

No: 41/2026/CV-PICOMAT

Ha Noi, August 5th, 2026

UNUSUAL INFORMATION DISCLOSURE

To:

- **The State Securities Commission**
- **Ha Noi Stock Exchange**

1. Organization Name: PICOMAT HOLDING JOINT STOCK COMPANY

- Stock symbol/Member code: PCH

- Address: Cau Licu Village, Tay Phuong Ward, Ha Noi, Viet Nam

Representative Office: 1st Floor, CT3B Building, No.10 Thang Long Avenue, Tu Liem Ward, Ha Noi.

- Telephone: 024.6329.0555 - E-mail: info(a)picomat.vn

2. Information disclosure content:

Picomat Holding Joint Stock Company hereby discloses the updated Charter reflecting the increase in the Company's charter capital following the completion of the 2025 stock dividend issuance.

3. This information has been disclosed on the company's official website on 05/08/2026, at the following link: <https://picomat.com.vn/tong-quan/dieu-le-sua-doi-sau-dot-phat-hanh-tra-co-tuc-nam-2025>

We hereby commit that the information disclosed above is true and accurate, and we shall take full responsibility before the law for the contents of the disclosed information.

Attached documents:

- *Amended Charter dated 05/08/2026.*

**Organization representative
Information Disclosure Person**



ĐAO THỊ KIM OANH

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



AMENDED CHARTER¹
PICOMAT HOLDING JOINT STOCK COMPANY

Ha Noi, August 5th, 2026

¹ This Charter is amended pursuant to Resolution of the General Meeting of Shareholders No. 01/2026/NQ-DHĐCĐ dated 13/04/2026 and Decision of the Board of Directors No. 12/2026/QĐ-HĐQT dated 05/08/2026.

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PREAMBLE

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

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

- a) *Charter capital* means the total par value of shares that have been sold or registered for subscription upon the establishment of the joint stock company and as prescribed in Article 6 of this Charter;
- b) *Voting rights capital* means the share capital whereby the owners are entitled to vote on matters under the authority of the General Meeting of Shareholders;
- c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 17/06/2020;
- d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 26/11/2019;
- đ) *Viet Nam* means the Socialist Republic of Viet Nam;
- e) *Date of establishment* means the date on which the Company is first issued the Enterprise Registration Certificate (Business Registration Certificate or equivalent documents);
- g) *Executive officers* means the General Director, Deputy General Directors, Chief Accountant, and other executives as prescribed in the Company Charter;
- h) *Managers* means individuals managing the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions as provided in the Company Charter;
- i) *Related persons* means individuals or organizations defined in Clause 46, Article 4 of the Law on Securities;
- k) *Shareholder* is an individual or organization owning at least one share of the joint stock company;
- l) *Founding shareholder* means a shareholder owning at least one ordinary share and whose name is included in the list of founding shareholders of the joint stock company;
- m) *Major shareholder* means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
- n) *Term of operation* means the operational duration of the Company as specified in Article 2 of this Charter and any extension (if any) approved by the General Meeting of Shareholders;
- o) *Stock exchange means* means the Viet Nam Stock Exchange and its subsidiaries.

2. In this Charter, references in this Charter to one or more regulations or other documents include their amendments, supplements, or replacements.

3. Headings (Sections, Articles of this Charter) are used for being convenient to understand the contents and do not affect the content of this Charter.

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

Article 2. Name, form, head office, branches, representative offices, business locations, and term of operation

1. Company Name

- Company Name written in Vietnamese: **Picomat Holding Joint Stock Company**
- Company Name written in a foreign language: **Picomat Holding Joint Stock Company**
- Abbreviated Company Name: **PICOMAT**



- Logo:

2. The company is a joint stock company with legal entity status in accordance with current laws of Viet Nam.

3. Registered head office of the Company:

- Head office address: Cau Lieu Village, Tay Phuong Ward, Ha Noi, Viet Nam
- Telephone: 024.6329.0555
- Website: www.picomat.vn

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

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

Article 3. Legal Representative of the Company

1. The Company shall have one legal representative. The General Director is the legal representative of the Company.

2. Powers and duties of the legal representative:

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

3. The legal representative of the Company has the following responsibilities:

- Perform assigned rights and obligations honestly, prudently, and in the best manner to ensure the lawful interests of the Company;
- Be loyal to the interests of the Company; not abuse position or authority, nor use information, know-how, business opportunities, or other assets of the Company for personal gain or for the

benefit of another organization or individual;

- Promptly, fully, and accurately notify the Company of enterprises in which he/she or his/her related persons are owners or hold shares or capital contributions.

4. The legal representative shall be personally liable for any damage caused to the Company due to violations of the responsibilities specified in Clause 3 of this Article.

5. The legal representative must reside in Viet Nam. When leaving Viet Nam, he/she must authorize in writing another individual residing in Viet Nam to exercise the rights and obligations of the legal representative. In this case, the legal representative remains responsible for exercising the authorized rights and obligations.

6. Upon expiry of the authorization under Clause 5 of this Article, if the legal representative has not returned to Viet Nam and has not granted another authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative until the legal representative returns to work or until the Board of Directors appoints another person as the legal representative.

7. If the legal representative is absent from Viet Nam for more than 30 days without authorizing another person to exercise the rights and obligations of the legal representative, or if the legal representative dies, goes missing, is prosecuted, detained, serving a prison sentence, undergoing compulsory administrative measures, is restricted or incapacitated in civil act capacity, has cognitive or behavioral difficulties, or is prohibited by a Court from holding positions or practicing certain professions, the Board of Directors shall appoint another person as the legal representative of the Company.

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

Article 4. Operational Objectives of the Company

1. Business lines of the Company:

No.	Business Line	Business Line Code
1	Manufacture of builders' carpentry and joinery	1622
2	Manufacture of other products of wood; manufacture of articles of cork, straw and plaiting materials Details: Manufacture of household and kitchen utensils made of wood	1629
3	Manufacture of veneer, plywood and veneer panels Details: - Manufacture of veneer sheets, thin wood panels and similar wood-based panels, - Manufacture of wood chips or wood fibers, - Manufacture of glued laminated timber and insulating materials made of glass, - Manufacture of decorative veneer plywood.	1621

No.	Business Line	Business Line Code
4	Manufacture of plastics and synthetic rubber in primary forms	2013
5	Manufacture of cement, lime and plaster	2394
6	Manufacture of other non-metallic mineral products not elsewhere classified Details: Manufacture of products from minerals such as mica and mica products, peat, graphite (excluding electrical products)	2399
7	Demolition	4311
8	Building completion and finishing	4330
9	Freight transport by road	4933
10	Manufacture of plastics products	2220 (Main)
11	Other business support service activities not elsewhere classified Import and export of goods traded by the Company (excluding prohibited items and the right to export, import, and distribute goods listed in the List of goods that foreign investors and economic organizations with foreign investment capital are not allowed to export, import, or distribute)	8299
12	Manufacture of iron, steel and cast iron	2410
13	Manufacture of structural metal products	2511
14	(6810) Trading of real estate and land use rights owned, used or leased Details: Real estate business in accordance with Clause 1, Article 3 of the Law on Real Estate Business 2023	6810
15	Wholesale of beverages	4633
16	Wholesale of agricultural machinery, equipment and supplies (Excluding the right to export, import, and distribute goods listed in the List of goods that foreign investors and economic organizations with foreign investment capital are not allowed to export, import, or distribute)	4653
17	Hotels and similar accommodation activities	5510
18	Other short-term accommodation activities	5520
19	Restaurants and mobile food service activities Details: Restaurants, eateries and food service establishments (excluding food outlets belonging to fast-food chains)	5610
20	Provision of food and beverage services based on contractual	5621

