacture of magnetic and optical media	2680
15	Manufacture of electric motors, generators, transformers, and electricity distribution and control apparatus Details: - Manufacture of electric motors and generators;	2710

	- Manufacture of transformers and electricity distribution and control apparatus.	
16	Manufacture of batteries and accumulators	2720
17	Manufacture of fibre optic cables	2731
18	Manufacture of other electronic and electric wires and cables	2732
19	Manufacture of wiring devices	2733
20	Manufacture of electric lighting equipment	2740
21	Manufacture of domestic appliances	2750
22	Manufacture of other electrical equipment Details: Manufacture and assembly of electrical, electronic, and information technology products (not operated at the Company's head office); manufacture of postal and telecommunications equipment and telecommunications network equipment; manufacture of postal and telecommunications materials and supplies	2790
23	Manufacture of engines and turbines, except aircraft, vehicle, and cycle engines	2811
24	Manufacture of fluid power equipment	2812
25	Manufacture of other special-purpose machinery	2829
26	Manufacture of parts and accessories for motor vehicles and their engines	2930
27	Repair of fabricated metal products	3311
28	Repair of machinery and equipment	3312
29	Repair of electronic and optical equipment. Details: Maintenance of electrical and electronic products; repair of electronic and information technology products (not operated at the Company's head office); repair and maintenance of electrical equipment and automatic control equipment (excluding mechanical processing, electroplating and waste recycling at the Company's head office).	3313
30	Repair of electrical equipment. Details: Repair of electrical products.	3314
31	Repair and maintenance of transport equipment, except motor vehicles, motorcycles, and mopeds	3315
32	Repair of other equipment	3319
33	Installation of industrial machinery and equipment. Details: Installation of information technology and computer networking equipment; installation of postal and telecommunications equipment and telecommunications network equipment (not operated at the Company's head office).	3320

34	Electric power generation, transmission, and distribution. Details: - Electric power transmission and distribution; - Electric power generation. (Excluding national power transmission and dispatch operations; construction and operation of multi-purpose hydropower plants and nuclear power projects of special socio-economic importance.)	3510
35	Steam and air conditioning supply; production and distribution of steam, hot water, air conditioning, and ice	3530
36	Sewerage and wastewater treatment. Details: Wastewater treatment (not operated at the Company's head office).	3700
37	Treatment and disposal of non-hazardous waste (not operated at the Company's head office)	3821
38	Treatment and disposal of hazardous waste (not operated at the Company's head office). Details: - Treatment and disposal of medical waste; - Treatment and disposal of other hazardous waste.	3822
39	Materials recovery and recycling (not operated at the Company's head office). Details: - Recycling of metal waste and scrap; - Recycling of non-metal waste and scrap.	3830
40	Remediation activities and other waste management services (not operated at the Company's head office)	3900
41	Construction of other civil engineering projects. Details: Construction of civil and industrial works (not operated at the Company's head office).	4290
42	Electrical installation. Details: Installation of electrical and electronic systems; installation of electrical equipment and automatic control equipment (excluding mechanical processing, electroplating, and waste recycling at the Company's head office) (not operated at the Company's head office).	4321
43	Plumbing, heating, and air-conditioning installation. Details: - Installation of water supply and drainage systems (not operated at the Company's head office);	4322

	- Installation of heating and air-conditioning systems. (Excluding mechanical processing, waste recycling, and electroplating at the Company's head office; excluding installation of refrigeration equipment (freezing equipment, cold storage facilities, ice-making machines, air-conditioning systems, and water-cooling equipment) using R22 refrigerant gas in the seafood processing industry.)	
44	Other construction installation activities (not operated at the Company's head office).	4329
45	Building completion and finishing (not operated at the Company's head office).	4330
46	Other specialized construction activities (excluding the leasing of construction machinery and equipment) (not operated at the Company's head office).	4390
47	Maintenance and repair of motor vehicles and other motor vehicles (excluding the manufacture of rubber tires and tubes) (not operated at the Company's head office).	4520
48	Sale of parts and accessories for motor vehicles and other motor vehicles (not operated at the Company's head office). Details: - Wholesale of parts and accessories for motor vehicles and other motor vehicles (not operated at the Company's head office); - Retail sale of parts and accessories for passenger cars with up to 12 seats; - Agency activities for parts and accessories for motor vehicles and other motor vehicles (not operated at the Company's head office).	4530
49	Maintenance and repair of motorcycles and motorbikes (not operated at the Company's head office).	4542
50	Sale of parts and accessories for motorcycles and motorbikes (not operated at the Company's head office). Details: - Wholesale of parts and accessories for motorcycles and motorbikes (not operated at the Company's head office); - Retail sale of parts and accessories for motorcycles and motorbikes (not operated at the Company's head office); - Agency activities for parts and accessories for motorcycles and motorbikes (not operated at the Company's head office).	4543
51	Wholesale of other household goods. Details: - Trading in hardware, electrical appliances, electrical equipment and electric cables; trading in electrical equipment and automatic control	4649

	equipment; trading in audio and video recordings permitted for circulation (not operated at the Company's head office); - Wholesale of household electrical appliances, lamps and lighting equipment (not operated at the Company's head office); - Wholesale of other household goods not elsewhere classified (not operated at the Company's head office). (Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights or distribution rights, including tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined petroleum products, rice, cane sugar and beet sugar, which are excluded from Vietnam's market access commitments.)	
52	Wholesale of computers, peripheral equipment and software. Details: Trading in information technology products and computer software (not operated at the Company's head office). (Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights or distribution rights, including tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined petroleum products, rice, cane sugar and beet sugar, which are excluded from Vietnam's market access commitments.)	4651
53	Wholesale of other machinery, equipment, and spare parts. Details: - Trading in office equipment; trading in software and machinery (not operated at the Company's head office); - Wholesale of electrical machinery, equipment, and supplies (generators, electric motors, electric wires, and other electrical apparatus used in electrical circuits) (not operated at the Company's head office); - Wholesale of office machinery, equipment, and spare parts (excluding computers and peripheral equipment) (not operated at the Company's head office); - Wholesale of other electrical machinery, equipment, and spare parts not elsewhere classified (not operated at the Company's head office). (Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not	4659

	permitted to exercise export rights, import rights or distribution rights, including tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined petroleum products, rice, cane sugar and beet sugar, which are excluded from Vietnam's market access commitments.)	
54	Wholesale of construction materials and other installation supplies (not operated at the Company's head office).	4663
55	Retail sale of computers, peripheral equipment, software and telecommunications equipment in specialized stores (not operated at the Company's head office). Details: - Retail sale of computers, peripheral equipment and software in specialized stores (not operated at the Company's head office); - Retail sale of telecommunications equipment in specialized stores (not operated at the Company's head office). (Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights or distribution rights, including tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined petroleum products, rice, cane sugar and beet sugar, which are excluded from Vietnam's market access commitments.)	4741
56	Retail sale of audio and video equipment in specialized stores (not operated at the Company's head office). (Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights or distribution rights, including tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined petroleum products, rice, cane sugar and beet sugar, which are excluded from Vietnam's market access commitments.)	4742
57	Retail sale of hardware, paints, glass, and other installation materials in specialized stores (not operated at the Company's head office). Details: Retail sale of other construction installation materials in specialized stores (not operated at the Company's head office).	4752
58	Retail sale of electrical household appliances, furniture, lighting equipment, and other household articles not elsewhere classified in specialized stores (not operated at the Company's head office). Details:	4759

	- Retail sale of household electrical appliances, lamps, and lighting equipment in specialized stores (not operated at the Company's head office); - Retail sale of musical instruments in specialized stores (not operated at the Company's head office); - Retail sale of electrical household appliances, beds, wardrobes, tables, chairs, and similar furniture, lamps and lighting equipment, and other household articles not elsewhere classified in specialized stores (not operated at the Company's head office).	
59	Other retail sales of new goods in specialized stores (not operated at the Company's head office). Details: Retail sale of bicycles, bicycle parts, and accessories in specialized stores (not operated at the Company's head office).	4773
60	Retail sales via mail order houses or via the Internet (not operated at the Company's head office). (Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights or distribution rights, including tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined petroleum products, rice, cane sugar and beet sugar, which are excluded from Vietnam's market access commitments.)	4791
61	Freight transport by road. Details: General freight transportation (not operated at the Company's head office).	4933
62	Warehousing and storage. (Excluding warehouse operation business) (not operated at the Company's head office).	5210
63	Cargo handling. (Excluding air cargo handling services and maritime cargo stevedoring services) (not operated at the Company's head office).	5224
64	Software publishing. Details: Production of computer software (not operated at the Company's head office).	5820
65	Motion picture, video, and television programme production activities. Details: Production of films and audio-visual recordings with contents permitted for circulation; no explosive or fire effects shall be conducted, and the Company undertakes not to use explosives, flammable substances or chemicals as props, equipment or materials for creating explosion or fire effects, or for organizing artistic	5911

	performances, events or film production activities at the Company's head office (not operated at the Company's head office).	
66	Wired telecommunications activities. (Excluding telecommunications infrastructure resale activities) (not operated at the Company's head office).	6110
67	Wireless telecommunications activities (not operated at the Company's head office).	6120
68	Other telecommunications activities. Details: - Operation of Internet access points; - Operation of Internet service agencies providing Internet access services to customers. (Not operated at the Company's head office).	6190
69	Computer programming activities (not operated at the Company's head office).	6201
70	Computer consultancy and computer systems management activities (not operated at the Company's head office).	6202
71	Information technology services and other services related to computers. Details: Computer troubleshooting and software installation services (not operated at the Company's head office).	6209
72	Data processing, hosting, and related activities (not operated at the Company's head office).	6311
73	Web portals (not operated at the Company's head office).	6312
74	Real estate activities with own or leased property and land use rights. Details: Office leasing; real estate business. (Excluding investment in the construction of cemetery and graveyard infrastructure for transfer of land use rights associated with such infrastructure.)	6810
75	Management consultancy activities. Details: Business consultancy and assistance services relating to planning, organization, operational efficiency and management information systems (not operated at the Company's head office).	7020
76	Research and experimental development on natural sciences and engineering (not operated at the Company's head office).	7210
77	Specialized design activities. Details: Website design services (not operated at the Company's head office).	7410

