

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness



CHARTER

IPA INVESTMENTS GROUP JOINT STOCK COMPANY

Hanoi, September 11, 2026

PREAMBLE

This Charter of IPA Investments Group Joint Stock Company is adopted pursuant to Resolution No. 95/2025/NQ-ĐHĐCĐ of the Annual General Meeting of Shareholders dated June 24, 2025, and amended and supplemented pursuant to Resolution No. 92/2026/NQ-ĐHĐCĐ of the Annual General Meeting of Shareholders dated June 26, 2026. Amend and supplement the content regarding the Company's charter capital in accordance with Resolution No.157/2026/NQ-HĐQT dated in 11/09/2026 of the Company's Board of Directors.

I. DEFINITIONS

Article 1. Interpretation

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

- a) *Charter capital* means the aggregate par value of shares that have been sold or subscribed for upon the establishment of the joint stock company, as specified in Article 6 of this Charter;
- b) *Voting capital* means the share capital in respect of which the holder is entitled to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;
- c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the Law Amending and Supplementing Certain Articles of the Law on Enterprises No. 76/2025/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025;
- d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and the Law Amending and Supplementing Certain Articles of the Law on Securities, the Law on Accounting, the Law on Independent Auditing, the Law on the State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations No. 56/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, effective January 1, 2025;
- d) *Vietnam* means the Socialist Republic of Vietnam;
- e) *Date of establishment* means the date on which the Company was first granted its Business Registration Certificate;
- g) *Enterprise executives* means the Chief Executive Officer, Chief Accountant, and other members of the Company's Board of Management;
- h) *Enterprise managers* means the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the Chief Executive Officer, and other individuals holding managerial titles with authority to execute transactions on behalf of the Company as stipulated in the Internal Management Regulations issued by the Board of Directors;
- i) *Related persons* means individuals and organizations as defined under Clause 46, Article 4 of the Law on Securities;
- k) *Shareholder* means an individual or organization holding at least one share of a joint stock company;
- l) *Founding shareholder* means a shareholder holding at least one ordinary share whose name appears on the list of founding shareholders of the joint stock company;
- m) *Major shareholder* means a shareholder as defined under Clause 18, Article 4 of the Law on Securities;

n) *Operating term* means the duration of the Company's operations as specified in Article 2 of this Charter;

o) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries;

p) *Company* means IPA Investments Group Joint Stock Company, operating under Enterprise Registration Certificate No. 0100779693 issued by the Hanoi Department of Planning and Investment.

2. In this Charter, references to any provision or document shall include any amendments, supplements, or replacements thereof.

3. The headings (sections and articles of this Charter) are included for ease of reference only and shall not affect the substance of this Charter.

II. NAME, FORM, REGISTERED OFFICE, BRANCHES, REPRESENTATIVE OFFICES, TRANSACTION OFFICES, OPERATING TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Registered Office, Branches, Representative Offices, Transaction Offices, and Operating Term of the Company

1. Company name

- Vietnamese name: CÔNG TY CỔ PHẦN TẬP ĐOÀN ĐẦU TƯ I.P.A

- English name: IPA INVESTMENTS GROUP JOINT STOCK COMPANY

- Trading name: IPA INVESTMENTS GROUP

- Abbreviated name: IPA GROUP., JSC

2. IPA Investments Group Joint Stock Company is a joint stock company with legal personality in accordance with the applicable laws of Vietnam.

IPA Investments Group Joint Stock Company was established and operates under Enterprise Registration Certificate No. 0100779693 issued by the Hanoi Department of Planning and Investment, first granted on December 28, 2007.

3. Registered office of the Company:

- Registered office address: No. 1 Nguyen Thuong Hien, Hai Ba Trung Ward, Hanoi City, Vietnam

- Tel: 024.39365868 Fax: 024.39365869

- E-mail: congbothongtinipa@ipa.com.vn Website: www.ipa.com.vn

4. Operational network:

The Company may establish branches, business locations, and representative offices in its areas of operation (including overseas) to carry out the Company's business objectives, subject to decisions of the Board of Directors and within the limits permitted by law.

The Company's operational network comprises its Head Office and any branches, business locations, and representative offices established in accordance with applicable laws and this Charter.

