

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CHARTER

40 INVESTMENT AND CONSTRUCTION JOINT STOCK COMPANY

(L40)

(Amended and supplemented on 08/09/2026)

Ho Chi Minh City, September 2026



PREAMBLE

This Charter of Investment and Construction Joint Stock Company 40- L40 is the legal basis for all activities of the Company.

This Charter is amended and supplemented according to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; Law on Securities No. 54/2019/QH14 dated November 26, 2019; Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government; Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance; Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance.

This Charter is amended and supplemented on September 8, 2026 and approved by the Board of Directors under the authorization of the 2026 Annual General Meeting of Shareholders No. 2602A/NQ-ĐHDCĐ/L40 dated February 26, 2026.

Chapter I

DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Explanation of terms (4 LOE)

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

- a. *Charter capital* is the total par value of shares sold or registered for purchase upon establishment of a joint-stock company and as prescribed in Article 6 of this Charter;
- b. *Voting capital* is share capital, whereby the owner has the right to vote on matters falling under the decision-making competence of the General Meeting of Shareholders;
- c. *The Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d. *The Law on Securities* is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- e. *Vietnam* is the Socialist Republic of Vietnam;
- e. *The date of establishment* is the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time;
- g. *The operator* of the enterprise is the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant and other executives as prescribed by the company's Charter;
- h. *Enterprise managers* are the Chairman of the Board of Directors, members of the Board of Directors, legal representatives, General Directors, Deputy General Directors, Chief

Accountants, and other managerial positions elected by the General Meeting of Shareholders or appointed by the Board of Directors; Controllers; company secretaries, persons in charge of corporate governance, persons authorized to disclose information;

i. *Related* persons are individuals and organizations specified in Clause 23, Article 4 of the Law on Enterprises, Clause 46, Article 4 of the Law on Securities;

k. *Shareholder* means an individual or organization that owns at least one share of a joint-stock company;

l. *A founding shareholder* is a shareholder who owns at least one ordinary share and signs on the list of founding shareholders of a joint-stock company;

m. *Major shareholders* are shareholders specified in Clause 18, Article 4 of the Law on Securities;

n. *The operation duration* is the operation time of the Company specified in Article 2 of this Charter and the extension time (if any) approved by the General Meeting of Shareholders of the Company;

o. *The Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or several other regulations or documents include amendments, supplements or substitute documents.

3. The headings (Chapters, Sections, Articles of this Charter) shall be used to facilitate the understanding of the contents and not affect the contents of this Charter.

Chapter II

NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branch, representative office, business location and duration of operation of the Company (37-42 LOE)

1. Company Name

- Company name in Vietnamese: **CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ XÂY DỰNG 40**
- Company name in English: **40 INVESTMENT AND CONSTRUCTION JOINT STOCK COMPANY**
- Abbreviated Company Name: **L40**

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

3. The registered office of the Company is: 201/58 Nguyen Xi, Binh Thanh Ward, Ho Chi Minh City.
- Head office address: 201/58 Nguyen Xi, Binh Thanh Ward, Ho Chi Minh City.
 - Phone: (0283). 8990099
 - Fax: (0283). 5117533
 - E-mail: dtxd40@yahoo.com.vn
 - Website: www.L40.vn
4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law.

Article 3. Legal representative of the company (12,13 LOE)

1. The company has 03 legal representatives, including:
- a. Chairman of the Board of Directors;
 - b. General Director;
 - c. Deputy General Directors;
2. Rights and obligations of the legal representative.
- a. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the legitimate interests of the Company;
 - b. Be loyal to the interests of the Company; do not abuse your position and use information, know-how, business opportunities and other assets of the Company for self-interest or serve the interests of other organizations and individuals;
 - c. To promptly, fully and accurately notify the Company of the enterprise in which he/she or his/her related persons own or have shares or contributed capital in accordance with the provisions of this Law.
3. The company's legal representative shall be personally responsible for damage to the enterprise due to the breach of responsibility specified in Clause 2 of this Article.

Chapter III

OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 4. Operational objectives of the Company (7 LOE)

1. The Company's business lines are:

TT	Industry Name	Industry
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		Code
1	Building houses for living	4101
2	Building houses that are not for living	4102
3	Site preparation	4312
4	Trading in real estate, land use rights belonging to owners, users or tenants	6810
5	Consulting, brokerage, real estate auction, land use right auction (Except property auction) (except legal consultancy)	6820
6	Construction of other civil engineering works Details: Construction and construction of irrigation works, hydropower plants, pumping stations, civil and industrial works, traffic works, technical infrastructure works, underground and underwater works, water supply and drainage pipeline works. Construction and construction of other technical infrastructure works: wastewater treatment works, landslide prevention, water supply and drainage works	4299 (Primary)
7	Quarrying of stone, sand, gravel and clay (not operating at the Company's head office)	0810
8	Wholesale of metals and metal ores Details: Wholesale of iron and steel; wholesale of other metals	4662
9	Wholesale of other construction materials and installation equipment	4663
10	Enterprises must strictly comply with the provisions of the law on land, construction, fire prevention and fighting, environmental protection, other provisions of law related to their operation and business conditions for conditional business lines.	Industries and trades that have not matched the code with the Vietnam Standard Industrial Classification System

2. The Company's operational objectives: To develop stably and sustainably, effectively use the Company's capital and assets, and bring maximum benefits to shareholders.

Article 5. Scope of business and operation of the Company

1. The Company is authorized to plan and conduct all business activities according to the Company's business lines published on the National Enterprise Registration Portal and this Charter, in accordance with the provisions of the current law, and take appropriate measures to achieve the Company's objectives.
2. The company may conduct business activities in other industries and trades permitted by law and approved by the General Meeting of Shareholders.