78	Other professional, scientific, and technical activities not elsewhere classified (not operated at the Company's head office). Details: - Commercial brokerage activities; - Technology transfer consultancy services; - Technical and scientific services: system integration and information technology transfer services.	7490
79	Renting and leasing of motor vehicles (not operated at the Company's head office). Details: - Car rental and leasing services (not operated at the Company's head office); - Rental and leasing of other motor vehicles (not operated at the Company's head office).	7710
80	Renting and leasing of recreational and sports goods (not operated at the Company's head office).	7721
81	Renting and leasing of other machinery, equipment and tangible goods. Details: - Office machinery rental services (not operated at the Company's head office); - Renting and leasing of agricultural and forestry machinery and equipment (not operated at the Company's head office); - Renting and leasing of construction machinery and equipment (not operated at the Company's head office); - Renting and leasing of office machinery and equipment (including computers) (not operated at the Company's head office).	7730
82	Leasing of non-financial intangible assets (not operated at the Company's head office).	7740
83	Security systems service activities (not operated at the Company's head office).	8020
84	Combined facilities support activities (not operated at the Company's head office).	8110
85	General cleaning of buildings (not operated at the Company's head office).	8121
86	Combined office administrative service activities (not operated at the Company's head office).	8211
87	Photocopying, document preparation and other specialized office support activities (not operated at the Company's head office).	8219

	Details: - Photocopying and document preparation services; - Other specialized office support activities (including voice mailbox rental services and other mail forwarding services, excluding direct mail advertising services).	
88	Activities of call centres (not operated at the Company's head office).	8220
89	Packaging activities (not operated at the Company's head office).	8292
90	Technical and vocational secondary education. Details: Information technology and telecommunications technical training; vocational training services (not operated at the Company's head office).	8532
91	Repair of computers and peripheral equipment. Details: Maintenance of information technology equipment and computer networks.	9511
92	Repair of communication equipment.	9512
93	Repair of consumer electronics.	9521
94	Repair of household appliances and home and garden equipment.	9522
95	The Company shall comply with all applicable regulations relating to land, construction, fire prevention and firefighting, environmental protection, and other applicable laws and business conditions applicable to conditional business lines.	Business line not corresponding to a code under the Vietnam Standard Industrial Classification System

2. The Company's objective is to maximize returns for its investors, create value for the community, and provide attractive income and development opportunities for its employees. The Company strives to be an organization where success and pride are shared among its people and continuously enhanced. The Company shall grow together with the development of the nation, adapt flexibly to changes in the global economy, and strengthen its competitiveness based on a solid foundation of resources and capabilities.

Article 5. Scope of Business and Operations of the Company

The Company may conduct business activities in the business lines specified in this Charter that have been duly registered, notified for amendment with the business registration authority, and published on the National Business Registration Portal. In the case of conditional business and investment sectors, the Company shall satisfy all applicable business conditions in accordance with the Law on Investment and relevant specialized laws before conducting such business activities.

IV. SHARE CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Share Capital, Shares and Shareholders

1. The Company's share capital is VND 139,164,800,000 (in words: One Hundred Thirty-Nine Billion One Hundred Sixty-Four Million Eight Hundred Thousand Vietnamese Dong).

The total share capital of the Company is divided into 13,916,480 (Thirteen Million Nine Hundred Sixteen Thousand Four Hundred Eighty) shares with a par value of VND 10,000 per share.

2. The Company may change its share capital upon approval by the GMS and in accordance with applicable laws.

3. As of the date of adoption of this Charter, all shares of the Company are ordinary shares. The rights and obligations of shareholders holding each class of shares are stipulated in Articles 12 and 13 of this Charter.

4. Ordinary shares shall be offered for sale first to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise resolved by the GMS. Any shares not subscribed for by existing shareholders shall be disposed of as determined by the BOD. The BOD may allocate such shares to shareholders and other persons on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the GMS.

5. The Company may repurchase shares issued by the Company in accordance with the provisions of this Charter and applicable laws.

6. The Company may issue other types of securities upon approval by the GMS and in compliance with the laws on securities and the securities market.

7. Any reduction of the Company's share capital must be approved by the GMS and must continue to satisfy the statutory capital requirements prescribed by applicable laws.

Article 7. Register of Shareholders and Share Ownership Certificates

1. The Company shall establish and maintain a Register of Shareholders from the date of issuance of its Enterprise Registration Certificate. The Register of Shareholders may be maintained in the form of a paper document, an electronic database recording information on shareholders' share ownership, or both. The Register of Shareholders shall be kept at the Company's head office. Where the Company has registered its shares for centralized depository with the Vietnam Securities Depository and Clearing Corporation (VSDC), the Register of Shareholders shall also be maintained at the VSDC.

2. Shareholders shall promptly notify the Company of any change in address or contact information for updating the Register of Shareholders. The Company shall not be liable for any failure to communicate with a shareholder resulting from the shareholder's failure to notify the Company of such changes.

3. Shareholders of the Company shall be issued Share Ownership Certificates corresponding to the number and class of shares held. A Share Ownership Certificate shall bear the seal of the Company and the signature of the Company's legal representative.

4. Within twenty (20) days from the date of receipt of a complete application dossier for transfer of share ownership in accordance with the Company's regulations, or within twenty (20) days from the date of full payment for subscribed shares in accordance with the Company's share issuance plan (or such other period as specified in the relevant issuance terms), the holder of such shares shall be issued a Share Ownership Certificate.

5. In the event that a Share Ownership Certificate is lost, damaged, or otherwise destroyed, the shareholder shall be entitled to request the Company to reissue the Share Ownership Certificate. Such a request shall include:

- a. Information relating to the lost, damaged or otherwise destroyed Share Ownership Certificate;
- b. An undertaking to assume responsibility for any dispute arising from the reissuance of the new Share Ownership Certificate.

Article 8. Other Securities Certificates

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

Article 9. Transfer of Shares

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

2. Preference shares subject to transfer restrictions may only be transferred after such transfer restrictions have ceased to be effective.

3. Shares that have not been fully paid for shall not be transferred and shall not enjoy the related rights and benefits, including the right to receive dividends, the right to receive bonus shares issued from equity capital sources, pre-emptive rights to subscribe for newly issued shares, and other rights and benefits as prescribed by law.

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

1. Where a shareholder fails to fully and punctually pay the subscription amount for shares, the BOD shall notify such shareholder and may require payment of the outstanding amount. Such shareholder shall remain liable, corresponding to the total par value of the subscribed shares, for the Company's financial obligations arising from such failure to make full payment.

2. The payment notice referred to above shall specify a new payment deadline (which shall be at least seven (07) days from the date of the notice), the place of payment, and shall clearly state that any shares for which payment remains outstanding will be forfeited if payment is not made as required.

3. The BOD shall have the authority to forfeit shares that have not been fully and punctually paid for if the requirements set out in the notice are not complied with.

4. Forfeited shares shall become the property of the Company. The BOD may directly, or authorize another person to, sell, reallocate or otherwise dispose of such forfeited shares to the former holder or to other persons on such terms and conditions as the BOD deems appropriate.

5. A shareholder whose shares have been forfeited shall cease to be a shareholder in respect of those shares but shall remain liable, corresponding to the total par value of the subscribed shares, for the Company's financial obligations arising prior to the date of forfeiture, in accordance with the decision of the BOD, until full payment is made. The BOD shall have full authority to determine and enforce payment of the full value of the shares at the time of forfeiture.

6. A notice of forfeiture shall be sent to the holder of the shares prior to the forfeiture date. The forfeiture shall remain valid notwithstanding any error or negligence in giving such notice.

V. SHAREHOLDERS AND THE GMS

Article 11. Organizational Structure, Management, and Supervision.

The Company's organizational structure, governance, and supervisory bodies shall comprise:

1. The General Meeting of Shareholders;
2. The Board of Director;
3. The Supervisory Board;
4. The Chief Executive Officer.