No.	Business Line	Business Line Code
	arrangements with the customer	
21	Other food and beverage services	5629
22	Beverage serving activities (Excluding pub, beer service and bar services)	5630
23	Retail sale of beverages Details: Excluding the retail sale of beverages at bars, karaoke venues, pubs, and beverage establishments with dancing/entertainment activities	4723
24	Other real estate activities on a fee or contract basis Details: - Real estate consultancy and property management services in accordance with Articles 66 and 67 of the Law on Real Estate Business 2023; (Excluding property auction services)	6829
25	Retail sale of sporting equipment and supplies	4762
26	Retail sale of games and toys	4763
27	Retail sale of electrical household appliances, furniture, lighting equipment and other household articles not elsewhere classified in specialized stores (Excluding the right to export, import, and distribute goods listed in the List of goods that foreign investors and economic organizations with foreign investment capital are not allowed to export, import, or distribute)	4759
28	Retail sale of clothing, footwear, leather and imitation leather goods	4771
29	Wholesale of metals and metal ores Details: Wholesale of iron and steel	4672
30	Retail sale of fabrics, wool, yarn, sewing thread and other textiles	4751
31	Business and other management consultancy activities	7020
32	Other cleaning activities	8129
33	Landscape service activities	8130
34	Office administrative and support activities	8210
35	Other educational support activities	8569
36	Wholesale of construction materials and sanitary equipment Details:	4673

No.	Business Line	Business Line Code
	- Wholesale sale of hardware; - Wholesale of paints and varnishes; - Wholesale of tiles and sanitary equipment; - Wholesale of cement; - Wholesale of bricks, roof tiles, sand, stone, gravel; - Wholesale of building glass. (Excluding the right to export, import, and distribute goods listed in the List of goods that foreign investors and economic organizations with foreign investment capital are not allowed to export, import, or distribute)	
37	Other amusement and recreation activities	9329
38	Retail sale of hardware, paints, glass and other construction installation equipment Details: - Retail sale of hardware; - Retail sale of paints, colors and varnishes;	4752
39	Spa, sauna and steam bath activities	9623
40	Wholesale of other specialized products not elsewhere classified Details: Wholesale of other chemicals (except agricultural chemicals and the right to export, import, and distribute goods listed in the List of goods that foreign investors and economic organizations with foreign investment capital are not allowed to export, import, or distribute)	4679
41	Scientific research and technological development on natural sciences	7211
42	Scientific research and technological development on medical pharmaceutical sciences	7213
43	Scientific research and technological development on social sciences	7221
44	Advertising activities (excluding products, goods and services prohibited from advertising)	7310
45	Rental and leasing of motor vehicles	7710
46	Rental and leasing of recreational and sports goods	7721
47	Rental and leasing of non-financial intangible assets	7740
48	Combined facilities support activities	8110

No.	Business Line	Business Line Code
49	Pre-primary education (for infants from the age of three months to three years)	8511
50	Pre-primary education (for infants from the age of three years to six years)	8512
51	Primary education	8521
52	Lower secondary education	8522
53	Upper secondary education	8523
54	Basic-level training	8531
55	Intermediate-level training	8532
56	Junior college-level training	8533
57	Sports and recreation education	8551
58	Cultural education	8552
59	Other education not elsewhere classified	8559
60	Medical and dental practice activities	8620
61	Operation of sports facilities	9311
62	Activities of sports clubs	9312
63	Other sports activities	9319
64	Activities of amusement parks and theme parks	9321
65	Construction of residential buildings	4101
66	Construction of non-residential buildings	4102
67	Construction of roads	4212
68	Construction of other utility projects	4229
69	Construction of mining and quarrying facilities	4292
70	Construction of manufacturing facilities	4293
71	Construction of other civil engineering projects	4299
72	Electrical installation	4321
73	Plumbing, heat and air-conditioning installation	4322
74	Other construction installation	4329
75	Architectural, and related technical consultancy activities Details: - Architectural design of buildings; - Structural design of civil and industrial buildings;	7110

No.	Business Line	Business Line Code
	- Mechanical and electrical design of buildings; - Water supply and drainage design of buildings; - Design of transportation infrastructure; design of agricultural and rural development projects; design of technical infrastructure projects. - Construction supervision includes: + Supervision of construction work for civil - industrial buildings and technical infrastructure; + Supervision of construction work for transportation infrastructure; + Supervision of construction work for agricultural and rural development projects. - Supervision of equipment installation in construction projects - Bidding consultancy - Construction investment project management consultancy	
76	Warehousing and storage	5210

2. Operational objectives of the Company: To effectively utilize capital mobilized from shareholders and domestic and foreign organizations for investment and business development activities; continuously innovate management and corporate governance to maximize profits; create employment opportunities for employees; continuously enhance shareholder value; contribute to the State budget; develop the Company sustainably; and fully comply with applicable laws and regulations of the State.

Article 5. Scope of Business and Operations of the Company

The Company is entitled to conduct business activities in the registered business lines stipulated in this Charter, duly register and notify any changes with the business registration authority, publish such information on the National Business Registration Portal, comply with applicable laws, and adopt appropriate measures to achieve the Company's objectives.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

1. The Company's charter capital is 271.884.770.000 VND (Two hundred seventy-one billion eight hundred eighty-four million seven hundred seventy thousand Vietnamese Dong only).

The Company's charter capital is divided into 27.188.477 shares, each having a par value of 10.000 VND/share.”.

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

3. The Company's shares on the date of adoption of this Charter consist of common shares. The rights and obligations of shareholders holding each class of shares are stipulated in Article 12 and 13 of this Charter..

4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

5. Common shares shall be offered with priority to existing shareholders in proportion to their respective holdings of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for by shareholders shall be disposed of as decided by the Board of Directors. The Board of Directors may allocate such shares to shareholders or other persons on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares issued by itself in accordance with the methods stipulated in this Charter and applicable laws.

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

Article 7. Share Certificate

1. Shareholders of the Company shall be issued share certificate corresponding to the number and class of shares they own.

2. Shares are a type of security that confirms the legal rights and interests of the owner in a portion of the share capital of the issuing organization. Shares must contain all the information as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within 30 days from the date on which the Company receives a complete dossier requesting the transfer of ownership of shares in accordance with the Company's regulations, or within the period specified in the issuance terms from the date of full payment for the shares pursuant to the Company's share issuance plan, the share owner shall be issued a share certificate. The share owner shall not be required to pay the Company any cost for printing the share certificate.

4. In the event that shares are lost, damaged or otherwise destroyed, the shareholder shall be re-issued shares upon request. Such request must include:

- a) Information relating to shares that have been lost, damaged or otherwise destroyed;
- b) A commitment to bear responsibility for any disputes arising from the re-issuance of shares.