Chapter IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares (112 LOE)

1. The charter capital of the Company is 237,599,650,000 VND (*In words: Two hundred and thirty-seven billion, five hundred and ninety-nine million, six hundred and fifty thousand VND*)
The total charter capital of the Company is divided into 23,759,965 shares with a par value of 10,000 VND/share.
2. The company may change its charter capital when it is approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The Company's shares on the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 13 of this Charter.
4. The company may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders, the number of shares of shareholders not registered to buy all shall be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons under conditions that are not more favorable than those offered for sale to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or the shares are sold through the Stock Exchange by auction.
6. The Company may purchase shares issued by the Company in the ways specified in this Charter and current laws. The shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in ways consistent with the Securities Law, relevant guiding documents and the provisions of this Charter.
7. The company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

Article 7. Certification of shares (121 LOE)

1. Shareholders of the Company shall be granted share certificates corresponding to the number of shares and types of shares owned.

2. Stocks are securities certifying the legitimate rights and interests of the owners of a part of the company's share capital. Stocks must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submission of a complete dossier of request for transfer of share ownership as prescribed by the Company or (other time limit prescribed by the issuance terms) from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan, the holder of the number of shares shall be granted a share certificate. The share holder shall not have to pay the Company the cost of printing the share certificate.

4. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be re-granted shares by the Company at the request of such shareholders. The shareholder's proposal must include the following contents:

- a. Information about shares that have been lost, damaged or otherwise destroyed;
- b. Commit to take responsibility for disputes arising from the re-issuance of new shares.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company, unless otherwise provided for in the terms and conditions of issuance.

Article 9. Transfer of shares (127 LOE)

1. All shares are freely transferable, unless otherwise provided for by the Charter and law, stocks listed or registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.

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

Article 10. Revocation of shares (113 LOE)

1. In case a shareholder fails to fully and punctually pay the amount payable for the purchase of shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount and take responsibility corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising from the failure to fully pay.

2. The above-mentioned payment notice must clearly state the new payment time limit (at least 07 days from the date of sending the notice), the place of payment and the notice must clearly state that in case of failure to make payment as required, the unpaid shares will be withdrawn.

3. The Board of Directors has the right to withdraw unpaid shares in full and on time in case the requirements in the above notice are not fulfilled.

4. Withdrawn shares are considered as shares entitled to offer for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under such conditions and methods as the Board of Directors deems appropriate.

5. Shareholders holding the withdrawn shares must renounce their status as shareholders in respect of such shares, but must still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of recovery under the decision of the Board of Directors from the date of recovery to the date of payment. The Board of Directors has the full right to decide on the coercive payment of the entire value of shares at the time of recovery.

6. The notice of revocation shall be sent to the holder of the recovered shares before the time of revocation. The revocation shall remain valid even in case of error or negligence in the sending of the notice.

Chapter V

ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational structure, governance and control (137 LOE)

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

1. The General Meeting of Shareholders;
2. The Board of Directors, the Control Board;
3. General Director.

Chapter VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders (115 LOE)

1. Shareholders are the owners of the Company, have corresponding rights and obligations according to the number of shares and types of shares they own. Shareholders are only

responsible for debts and other property obligations of the Company within the amount of capital contributed to the Company.

2. Ordinary shareholders have the following rights:

- a. Attend and speak at the General Meeting of Shareholders and exercise the right to vote in person or through an authorized representative or vote remotely. Each ordinary share has one vote;
- b. Receive dividends at the rate decided by the General Meeting of Shareholders;
- c. To give priority to the purchase of new shares corresponding to the percentage of ownership of ordinary shares of each shareholder in the Company;
- d. To freely transfer their shares (which have been paid in full) to other persons, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
- đ. To consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; to request the correction of their inaccurate information;
- e. Considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;
- g. When the Company is dissolved or bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company after the Company has paid debts (including debt obligations to the State, taxes and fees) and paid to shareholders holding other types of shares of the Company in accordance with law;
- h. Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
- i. To be treated equally. Each share of the same type gives shareholders equal rights, obligations and interests. In case the company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;
- k. Have full access to periodic and irregular information published by the Company in accordance with law;
- l. To have their lawful rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- m. Other rights as prescribed by law and this Charter.

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

a. Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b. Considering, looking up and extracting the number of minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Control Board, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;

c. To request the Control Board to examine each specific issue related to the management and administration of the Company's operation when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual, for shareholders being individuals; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; the issues to be examined, the purpose of inspection;

d. To propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and sent to the Company at least 03 working days before the opening date. Proposals must clearly state the names of shareholders, the number of shares of each type of shareholders, and the issues proposed to be included in the meeting agenda;

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

4. Shareholders or groups of shareholders owning 10% or more of total ordinary shares may nominate persons to the Board of Directors or the Control Board. The nomination of persons to the Board of Directors and the Control Board shall be carried out as follows:

a. Ordinary shareholders form groups to nominate persons to the Board of Directors and the Control Board must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and the Control Board, the shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Control Board. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Control Board and other shareholders.

c. Other rights as prescribed by this Law and the company's charter.

Article 13. Obligations of shareholders (119 LOE)

Ordinary shareholders have the following obligations:

1. To pay in full and on time the number of shares committed to be purchased.
2. It is not allowed to withdraw capital contributed in ordinary shares from the Company in any form, except for cases where the shares are repurchased by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital in contravention of the provisions of this Clause, such shareholder and the person with related interests in the Company shall be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damage incurred.
3. Comply with the company's Charter and the Company's internal management regulations.
4. To abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company in accordance with the provisions of the Company's Charter and law; to use the information provided only to exercise and protect their legitimate rights and interests; to strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations and individuals.
6. Attending the General Meeting of Shareholders and exercising the right to vote in the following forms:
 - a. Attending and voting directly at the meeting;
 - b. To authorize other individuals and organizations to attend and vote at meetings;
 - c. Attending and voting through online conferences, electronic voting or other electronic forms;
 - d. Sending voting ballots to the meeting by mail, fax, or email;
 - đ. Sending voting ballots by means of mail, fax, or electronic means.
7. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:
 - a. Violation of law;
 - b. Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
 - c. Payment of debts that are not due in the face of financial risks to the Company.
8. To fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders (139, 140 LOE)

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually and within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the provisions of law and the Company's Charter, especially through the audited annual financial statements. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or refusals, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the above-approved auditing organization shall attend the Annual General Meeting of Shareholders of the Company.