VI. SHAREHOLDERS AND THE GMS.

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:

a. To attend and speak at meetings of the GMS and exercise voting rights directly, through an authorized representative, or by other means prescribed by this Charter and applicable laws. Each ordinary share shall carry one vote;

b. To receive dividends at the rate determined by the GMS;

c. To be given priority in subscribing for new shares in proportion to their ownership of ordinary shares in the Company;

d. To freely transfer their shares to other persons, except in the cases specified in Clause 3, Article 120, and Clause 1, Article 127 of the Law on Enterprises and other applicable laws;

e. To examine, access, and extract information relating to the names and contact addresses of shareholders entitled to vote and to request correction of inaccurate information relating to themselves;

f. To examine, access, extract, or obtain copies of the Company's Charter, minutes of meetings of the GMS, and resolutions of the GMS;

g. Upon the dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;

h. To require the Company to repurchase its shares in the circumstances specified in Article 132 of the Law on Enterprises;

i. To be treated equally. Each share of the same class shall confer equal rights, obligations, and interests upon its holder. Where the Company has preference shares, the rights and obligations attached to such shares must be approved by the GMS and fully disclosed to shareholders;

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

k. To have their lawful rights and interests protected; and to request the suspension or cancellation of resolutions or decisions of the GMS or the BOD in accordance with the Law on Enterprises.

l. Other rights as provided by law and this Charter.

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

a. To request the BOD to convene a meeting of the GMS in accordance with Articles 115 and 140 of the Law on Enterprises.

b. To examine, access, and extract minutes, resolutions, and decisions of the BOD, reports of the Supervisory Board, semi-annual and annual financial statements, contracts and transactions subject to approval by the BOD, and other documents, except those relating to the Company's trade secrets or business secrets;

c. To request the Supervisory Board to inspect specific matters relating to the management and operation of the Company whenever deemed necessary. Such request must be made in writing and shall include: full name, contact address, nationality and legal identification documents for individual shareholders; name, enterprise registration number or legal documents, and head office address for organizational shareholders; the number of shares and registration date of shares held by each shareholder; the total number of shares held by the shareholder group and the percentage ownership in the total shares of the Company; the matter to be inspected and the purpose of the inspection;

d. To propose matters for inclusion in the agenda of a GMS. Such a proposal must be made in writing and submitted to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of shares of each class held by the shareholder, and the matter proposed for inclusion in the agenda;

e. Other rights as provided by law and this Charter.

3. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the BOD. The nomination of candidates to the BOD shall be conducted as follows:

a. Ordinary shareholders forming a group for the purpose of nominating candidates to the BOD must notify the shareholders attending the meeting of the formation of such group prior to the opening of the GMS;

b. Based on the number of members of the BOD, the shareholder or group of shareholders specified in this Clause shall be entitled to nominate one or more candidates for election to the BOD in accordance

with the resolution of the GMS. Where the number of candidates nominated by such shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate under the resolution of the GMS, the remaining candidates may be nominated by the BOD and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the shares subscribed for.
2. Not to withdraw the capital contributed through ordinary shares from the Company in any form, except where such shares are repurchased by the Company or transferred to another person. In the event that a shareholder withdraws part or all of the capital contributed in violation of this Clause, such shareholder and any person having related interests in the Company shall be jointly liable for the Company's debts and other property obligations to the extent of the value of the shares withdrawn and any damages incurred.
3. To comply with the Company's Charter and Internal Regulations on Corporate Governance.
4. To comply with resolutions and decisions of the GMS and the BOD.
5. To keep confidential the information provided by the Company in accordance with the Charter and applicable laws; to use such information solely for exercising and protecting their lawful rights and interests; and not to disclose, reproduce, or provide such information to any other organization or individual.
6. To attend meetings of the GMS and exercise voting rights through one of the following methods:
 - a. Attending and voting in person at the meeting;
 - b. Authorizing another individual or organization to attend and vote on their behalf;
 - c. Attending and voting through online meetings, electronic voting, or other electronic means;
 - d. Submitting voting ballots to the meeting by mail, facsimile, or electronic mail;
7. To bear personal responsibility when acting in the name of the Company in any of the following circumstances:
 - a. Violating the law;
 - b. Conducting business activities or other transactions for personal gain or for the benefit of another organization or individual;
 - c. Making payment of debts not yet due where such payments create financial risks for the Company;
 - d. Fulfilling other obligations as prescribed by applicable law.

Article 14. GMS

1. The GMS comprises all shareholders entitled to vote and is the highest decision-making body of the Company. The annual GMS shall be convened once each year within four (04) months from the end of the fiscal year. The BOD may decide to extend the convening of the annual GMS where necessary, but such extension shall not exceed six (06) months from the end of the fiscal year. In addition to annual meetings, extraordinary meetings of the GMS may be convened. The location of a meeting of the GMS shall be the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The BOD shall convene the annual GMS and determine an appropriate venue. The annual GMS shall decide matters prescribed by law and this Charter, including, in particular, the approval of the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualified opinions, adverse opinions, or a disclaimer of opinion, the Company shall invite a representative of the approved auditing firm that conducted the audit to attend the annual GMS, and such representative shall be responsible for attending the meeting.

3. The BOD must convene an extraordinary GMS in the following circumstances:

- a. When deemed necessary for the interests of the Company;
- b. When the number of remaining members of the BOD or the Supervisory Board falls below the minimum number prescribed by law;
- c. Upon request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises. Such a request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders or consist of multiple documents collectively containing sufficient signatures of the relevant shareholders;
- d. Upon request of the Supervisory Board;
- e. Other cases as prescribed by law and this Charter;

4. Convening an Extraordinary GMS:

a. The BOD shall convene the GMS within thirty (30) days from the date the number of remaining members of the BOD, independent members of the BOD, or members of the Supervisory Board falls below the minimum number specified in Point b, Clause 3 of this Article, or from the date of receipt of a request specified in Points c and d, Clause 3 of this Article;

b. If the BOD fails to convene the GMS as prescribed in Point a, Clause 4 of this Article, the Supervisory Board shall, within the following thirty (30) days, convene the GMS in replacement of the BOD in accordance with Clause 3, Article 140 of the Law on Enterprises;

c. If the Supervisory Board fails to convene the GMS as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request a competent representative of the Company to convene the GMS in accordance with the Law on Enterprises;

In such a case, the shareholder or group of shareholders convening the GMS may request the business registration authority to supervise the procedures for convening, conducting the meeting, and adopting resolutions of the GMS. All expenses incurred in convening and conducting the GMS shall be reimbursed by the Company. Such expenses shall not include costs incurred by shareholders in attending the meeting, including accommodation and travel expenses.

Article 15. Rights and Obligations of the GMS

1. The GMS shall have the following rights and obligations:

- a. To approve the Company's development strategies and orientations;
- b. To decide on classes of shares and the total number of shares of each class authorized for offering; and to determine the annual dividend rate for each class of shares;
- c. To elect, remove, and dismiss members of the BOD and members of the Supervisory Board;
- d. To decide on investments or disposals of assets having a value equal to or greater than thirty-five percent (35%) of the total assets of the Company as recorded in the most recent financial statements;
- e. To approve amendments and supplements to the Charter;
- f. To approve the annual financial statements;
- g. To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;
- h. To consider and handle violations committed by members of the BOD or the Supervisory Board that cause damage to the Company and its shareholders;
- i. To decide on the reorganization or dissolution of the Company;
- j. To determine the budget or total remuneration, bonuses, and other benefits of the BOD and the Supervisory Board;
- k. To approve the Internal Regulations on Corporate Governance and the Operating Regulations of the BOD and the Supervisory Board;

- l. To approve the list of approved auditing firms; to select the approved auditing firm to audit the Company's operations; and to dismiss the approved auditor when deemed necessary;
- m. Other rights and obligations as prescribed by law.
2. The GMS shall discuss and approve the following matters:
 - a. The Company's annual business plan;
 - b. The audited annual financial statements;
 - c. Reports of the BOD;
 - d. Reports of the Supervisory Board on the Company's business performance and on the performance of the BOD and the CEO;
 - e. The self-assessment report on the performance of the Supervisory Board and its members;
 - f. The dividend rate applicable to each class of shares;
 - g. The number of members of the BOD and the Supervisory Board;
 - h. The election, removal, and dismissal of members of the BOD and the Supervisory Board;
 - i. The budget or total remuneration, bonuses, and other benefits of the BOD;
 - j. Approval of the list of approved auditing firms and selection of the approved auditing firm to audit the Company's activities when deemed necessary;
 - k. Amendments and supplements to the Charter;
 - l. The classes and number of newly issued shares of each class and the transfer of shares by founding shareholders within the first three (03) years from the date of establishment;
 - m. Division, demerger, consolidation, merger, or conversion of the Company;
 - n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
 - o. Investments or disposals of assets having a value equal to or greater than thirty-five percent (35%) of the total assets of the Company as recorded in the most recent financial statements;
 - p. Repurchase of more than ten percent (10%) of the total issued shares of each class;;
 - q. Approval of contracts and transactions between the Company and the persons specified in Clause 1, Article 167 of the Law on Enterprises, where the transaction value is equal to or greater than thirty-five percent (35%) of the Company's total assets as recorded in the most recent financial statements;
 - r. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - s. Approval of the Internal Regulations on Corporate Governance, the Operating Regulations of BOD, and the Operating Regulations of the Supervisory Board;
 - t. Other matters as prescribed by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the GMS.