Article 8. Certificates of Other Securities

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

Article 9. Transfer of Shares

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

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

Article 10. Withdrawal of Shares (Applicable to Enterprise Establishment Registration)

1. In the event that a shareholder fails to fully and timely pay the amount payable for buying shares, the Board of Directors shall notify and has the right to require such shareholder to pay the outstanding amount and bear corresponding liability up to the total par value of the subscribed shares for the Company's financial obligations arising from such failure.
2. The payment notice must clearly state a new payment deadline (at least 07 days from the date of dispatch of the notice), the place of payment and notification must specify that failure to comply shall result in the withdrawal of unpaid shares.
3. The Board of Directors has the right to withdraw shares that have not been fully and timely paid if the requirements stated in the notification are not fulfilled.
4. Withdrawn shares shall be deemed as shares authorized for offering as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale and redistribution of such shares under terms and conditions deemed appropriate by the Board of Directors.
5. Shareholders holding withdrawn shares shall lose shareholder status in respect of such shares, but shall remain liable up to the total par value of the subscribed shares for the Company's financial obligations arising at the time of withdrawal, from the date of withdrawal until payment is completed. The Board of Directors shall have full authority to decide on compulsory payment of the full value of the shares at the time of withdrawal.
6. Notice of withdrawal shall be sent to the holder of the withdrawn shares prior to the withdrawal. The withdrawal shall remain effective even in the event of errors or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND SUPERVISION

Article 11. Organizational Structure, Governance and Supervision

The Company's organizational structure for management, governance and supervision consists of:

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Common shareholders have the following rights:
 - a) To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through authorized representatives, or through other forms as prescribed by this Charter and law. Each common share carries one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To have priority in subscribing for newly issued shares in proportion to their ownership of

common shares;

d) To freely transfer their shares, except as provided in Clause 3 Article 120 and Clause 1 Article 127 of the Law on Enterprises and other relevant laws;

d) To review, inspect and extract information on names and contact addresses in the list of shareholders entitled to vote, and request correction of inaccurate information;

e) To review, inspect, extract or copy the Company Charter, minutes and resolutions of the General Meeting of Shareholders;

g) Upon dissolution or bankruptcy of the Company, to receive a portion of remaining assets corresponding to their shareholding ratio at Company;

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

i) To be treated equally. Each share of the same class confer equal right, obligation and benefit. If the Company has preference shares, the rights and obligations attached thereto must be approved by the General Meeting of Shareholders and fully disclosed;

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

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

m) Other rights as provided by law and this Charter.

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

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

b) To review, inspect and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to trade or business secrets of the Company;

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

d) To propose matters for inclusion in the meeting of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least 03 working days prior to the

opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the issue to be included in the meeting agenda;

d) Other rights as provided by law and this Charter.

3. Shareholders or a group of shareholders owning from 10% of the total number of common shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors shall be conducted as follows:

a) Common shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify other shareholders attending the meeting of such group meeting prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders specified in this Clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Board of Supervisors. In the event that the number of candidates nominated by such shareholders or group of shareholders is fewer than the number they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

4. Shareholders or a group of shareholders owning at least 1% of the total number of common shares shall have the right, have the right to independently or on behalf of the company initiate legal action against members of the Board of Directors or the General Director in order to require restitution of benefits or compensation for damages to the Company or other persons in the following cases:

a) Breach of the duties of company managers as prescribed in Article 165 of the Law on Enterprises;

b) Failure to perform, incomplete performance, untimely performance, or performance in violation of laws, the Company Charter, or resolutions or decisions of the Board of Directors with respect to assigned rights and obligations;

c) Abuse of position or authority, or use of information, trade secrets, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals;

d) Other cases as prescribed by law.

5. Within 15 days from the date of receipt of a request for initiation of legal proceedings from the shareholders or group of shareholders specified in Clause 4 of this Article, the Board of Supervisors must respond in writing to confirm receipt of such request and proceed with litigation procedures as requested.

6. In the event that the Board of Supervisors fails to initiate legal proceedings as required under Clause 5 of this Article, or where a joint stock company does not have a Board of Supervisors, the shareholders or group of shareholders specified in Clause 4 of this Article shall have the right to

directly initiate legal proceedings against members of the Board of Directors or the General Director.

7. Shareholders or groups of shareholders specified in Clause 4 of this Article shall have the right to review, access, and extract necessary information as decided by a Court or Arbitrator before or during the litigation process.

8. Shareholders or groups of shareholders specified in Clause 2 of this Article shall have the right to request the convening of a General Meeting of Shareholders in the following cases:

- a) The Board of Directors seriously violates shareholders' rights, the obligations of company managers, or issues decisions beyond its delegated authority;
- b) The term of office of the Board of Directors has exceeded 06 months without a new Board of Directors being elected to replace it;
- c) Other cases as provided for in this Charter.

9. A request to convene a General Meeting of Shareholders as prescribed in Clause 8 of this Article must be made in writing and must include the following information: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise identification number or legal document number, and head office address for institutional shareholders; number of shares and the share registration date of each shareholder, total number of shares of the shareholder group, and the ownership ratio in the total number of shares of the Company; grounds and reasons for requesting the convening of the General Meeting of Shareholders. Such request must be accompanied by documents and evidence of violations by the Board of Directors, the severity of such violations, or decisions made beyond authority.

Article 13. Obligations of Shareholders

Common shareholders shall have the following obligations:

- 1. To fully and timely pay for the shares committed to purchase.
- 2. Not to withdraw contributed capital in the form of common shares from the Company under any circumstances, except where the shares are repurchased by the Company or other persons. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and related persons with interests in the Company shall be jointly and severally liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and any damages incurred.
- 3. To comply with the Company Charter and the Company's Internal Management Regulations.
- 4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. To maintain confidentiality of information provided by the Company in accordance with the Charter and applicable laws; to use such information solely for exercising and protecting lawful rights and interests; and strictly refrain from disseminating, copying, or transmitting such information supplied by the Company to any other organization or individual.
- 6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through

the following methods:

- a) Attending and voting directly at the meeting;
- b) Authorizing another individual or organization to attend and vote at the meeting;
- c) Attending and voting via online meetings, electronic voting, or other electronic means;
- d) Sending voting ballots to the meeting by mail, fax, or email;

7. To bear personal liability when acting in the name of the Company in any form to perform any of the following acts:

- a) Violating the law;
- b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
- c) Making early payment of debts not yet due to mitigate financial risks for the Company.

8. To fulfill other obligations as prescribed by applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making authority of the Company. The General Meeting of Shareholders shall convene an annual meeting once each year within 04 months from the end of the financial year. Unless otherwise provided in the Company Charter, the Board of Directors may decide to extend the time for holding the annual General Meeting of Shareholders where necessary, but such extension shall not exceed 06 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be determined as the location where the chairman attends the meeting and must be within the territory of Viet Nam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company Charter, particularly the approval of the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualifications, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that conducted the audit to attend the annual General Meeting of Shareholders, and such representative shall be obliged to attend the meeting.