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

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The remaining number of members of the Board of Directors and the Control Board is less than the minimum number of members as prescribed by law;
- c. At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, fully signed by relevant shareholders or a written request made in many copies and fully collected signatures of relevant shareholders;
- d. At the request of the Board of Supervisors. When the Board of Supervisors has reason to believe that members of the Board of Directors or other executives are in serious breach of their obligations under Article 165 of the Law on Enterprises or the Board of Directors acts or intends to act outside the scope of its powers;
- e. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

- a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of members of the Board of Directors, independent members of the Board of Directors or the remaining members of the Control

Board as prescribed at Point b, Clause 3 of this Article or receipt of the request specified at Points c and d, Clause 3 of this Article;

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

c. In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, the shareholder or group of shareholders specified at Point c, Clause 3 of this Article may request the representative of the Company to convene a meeting of the General Meeting of Shareholders as prescribed in the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be refunded by the Company. This cost does not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. Procedures for organizing a meeting of the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and obligations of the General Meeting of Shareholders (138 LOE)

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

- a. Through the development orientation of the Company;
- b. To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; to decide on the annual dividend of each type of shares;
- c. To elect, dismiss or dismiss members of the Board of Directors and members of the Control Board;
- d. Decision on investment or sale of assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
- đ. To decide on amendments and supplements to the company's charter;
- e. Approval of annual financial statements;
- g. Decide to repurchase more than 10% of the total sold shares of each type;
- h. Consider and handle violations committed by members of the Board of Directors and members of the Control Board that cause damage to the Company and its shareholders;

- i. Decision on reorganization or dissolution of the Company;
 - k. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
 - l. Approving the Internal Governance Regulation; Operating Regulations of the Board of Directors and the Control Board;
 - m. Approving the list of approved auditing firms; deciding on the approved auditing firm to inspect the company's operations, exempting the approved auditor when considering the necessity;
 - n. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following issues:
- a. The Company's annual business plan;
 - b. Audited annual financial statements;
 - c. The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;
 - d. The appraisal report of the Control Board on the Company's business results, the operation results of the Board of Directors and the General Director;
 - đ. Reports on self-assessment of operation results of the Control Board and members of the Control Board;
 - e. Dividend level for each share of each type;
 - g. Number of members of the Board of Directors and the Control Board;
 - h. Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
 - i. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
 - k. Approving the list of approved auditing firms; deciding on approved auditing firms to inspect the company's activities when deeming it necessary;
 - l. Supplementing and amending the company's charter;
 - m. Types of shares and the number of newly issued shares for each type of shares and the transfer of shares of founding members within the first 03 years from the date of establishment;
 - n. Division, separation, consolidation, merger or transformation of the Company;
 - o. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;

- p. Decision to invest or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
- q. Decide to repurchase more than 10% of the total sold shares of each type;
- r. Contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest financial statements;
- s. Approving the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- t. Internal regulations on corporate governance, Regulations on the operation of the Board of Directors, Regulations on the operation of the Board of Supervisors;
- u. Contracts signed by the Company for borrowing, lending or selling assets with a value greater than 10% of the total value of the Company's assets stated in the latest financial statements between the Company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders;
- u. Other matters as prescribed by law and this Charter.

3. Shareholders are not allowed to participate in voting in the following cases:

- a. Through the contracts specified in Clause 2 of this Article when such shareholder or a person related to such shareholder is a party to the contract;
- b. The redemption of shares of such shareholder or of persons related to such shareholders, unless the repurchase of shares is carried out in proportion to the ownership ratio of all shareholders or the repurchase is carried out through order matching transactions on the Stock Exchange or public tender offer in accordance with law.

4. All resolutions and issues that have been 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 (k4-14, 144 LOE)

1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals or organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization of an individual or representative organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual or organization, the number of authorized shares, the contents of the authorization, the scope of

authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the attendees of the meeting must also present the original written authorization of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. The voting slips of the authorized persons attending the meeting within the scope of authorization shall remain valid unless one of the following cases occurs:

- a. The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;
- b. The authorizer has canceled the authorization designation;
- c. The authorizer has canceled the authority of the person performing the authorization.

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

Article 17. Change of rights

1. The change or cancellation of special rights attached to a type of preference shares takes effect when it is approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall be adopted only if it is approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or is approved by the preference shareholders of the same type who own 75% or more of the total number of preference shares of that type in case the resolution is adopted in the form of collecting written opinions.

2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the issued shares of that type. In case there are insufficient number of delegates as mentioned above, the meeting shall be reorganized within the next 30 days and the holders of shares of that type (regardless of the number of persons and shares) present in person or through authorized representatives shall be considered as having sufficient number of delegates. At the meetings of shareholders holding the above-mentioned preference shares, the holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type shall have equal voting rights at the above-mentioned meetings.

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

4. Unless otherwise provided by the terms of the share issuance, the special rights attached to the types of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

Article 18. Convening of meetings, agendas and notice of invitation to the General Meeting of Shareholders (141-143, k2-152 LOE)

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

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

a. Prepare a list of shareholders eligible to participate in and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of meeting to the General Meeting of Shareholders. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b. Prepare the program and content of the congress;

c. Prepare documents for the congress;

d. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

đ. Determination of the time and place of the congress;

e. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g. Other tasks for the congress.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring that the contact address of the shareholders is reached, and at the same time announced on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of invitation to the meeting to all shareholders in the List of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the meeting (counting from the date on which the notice is duly sent or sent). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be

sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

- a. Meeting agendas, documents used in the meeting;
 - b. List and details of candidates in case of election of members of the Board of Directors, members of the Board of Supervisors;
 - c. Voting slips;
 - d. Draft resolutions on each issue on the meeting agenda.
4. Shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. Proposals must clearly state the names of shareholders, contact addresses, nationalities, number of legal papers of individuals, for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares of each type, the number and date of registration of each shareholder, and the issue proposed to be included in the meeting agenda.
5. The convener of the General Meeting of Shareholders may reject the proposal specified in Clause 4 of this Article in one of the following cases:
- a. The petition is sent in contravention of the provisions of Clause 4 of this Article;
 - b. At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
 - c. Proposals not falling within the scope of decision-making competence 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 the proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposals shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders (145 LOE)

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

In case there is not a sufficient number of necessary delegates within thirty (30) minutes from the time of determining the opening of the congress, the convener of the meeting shall cancel the meeting.