5. Unless dissolved prior to the term stipulated in Article 55, the Company's operating term shall be indefinite.

Article 3. Legal Representatives of the Company

1. The Company has two legal representatives, namely: the Chairman of the Board of Directors and the Chief Executive Officer.

2. Rights and obligations of the legal representatives

The Chairman of the Board of Directors shall have the rights and obligations stipulated in Article 29 of this Charter. The Chairman of the Board of Directors is the fully authorized representative of the Company before third parties and is not restricted in any transaction or field.

The Chief Executive Officer shall have the rights and obligations stipulated in Article 35 of this Charter. The Chief Executive Officer is the representative of the Company before third parties in respect of the Company's affairs, activities, and transactions within the scope of the Chief Executive Officer's authority pursuant to Article 35 of this Charter.

3. Mechanism for the transfer of rights and obligations between legal representatives in the event that a legal representative is absent from Vietnam, resigns, is dismissed/removed, absconds from their place of residence, is placed in pre-trial detention, sentenced to imprisonment, or loses or has their civil legal capacity restricted:

- Where the legal representative who is the Chairman of the Board of Directors falls into any of the above circumstances, the Chief Executive Officer shall exercise the rights and obligations of the Chairman of the Board of Directors;

- Where the legal representative who is the Chief Executive Officer falls into any of the above circumstances, the Chairman of the Board of Directors shall exercise the rights and obligations of the Chief Executive Officer.

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

Article 4. Business Lines and Operational Objectives of the Company

1. Business lines of the Company:

No.	Business line name	Code
1.	Business management consulting activities and other management consulting activities	7020 (Primary)
2.	Other real estate activities on a fee or contract basis. Detail: Real estate consulting services, real estate management services. (Excluding real estate valuation services)	6829
3.	Hotels and similar accommodation services	5510
4.	Other short-stay accommodation services	5520
5.	Other computer programming	6219
6.	Computer consultancy and computer facilities management	6220
7.	Other computer and information technology service activities	6290
8.	Other activities auxiliary to financial services n.e.c. Detail: Investment advisory activities; Mergers and acquisitions advisory activities	6619
9.	Buying and selling of own real estate and land use rights, or leased real estate. Detail: Real estate business. (Excluding investment in the construction of cemetery and graveyard infrastructure for the transfer of land use rights attached to such	6810

	infrastructure)	
10.	Activities of head offices	7010
11.	Payment and credit support service activities. Detail: Provision of payment intermediary services;	8291
12.	Combined facilities support services	8110
13.	Sports and recreation education	8551
14.	Renting and leasing of motor vehicles	7710
15.	Renting and leasing of other personal and household goods	7729
16.	Event catering and other food service activities on a non-recurring contract basis with customers	5621
17.	Commodity contracts and securities brokerage Detail: Commodity contracts brokerage	6612
18.	Renting and leasing of other machinery, equipment, and tangible goods without operator	7730

2. Operational objectives of the Company: To maximize returns for shareholders, improve working conditions and enhance income for employees, fulfill all obligations to the State Budget, and develop the Company into an increasingly strong enterprise.

Article 5. Scope of Business Operations

The Company is permitted to carry out business activities in the industries and sectors registered under this Charter, for which changes in registration contents have been notified to the business registration authority and published on the National Business Registration Portal.

IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. The Company's charter capital is VND 2,459,110,330,000 (Two trillion four hundred fifty-nine billion one hundred ten million three hundred thirty thousand Vietnamese Dong).

The total charter capital of the Company is divided into 245,911,033 (Two hundred forty-five million nine hundred eleven thousand thirty-three) shares with a par value of VND 10,000 per share.

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

3. The shares of the Company as of the date of adoption of this Charter comprise ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are stipulated in Articles 12 and 13 of this Charter.

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

5. Ordinary shares must be offered preferentially to existing shareholders in proportion to their respective ordinary shareholding in the Company, unless otherwise resolved by the General Meeting of Shareholders. Shares not subscribed for by existing shareholders shall be disposed of

as determined by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares previously issued by it in the manner stipulated in this Charter and applicable laws.

7. The Company may issue other types of securities in accordance with applicable laws.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares held, unless the Company's shares have been listed on the Stock Exchange.