Article 16. Authorization to Attend Meetings of the GMS

1. A shareholder or an authorized representative of an organizational shareholder may attend a meeting in person, authorize one or more individuals or organizations to attend the meeting on his/her/its behalf, or attend the meeting through any of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. Shareholders entitled to attend the GMS in accordance with the law may authorize their representatives to attend the meeting. An organizational shareholder holding at least ten percent (10%) of the total ordinary shares may appoint up to three (03) authorized representatives, while an individual shareholder may appoint one (01) authorized representative. Where more than one authorized representative is appointed, the number of shares represented by each authorized representative must be specified. If the shareholder does not specify the number of shares represented by each authorized representative, such shares shall be allocated equally among all authorized representatives.

3. The authorization of an individual or organization to attend a meeting of the GMS as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the civil laws and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares represented, the authorization contents, scope, and duration of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the GMS must submit the power of attorney upon registration for attendance and may not further delegate such authority to any third party.

4. A voting ballot cast by an authorized representative within the scope of authorization shall remain valid even if one of the following events occurs:

- a. The authorizing shareholder dies, has limited legal capacity, or loses legal capacity;
- b. The authorizing shareholder revokes the appointment of the authorized representative;
- c. The authorizing shareholder revokes the authority granted to the authorized representative.

This Clause shall not apply if the Company receives notice of any of the above events before the opening of the GMS or before a reconvened meeting is held.

Article 17. Variation of Rights

1. Any variation or cancellation of special rights attached to a class of preference shares shall be valid only if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all attending shareholders. A resolution of the GMS that adversely affects the rights and obligations of holders of a class of preference shares shall be approved only if it is consented to by shareholders attending the meeting and holding at least seventy-five percent (75%) of the total preference shares of such class, or by shareholders holding at least seventy-five percent (75%) of the total preference shares of such class in the case of approval by written consultation.

2. A meeting of holders of a class of preference shares convened to approve a variation of rights as specified above shall be valid only when attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third ($\frac{1}{3}$) of the aggregate par value of the issued shares of that class. If the required quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and the shareholders holding shares of that class who attend in person or through authorized representatives, regardless of the number of attendees or shares represented, shall constitute a valid quorum. At such meetings, shareholders holding shares of that class who attend in person or through authorized representatives may request voting by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. Procedures for conducting such separate meetings shall be similar to those prescribed in Articles 19, 20, and 21 of this Charter.

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

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

1. The BOD shall convene annual and extraordinary meetings of the GMS. Extraordinary meetings shall be convened by the BOD in the circumstances specified in Clause 3, Article 14 of this Charter.

2. The convener of the GMS shall perform the following tasks:

- a. Prepare the list of shareholders entitled to attend and vote at the GMS. The list of shareholders entitled to attend shall be prepared no more than ten (10) days before the date on which the notice of meeting is sent. The Company shall disclose information regarding the preparation of such list at least twenty (20) days before the record date;
- b. Prepare the meeting agenda and contents;
- c. Prepare documents for the meeting;
- d. Prepare draft resolutions of the GMS corresponding to the matters proposed for consideration at the meeting;

- e. Determine the time and venue of the meeting;
- f. Notify and send the notice of meeting to all shareholders entitled to attend;
- g. Perform other tasks necessary for the organization of the meeting.

3. The notice of invitation to a GMS shall be sent to all shareholders by a method ensuring delivery to their registered contact addresses and shall simultaneously be disclosed on the Company's website and to the State Securities Commission of Vietnam and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the notice to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (counted from the date the notice is duly sent or dispatched).

The agenda and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. If such documents are not enclosed with the notice of meeting, the notice must specify the link to all meeting documents so that shareholders may access them, including

- a. The meeting agenda and documents to be used at the meeting;
- b. The list and detailed information of candidates in the case of the election of members of the BOD or the Supervisory Board;
- c. Voting ballots;
- d. Draft resolutions for each matter included in the meeting agenda;

4. A shareholder or group of shareholders specified in Clause 2, Article 12 of this Charter shall have the right to propose matters for inclusion in the agenda of the GMS. Such a proposal must be made in writing and submitted to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held by such shareholder, and the matter proposed for inclusion in the agenda.

5. The convener of the GMS may reject a proposal specified in Clause 4 of this Article in any of the following cases:

- a. The proposal is not submitted 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 five percent (5%) of the total ordinary shares as required under Clause 2, Article 12 of this Charter;
- c. The proposed matter does not fall within the authority of the GMS;
- d. Other cases as prescribed by law and this Charter.

6. The convener of the GMS must accept and include proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except in the cases specified in Clause 5 of this Article. Such proposal shall be officially included in the agenda and contents of the meeting if approved by the GMS.

Article 19. Conditions for Conducting a GMS

1. A GMS ("GMS") shall proceed when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares.

2. If the first meeting fails to satisfy the quorum requirement prescribed in Clause 1 of this Article, a notice convening the second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The second GMS shall proceed when shareholders attending the meeting represent at least thirty-three percent (33%) of the total voting shares.

3. If the second meeting fails to satisfy the quorum requirement prescribed in Clause 2 of this Article, a notice convening the third meeting shall be sent within twenty (20) days from the intended date of the second meeting. The third GMS shall proceed regardless of the total number of voting shares represented by shareholders attending the meeting.

Article 20. Procedures for Conducting Meetings, Voting and Election at the GMS

1. Prior to the opening of the meeting, the Company shall conduct shareholder registration procedures and shall continue registration until all attending shareholders entitled to participate in the meeting have completed registration, in accordance with the following procedures:

a. Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes held by such shareholder. The GMS shall discuss and vote on each matter included in the agenda. Voting shall be conducted by collecting votes for, against, and abstentions. At the meeting, votes in favor of a resolution shall be collected first, followed by votes against, and finally the total number of votes for and against shall be counted to determine the outcome. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting. The GMS shall elect persons responsible for vote counting or supervising vote counting at the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be determined by the GMS based on the Chairperson's proposal.

b. Shareholders, authorized representatives of institutional shareholders, or proxy holders arriving after the opening of the meeting shall have the right to register immediately and thereafter participate in and vote at the meeting. The Chairperson shall not be required to suspend the meeting for late arrivals to register, and the validity of matters already voted on prior to their arrival shall remain unaffected.

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

a. The Chairman of the BOD shall act as Chairperson of the meeting or authorize another member of the BOD to act as Chairperson for a GMS convened by the BOD. In the absence of the Chairman or where the Chairman is temporarily unable to perform his/her duties, the remaining members of the BOD shall elect one among themselves to act as Chairperson based on the majority principle. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the election of the Chairperson by the GMS from among the attendees, and the person receiving the highest number of votes shall serve as Chairperson;

b. Except as provided in Point a of this Clause, the person signing the notice convening the GMS shall preside over the election of the Chairperson by the GMS, and the person receiving the highest number of votes shall serve as Chairperson;

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

d. The GMS shall elect one or more persons to the Vote Counting Committee upon the proposal of the Chairperson.

e. The election of members of the BOD and the Supervisory Board shall be conducted directly by secret ballot at the GMS in accordance with the ordinary voting method. The election procedures shall be specifically prescribed by the GMS and shall comply with the ordinary voting method. Each elected candidate shall receive a number of votes corresponding to the number of shares held by the shareholder casting votes for such candidate.

3. The agenda and contents of the meeting must be approved by the GMS at the opening session. The agenda must clearly and specifically allocate time for each matter included therein.

4. The Chairperson shall have the authority to implement necessary and reasonable measures to ensure that the GMS is conducted in an orderly manner, in accordance with the approved agenda and reflective of the wishes of the majority of attendees, including.

a. Arranging seating at the meeting venue;

b. Ensuring the safety of all persons present at the meeting venue;

c. Facilitating the attendance (or continued attendance) of shareholders at the meeting.

The convener of the GMS shall have full authority to modify the above measures and implement all necessary measures. Such measures may include the issuance of admission cards or the application of other selection methods

5. The GMS shall discuss and vote separately on each matter included in the agenda. Voting shall be conducted by collecting votes in favor, against, and abstentions. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or proxy holders arriving after the opening of the meeting may still register and participate in voting immediately after registration. In such cases, the validity of matters already voted on prior to their arrival shall remain unchanged.

7. The convener or the Chairperson of the GMS shall have the following rights:

a. To require all attendees to undergo inspection or other lawful and reasonable security measures;

b. To request competent authorities to maintain order at the meeting and to remove persons who fail to comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal conduct of the meeting, or fail to comply with security inspection requirements;

8. The Chairperson may adjourn a GMS that has satisfied the quorum requirements for a period not exceeding three (03) working days from the scheduled opening date and may only adjourn the meeting or change the venue in the following circumstances:

a. The meeting venue does not have sufficient seating capacity for all attendees;

b. The facilities at the meeting venue do not adequately enable shareholders to participate, discuss, and vote;

c. Attendees obstruct or disrupt order, creating a risk that the meeting cannot be conducted in a fair and lawful manner.