2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the intended first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total votes.

3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the intended second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of votes cast by shareholders attending the meeting. The General Meeting has the right to decide on all matters expected to be approved at the first General Meeting of Shareholders.

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders (146 LOE)

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who are entitled to attend the meeting are fully registered in the following order:

a. When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote for a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder are inscribed. The General Meeting of Shareholders shall discuss and vote on each issue in the program. The voting shall be conducted by voting for or without opinion. At the General Meeting, the number of cards approving the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally counting the total number of votes in favor or disapproval for decision. The results of vote counting shall be announced by the Chairman immediately before the end of the meeting. The General Meeting shall elect persons responsible for counting votes or supervising the vote counting at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting;

b. Shareholders, authorized representatives of shareholders who are organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The chairman is not responsible for stopping the general meeting so that shareholders are late to register and the validity of the contents that have been voted on before remains unchanged.

2. The election of chairpersons, secretaries and vote counting committees is prescribed as follows:

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

b. Except for the case specified at Point a of this Clause, the signatory shall convene a meeting of the General Meeting of Shareholders to administer the meeting so that the General Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes shall chair the meeting;

c. The chairperson shall appoint one or several persons to act as the secretary of the meeting;

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

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

4. The chairperson of the general meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.

a. Arrangement of seats at the meeting place of the General Meeting of Shareholders;

b. Ensure the safety of everyone present at the meeting places;

c. Creating conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. The applicable measures may be the issuance of entrance permits or the use of other forms of choice.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the contents of the program. The voting shall be conducted by voting in favor, disapproval and no opinion. The results of the vote counting shall be announced by the chairman immediately before the closing of the meeting.

6. Shareholders or persons authorized to attend the meeting after the meeting has opened shall still be registered and entitled to participate in voting immediately after registration; in this case, the validity of the previously voted contents shall remain unchanged.

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

a. Require all attendees to submit to inspections or other lawful and reasonable security measures;

b. Request the competent authority to maintain the order of the meeting; expel those who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.

8. The Chairperson has the right to postpone the meeting of the General Meeting of Shareholders with a sufficient number of people registered to attend the meeting for a maximum of 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:

a. The meeting place does not have enough convenient seats for all participants;

b. The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;

c. There are people attending the meeting obstructing or disrupting the order, causing the meeting to not be conducted in a fair and lawful manner.

9. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson to administer the meeting until the end; all resolutions passed at such meeting shall take effect.

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

Article 21. Conditions for the adoption of the Resolution of the General Meeting of Shareholders (148 LOE)

1. A resolution on the following contents shall be adopted if it is approved by the number of shareholders representing 65% or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a. Type of shares and total number of shares of each type;
- b. Change of business lines, professions and fields;
- c. Changes in the organizational structure of the Company's management;
- d. Projects on investment or sale of assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
- e. To reorganize and dissolve the Company;

2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed equal to 100% of the total number of voting shares are lawful and effective even if the order and procedures for convening meetings and adopting such resolutions violate the provisions of the Law on Enterprises and the company's charter.

Article 22. Competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders (149 LOE)

The competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders when deeming it necessary for the interests of the Company. Except for the case specified in Clause 2, Article 147 of the Law on Enterprises:

- a. Amending and supplementing the contents of the Company's Charter;
- b. Orientation for development of the company;
- c. Types of shares and total number of shares of each type;
- d. To elect, dismiss or dismiss members of the Board of Directors and the Control Board;
- e. Decide to invest in or sell assets with a value equal to or greater than 35% of the total value of assets recorded in the company's latest financial statements, or another smaller percentage or value prescribed by the company's charter;
- f. Approval of annual financial statements;
- g. Reorganization and dissolution of the company.

2. The Board of Directors must prepare the opinion poll form, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all

shareholders entitled to vote at least 10 days before the deadline for returning the opinion poll. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion poll must contain the following principal contents:

- a. Name, address of the head office, enterprise code;
- b. Purpose of collecting opinions;
- c. Full name, contact address, nationality and number of legal papers of the individual, for shareholders being individuals; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality, number of legal papers of the individual, for representatives of shareholders being organizations; number of shares of each type and number of votes of shareholders;
- d. Issues requiring consultation for adoption of decisions;
- e. Voting plans include approval, disapproval and no opinion on each issue for consultation;
- e. The deadline for sending to the Company the answered opinion poll form;
- g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the replied opinion poll to the Company by mail, fax or email according to the following regulations:

- a. In case of sending letters, the replied opinion poll must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
- b. In case of sending fax or email, the opinion poll sent to the Company must be kept confidential until the time of counting votes;
- c. Opinion polls sent to the Company after the time limit specified in the opinion poll or have been opened in case of sending letters and disclosed in case of fax or e-mail are invalid. Opinion polls that are not sent back shall be considered as non-voting votes.

5. The Board of Directors shall count votes and make a record of vote counting under the witness of the Control Board or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:

- a. Name, address of the head office, enterprise code;
- b. Purpose and issues to be consulted to pass the resolution;

- c. The number of shareholders with the total number of votes that have participated in voting, distinguishing the number of valid and invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;
- d. The total number of votes in favor, disapproval and no opinion on each issue;
- đ. The issue has been approved and the corresponding voting rate;
- e. Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly and severally responsible for damages arising from decisions adopted due to dishonest or inaccurate vote counting.

- 6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the end of the vote counting. The sending of the vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the end of the vote counting.
- 7. The answered opinion poll form, the vote counting record, the approved resolution and relevant documents enclosed with the opinion poll must be kept at the company's head office.
- 8. A resolution shall be adopted in the form of collecting shareholders' opinions in writing if it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders entitled to vote and is as valid as the resolution adopted at the General Meeting of Shareholders.