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

- a) The Board of Directors deems it necessary in the interests of the Company;
- b) The remaining number of members of the Board of Directors and the Board of Supervisors is less than the minimum number required by law, or where the number of members of the Board of Directors is reduced by more than 1/3 compared to the number stipulated in this Charter;
- c) Upon request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; such request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear sufficient signatures of the relevant shareholders, or be

made in multiple documents collectively containing signatures of related shareholders;

d) Upon request of the Board of Supervisors;

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

4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must convene the General Meeting of Shareholders within 60 days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors falls to the level 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 Board of Directors fails to convene the General Meeting of Shareholders as required in Point a, Clause 4 of this Article, the Board of Supervisors shall, within the following 30 days, convene the General Meeting of Shareholders in replacement of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) If the Board of Supervisors also fails to convene the General Meeting of Shareholders as required 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 the Company's representative to convene the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises;

In this case, such shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders. All costs incurred for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company, excluding expenses incurred by shareholders when attending the meeting, including accommodation and travel expenses;

d) Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

1. The General Meeting of Shareholders shall have the following rights and obligations:

a) To approve the Company's development orientation;

b) To decide on the types of shares and the total number of shares of each type authorized for offering; to decide the annual dividend rate for each types of shares;

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

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

d) To decide on amendments or supplements to the Company Charter;

e) To approve the annual financial statements;

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

- h) To review and handle violations by members of the Board of Directors, the Board of Supervisors that cause damage to the Company and its shareholders;
- i) To decide on the reorganization, dissolution of the Company;
- k) To decide on the budget or total remuneration, bonuses, and other benefits of the Board of Directors and the Board of Supervisors;
- l) To approve the internal corporate governance regulations and the operational regulations of the Board of Directors and the Board of Supervisors;
- m) To approve the list of approved auditing firms; to decide on the appointment of approved auditing firms to audit the Company's operations, and to dismiss approved auditors where deemed necessary;
- n) Other rights and obligations as prescribed by law.

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

- a) The Company's annual business plan;
- b) The audited annual financial statements;
- c) Reports of the Board of Directors on corporate governance and operational results of the Board of Directors and each member thereof;
- d) Reports of the Board of Supervisors on the Company's business performance and the performance of the Board of Directors and the General Director;
- d) Self-assessment reports on the performance of the Board of Supervisors and each of its members;
- e) Dividend levels for each share of each type;
- g) The number of members of the Board of Directors and the Board of Supervisors;
- h) Election, dismissal, or removal of members of the Board of Directors and the Board of Supervisors;
- i) Decisions on the budget or total remuneration, bonuses, and other benefits of the Board of Directors and the Board of Supervisors;
- k) Approval of the list of approved auditing firms; decisions on appointing approved auditing firms to audit the Company's operations when deemed necessary;
- l) Amendments and supplements to the Company Charter;
- m) Types of shares and numbers of new shares to be issued for each class of shares and the transfer of shares by founding shareholders within the first 03 years from the date of establishment;
- n) Division, separation, consolidation, merger, or conversion of the Company;
- o) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- p) Decisions on investments or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;

- q) Decisions on the repurchase of more than 10% of the total number of shares sold of each type;
- r) Approval of contracts or transactions between the Company and related parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding 35% of the Company's total asset value recorded in the most recent financial statements;
- s) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- t) Approval of the internal corporate governance regulations, the operational regulations of the Board of Directors, and the operational regulations of the Board of Supervisors;
- u) 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 General Meeting of Shareholders.

Article 16. Authorization to Attend the General Meeting of Shareholders

1. A shareholder, an authorized representative of an organizational shareholder may attend the General Meeting of Shareholders in person, authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms stipulated in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent a shareholder to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The written authorization shall be made in accordance with the regulations of civil law and must clearly specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents and scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the written authorization upon registration for attendance. In the case of re-authorization, the meeting participant must also present the original authorization document of the shareholder or the authorized representative of the organizational shareholder (if such authorization has not been previously registered with the Company).

3. The voting ballots cast by an authorized representative within the scope of authorization shall remain valid in any of the following cases, except where:

- a) The authorizing party has died or has limited or lost civil act capacity;
- b) The authorizing party has revoked the authorization appointment;
- c) The authorizing party has revoked the authority of the authorized representative.

This provision shall not apply where the Company has received notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Variation of Rights

1. Any amendment or cancellation of special rights attached to a class of preference shares shall

take effect only when approved by shareholders representing from 65% of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely alters the rights and obligations of preference shareholders shall be passed only if approved by preference shareholders of the same class attending the meeting who hold from 75% of the total issued preference shares of that class, or by preference shareholders of the same class holding from 75% of the total issued preference shares of that class in the case of approval by written consultation.

2. Organizing the meeting of preferred shareholders to approve the aforementioned change of rights is only valid if there are at least 02 shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting will be rescheduled within the next 30 days, and those holding that class of shares (regardless of the number of people or shares) present in person or through authorized representatives will be considered to have met the required number of representatives. At the meetings of preferred shareholders, those present in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at these meetings.

3. Procedures for conducting such separate meetings shall be implemented in accordance with the provisions of Articles 19, 20, and 21 of this Charter.

4. Unless otherwise stipulated in the share issuance terms, special rights attached to classes of preference shares relating to some or all matters concerning the distribution of profits or assets of the Company shall not be affected when the Company issues additional shares of the same class.

Article 18. Convening Meetings, Meeting Agenda, and Notification of the General Meeting of Shareholders

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

2. The convener of the General Meeting of Shareholders shall carry out the following tasks:

a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days prior to the date of sending the meeting notification. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Prepare the agenda and contents of the meeting;

c) Prepare meeting materials;

d) Draft resolutions of the General Meeting of Shareholders corresponding to the proposed content of the meeting;

d) Determine the time and venue of organizing the meeting;

e) Notify and send meeting notification to all shareholders entitled to attend the meeting;

g) Other tasks serving the meeting.

3. The notification of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means ensuring delivery to their registered contact addresses, and shall simultaneously be published on the websites of the Company and the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the meeting notice to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days prior to the opening date of the meeting (counting from the date the notice is lawfully sent or dispatched). The meeting agenda and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. Where documents are not enclosed with the meeting notice, the notice must clearly specify the link to the full set of meeting documents for shareholders' access, 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 election of members of the Board of Directors and the members of the Board of Supervisors;
- c) Voting ballots;
- d) Draft resolutions for each matter on the meeting agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company no later than 03 working days prior to the opening date of the meeting, clearly stating the shareholder's name, the number of shares of each class held, and the proposed matters.

5. The convener of the General Meeting of Shareholders shall have the right to reject proposals specified in Clause 4 of this Article if they fall under any of the following cases:

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

6. The convener of the General Meeting of Shareholders must accept and include proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for cases stipulated in Clause 5 of this Article. Such proposals shall be officially added to the agenda and contents of the meeting upon approval by the General Meeting of Shareholders.

Article 19. Conditions for Conducting the General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than 50% of the total voting rights.

2. If the first meeting does not meet the conditions stipulated in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending the

meeting represent from 33% of the total voting rights.

3. If the second meeting does not meet the conditions stipulated in Clause 2 of this Article, the notice for the third meeting shall be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting rights represented by shareholders attending the meeting.

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

1. Prior to the opening of the meeting, the Company shall conduct shareholder registration and continue registration until all shareholders entitled to attend the meeting have registered, following these procedures:

a) Upon registration, the Company shall issue each shareholder or authorized representative with voting rights a voting card stating the registration number, name of the shareholder, name of the authorized representative, and the number of voting rights held. The General Meeting of Shareholders shall discuss and vote on each agenda item. Voting shall be conducted by votes in favor, against, or abstaining. At the meeting, ballots voting in favor shall be collected first, ballots voting against shall be collected next, and the total votes in favor or against shall then be counted to determine the result. The vote-counting results shall be announced by the Chairman immediately before the meeting is adjourned. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising vote counting upon the proposal of the Chairman. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the Chairman's proposal;

b) Shareholders or authorized representatives who arrive after the meeting has opened shall have the right to register immediately and may participate and vote at the meeting right after registration. The Chairman shall not be required to suspend the meeting for late registrants, and resolutions already voted on shall remain valid.