2. A share certificate is a type of security confirming the lawful rights and interests of its holder in respect of a portion of the charter capital of the issuing organization. Share certificates must contain all the information required under Clause 1, Article 121 of the Law on Enterprises.

3. Within 05 days from the date of submission of a complete application for the transfer of share ownership in accordance with the Company's regulations, or within 05 days from the date of full payment of the share subscription price as stipulated in the Company's share issuance plan (or such other period as may be specified in the issuance terms), the holder of such shares shall be issued a share certificate. Shareholders shall not be required to pay the Company for the cost of printing share certificates. This provision shall not apply where the Company's shares have been listed on the Stock Exchange.

4. Unless the Company's shares have been listed on the Stock Exchange, where a share certificate is lost, damaged, or otherwise destroyed, the shareholder may request the Company to reissue the share certificate. The shareholder's request must include the following:

- a) Information regarding the lost, damaged, or otherwise destroyed share certificate;
- b) An undertaking to bear liability for any disputes arising from the reissuance of a new share certificate.

Article 8. Other Securities Certificates

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

Article 9. Transfer of Shares

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

2. Shares that have not been fully paid up may not be transferred and shall not be entitled to associated rights, including the right to receive dividends, the right to receive shares issued to increase charter capital from equity, the right to purchase newly offered shares, and other rights as provided by applicable laws.

Article 10. Subscription for Shares and Bonds

Shares and bonds of the Company may be subscribed for using Vietnamese dong, freely convertible foreign currency, gold, land use rights, intellectual property rights, technology, technical know-how, or other assets as resolved by the General Meeting of Shareholders, and must be paid in full in a single payment.

V. ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 11. Organizational, Governance, and Control Structure

The management and operational structure of the Company comprises: the General Meeting of

Shareholders, the Board of Directors, the Supervisory Board, and the Chief Executive Officer.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:

- a) To attend and speak at General Meetings of Shareholders and to exercise voting rights directly, through an authorized representative, or by other means as provided in this Charter and applicable laws. Each ordinary share carries one vote;
- b) To receive dividends at the rate determined by the General Meeting of Shareholders;
- c) To have a pre-emptive right to purchase newly issued shares in proportion to their respective ordinary shareholding in the Company;
- d) To freely transfer their shares to other persons, except as provided under Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises, and other applicable laws;
- d) To review, look up, and extract information on the names and contact addresses in the list of shareholders with voting rights; and to request correction of any inaccurate personal information;
- e) To review, look up, extract, or copy this Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;
- g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets proportionate to their shareholding in the Company;
- h) To request the Company to repurchase shares in the cases stipulated in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same class confers on its holder equal rights, obligations, and interests. Where the Company has preference shares, the rights and obligations attached to each class of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) To have full access to periodic and extraordinary information disclosed by the Company in accordance with applicable laws;
- l) To have their lawful rights and interests protected; and to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights as provided by applicable laws and this Charter.

2. A shareholder or group of shareholders holding five percent (05%) or more of the total ordinary shares shall have the following rights:

- a) To request the Board of Directors to convene a General Meeting of Shareholders where the Board of Directors has seriously violated shareholders' rights, the obligations of managers, or has made decisions exceeding its delegated authority (pursuant to Clause 3, Article 115 of the Law on Enterprises). The convening of a General Meeting of Shareholders shall be carried out in accordance with Article 140 of the Law on Enterprises;
- b) To review, look up, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions that must be approved by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets;
- c) To request the Supervisory Board to examine specific issues relating to the management and operation of the Company where deemed necessary. Such request must be made in writing and must include: the full name, contact address, nationality, and legal identification number of each

requesting shareholder who is an individual; the name, enterprise registration number or legal identification number, and registered office address of each requesting shareholder that is an organization; the number of shares and the date of share registration of each shareholder, the total number of shares held by the group, and the percentage of ownership in the Company's total shares; and the specific issue to be examined and the purpose of the examination;

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

d) Other rights as provided by applicable laws and this Charter.