Article 23. Resolution and Minutes of the General Meeting of Shareholders (150 LOE)

- 1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The minutes must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:
 - a. Name, address of the head office, enterprise code;
 - b. Time and place of the General Meeting of Shareholders;
 - c. Agenda and contents of the meeting;
 - d. Full names of the chairman and secretary;
 - đ. Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue on the meeting agenda;
 - e. The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;

g. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinion votes; the corresponding ratio of the total number of votes of shareholders attending the meeting;

h. The issues that were passed and the corresponding percentage of votes voted for approval;

i. Full names and signatures of the chairperson and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairperson or secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons who sign the minutes must be jointly responsible for the truthfulness and accuracy of the minutes.

3. Minutes made in both Vietnamese and foreign languages have the same legal effect. In case there is a difference in the contents between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.

4. The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting together with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the securities market and must be kept at the Company's head office.

Article 24. Request for annulment of the Resolution of the General Meeting of Shareholders (151 LOE)

Within 90 days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders or the minutes of vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitrator to consider or cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.

2. The contents of the resolution violate law or this Charter.

In case the decision of the General Meeting of Shareholders is annulled under a decision of the Court or Arbitrator, the convener of the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 60 days according to the

order and procedures specified in the Law on Enterprises and this Charter.

Chapter VII

BOARD OF DIRECTORS

Article 25. Nomination and nomination of members of the Board of Directors (115 LOE)

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

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other managerial titles (including titles of the Board of Directors and managers of other companies);
- đ. Interests related to the Company and its related parties;
- e. Other information (if any) as prescribed in the company's charter;
- g. The public company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate of the Board of Directors (if any).

2. Shareholders holding ordinary shares have the right to combine the number of voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from:

- 10% to less than 25% of the total voting shares have the right to nominate one (01) candidate;
- 25% to less than 50% are nominated for a maximum of two (02) candidates;
- 50% to less than 75% are nominated for a maximum of three (03) candidates;

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize the nomination as prescribed in the company's charter, the internal regulations on corporate

governance and the Regulation on operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

4. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter.

Article 26. Composition and term of office of members of the Board of Directors (154 LOE, 276 ND155)

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

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

3. The structure of members of the Board of Directors is as follows:

The structure of the Board of Directors of the company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company limits the maximum number of members of the Board of Directors who concurrently hold executive titles of the Company to ensure the independence of the Board of Directors.

The number of independent members of the Board of Directors is at least two (02) members.

4. Members of the Board of Directors who no longer have the status of members of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises, including:

- a. Not being qualified to be a member of the Board of Directors under the provisions of the Law on Enterprises or being prohibited by law from being a member of the Board of Directors;
- b. A letter of resignation is sent to the Company's head office and approved. However, transactions must be subject to the Company's announcement and are materially responsible for previous decisions;
- c. Suffering from mental disorders and other members of the Board of Directors having professional evidence proving that such persons no longer have behavioral capacity;
- d. Failing to attend meetings of the Board of Directors for six (06) consecutive months, except for force majeure cases;
- e. According to the decision of the General Meeting of Shareholders;

f. Providing false personal information when submitting to the Company as a candidate for the Board of Directors;

g. Other cases as prescribed by law and this Charter.

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

6. Members of the Board of Directors may not be shareholders of the Company.

Article 27. Powers and obligations of the Board of Directors (153 LOE)

1. The Board of Directors is the managing agency of the Company and has full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations falling under the competence of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the company's charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a. Decide on the Company's strategy, medium-term development plan and annual business plan;

b. Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;

c. To decide on the sale of unsold shares within the number of shares entitled to be offered for sale of each type; to decide on the mobilization of additional capital in other forms;

d. To decide on the selling prices of the Company's shares and bonds;

đ. To decide on the repurchase of shares as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;

e. To decide on investment plans and investment projects within their competence and limits as prescribed by law;

g. Deciding on solutions for market development, marketing and technology;

h. Approving contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the Company's latest financial statements, except for contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;

i. To elect, dismiss or dismiss the Chairman of the Board of Directors; to appoint, dismiss, sign contracts and terminate contracts for the General Director and other important managers; to decide on the salaries, remuneration, bonuses and other benefits of such managers; to

appoint authorized representatives to participate in the Members' Councils or the General Meeting of Shareholders in other companies, to decide on the remuneration levels and other benefits of such persons;

k. Supervising and directing the General Director and other managers in running the Company's daily business;

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

m. Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;

n. Submit the audited annual financial statements to the General Meeting of Shareholders;

o. Proposing the level of dividends to be paid; deciding on the time limit and procedures for paying dividends or handling losses arising in the course of business;

p. Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;

q. Decision on promulgation of the Regulation on operation of the Board of Directors, internal regulation on corporate governance after being approved by the General Meeting of Shareholders; decision on promulgation of the Regulation on information disclosure of the company;

s. Resolving the Company's complaints against the operator of the business as well as deciding on the selection of the Company's representative to settle matters related to legal proceedings against such executive;

t. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities and other provisions of law.

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

4. Unless otherwise provided for by law and the Charter, the Board of Directors may authorize subordinate employees and other executive managers to handle the work on behalf of the Company.

Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors (163 LOE)

1. The company has the right to pay remuneration and rewards to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors shall be entitled to salaries, work remuneration and bonuses. Salaries and work remunerations shall be calculated according to the number of working days necessary to complete the tasks of members of the Board of Directors and the salary and remuneration levels per day. The Board of Directors shall estimate the salaries and remunerations for each member on the principle of unanimity. The total salary, remuneration and bonus levels of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Salaries and remunerations of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of ordinary duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be paid all expenses for travel, meals, accommodation and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

6. Members of the Board of Directors may purchase liability insurance by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 29. Chairman of the Board of Directors (156 LOE)

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors may not concurrently serve as the General Director.

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

a. Formulate programs and plans for activities of the Board of Directors;

b. Preparing programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;

c. To organize the adoption of resolutions and decisions of the Managing Board;

d. To supervise the process of organizing the implementation of resolutions and decisions of the Managing Board;

đ. Chairing the meeting of the General Meeting of Shareholders;

e. Other rights and obligations as prescribed by the Law on Enterprises.

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

5. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairperson of the Board of Directors. In case no authorized person or the Chairperson of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification facility, a compulsory education institution, runs away from his/her place of residence, is restricted or loses his/her civil act capacity, has difficulties in cognition, behavioral control, is banned from holding certain posts, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

Article 30. Meetings of the Board of Directors (157 LOE)

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 with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the percentage of votes and is equal, the members shall vote on the principle of majority to elect 01 of them to convene a meeting of the Board of Directors.