2. The election of the Chairman, Secretary, and vote-counting committee shall be conducted as follows:

a) The Chairman of the Board of Directors shall act as Chairman of the General Meeting of Shareholders convened by the Board of Directors or may authorize another Board member to do so. If the Chairman is absent or temporarily unable to perform duties, the remaining members of the Board of Directors shall elect one of themselves as Chairman by majority vote. If no Chairman is elected, the Head of the Board of Supervisors shall preside over the election of a Chairman by the General Meeting of Shareholders, and the person receiving the highest number of votes shall become Chairman;

b) Except as provided in Point a of this Clause, the person signing the notification convening the General Meeting of Shareholders shall preside over the election of the Chairman, and the person receiving the highest number of votes shall become Chairman;

c) The Chairman shall appoint one or more persons as meeting secretaries;

d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the proposal of the Chairman.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically allocate time for each issue in the contents of meeting agenda.
4. The Chairman shall have the right to implement necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the will of the majority of attendees:
 - a) Arranging seating at the General Meeting of Shareholders venue;
 - b) Ensuring safety for all attendees at the meeting venue;
 - c) Facilitating shareholders' participation (or continued participation) in the meeting. The convener shall have full authority to modify such measures and apply any necessary measures, including issuing entry passes or applying other selection methods.
5. The General Meeting of Shareholders shall discuss and vote on each agenda item. Voting shall be conducted by votes in favor, against, or abstaining. The voting results shall be announced by the Chairman immediately before the meeting is adjourned.
6. Shareholders or authorized representatives arriving after the meeting has opened shall still be entitled to register and vote immediately after registration; in this case, resolutions already voted on shall remain valid.
7. The convener or the Chairman of the General Meeting of Shareholders shall have the right to:
 - a) Require all attendees to submit to inspection or other lawful and reasonable security measures;
 - b) Request competent authorities to maintain order at the meeting; those who do not comply with the Chairman's authority, deliberately disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements will be expelled from the General Meeting of Shareholders.
8. The Chairman may adjourn a General Meeting of Shareholders that has satisfied quorum requirements for no more than 03 working days from the scheduled opening date, and may only adjourn or change the meeting venue in the following cases:
 - a) The meeting venue does not have sufficient convenient seating for all attendees;
 - b) Communication facilities at the meeting venue do not ensure effective participation, discussion, and voting by shareholders;
 - c) Attendees disrupt order or cause disturbances that risk preventing the meeting from being conducted fairly and lawfully.
9. If the Chairman adjourns or suspends the General Meeting of Shareholders contrary to the regulations at Clause 8 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the Chairman and conduct the meeting until its conclusion; all resolutions adopted at such meeting shall remain legally valid.
10. Where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring shareholders' participation and voting 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/NĐ-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting, except as otherwise provided in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:

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

2. Resolutions shall be adopted if approved by shareholders holding more than 50% of the total voting rights of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders adopted with the approval of 100% of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions violate provisions of the Law on Enterprises and the Company Charter.

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

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

- 1. The Board of Directors has the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders when it deems such action necessary for the benefit of the Company, except for cases provided in Clause 2 of Article 147 of the Law on Enterprises.
- 2. The Board of Directors shall prepare opinion ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the opinion ballots. The requirements and methods of sending opinion ballots and enclosed documents shall comply with the regulations at Clause 3 of Article 18 of this Charter.
- 3. Opinion ballots must contain the following principal contents:
 - a) Name, head office address, and enterprise code;
 - b) Purpose of collecting opinions;

- c) Full name, contact address, nationality, and legal identification number of individual shareholders; name, enterprise code or legal identification number, and head office address of institutional shareholders; or full name, contact address, nationality, and legal identification number of the individual representing an institutional shareholder; number of shares of each type and corresponding voting rights of the shareholder;
- d) Matters subject to voting for decision;
- đ) Voting options including approval, disapproval, and abstention for each matter;
- e) Deadline for returning completed opinion ballots to the Company has been set;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may return completed opinion ballots to the Company by post, fax, or email under the following conditions:

- a) If sent by post, the opinion ballot must bear the signature of the individual shareholder or the authorized representative or legal representative of an institutional shareholder. The ballot must be sent to the Company and be sealed in an envelope, and no one is permitted to open it before vote counting;
- b) If sent by fax or email, the opinion ballot sending to the Company must be kept confidential until the vote-counting time;
- c) Opinion ballots submitted to the Company after the deadline specified in the ballot itself, or opened prematurely in the case of postal delivery, and disclosed in the case of fax or email, shall be invalid. Opinion ballots not returned shall be deemed as non-voting ballots.

5. The Board of Directors shall count votes and prepare vote-counting minutes in the presence of the Board of Supervisors or shareholders who do not hold management positions in the Company. The vote-counting minutes must contain the following principal contents:

- a) Name, head office address, and enterprise code;
- b) Purpose and matters subject to voting for resolution adoption;
- c) Number of shareholders and total voting rights participating, distinguishing valid and invalid votes and voting methods, together with an appendix listing participating shareholders;
- d) Total number of approval, disapproval, and abstention votes for each matter;
- đ) Matters adopted and corresponding approval ratios;
- e) Full names and signatures of the Chairman of the Board of Directors, vote counters, and vote supervisors.

Members of the Board of Directors, vote counters, and vote supervisors shall bear joint liability for the truthfulness and accuracy of the vote-counting minutes and for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

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

7. Completed opinion ballots, vote-counting minutes, adopted resolutions, and all documents enclosed with opinion ballots must be kept at the Company's head office.

8. Resolutions adopted through the collection of written opinions shall be valid if approved by shareholders holding more than 50% of the total voting rights of all shareholders with voting rights and shall have the same legal effect as resolutions adopted at a General Meeting of Shareholders.

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

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

- a) Name, head office address, and enterprise code;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full names of the chairman and secretary;
- đ) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each agenda item;
- e) Number of shareholders and total number of voting shares of shareholders attending the meeting, the appendix listing registered shareholders, and the shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
- g) Total votes for each voting matter, clearly stating voting methods and the number of valid votes, invalid votes, approval votes, disapproval votes, and abstentions, together with corresponding ratios;
- h) Matters adopted and corresponding approval ratios;
- i) Full names and signatures of the chairman and secretary. If the chairman or secretary refuses to sign the meeting minutes, these minutes shall be valid only if signed by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The meeting minutes shall clearly state the chairman's or secretary's refusal to sign.

2. The minutes must be completed and approved before the meeting concludes. The chairman, secretary, or other signatories shall bear joint liability for the truthfulness and accuracy of the minutes.

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

4. Resolutions, minutes of the General Meeting of Shareholders, appendices of shareholder attendance lists with signatures, powers of attorney for meeting attendance, all documents attached to the minutes (if any), and documents enclosed with meeting notices must be disclosed within 24 hours from the conclusion of the General Meeting of Shareholders and stored at the Company's head office.