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

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

Article 21. Conditions for the Adoption of Resolutions of the GMS

1. Resolutions on the following matters shall be adopted if approved by shareholders representing sixty-five percent (65%) or more of the total voting shares of all attending shareholders voting at the meeting, except for the cases specified in Clauses 4 and 6, Article 148 of the Law on Enterprises:

a. Types of shares and the total number of shares of each class;

b. Changes to business lines, trades and business sectors;

c. Changes to the organizational and management structure of the Company;

d. Investment projects or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value as recorded in the Company's most recent financial statements;

e. Reorganization or dissolution of the Company.

2. Other resolutions shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting shares of all attending shareholders voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the GMS approved by one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions are not fully compliant with the provisions of the Law on Enterprises and the Charter of the Company.

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

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

1. The BOD may obtain written opinions of shareholders on any matter within the authority of the GMS whenever it deems necessary for the interests of the Company, including matters specified in Clause 2, Article 147 of the Law on Enterprises, specifically:

- a) Amendments and supplements to the Charter of the Company;
- b) Development orientation of the Company;
- c) Types of shares and the total number of shares of each class;
- d) Election, dismissal or removal of members of the BOD and members of the Supervisory Board;
- e) Decisions on investment projects or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value as recorded in the Company's most recent financial statements;
- f) Approval of the annual financial statements;
- g) Reorganization or dissolution of the Company.

2. The BOD shall prepare voting forms, draft resolutions of the GMS and explanatory documents relating to the draft resolutions and send them to all shareholders entitled to vote at least ten (10) days prior to the deadline for returning the voting forms. The requirements and methods for sending voting forms and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. A voting form must contain the following principal contents:

- a. Name, head office address and enterprise registration number of the Company;
- b. Purpose of obtaining opinions;
- c. Full name, contact address, nationality and legal identification documents of an individual shareholder; name, enterprise registration number or legal documents and head office address of an organizational shareholder; or full name, contact address, nationality and legal identification documents of the representative of an organizational shareholder; the number of shares of each class and the corresponding voting rights of the shareholder;
- d. Matters submitted for approval;
- e. Voting options, including approval, disapproval and abstention for each matter;
- f. Deadline for returning the completed voting form to the Company;
- g. Full name and signature of the Chairman of the BOD;

4. Shareholders may return completed voting forms to the Company by mail, fax or email as follows:

a. Where submitted by mail, the voting form must bear the signature of the individual shareholder or the authorized representative or legal representative of an organizational shareholder. The voting form must be enclosed in a sealed envelope and shall not be opened before the vote counting;

b. Where submitted by fax or email, the voting form must remain confidential until the vote counting takes place;

c. Voting forms received after the prescribed deadline, opened before the vote counting in the case of mailed forms, or disclosed before the vote counting in the case of faxed or emailed forms, shall be deemed invalid. Voting forms not returned shall be deemed non-participating votes.

5. The BOD shall conduct the vote counting and prepare the vote-counting minutes under the supervision of the Supervisory Board or shareholders who do not hold managerial positions in the Company. The vote-counting minutes must contain the following principal contents:

- a. Name, head office address, and enterprise registration number of the Company;
- b. Purpose and matters submitted for approval;
- c. Number of shareholders and total voting shares participating in the voting, distinguishing valid and invalid votes, and methods of submission, together with an appendix listing participating shareholders;
- d. Total number of votes in favor, against, and abstentions for each matter;
- e. Matters approved and the corresponding approval ratio;

f. Full names and signatures of the Chairman of the BOD, vote counters, and vote-counting supervisors.

Members of the BOD, vote counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes and jointly liable for any damages arising from resolutions adopted on the basis of inaccurate or dishonest vote countin

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

7. Completed voting forms, vote-counting minutes, adopted resolutions, and all documents accompanying the voting forms shall be retained at the Company's head office.

8. A resolution adopted through the collection of written opinions of shareholders shall be approved if shareholders representing more than fifty percent (50%) of the total voting shares of all shareholders entitled to vote vote in favor, and such resolution shall have the same validity and effect as a resolution adopted at a meeting of the GMS.

Article 23. Resolutions and Minutes of the GMS

1. Meetings of the GMS shall be recorded in minutes and may be audio-recorded or otherwise recorded and stored in electronic form. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall contain the following principal contents:

- a. Name, head office address, and enterprise registration number of the Company;
- b. Time and venue of the GMS;
- c. Meeting agenda and contents of the meeting;
- d. Full names of the Chairperson and the Secretary;
- e. Summary of the proceedings of the meeting and opinions expressed at the GMS regarding each matter on the agenda;
- f. Number of shareholders and total voting shares of shareholders attending the meeting; the appendix containing the list of registered attending shareholders and their representatives, together with the number of shares and corresponding voting rights;
- g. Total number of votes cast for each matter submitted for voting, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions, together with the corresponding percentages of the total voting shares of attending shareholders;
- h. Matters approved and the corresponding approval ratios;
- i. Full names and signatures of the Chairperson and the Secretary. In the event that the Chairperson and/or the Secretary refuse to sign the minutes, such minutes shall remain valid if signed by all other members of the BOD attending the meeting and containing all contents prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson and/or the Secretary to sign the minutes.

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

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

4. Resolutions, minutes of meetings of the GMS, appendices containing the list of shareholders attending the meeting bearing shareholders' signatures, proxies for meeting attendance, all documents attached to the minutes (if any), and documents accompanying the notice of meeting must be disclosed in accordance with the laws on information disclosure in the securities market and retained at the Company's head office.

Article 24. Request for Annulment of Resolutions of the GMS

Within ninety (90) days from the date of receipt of a resolution or minutes of a meeting of the GMS, or the vote-counting minutes relating to the collection of shareholders' written opinions, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to

request a Court or Arbitration Tribunal to review and annul a resolution or part of a resolution of the GMS in the following cases:

1. The procedures for convening the meeting and adopting resolutions of the GMS seriously violate the provisions of the Law on Enterprises and the Charter of the Company, except for the case specified in Clause 3, Article 21 of this Charter.
2. The contents of the resolution violate the law or this Charter.

VII. BOD

Article 25. Nomination and Candidacy for Membership of the BOD

1. Where candidates for the BOD have been identified, the Company shall disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the GMS so that shareholders may review the candidates before voting. Candidates for the BOD must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the BOD.

Information relating to candidates for the BOD shall include:

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

2. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares, or a lower percentage as prescribed in the Charter of the Company, shall have the right to nominate candidates for the BOD in accordance with the Law on Enterprises and the Charter of the Company.

3. Where the number of candidates for the BOD nominated or self-nominated, remains insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent BOD may nominate additional candidates or organize nominations in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the BOD. Any additional candidates nominated by the incumbent BOD must be clearly disclosed before the GMS conducts the election of members of the BOD in accordance with the law.

4. Members of the BOD must satisfy the following standards and conditions:

- a. A member of the BOD must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Charter of the Company;
- b. A member of the BOD of the Company may concurrently serve as a member of the BOD or members' council of no more than five (05) other companies.

Article 26. Composition and Term of Office of Members of the BOD

1. The BOD shall consist of not fewer than five (05) and not more than eleven (11) members.

2. The term of office of a member of the BOD shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. An individual may serve as an Independent Member of the BOD of a company for no more than two (02) consecutive terms. Where all members of the BOD simultaneously expire their terms of office, such members shall continue to serve until newly elected members assume their positions and duties.

3. The composition of the BOD shall be as follows:

The number of non-executive members of the BOD of a public company shall comply with the following requirements:

- a. At least one (01) non-executive member, where the BOD consists of from three (03) to five (05) members;
- b. At least two (02) non-executive members, where the BOD consists of from six (06) to eight (08) members;
- c. At least three (03) non-executive members, where the BOD consists of from nine (09) to eleven (11) members.

Where an unlisted public company operates under the model prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises, at least one-fifth (1/5) of the total members of the BOD must be independent members. If the BOD of such an unlisted public company consists of fewer than five (05) members, the Company must have at least one (01) independent member of the BOD:

For a listed company, the total number of Independent Members of the BOD shall satisfy the following requirements:

- a. At least one (01) independent member, where the BOD consists of from three (03) to five (05) members;
 - b. At least two (02) independent members, where the BOD consists of from six (06) to eight (08) member;
 - c. At least three (03) independent members, where the BOD consists of from nine (09) to eleven (11) members.
4. A member of the BOD shall cease to hold office if dismissed, removed, or replaced by the GMS in accordance with Article 160 of the Law on Enterprises.
 5. The appointment of members of the BOD must be disclosed in accordance with the laws on information disclosure in the securities market.
 6. Members of the BOD are not required to be shareholders of the Company.