2. The Board of Directors must meet at least once a 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. At the request of the Control Board or an independent member of the Board of Directors;
- b. At the request of the General Director or at least 05 other managers;
- c. At the request of at least 02 members of the Board of Directors;
- d. Other cases (if any).

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Managing Board.

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 the proposal specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the requester may replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with documents used at the meeting and the voting slips of the members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods, ensuring that it reaches the 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 notices of invitation to meetings and enclosed documents to members of the Control Board 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; have the right to discuss but not vote.

8. A meeting of the Board of Directors shall be held when $\frac{3}{4}$ or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the date of the intended first meeting. In this case, the meeting shall be held if more than half ($\frac{1}{2}$) of the members of the Board of Directors attend the meeting.

9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. To authorize other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c. Attending and voting through online conferences, electronic voting or other electronic forms;

d. To send voting ballots to the meeting by mail, fax or e-mail;

đ. Sending voting ballots by other means.

10. In case of sending votes to the meeting by mail, the votes must be contained in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting ballots may only be opened in the presence of all participants of the meeting.

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

12. A resolution or decision of the Board of Directors shall be adopted if it is approved by the majority of members attending the meeting (over 50%); in case the number of votes is equal, the Chairman of the Board of Directors shall have the casting vote.

13. Such minutes shall be authentic evidence of the work carried out during the meeting, unless there is an objection to the contents of the minutes within ten (10) days from the date of the meeting. The minutes of the meeting of the Board of Directors shall be made in Vietnamese and may be additionally made in English. The minutes must be signed by the chairperson, all members of the Board of Directors attending the meeting and the person taking the minutes.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may set up sub-committees to be in charge of development policies, human resources, remuneration, internal audit, and risk management. The number of members of the sub-committee decided by the Board of Directors shall be at least 03 persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall be the majority in the sub-committee and one of these members shall be appointed as the Head of the sub-committee under the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. The resolution of the sub-committee shall take effect only when the majority of members attend and vote for approval at the meeting of the sub-committee.

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

Article 32. Person in charge of corporate governance (281 Decree 155)

1. The Board of Directors of the company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
 - a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
 - b. Prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
 - c. Advising on the procedures of meetings;
 - d. Attending meetings;
 - đ. Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
 - e. 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 Control Board;
 - g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h. Acting as a point of contact with relevant stakeholders;
 - i. Confidentiality of information in accordance with the provisions of law and the company's charter;
 - k. Other rights and obligations as prescribed by law and the company's charter.

Chapter VIII

GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business of the Company. The Company has a General Director, Deputy General Directors, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal or dismissal of the above-mentioned positions must be approved by resolutions and decisions of the Board of Directors.

Article 34. Company Executives

1. The company's executives include the General Director, Deputy General Director, Chief Accountant and other executives as prescribed by the company's charter.

2. At the request of the General Director and the approval of the Board of Directors, the Company may recruit executives other than those with the number and standards suitable to the Company's management structure and regulations prescribed by the Board of Directors. Other executives of the enterprise must be responsible for assisting the Company in achieving the set objectives in its operation and organization.

3. The General Director shall be paid salaries and bonuses. The salaries and bonuses of the General Director shall be decided by the Managing Board.

4. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment and dismissal of the General Director and duties and powers of the General Director (162 LOE)

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to act as the General Director.

2. The General Director is the person who runs the daily business of the Company; is subject to the supervision of the Board of Directors; is responsible to the Board of Directors and the law for the exercise of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the company's Charter.

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

a. Deciding on matters related to the Company's day-to-day business that does not fall under the jurisdiction of the Board of Directors;

b. Organizing 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 on organizational structure and internal management regulations of the Company;

đ. Appointment, dismissal and dismissal of managerial positions in the Company, except for those under the competence of the Board of Directors;

e. Deciding on salaries and other benefits for employees in the Company, including other managers under the appointing authority of the General Director;

g. Labor recruitment;

h. Proposing a plan to pay dividends or handle losses in business;

i. Other rights and obligations as prescribed by law, the company's charter and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors who have the right to vote at the meeting approve and appoint a new General Director to replace him.

6. The General Director must satisfy the following criteria and conditions:

- a. Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b. Must not be a person with family relations of the enterprise manager, the controller of the company and the parent company; the representative of the state ownership interests, the representative of the enterprise's capital interests in the company and the parent company;
- c. Having professional qualifications and experience in business administration of the company.

Chapter IX

BOARD OF SUPERVISORS

The Company operates under the model specified at Point a, Clause 1, Article 137 of the Law on Enterprises, the Company establishes a Board of Supervisors in accordance with the provisions of the Law on Enterprises, Decree 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and the provisions of Articles 36 to 41 of this Charter.

Article 36. Candidacy and nomination of members of the Board of Supervisors (Controllers) (115 LOE)

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

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other managerial titles (including titles of Supervisory and Management Boards of other companies);

đ. Interests related to the Company and its related parties;

e. Other information (if any) as prescribed in the company's charter;

g. The public company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Supervisors, other managerial positions and interests related to the company of the Board of Supervisors candidate (if any).

2. Shareholders holding ordinary shares may combine the number of voting rights to nominate candidates for the Control Board. Shareholders or groups of shareholders holding from:

- 10% to less than 25% are nominated for a maximum of one (01) candidate;
- 25% to less than 50% are nominated for a maximum of two (02) candidates;
- 50% to less than 75% are nominated for a maximum of three (03) candidates.

3. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize the nomination as prescribed in the company's charter, the internal regulations on corporate governance and the Regulation on operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with law.

Article 37. Composition of the Board of Supervisors (168, 169 LOE)

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

2. Members of the Control Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and not fall into the following cases:

- a. Working in the accounting and finance department of the Company;
- b. Being a member or employee of an independent auditing firm auditing the company's financial statements in the previous 03 consecutive years;
- c. Being a person with family relations of the business manager of the company and the parent company; the representative of the capital portion of the enterprise.