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

Within 90 days from the date of receipt of a resolution, minutes of the General Meeting of Shareholders, or vote-counting minutes for written opinion collection, shareholders or groups of shareholders specified in Clause 2 of Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to review and annul a resolution or part thereof in the following cases:

1. The procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders seriously violate provisions of the Law on Enterprises and the Company Charter, except for the case provided in Clause 3 of Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

VII. BOARD OF DIRECTORS

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

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review such information before voting. Candidates for the Board of Directors must provide a written commitment to the truthfulness and accuracy of their disclosed personal information and must undertake to perform their duties in an honest, prudent manner and in the best interests of the Company if elected as members of the Board of Directors. Information to be disclosed in respect of candidates for the Board of Directors includes:

- a) Full name and date of birth;
- b) Professional qualifications;
- c) Working experience,
- d) Other managerial positions held (including positions as the Board of Directors of other companies);
- d) Interests related to the Company and its related parties;
- e) Other information (if any) as required by the Company Charter;
- g) The Company shall also disclose information on companies in which the candidate holds positions as a member of the board of directors, other managerial positions, and any interests related to companies of the Board of Directors' candidates (if any).

2. Shareholders or groups of shareholders owning at least 10% of the total common shares have the right to nominate candidates for the Board of Directors in accordance with Clause 5, Article 115 of the Law on Enterprises and Clause 3, Article 12 of this Charter.

3. Where the number of candidates for the Board of Directors proposed through nomination and self-nomination remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises and Clause 3, Article 12 of this Charter, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the regulations in the Company Charter, the Internal Corporate Governance Regulations, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent

Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting on the election of members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises.

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

1. The number of the Board of Directors' members is 05 members.

2. The term of office of members of the Board of Directors shall not exceed 05 years and members may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. Where the terms of all members of the Board of Directors expire simultaneously, such members shall continue to serve until new members are elected and assume their duties.

3. The structure of the Board of Directors shall be as follows:

The structure of the Board of Directors of the Company must ensure that at least 1/3 of its total members are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors.

The number of independent members of the Board of Directors must comply with the following:

a) At least 01 independent member where the Company has from 03 to 05 members of the Board of Directors;

b) At least 02 independent members where the Company has from 06 to 08 members of the Board of Directors;

c) At least 03 independent members where the Company has from 09 to 11 members of the Board of Directors.

4. A member of the Board of Directors shall cease to hold office as a member of the Board of Directors where he/she is dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with the regulations at Article 160 of the Law on Enterprises.

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

6. Members of the Board of Directors are not required to be shareholders of the Company.

Article 27. Rights and Obligations of the Board of Directors

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

2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:

a) To decide on strategies, medium-term development plans, and annual business plans of the

Company;

- b) To propose the types of shares and the total number of shares of each type authorized for offering;
- c) To decide on the sale of unsold shares within the authorized number of shares of each type; and to decide on raising additional capital in other forms;
- d) To decide on offering prices of shares and bonds of the Company;
- d) To decide on the repurchase of shares in accordance with the regulations at Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) To decide on investment plans and investment projects within its authority and limits prescribed by law;
- g) To decide on market development, marketing, and technology development solutions;
- h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or exceeding 35% of the total asset value as recorded in the Company's most recent financial statements, except for contracts and transactions falling under the authority of the General Meeting of Shareholders pursuant to Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) To elect, remove, or dismiss the Chairman of the Board of Directors; to appoint, remove, enter into, or terminate contracts with the General Director and other key managers as prescribed by the Company Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and to decide on remuneration and other benefits of such representatives;
- k) To supervise and direct the General Director and other managers in the management of the Company's daily business operations;
- l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and capital contributions to or acquisition of shares in other enterprises;
- m) To approve the agenda and materials for the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for the adoption of resolutions by the General Meeting of Shareholders;
- n) To submit audited annual financial statements to the General Meeting of Shareholders;
- o) To propose dividend rates; to decide on the timing and procedures for dividend payments or handling of losses incurred in the course of business operations;
- p) To propose the reorganization or dissolution of the Company; to request bankruptcy of the Company;
- q) To decide on the issuance of the Regulations on Operation of the Board of Directors and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; to decide on the issuance of the Regulations on Operation of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;

s) Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other regulations of laws, and the Company Charter.

3. The Board of Directors shall report to the General Meeting of Shareholders on its operational results in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

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

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to complete the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall determine the estimated remuneration for each member on a consensus basis. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each member of the Board of Directors shall be accounted for as business expenses of the Company in accordance with corporate income tax regulations, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, serving on committees of the Board of Directors, or performing tasks beyond the normal scope of duties of a Board member may be paid additional remuneration in the form of lump-sum fees, salaries, commissions, profit-based percentages, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover the liability of Board members related to violations of the law and the Company Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

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

3. The Chairman of the Board of Directors shall have the following rights and obligations:

a) To formulate the programs and operational plans of the Board of Directors;

b) To prepare the agenda, contents, and documents for meetings; to convene, preside over, and act as the chairperson of meetings of the Board of Directors;

- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- d) To preside over meetings of the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

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

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member of the Board of Directors in writing to perform the rights and obligations of the Chairman. In case no authorization is granted, or where the Chairman of the Board of Directors dies, is missing, is held in custody, is serving a prison sentence, is subject to compulsory detoxification or compulsory education measures, absconds from his/her place of residence, has limited or lost civil act capacity, has difficulties in awareness or control of acts, or is prohibited by a court from holding office, practicing a profession, or performing certain jobs, the remaining members shall elect one of their members as Chairman of the Board of Directors based on the principle of majority approval of the remaining members until a new decision of the Board of Directors is issued.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting shall be convened and chaired by the member who receives the highest number or highest percentage of votes. In case more than 01 member has the same highest number or percentage of votes, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

2. The Board of Directors shall hold meetings at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) Upon request of the Board of Supervisors or the independent member of the Board of Directors;
- b) Upon request of the General Director or at least 05 other managers;
- c) Upon request of at least 02 members of the Board of Directors;
- d) Other cases (if any).

4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions falling within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of a request specified in Clause 3 of this Article. If the Chairman fails to convene such meeting as requested, the Chairman shall be liable for any

damages incurred by the Company; the requesting party shall have the right to replace the Chairman in convening the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting must send meeting invitations at least 03 working days prior to the meeting date. The notification of meeting invitation must clearly specify the time and venue, agenda, matters for discussion and decision. The notification of meeting invitation must be accompanied by documents to be used at the meeting and voting ballots of members.

The notification of meeting invitation may be sent by written notice, telephone, fax, electronic means, or other methods as prescribed in the Company Charter, provided that they are delivered to the registered contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send the notification of meeting invitations and accompanying documents to members of the Board of Supervisors in the same manner as for members of the Board of Directors. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors, to participate in discussions, but shall not have voting rights.