Article 27. Rights and Obligations of the BOD

1. The BOD is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling within the authority of the GMS.
2. The rights and obligations of the BOD shall be prescribed by law, the Charter of the Company, and resolutions of the GMS. Specifically, the BOD shall have the following rights and obligations:
 - a. To decide on the Company's strategy, medium-term development plans, and annual business plans;
 - b. To propose the classes of shares and the total number of shares authorized to be offered for each class;
 - c. To decide on the sale of unsold shares within the number of authorized shares of each class and on other forms of capital mobilization;
 - d. To decide on the offering price of shares and bonds of the Company;
 - e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f. To decide on investment plans and investment projects within its authority and in accordance with applicable laws;
 - g. To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions falling within the authority of the GMS as prescribed in Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - h. To elect, dismiss, and remove the Chairman; appoint, dismiss, enter into, and terminate contracts with the CEO and other key managers as prescribed by the Charter of the Company; determine the

remuneration, salaries, bonuses, and other benefits of such persons; appoint authorized representatives to participate in Members' Councils or GMS of other companies and determine the remuneration and other benefits of such representatives;

i. To supervise and direct the CEO and other managers in the conduct of the Company's daily business operations;

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

k. To approve the agenda and documents for meetings of the GMS; convene meetings of the GMS or organize the collection of shareholders' written opinions for the adoption of resolutions;

l. To submit audited annual financial statements to the GMS;

m. To propose dividend rates; decide on the time and procedures for dividend payment or the handling of losses incurred in the course of business operations;

n. To propose the reorganization or dissolution of the Company and to request the initiation of bankruptcy proceedings;

o. To promulgate the Regulations on Operation of the BOD, the Internal Regulations on Corporate Governance, following approval by the GMS, and the Company's Information Disclosure Regulations.

p. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and the Charter of the Company.

3. The BOD shall report to the GMS on its operational results in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, and any amendments, supplements, or replacement documents thereof (if any).

4. Each independent member of the Board of Directors of a listed company shall prepare a report evaluating the activities of the BOD and submit such report to the Annual General Meeting of Shareholders in accordance with applicable laws.

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

1. Members of the BOD shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to perform their duties and the daily remuneration rate. The BOD shall determine the remuneration of each member on a consensus basis. The total remuneration and bonuses of the BOD shall be decided by the GMS at its annual meeting.

2. The remuneration of each member of the BOD shall be recognized as a business expense of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the GMS at its annual meeting.

3. Members of the BOD holding executive positions, serving on committees of the BOD, or performing duties beyond the normal scope of responsibilities of a member of the BOD may be paid additional remuneration in the form of lump-sum fees, salaries, commissions, percentages of profits, or other forms as decided by the BOD.

4. Members of the BOD shall be reimbursed for all travel, accommodation, meal, and other reasonable expenses incurred in the performance of their duties, including expenses arising from attendance at meetings of the GMS, BOD, or committees of the BOD.

5. Members of the BOD may be covered by directors' and officers' liability insurance purchased by the Company, subject to approval by the GMS. Such insurance shall not cover liabilities arising from violations of law or the Charter of the Company.

Article 29. Chairman of the BOD

1. The Chairman of the BOD shall be elected, dismissed, or removed by the BOD from among its members.

2. The Chairman shall not concurrently hold the position of CEO

3. The Chairman shall have the following rights and obligations:
 - a. To formulate programs and plans for the activities of the BOD;
 - b. To prepare agendas, contents, and documents for meetings; convene, preside over, and act as chairperson of meetings of the BOD;
 - c. To organize the adoption of resolutions and decisions of the BOD;
 - d. To supervise the implementation of resolutions and decisions of the BOD;
 - e. To chair meetings of the GMS;
 - f. To ensure full, timely, accurate, and clear communication with members of the BOD;
 - g. To ensure effective communication and engagement with shareholders;
4. In the event that the Chairman of the BOD resigns or is dismissed or removed, the BOD shall elect a replacement within ten (10) days from the date of receipt of the resignation letter or the effective date of dismissal or removal.
5. In the event that the Chairman of the BOD is absent or unable to perform his/her duties, he/she shall authorize another member in writing to exercise the rights and perform the obligations of the Chairman in accordance with the Charter of the Company. If no authorization is granted, or if the Chairman dies, is declared missing, is placed in temporary detention, is serving a prison sentence, is subject to compulsory administrative measures at a rehabilitation or educational institution, absconds from his/her place of residence, has limited or lost legal capacity, has difficulties in cognition or behavioral control, or is prohibited by a court from holding office, practicing a profession, or performing certain work, the remaining members of the BOD shall elect one of their members as Chairman by majority vote until a new decision is made by the BOD.

Article 30. Meetings of the BOD

1. The Chairman of the BOD shall be elected at the first meeting of the BOD within seven (07) working days from the completion of the election of such BOD. This meeting shall be convened and chaired by the member receiving the highest number or percentage of votes. Where more than one member receives the same highest number or percentage of votes, the members shall elect, by majority vote, one (01) among them to convene the meeting of the BOD.
2. Regular meetings: The Chairman of the BOD shall convene regular meetings of the BOD and determine the agenda, time, and venue at least three (03) working days before the scheduled meeting date. The Chairman may convene meetings whenever necessary, but the BOD must meet at least once every quarter.
3. The Chairman of the BOD shall convene extraordinary meetings whenever deemed necessary for the interests of the Company. In addition, the Chairman must convene a meeting of the BOD without undue delay when a written request stating the purpose, matters for discussion, and decisions within the authority of the BOD is submitted by any of the following:
 - a. The Supervisory Board or an Independent Member of the BOD;
 - b. The CEO or at least five (05) other managers;
 - c. At least two (02) members of the BOD.
4. The Chairman of the BOD must convene a meeting within seven (07) working days from the receipt of a request specified in Clause 3 of this Article. If the Chairman fails to convene such a meeting, he/she shall be liable for any damage caused to the Company, and the requesting party may convene the meeting in the Chairman's place.
5. Venue of meetings: Meetings of the BOD shall be held at the Company's head office or at another location in Vietnam or abroad as determined by the Chairman of the BOD and approved by the BOD.
6. Notice and agenda: The Chairman of the BOD or the person convening the meeting shall send a notice of meeting at least three (03) working days prior to the meeting date. The notice shall specify the time, venue, agenda, and matters to be discussed.

A notice of meeting may be delivered by invitation letter, telephone, fax, electronic means, or other methods prescribed in the Charter of the Company, provided that it reaches the registered contact address of each member of the BOD.

7. The Chairman of the BOD or the person convening the meeting shall send notices of meeting and accompanying documents to members of the Supervisory Board in the same manner as for members of the BOD.

Members of the Supervisory Board shall have the right to attend meetings of the BOD, participate in discussions, but shall not have voting rights.

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

9. A member of the BOD shall be deemed present and entitled to vote at a meeting if he/she:

- a. Attends and votes in person at the meeting;
- b. Authorizes another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;
- c. Attends and votes through an online conference, electronic voting system, or other electronic means;
- d. Sends a voting ballot to the meeting by mail, fax, or email;

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

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

12. Meetings of the BOD may be conducted by online conference among members of the BOD when all or some members are located in different places.

13. Resolutions and decisions of the BOD shall be adopted if approved by a majority of the attending members. In the event of an equal number of votes, the final decision shall be determined by the vote of the Chairman of the BOD.

Article 31. Committees under the BOD

1. The BOD may establish committees under its authority to be responsible for development policies, personnel matters, remuneration, internal audit, and risk management. The number of members of each committee shall be determined by the BOD and shall consist of at least three (03) members, including members of the BOD and external members. Each committee must have at least one (01) Independent Member of the BOD or one (01) non-executive member of the BOD, and one of such members shall be appointed as the Chairperson of the committee by resolution of the BOD. The operation of each committee shall comply with the regulations of the BOD. A committee's resolution shall only be valid if approved by a majority of the members attending and voting at the committee meeting.

2. The implementation of decisions of the BOD or any committee under the BOD must comply with applicable laws and the provisions of the Charter of the Company and the Internal Regulations on Corporate Governance.

Article 32. Person in Charge of Corporate Governance

1. The BOD shall appoint at least one (01) person in charge of corporate governance to assist with corporate governance matters of the Company. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for the approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:
 - a. To advise the BOD on the organization of General Meetings of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;
 - b. To prepare meetings of the BOD and the GMS at the request of the BOD;
 - c. To advise on meeting procedures;
 - d. To attend meetings;
 - e. To advise on procedures for preparing resolutions of the BOD in compliance with applicable laws;
 - f. To provide financial information, copies of minutes of meetings of the BOD, and other information to members of the BOD;
 - g. To monitor and report to the BOD on the Company's information disclosure activities;
 - h. To act as the focal contact point with stakeholders;
 - i. To maintain confidentiality of information in accordance with the law and the Charter of the Company;
 - j. Other rights and obligations as prescribed by law and the Charter of the Company.

VIII. CEO AND OTHER EXECUTIVES

Article 33. Executive Management Structure

The Company's management structure shall ensure that the executive management team is accountable to, and subject to the supervision and direction of, the BOD in the day-to-day operations of the Company.

The Company shall have a CEO, one or more Vice Presidents (VPs), a Chief Financial Officer (CFO), a Chief Accountant, and other managerial positions appointed by the BOD. The appointment, dismissal, removal, or discharge of the aforementioned positions shall be approved by resolutions or decisions of the BOD.