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

- a. No longer meet the criteria and conditions for being a member of the Control Board as prescribed in Clause 2 of this Article;
- b. Have a letter of resignation and be approved;
- c. Other cases as prescribed by law and this Charter.

4. A member of the Control Board shall be dismissed in the following cases:

- a. Failing to complete assigned tasks and jobs;
- b. Failing to exercise their rights and obligations for 06 consecutive months, except for force majeure cases;
- c. Repeatedly violating or seriously violating the obligations of members of the Control Board under the provisions of the Law on Enterprises and the company's charter;
- d. Other cases according to the resolution of the General Meeting of Shareholders.

Article 38. Head of the Control Board

1. The Head of the Control Board shall be elected by the Control Board from among the members of the Control Board; the election, dismissal and dismissal shall be carried out on the principle of majority. The Control Board must have more than half of the members permanently residing in Vietnam. The Head of the Control Board must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the Company's business activities.

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

- a. Convening a meeting of the Board of Supervisors;
- b. Request the Board of Directors, the General Director and other executives to provide relevant information to report to the Control Board;
- c. Prepare and sign reports of the Control Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Board of Supervisors (170 LOE)

The Control Board has the rights and obligations specified in Article 170 of the Law on Enterprises and the following rights and obligations:

- 1. To propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; to decide on the audit organization to be approved to inspect the Company's operations, to exempt the approved auditor when deeming it necessary;
- 2. To take responsibility before shareholders for their supervisory activities;
- 3. To supervise the financial situation of the Company, the observance of law in the operation of members of the Board of Directors, the General Director and other managers;
- 4. To ensure the coordination of activities with the Board of Directors, the General Director and shareholders;
- 5. To review contracts and transactions with relevant persons under the approving competence of the Board of Directors or the General Meeting of Shareholders and make recommendations

on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders;

6. In case of detecting acts of violation of law or violation of the company's charter by members of the Board of Directors, the General Director and other executives of the enterprise, the Control Board must notify in writing to the Board of Directors within 48 hours, request the violator to stop the violation and take remedial measures;

7. To formulate the operation regulations of the Control Board and submit them to the General Meeting of Shareholders for approval;

8. Report to the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

9. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the working places of the Company's managers and employees during working hours; The person in charge of corporate governance must ensure that all copies of resolutions, minutes of meetings of the General Meeting of Shareholders and of the Board of Directors, financial information, other information and documents provided to shareholders and members of the Board of Directors must be provided to the Controllers at the same time and in the same manner as for shareholders and members of the Board of Directors.

10. Have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company;

11. Other rights and obligations as prescribed by law and this Charter.

Article 40. Meetings of the Control Board

1. The Control Board must meet at least 02 times in a year, and the number of members attending the meeting is at least 2/3 of the members of the Control Board. The minutes of the Control Board meeting shall be made in detail and clearly. The record taker and members of the Control Board attending the meeting must sign the minutes of the meeting. The minutes of the meeting of the Control Board must be kept in order to determine the responsibilities of each member of the Control Board.

2. The Control Board has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer matters that need to be clarified.

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

Salaries, remunerations, bonuses and other benefits of members of the Control Board shall comply with the following provisions:

1. Members of the Control Board shall be paid salaries, remuneration, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and the annual operating budget of the Control Board.
2. Members of the Control Board shall be paid expenses for meals, accommodation, travel and the use of independent consultancy services at a reasonable rate. The total remuneration and expenses must not exceed the total annual operating budget of the Control Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Control Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be made into separate items in the Company's annual financial statements.

Chapter X

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE CONTROL BOARD, GENERAL DIRECTOR AND OTHER EXECUTIVES

Members of the Board of Directors, Members of the Board of Supervisors, Directors (General Directors) and other executives shall be responsible for performing their duties, including those as members of sub-committees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

Article 42. Responsibility for honesty and avoidance of conflicts of interest (165 LOE, 291 Decree 155)

1. Members of the Board of Directors, members of the Control Board, the General Director and other managers must publicize relevant interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Control Board, General Directors, other managers and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Control Board, General Director and other managers are obliged to notify in writing to the Board of Directors or the Control Board of transactions between the Company, its subsidiaries and other companies in which the public company controls more than 50% or more of the charter capital with such entity or related persons of such entity in accordance with law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company

must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

4. Members of the Board of Directors may not vote on transactions that bring benefits to such member or related persons of such member in accordance with the provisions of the Law on Enterprises and the company's charter.

5. Members of the Board of Directors, members of the Control Board, General Director, other managers and related persons of these entities are not allowed to use or disclose to others internal information to perform related transactions.

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

a. For transactions with a value of less than 35% of the total value of assets recorded in the latest financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, members of the Control Board, General Director and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;

b. For a transaction with a value of 35% or more or a transaction resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total value of assets recorded in the latest financial statements, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Control Board, General Director and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

Article 43. Liability for damage and compensation

1. Members of the Board of Directors, members of the Control Board, the General Director and other executives who violate their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be responsible for the damage caused by their acts of violation.

2. The Company shall compensate persons who have been, are or may become a party involved in complaints, lawsuits, and prosecutions (including civil, administrative and non-lawsuit cases initiated by the Company) if such persons have been or are members of the Board of Directors, members of the Board of Supervisors, General Directors, other executives, employees or representatives authorized by the Company who have been or are performing duties under the Company's authorization, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.

3. Indemnity costs include judgment costs, fines, and payables incurred in reality (including lawyer fees) when settling these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the above-mentioned compensation liabilities.

Chapter XI

RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS

Article 44. Right to search books and records

1. Ordinary shareholders have the right to look up books and dossiers, specifically as follows:
 - a. Ordinary shareholders have the right to consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request the correction of their inaccurate information; consider, lookup, extract or copy the company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - b. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to consider, look up and extract minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Control Board, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.
2. In case the authorized representative of the shareholder and the group of shareholders requests to look up the books and dossiers, the power of attorney of the shareholder and the group of shareholders that such person represents or a notarized copy of this power of attorney must be enclosed.
3. Members of the Board of Directors, members of the Control Board, General Director and other executives are entitled to look up the Company's register of shareholders, list of shareholders, books and other records of the Company for purposes related to their positions provided that such information must be kept confidential.
4. The company must keep this Charter and amendments to the Charter, the Enterprise Registration Certificate, regulations, documents proving the ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the shareholders and the Business Registration Authority are notified of the place where these documents are archived.
5. The company's charter must be published on the company's website.