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total members attend. If a meeting convened in accordance with this Clause fails to meet the quorum, it may be reconvened within 07 days from the scheduled date of the first meeting. In such case, the meeting shall be conducted if more than 1/2 of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

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

10. In case voting ballots are sent to the meeting by mail, such ballots must be enclosed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than 01 hour before the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. The member may authorize another person to attend and vote at a meeting only if approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting; in case of an equal number of votes, the decision supported by the Chairman of the Board of Directors shall prevail.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish committees under its authority to be responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of members of each committee shall be decided by the Board of Directors and shall be at least 03, including members of the Board of Directors and external members. Independent members of the Board of Directors should constitute the majority of committee members, and one of such independent members shall be appointed as the Head of the committee by decision of the Board of Directors. The operation of committees shall comply with regulations issued by the Board of Directors. Resolutions of a committee shall be valid only when approved by a majority of the members attending and voting at a committee meeting.
2. The implementation of decisions of the Board of Directors or its committees must comply with applicable laws and the provisions of the Company Charter and the Internal Corporate Governance Regulations.

Article 32. Person in Charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance activities 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 shall not concurrently work for an approved audit 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 Board of Directors 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 Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
 - c) To advise on meeting procedures;
 - d) To attend meetings;
 - d) To advise on procedures for preparing resolutions of the Board of Directors in compliance with legal regulations;
 - e) To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Board of Supervisors;
 - g) To supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h) To act as a focal point for communication with stakeholders;
 - i) To maintain confidentiality of information in accordance with legal regulations and the Company Charter;
 - k) Other rights and obligations as prescribed by law and the Company Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 33. Management Structure

The Company's management system shall ensure that the executive management is accountable to, and subject to the supervision and direction of, the Board of Directors in the Company's day-to-day business operations. The Company shall have the General Director, Deputy General Directors, Chief Accountants, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, or removal of the above-mentioned positions must be approved by resolutions or decisions of the Board of Directors.

Article 34. Executive Officers of the Company

1. The executive officers of the Company include the General Director, Deputy General Director, the Chief Accountant, and other executive officers as prescribed in the Company Charter.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executive officers in a number and with qualifications appropriate to the Company's organizational structure and management regulations as stipulated by the Board of Directors. Executive officers shall be responsible for supporting the Company in achieving proposed objectives in operations and organization.
3. The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
4. Salaries of executive officers shall be included in the Company's operating expenses in accordance with corporate income tax regulations, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another individual to serve as the General Director.
2. The General Director shall be the person responsible for managing the Company's day-to-day business operations; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and before the law for the performance of assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions accordance with the relations of law and the Company Charter.
4. The General Director shall have the following rights and obligations:
 - a) To decide on matters relating to the Company's daily business operations that do not fall under the authority of the Board of Directors;
 - b) To organize the implementation of resolutions and decisions of the Board of Directors;
 - c) To organize the implementation of the Company's business plans and investment plans;
 - d) To propose plans for organizational structure and internal management regulations of the

Company;

- d) To appoint, dismiss, or remove managerial positions within the Company, except for positions under the authority of the Board of Directors;
- e) To decide on salaries and other benefits of employees of the Company, including managers under the appointment authority of the General Director;
- g) To recruit employees;
- h) To propose plans for dividend distribution or handling of business losses;
- i) Other rights and obligations as prescribed by law, the Company Charter, and resolutions or decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director upon approval by a majority of voting members of the Board of Directors attending the meeting and appoint a new General Director as a replacement.

IX. BOARD OF SUPERVISORS

Article 36. Nomination and Candidacy of Members of the Board of Supervisors (Supervisors)

1. The nomination and candidacy of members of the Board of Supervisors shall be conducted in accordance with the regulations at Clauses 1 and 2, Article 25 of this Charter.
2. In case the number of candidates for the Board of Supervisors nominated or self-nominated is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the regulations at Company Charter, the Internal Corporate Governance Regulations, and the Operating Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors, as required by law.

Article 37. Composition of the Board of Supervisors

1. The Board of Supervisors of the Company shall consist of 03 members. The term of office of a Board of Supervisors member shall not exceed 05 years and may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall under any of the following cases:
 - a) Working in the accounting or finance department of the Company;
 - b) Being a member or employee of an independent audit firm that has audited the Company's financial statements for 03 consecutive years immediately preceding.
3. A member of the Board of Supervisors shall be dismissed in the following cases:
 - a) No longer meeting the standards and conditions to serve as a Board of Supervisors member as prescribed in Clause 2 of this Article;
 - b) Having submitted and accepted a resignation letter;

c) Other cases as prescribed in this Charter.

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

a) Failure to fulfill assigned duties and tasks;

b) Failure to perform rights and obligations for 06 consecutive months, except in cases of force majeure;

c) Repeated violations or serious violations of the obligations of a Board of Supervisors member as prescribed by the Law on Enterprises and the Company Charter;

d) Other cases as decided by a resolution of the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, or removal shall be conducted based on the principle of majority approval. More than one-half of the members of the Board of Supervisors must permanently reside in Viet Nam. The Head of the Board of Supervisors must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or another field related to the Company's business activities.

2. The Head of the Board of Supervisors shall have the following rights and obligations:

a) To convene meetings of the Board of Supervisors;

b) To request the Board of Directors, the General Director, and other executive officers to provide relevant information for reporting to the Board of Supervisors;

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

Article 39. Rights and Obligations of the Board of Supervisors

In addition to the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Board of Supervisors shall have the following rights and obligations:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved audit organizations to audit the Company's financial statements; to decide on approved audit organizations to conduct inspections of the Company's operations; and to dismiss approved auditors when deemed necessary.

2. To be accountable to shareholders for its supervisory activities.

3. To supervise the Company's financial condition and compliance with laws in the operations of members of the Board of Directors, the General Director, and other managers.

4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.

5. Upon discovering any violations of law or the Company Charter by members of the Board of Directors, the General Director, or other executive officers, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request the violator to cease such violations, and propose remedial measures.

6. To develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report at the General Meeting of Shareholders in accordance with the regulations at Article 290 of Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government detailing the implementation of certain articles of the Law on Securities.
8. To have the right to access the Company's records and documents kept at the head office, branches, and other locations; and to access the workplaces of managers and employees of the Company during working hours.
9. To request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide fully, accurately, and promptly information and documents on 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 Board of Supervisors

1. The Board of Supervisors shall hold at least 02 meetings per year, with attendance of at least 2/3 of its members. Minutes of the Board of Supervisors meetings shall be prepared in detail and clearly. The minute-taker and all attending members of the Board of Supervisors must sign the meeting minutes. All minutes of the Board of Supervisors meetings must be retained to determine the responsibilities of each Board of Supervisors member.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of approved audit organizations to attend meetings and respond to matters requiring clarification.

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

The salary, remuneration, bonuses, and other benefits of members of the Board shall be implemented in accordance with the following regulations:

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

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVE OFFICERS

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executive officers shall be responsible for performing their duties, including those performed in their capacity as members of committees of the Board of Directors, in an honest, prudent, and diligent manner in the best interests of the Company.

Article 42. Liability of Honesty and Avoidance of Conflicts of Interests

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers shall disclose related interests in accordance with the regulations at Article 164 of the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers shall notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, and such members or their related persons in accordance with the law. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information on such resolutions in accordance with securities law on information disclosure.

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

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

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executive officers, and organizations or individuals related to such persons shall not be deemed invalid in the following cases:

a) For transactions with a value equal to or less than 20% of the total asset value recorded in the most recent financial statements, where the material terms of the contract or transaction and the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, or other executive officers have been reported to the Board of Directors and approved by a majority of the Board members who have no related interests;

b) For transactions with a value exceeding 20%, or transactions that result in the aggregate transaction value within 12 months from the date of the first transaction reaching at least 20% of the total asset value recorded in the most recent financial statements, where the material terms of the transaction and the relationships and interests of the members of the Board of Directors,

members of the Board of Supervisors, the General Director, or other executive officers have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

Article 43. Liability for Damages and Indemnification

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executive officers who violate their obligations, duties of loyalty and due care, or fail to perform their duties shall be liable for damages caused by such violations.