Article 34. Executives of the Company

1. The executives of the Company shall include the CEO, Vice Presidents (VPs), the Chief Financial Officer (CFO), the Chief Accountant, and other executives as prescribed by the Charter of the Company.
2. Upon the recommendation of the CEO and subject to the approval of the BOD, the Company may recruit additional executives in such numbers and with such qualifications as are appropriate to the Company's organizational structure and management regulations prescribed by the BOD. Executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.
3. The CEO shall be entitled to salary and bonuses. The salary and bonuses of the CEO shall be determined by the BOD;
4. The remuneration of executives shall be recognized as business expenses of the Company in accordance with the laws on corporate income tax, separately disclosed in the Company's annual financial statements, and reported to the GMS at its Annual General Meeting.

Article 35. Appointment, Dismissal, Duties and Powers of the Chief Executive Officer

1. The BOD shall appoint one (01) member of the BOD or hire another individual to serve as the CEO.
2. The CEO shall manage the day-to-day business operations of the Company, shall be subject to the supervision of the BOD, and shall be accountable to the BOD and before the law for the performance of the assigned rights and obligations.

3. The term of office of the CEO shall not exceed five (05) years and may be renewed for an unlimited number of terms. The CEO must satisfy the qualifications and conditions prescribed by law and the Charter of the Company.

4. The CEO shall have the following rights and obligations:

- a. To decide on matters relating to the day-to-day business operations of the Company that do not fall within the authority of the BOD;
- b. To organize the implementation of resolutions and decisions of the BOD;
- c. To organize the implementation of the Company's business plans and investment projects;
- d. To propose the Company's organizational structure and internal management regulations;
- e. To appoint, dismiss, and remove managers of the Company, except for positions falling within the authority of the BOD;
- f. To enter into contracts on behalf of the Company, except where such authority falls within the competence of the BOD;
- g. To determine salaries and other benefits of employees of the Company, including managers appointed by the Chief Executive Officer;
- h. To recruit employees;
- i. To propose plans for dividend distribution or measures for handling business losses;
- j. Annually, to submit a detailed business plan for the following fiscal year to the BOD for approval;
- k. To be accountable to the BOD and the GMS for the performance of the assigned duties and powers and to report thereon when requested.

5. The BOD may dismiss the CEO if such dismissal is approved by a majority of the voting members attending the meeting and may appoint a replacement Chief Executive Officer.

IX. SUPERVISORY BOARD

Article 36. Nomination and Candidacy for Members of the Supervisory Board

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

2. Where the number of candidates for the Supervisory Board nominated or self-nominated, remains insufficient as required, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Supervisory Board. Any additional candidates nominated by the incumbent Supervisory Board must be clearly disclosed before the GMS votes to elect members of the Supervisory Board in accordance with applicable laws.

Article 37. Composition of the Supervisory Board

1. The Supervisory Board shall consist of three (03) members. The term of office of a member of the Supervisory Board shall not exceed five (05) years and may be renewed for an unlimited number of terms.

2. Members of the Supervisory Board must satisfy the qualifications and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into any of the following cases:

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

3. A member of the Supervisory Board shall be dismissed from office in the following cases:

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

- b. Submitting a resignation letter, which is accepted;
- 4. A member of the Supervisory Board shall be removed from office in the following cases:
 - a. Failing to fulfill assigned duties and responsibilities;
 - b. Failing to exercise his/her rights and perform his/her obligations for six (06) consecutive months, except in cases of force majeure;
 - c. Repeatedly or seriously violating the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and this Charter;
 - d. Other cases as decided by the GMS.

Article 38. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members on a majority-vote basis. More than one-half of the members of the Supervisory Board must reside in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business activities.
2. The Head of the Supervisory Board shall have the following rights and obligations:
 - a. To convene meetings of the Supervisory Board;
 - b. To request the BOD, the Chief Executive Officer, and other executives to provide relevant information for reporting to the Supervisory Board;
 - c. To prepare and sign reports of the Supervisory Board, after consulting with the BOD, for submission to the GMS.

Article 39. Rights and Obligations of the Supervisory Board

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

1. To propose and recommend that the GMS approve the list of approved auditing firms eligible to audit the Company's financial statements; to decide on the approved auditing firm to conduct inspections of the Company's operations; and to dismiss the approved auditor when deemed necessary.
2. To be accountable to shareholders for its supervisory activities.
3. To supervise the Company's financial condition and the compliance with laws by members of the BOD, the Chief Executive Officer, and other managers in the conduct of the Company's operations.
4. To ensure coordination with the BOD, the Chief Executive Officer, and shareholders.
5. Upon detecting any violation of law or the Charter of the Company by a member of the BOD, the Chief Executive Officer, or any other executive, to provide written notice to the BOD within forty-eight (48) hours, requesting the violating person to cease the violation and implement remedial measures.
6. To formulate the Regulations on Operation of the Supervisory Board and submit them to the GMS for approval.
7. To report to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, and any amendments, supplements, or replacement documents thereof (if any).
8. To have access to the Company's records and documents maintained at its head office, branches, and other locations, and to visit the workplaces of managers and employees of the Company during working hours.
9. To request that the BOD, members of the BOD, the Chief Executive Officer, and other managers provide full, accurate, and timely information and documents relating to the management, administration, and business operations of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board shall meet at least two (02) times per year. A meeting shall be attended by at least two-thirds (2/3) of the members of the Supervisory Board. Minutes of meetings of the Supervisory Board shall be prepared in a detailed and clear manner. The minute-taker and attending members of the Supervisory Board shall sign the meeting minutes. Such minutes shall be retained in order to determine the responsibilities of each member of the Supervisory Board.

2. The Supervisory Board shall have the right to require members of the BOD, the Chief Executive Officer, and representatives of the approved auditing firm to attend meetings and provide explanations on matters requiring clarification.

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

Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board shall be determined as follows:

1. Members of the Supervisory Board shall be entitled to salaries, remuneration, bonuses, and other benefits as decided by the GMS. The GMS shall determine the total salaries, remuneration, bonuses, other benefits, and annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses relating to accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the GMS, unless otherwise decided by the GMS.

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

Where the Company operates under the governance model prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises, the Company shall establish an Audit Committee in accordance with the Law on Enterprises, Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, and Articles 42 through 46 of this Charter.

X. RESPONSIBILITIES OF MEMBERS OF THE BOD, MEMBERS OF THE SUPERVISORY BOARD, THE CHIEF EXECUTIVE OFFICER, AND OTHER EXECUTIVES

Members of the BOD, members of the Supervisory Board, the Chief Executive Officer, and other executives shall perform their duties, including duties as members of committees under the BOD, honestly, prudently, and in the best interests of the Company.

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

1. Members of the BOD, members of the Supervisory Board, the Chief Executive Officer, and other managers shall disclose their related interests in accordance with the Law on Enterprises and other relevant legal regulations.

2. Members of the BOD, members of the Supervisory Board, the Chief Executive Officer, other managers, and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the BOD, members of the Supervisory Board, the Chief Executive Officer, and other managers shall provide written notice to the BOD and the Supervisory Board of any transactions between the Company, its subsidiaries, or other companies in which the public company holds more than fifty percent (50%) of the charter capital, and such persons or their related persons in accordance with the law. For transactions approved by the GMS or the BOD, the Company shall disclose information regarding the relevant resolutions in accordance with securities laws on information disclosure.

4. A member of the BOD shall not vote on any transaction that provides benefits to such member or his/her related persons in accordance with the Law on Enterprises and the Charter of the Company.

5. Members of the BOD, members of the Supervisory Board, the Chief Executive Officer, other managers, and their related persons shall not use or disclose insider information to others for the purpose of conducting related transactions.

6. The CEO shall not be a related person of the Company's managers, members of the Supervisory Board, the managers or members of the Supervisory Board of the parent company, the State capital representative, or the capital representative of an enterprise in the Company and its parent company, as prescribed in Point d, Clause 46, Article 4 of the Law on Securities.

7. Transactions between the Company and one or more members of the BOD, the Chief Executive Officer, other executives, and persons or entities related to such individuals shall not be invalidated in the following circumstances:

- a. For transactions with a value of less than or equal to ten percent (10%) of the total assets recorded in the most recent financial statements, provided that the material terms of the contract or transaction, together with the relationships and interests of the relevant member of the BOD, member of the Supervisory Board, Chief Executive Officer, or executive, have been reported to the BOD and approved by a majority of the disinterested members of the BOD;
- b. For transactions with a value exceeding ten percent (10%) of the total assets recorded in the most recent financial statements, or transactions resulting in an aggregate transaction value within twelve (12) months from the first transaction reaching ten percent (10%) or more of the total assets recorded in the most recent financial statements, provided that the material terms of the transaction and the relevant relationships and interests have been disclosed to shareholders and approved by the GMS through votes of shareholders having no related interests.

Article 43. Liability for Damages and Indemnification

1. Members of the BOD, members of the Supervisory Board, the Chief Executive Officer, and other executives who breach their duties of honesty and prudence or fail to perform their obligations shall be liable for any damages caused by such breaches.