Chapter XII

EMPLOYEES AND TRADE UNIONS

Article 45. Employees and trade unions

1. The General Director shall make a plan for the Board of Directors to approve matters related to the recruitment and dismissal of employees, salaries, social insurance, welfare, commendation and discipline for employees and executives of enterprises.
2. The General Director shall make a plan for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with the standards, best management practices and policies, the practices and policies specified in this Charter, the Company's regulations and current laws.

Chapter XIII

PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Company's retained profits.
2. The Company does not pay interest on dividend payments or payments related to a type of stock.
3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the agency that implements this decision.
4. In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnam dong. The payment can be made directly or through banks on the basis of the bank account details provided by the shareholders. In case the Company has transferred the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money transferred by the Company to this shareholder. The payment of dividends for stocks listed/registered for trading at the Stock Exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date for finalizing the list of shareholders. Based on that date, persons registering as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.

6. The Board of Directors may decide to advance the interim dividend if it considers that this payment is suitable to the company's profitability.
7. Other matters related to profit distribution shall comply with the provisions of law.

Chapter XIV

BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME

Article 47. Bank account

1. The company opens accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an overseas bank account in accordance with the provisions of the law.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at the banks in which the Company opens accounts.

Article 48. Fiscal year

The Company's fiscal year starts from the first day of January every year and ends on the 31st day of December of the same year. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on the 31st day of December of the year in which the Enterprise Registration Certificate is issued.

Article 49. Accounting regime

1. The accounting regime used by the Company is the Vietnam Accounting System (VAS), the enterprise accounting regime or other specific accounting regimes promulgated by competent agencies approved by the Ministry of Finance.
2. The Company shall make accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and sufficient to prove and explain the Company's transactions.
3. The company shall use the accounting currency unit of Vietnam dong. In case the company has economic operations arising mainly in one foreign currency, it may choose that foreign currency as the accounting currency unit, take responsibility for such choice before law and notify it to the direct tax administration agency.

Chapter XV

FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE RESPONSIBILITIES

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

1. The company must make annual financial statements and annual financial statements that must be audited in accordance with law. The company shall announce the audited annual financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

2. The annual financial statement must include all reports, appendices and explanations in accordance with the law on corporate accounting. The annual financial statement must reflect honestly and objectively the operation of the Company.

3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

Article 51. Annual report

The company must prepare and publish an annual report in accordance with the provisions of the law on securities and securities market.

Chapter XVI

CORPORATE AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve the list of independent auditing firms and authorize the Board of Directors to decide to select one of these units to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors. The Company shall prepare and submit the annual financial statements to the independent auditing firm after the end of the fiscal year.

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

3. Independent auditors who audit the Company's financial statements may attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the General Meeting on matters related to the audit of the Company's financial statements.

Chapter XVII

SEAL OF THE ENTERPRISE

Article 53. Seal of the enterprise (43 LOE)

1. The Board of Directors shall decide to approve the Company's official seal and the seal shall be made at the seal engraving establishment or in the form of a digital signature in accordance with the law on electronic transactions and the company's Charter.

- a. The Company's seal is shown to be circular, the ink is red;
- b. The seal contains the following information: Name of the enterprise, Enterprise code, city or province where the Company is headquartered;

c. Number of seals: 02 (two).

2. The Board of Directors and the General Director shall use and manage seals in accordance with current law.

Chapter XVIII

COMPANY DISSOLUTION

Article 54. Dissolution of a company

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

- a. Termination of the operation term stated in the company's charter without a decision on extension;
- b. According to the resolutions and decisions of the General Meeting of Shareholders;
- c. The enterprise registration certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
- d. Other cases as prescribed by law.

2. The dissolution of the Company ahead of time (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 55. Extension of operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 07 months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.

2. The operation duration shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders approves.

Article 56. Liquidation

1. At least 06 months before the end of the Company's operation term or after the decision to dissolve the Company is issued, the Board of Directors must establish a Liquidation Board

consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing firm. The Liquidation Board prepares its operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts. All liquidation-related expenses shall be paid by the Company before other debts of the Company.

2. The Liquidation Board shall report to the Business Registration Authority on the date of establishment and the date of commencement of operation. From that time onwards, the Liquidation Board shall represent the Company in all affairs related to the liquidation of the Company before the Court and administrative agencies.

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

- a. Liquidation expenses;
- b. Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;
- c. Tax debts;
- d. Other debts of the Company;
- đ. The remaining amount after all debts from (a) to (d) above have been paid shall be distributed among the shareholders. Preferred shares shall be prioritized for prepayment.

Chapter XIX

INTERNAL DISPUTE RESOLUTION

Article 57. Settlement of internal disputes

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

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

The parties involved shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for the settlement of the dispute and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party

may request the Head of the Board of Supervisors to appoint an independent expert as a mediator for the dispute resolution process.

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

3. The parties shall bear their own expenses related to the negotiation and conciliation procedures. The payment of the Court's expenses shall be made according to the Court's judgment.

Chapter XX

SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 58. Company charter

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

2. In case there are provisions related to the Company's operation that are not mentioned in this Charter or in case there are new legal provisions different from the provisions in this Charter, such provisions shall be applied to regulate the Company's operation.

Chapter XXI

EFFECTIVE DATE

Article 59. Effective date

1. This Charter consists of 21 chapters, 59 articles amended and supplemented and approved by the Board of Directors under the authorization of the 2026 Annual General Meeting of Shareholders **of 40 Investment and Construction Joint Stock Company No. 2602A/NQ-ĐHDCĐ/L40** dated February 26, 2026, effective from September 08, 2026 and jointly approves the full validity of this Charter.

2. The Charter shall be made in 03 copies, of equal validity and must be kept at the head office of the Company.

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

4. Copies or extracts of the company's charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

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CITY
HÀN
CÁI
PH

OBO. BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS



DO TÂN CƯỜNG