2. The Company shall indemnify persons who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil and administrative cases, excluding cases in which the Company is the plaintiff) if such persons are or were members of the Board of Directors, members of the Board of Supervisors, the General Director, other executive officers, employees, or authorized representatives of the Company, and have acted honestly, prudently, in the best interests of the Company, in compliance with the law, and there is no evidence proving that such persons breached their duties.

3. Indemnification costs shall include judgment costs, fines, and actual expenses incurred (including attorneys' fees) in resolving such matters within the limits permitted by law. The Company may purchase insurance for such persons to cover the indemnification liabilities mentioned above.

XI. RIGHT OF ACCESS TO COMPANY BOOKS AND RECORDS

Article 44. Right of Access Books and Records

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

a) Common shareholders have the right to examine, access, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; request correction of inaccurate personal information; and examine, access, extract, or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders holding at least 05% of the total common shares shall have the right to examine, access, and extract minutes and resolutions or decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets.

2. Where an authorized representative of a shareholder or group of shareholders requests access to books and records, a power of attorney or a notarized copy thereof must be enclosed.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executive officers shall have the right to inspect the Company's register of shareholders, shareholder lists, books, and other records for purposes related to their positions, provided that such information is kept confidential.

4. The Company shall retain this Charter and all amendments thereto charter, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of

meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed 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 Company Charter shall be published on the Company's official website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The General Director shall prepare plans for the Board of Directors' approval regarding recruitment, termination of employment, salaries, social insurance, welfare, rewards, and disciplinary measures applicable to employees and executive officers.

2. The General Director shall prepare plans for the Board of Directors' approval regarding the Company's relationship with trade union organizations in accordance with best management standards and practices, the policies set forth in this Charter, the Company's internal regulations, and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders shall decide the dividend payout rate and the form of dividend payment on an annual basis from the Company's retained earnings.

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

3. The Board of Directors may propose to the General Meeting of Shareholders through the payment of dividends in whole or in part in shares, and the Board of Directors shall be responsible for implementing such decision.

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

5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific record date for closing the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or share dividends, notices, or other documents.

6. Other matters relating to profit distribution shall be implemented in accordance with the provisions of law.

XIV. BANK ACCOUNT, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 47. Bank Account

1. The Company shall open bank accounts at Vietnamese banks or branches of foreign banks licensed to operate in Viet Nam.
2. Subject to prior approval by the competent authority, the Company may, where necessary, open bank accounts overseas in accordance with the law.
3. All payments and accounting transactions of the Company shall be conducted through Vietnamese Dong or foreign currency accounts opened by the Company at banks.

Article 48. Financial Year

The financial year of the Company shall commence on 01/01 and end on 31/12 of each year. The first financial year shall commence on the date of issuance of the Enterprise Registration Certificate and end on 31/12 immediately following such the date of issuance of the Enterprise Registration Certificate.

Article 49. Accounting System

1. The Accounting system used by the Company is the enterprise accounting regime or a specialized accounting regime issued or approved by the competent authority.
2. The Company shall maintain accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and other relevant laws. Such records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The accounting currency used by the Company shall be Vietnamese Dong. Where the Company's economic transactions mainly arise in a foreign currency, the Company may choose such foreign currency as its accounting currency, take legal responsibility for such choice, and notify the directly managing tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITIES

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

1. The Company shall prepare annual financial statements, which must be audited in accordance with law. The Company shall disclose its audited annual financial statements in accordance with regulations of the law on information disclosure in the securities market and submit them to competent state authorities.
2. Annual financial statements must include all required reports, appendices and explanatory notes in accordance with the law on enterprise accounting. Annual financial statements must faithfully and objectively reflect the Company's operating situation.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations of the law on information disclosure in the securities market and submit them to 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.

XVI. COMPANY AUDIT

Article 52. Audit

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

XVII. COMPANY SEAL

Article 53. Company Seal

1. The seal includes seals made by licensed seal engraving establishments or seals in the form of digital signatures in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and content of the seals of the Company, its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) Upon expiry of the operating term stated in the Company Charter without a decision on extension;
 - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c) Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
 - d) Other cases as prescribed by law.
2. Early dissolution of the Company (including during an extended operating term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with the regulations.

Article 55. Extension of Operating

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 07 months prior to the expiry of the operating term for shareholders to vote on the extension of the Company's operating as proposed by the Board of Directors.

2. The operating term shall be extended if shareholders representing at least 65% of the total voting shares of all shareholders attending the General Meeting of Shareholders vote in favor.

Article 56. Liquidation

1. At least 06 months prior to the expiry of the Company's operating term or after a decision on dissolution is issued, the Board of Directors shall establish a Liquidation Committee comprising 03 members, of whom 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of Liquidation Committee may be selected from the Company's employees or independent experts. All liquidation-related costs shall be given priority for payment before other debts of the Company.

2. The Liquidation Committee shall be responsible for report to the Business Registration Authority the date of its establishment and the date it commences operations. From that time, the Liquidation Committee shall represent the Company in all matters relating to liquidation before courts and administrative authorities.

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

- a) Liquidation costs;
- b) Outstanding salaries, severance allowances, social insurance contributions and other employee benefits in accordance with collective labor agreements and signed labor contracts;
- c) Tax debt;
- d) Other debts of the Company;
- d) The remaining amount after payment of all debts from items (a) to (d) shall be distributed to shareholders. Preference shares being paid first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal Dispute Resolution

1. In the event of disputes or complaints arising in relation to the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, this Charter, other legal provisions or agreements between:

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

The related parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or its Chairman, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present relevant information within 10 working days from the date the dispute arises. Where the dispute involves the Board of Directors or its Chairman, any party may request the Board of Supervisors to appoint an independent expert to act as mediator for dispute resolution process.

2. If no mediation decision is reached within 06 weeks from the commencement of mediation, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to

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arbitration or court.

3. The parties shall bear their own costs related to negotiation and mediation procedures. Payment of court costs shall be paid in accordance with the court's judgment.

XX. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER

Article 58. Company Charter

1. Amendment or supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
2. Where legal provisions relating to the Company's operations are not mentioned in this Charter or where new legal provisions differ from those of this Charter, applying those regulations to govern the Company's operations.

XXI. EFFECTIVE DATE

Article 59. Effective Date

1. This amended Charter consists of 21 sections and 59 articles and shall take effect from 05/08/2026 pursuant to Resolution of the General Meeting of Shareholders No. 01/2026/NQ-DHĐCĐ dated 13/04/2026 and Decision of the Board of Directors No. 12/2026/QĐ-HĐQT dated 05/08/2026.
2. This Charter is made in 02 originals of equal legal validity and shall be kept at the Company's head office.
3. This Charter constitutes the sole and official charter of the Company.
4. Copies or extracts of the Company Charter shall be legally valid when signed by the Chairman of the Board of Directors or by at least 1/2 of the total members of the Board of Directors.

PICOMAT HOLDING JOINT STOCK COMPANY

Legal Representative



DAO THI KIM OANH