2. The Company shall indemnify any person who has been, is, or may become a party to claims, lawsuits, or legal proceedings (including civil and administrative proceedings and excluding proceedings initiated by the Company as plaintiff), provided that such person is or was a member of the BOD, a member of the Supervisory Board, the Chief Executive Officer, another executive, an employee, or an authorized representative of the Company acting under the Company's authorization, and has acted honestly, prudently, in the best interests of the Company, in compliance with applicable laws, and there is no evidence establishing that such person has breached his/her responsibilities.

3. Indemnifiable expenses shall include judgments, fines, amounts payable arising in practice, and legal fees incurred in connection with the resolution of such matters to the extent permitted by law. The Company may purchase insurance for such persons against the indemnification liabilities described above.

XI. RIGHTS TO INSPECT COMPANY BOOKS AND RECORDS

Article 44. Rights to Inspect Books and Records

1. Ordinary shareholders shall have the following rights to inspect books and records:
 - a. To examine, inspect, and extract information regarding the names and contact addresses of shareholders in the list of shareholders entitled to vote; request correction of inaccurate personal information; and examine, inspect, extract, or obtain copies of the Charter of the Company, minutes of meetings of the GMS, and resolutions of the GMS;
 - b. Shareholders or groups of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to examine, inspect, and extract minutes books and resolutions/decisions of the BOD, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the BOD, and other documents, except those relating to the Company's trade secrets or business secrets.

2. Where an authorized representative of a shareholder or a group of shareholders requests access to books and records, such request must be accompanied by the relevant power of attorney or a notarized copy thereof.

3. Members of the BOD, members of the Supervisory Board, the Chief Executive Officer, and other executives shall have the right to inspect the Company's shareholder register, list of shareholders, books, and other records of the Company for purposes related to their positions, provided that such information is kept confidential.

4. The Company shall maintain this Charter and all amendments thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the GMS and the BOD, minutes of meetings of the GMS and the BOD, reports of the BOD, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at its head office or another location, provided that shareholders and the business registration authority are notified of the storage location.

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

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The CEO shall prepare plans for submission to the BOD for approval regarding recruitment, termination of employment, salaries, social insurance, welfare, rewards, and disciplinary measures applicable to employees and executives.

2. The CEO shall prepare plans for submission to the BOD for approval regarding the Company's relationship with trade union organizations in accordance with best governance standards, practices and policies, the provisions of this Charter, the Company's internal regulations, and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The GMS shall decide the annual dividend rate and form of dividend payment from the Company's retained earnings.

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

3. The BOD may recommend that the GMS approve the payment of all or part of dividends in shares, and the BOD shall implement such decision.

4. Where dividends or other amounts relating to a class of shares are paid in cash, payment shall be made in Vietnamese Dong. Payment may be made directly or through banks based on banking details provided by shareholders. Where the Company has transferred funds in accordance with the banking details provided by a shareholder but the shareholder does not receive the funds, the Company shall not be liable for such transferred amount. Dividend payments in respect of shares listed or registered for trading on a stock exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the BOD shall adopt a resolution or decision determining a record date for shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive cash dividends, share dividends, notices, or other documents.

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



XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 47. Bank Accounts

1. The Company shall open bank accounts at Vietnamese banks or branches of foreign banks licensed to operate in Vietnam.
2. Subject to prior approval from the competent authorities, the Company may, where necessary, open bank accounts overseas in accordance with applicable laws.
3. The Company shall conduct all payments and accounting transactions through its Vietnamese Dong or foreign currency accounts maintained with banks.

Article 48. Fiscal Year

The fiscal year of the Company shall commence on 01 April and end on 31 March of the following year.

Article 49. Accounting System

1. The Company shall apply the enterprise accounting regime or a specialized accounting regime promulgated or approved by the competent authorities.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with accounting laws and other relevant laws. Such records must be accurate, up to date, systematic, and sufficient to evidence and explain the Company's transaction.
3. The accounting currency of the Company shall be the Vietnamese Dong. Where the Company's principal economic transactions are conducted in a foreign currency, the Company may elect such foreign currency as its accounting currency, shall be legally responsible for such election, and shall notify the directly managing tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT, AND INFORMATION DISCLOSURE OBLIGATIONS

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

1. The Company shall prepare annual financial statements, which must be audited in accordance with applicable laws. The Company shall disclose the audited annual financial statements in accordance with regulations on information disclosure in the securities market and submit them to the competent state authorities.
2. The annual financial statements shall include all reports, appendices, and explanatory notes required under accounting laws and must fairly and accurately reflect the Company's operational results and financial position.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations on information disclosure in the securities market and submit them to the competent state authorities.

Article 51. Annual Report

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

Article 52. Information Disclosure Obligations

1. Information Disclosure Obligations
 - a. The Company shall make periodic and extraordinary disclosures in a full, timely, and accurate manner in accordance with laws governing information disclosure in the securities market or as required by competent regulatory authorities.
 - b. The Company shall disclose information through the following channels:
 - The Company's website: www.saobacdau.vn;

- information disclosure systems of the State Securities Commission of Vietnam, the Stock Exchange, and the Vietnam Securities Depository and Clearing Corporation;
- Mass media channels as prescribed by law.

2. Contents of Information Disclosure

The Company shall disclose information relating to its business operations, including:

- Periodic disclosures of financial statements, corporate governance reports, annual reports, and other reports as required by law;
- Extraordinary disclosures upon the occurrence of events requiring extraordinary disclosure under applicable laws;
- Disclosure of information upon request by competent regulatory authorities.

XVI. INDEPENDENT AUDIT

Article 53. Audit

1. The GMS ("GMS") shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the BOD ("BOD") to select one of such firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the BOD.

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

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

XVII. CORPORATE SEAL

Article 54. Corporate Seal

1. The corporate seal includes a seal engraved by an authorized seal-making service provider or a seal in the form of a digital signature in accordance with the laws on electronic transactions.

2. The BOD shall decide on the type, quantity, form, and contents of the seals of the Company, its branches, and representative offices (if any).

3. The BOD and the CEO shall manage and use the corporate seal in accordance with applicable laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 55. Dissolution of the Company

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

- a. Upon expiration of the operating term specified in the Charter without any extension resolution;
- b. Pursuant to a resolution or decision of the GMS;
- c. Upon revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
- d. Other cases as prescribed by law.

2. The early dissolution of the Company (including any extended operating term) shall be decided by the GMS and implemented by the BOD. Such dissolution decision must be notified to or approved by competent authorities (where required) in accordance with applicable regulations.

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Article 56. Extension of Operation

1. The BOD shall convene a meeting of the GMS at least seven (07) months prior to the expiration of the Company's operating term so that shareholders may vote on the extension of the Company's operation upon the recommendation of the BOD.

2. The operating term shall be extended if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending the GMS.

Article 57. Liquidation

1. At least six (06) months before the expiration of the Company's operating term, or immediately following a decision on the Company's dissolution, the BOD shall establish a Liquidation Committee consisting of three (03) members, of whom two (02) members shall be appointed by the GMS and one (01) member shall be nominated by the BOD from an independent auditing firm. The Liquidation Committee shall adopt its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All liquidation expenses shall be paid by the Company in priority over all other liabilities.

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

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

- a. Liquidation expenses;
- b. Outstanding salaries, severance allowances, social insurance obligations, and other employee benefits under collective labor agreements and executed labor contracts;
- c. Tax liabilities;
- d. Other liabilities of the Company.
- e. Any remaining balance after payment of all amounts specified in items (a) through (d) above shall be distributed to shareholders. Preference shares shall be given priority in payment.

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 58. Resolution of Internal Disputes

1. In the event of any dispute or claim relating to the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other applicable laws, or agreements among:

- a. Shareholders and the Company;
- b. Shareholders and the BOD, members of the Supervisory Board, the Chief Executive Officer, or other executives.

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

Except for disputes involving the BOD or the Chairman of the BOD, the Chairman of the BOD shall preside over the dispute resolution process and request each party to submit information relating to the dispute within thirty (30) working days from the date the dispute arises.

Where the dispute involves the BOD or the Chairman of the BOD, any party may request the appointment of an independent expert to act as mediator during the dispute resolution process..

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

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

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 59. Company Charter

1. Any amendment or supplementation to this Charter must be considered and approved by the GMS.
2. In the event that legal provisions relating to the Company's operations are not addressed in this Charter, or where new legal provisions differ from those set forth herein, such legal provisions shall prevail and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 60. Effective Date

1. This Charter, consisting of twenty-one (21) Chapters and sixty (60) Articles, was unanimously adopted by the GMS of Sao Bac Dau Technologies Corporation on July 22, 2026, at the 2026 Annual GMS and approved in its entirety to take effect from such date.
2. This Charter is executed in four (04) originals of equal validity.
3. This Charter is the sole official and authoritative Charter of the Company.
4. Copies or extracts of the Charter shall be valid only when signed by the Chairman of the BOD, the Chief Executive Officer, or at least one-half (1/2) of the total number of members of the BOD.

CHAIRMAN OF THE BOD



NGUYEN DUC QUANG

CHIEF EXECUTIVE OFFICER



NGUYEN XUAN TRUONG