3. A shareholder or group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors and the Supervisory Board. Nominations shall be made as follows:

a) Ordinary shareholders forming a group for the purpose of nominating candidates for the Board of Directors and the Supervisory Board must notify attending shareholders of the group meeting prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, a shareholder or group of shareholders referred to in this clause shall be entitled to nominate one or more candidates for the Board of Directors and the Supervisory Board. Nominations shall be made in accordance with Articles 25 and 37 of this Charter.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To pay in full and on time for the shares subscribed for.
2. Not to withdraw contributed capital in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or another person. Where a shareholder withdraws part or all of their contributed share capital in contravention of this clause, such shareholder and related interested parties within the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn share capital and any resulting losses.
3. To comply with this Charter and the Company's Internal Management Regulations.
4. To abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain the confidentiality of information provided by the Company in accordance with this Charter and applicable laws; to use such information solely for the purpose of exercising and protecting their own lawful rights and interests; and to strictly refrain from disseminating, copying, or forwarding information provided by the Company to any other organization or individual.
6. To attend General Meetings of Shareholders and exercise voting rights through the following means:
 - a) By attending and voting in person at the meeting;
 - b) By authorizing another individual or organization to attend and vote at the meeting on their behalf;
 - c) By attending and voting via online conference, electronic voting, or other electronic means;

- d) By submitting a voting ballot to the meeting by post, fax, or email;
 - đ) By submitting a voting ballot through other means as stipulated in this Charter.
7. To bear personal liability when acting in the name of the Company in any form to carry out any of the following:
- a) Violating applicable laws;
 - b) Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals;
 - c) Repaying debts that are not yet due prior to the occurrence of financial risks to the Company.
8. To fulfill other obligations as required by applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the supreme decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once per year, within four (04) months from the end of the financial year.

The Board of Directors may resolve to extend the annual General Meeting of Shareholders where necessary, but not beyond 06 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall resolve matters as required by applicable laws and this Charter, and in particular shall approve the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that conducted the audit to attend the annual General Meeting of Shareholders, and such representative shall be obliged to attend.

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

- a) The Board of Directors deems it necessary in the interests of the Company;
- b) The number of remaining members of the Board of Directors or the Supervisory Board falls below the minimum number required by applicable laws;
- c) Upon request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises. The request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of all relevant shareholders, or may be set out in multiple copies collectively bearing the signatures of all relevant shareholders;
- d) Upon request of the Supervisory Board;
- đ) In other circumstances as provided by applicable laws and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date on which the number of remaining members of the Board of Directors, independent BOD members, or Supervisory Board members falls as described in point b, Clause 3 of this Article, or from the date of receipt of a request as described in points c and d, Clause 3 of this Article;

b) Where the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in point a, Clause 4 of this Article, the Supervisory Board shall, within the following thirty (30) days, replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) Where the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in point b, Clause 4 of this Article, the shareholder or group of shareholders referred to in point c, Clause 3 of this Article shall have the right to request the Company's representative to convene a General Meeting of Shareholders in accordance with the Law on Enterprises.

All costs of convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) The procedures for organizing a General Meeting of Shareholders shall be in accordance with Clause 5, Article 140 of the Law on Enterprises.

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

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

a) To approve the development orientations of the Company;

b) To decide on the classes of shares and the total number of shares of each class authorized for offering; to decide on the annual dividend for each class of shares;

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

d) To decide on investments in or disposal of assets with a value equal to or exceeding 35% of the total asset value recorded in the Company's most recent quarterly financial statements;

đ) To decide on amendments and supplements to this Charter;

e) To approve the annual financial statements;

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

h) To consider and handle violations by members of the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;

i) To decide on the reorganization or dissolution of the Company;

k) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

l) To approve the Internal Corporate Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;

m) To approve the list of approved audit firms; to decide on the approved audit firm to conduct the inspection of the Company's operations; and to dismiss the approved auditor where deemed necessary;

n) Other rights and obligations as provided by applicable laws.

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

a) The Company's annual business plan;

b) The audited annual financial statements;

c) The Board of Directors' report on corporate governance and the performance of the Board of Directors and each individual BOD member;

d) The dividend rate for each class of shares;

đ) The Supervisory Board's report on the Company's business results and the performance of the Board of Directors and the Chief Executive Officer; and the self-assessment report on the

performance of the Supervisory Board and its individual members;

- e) The number of members of the Board of Directors and the Supervisory Board;
- f) The election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- g) The budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- h) The approval of the list of approved audit firms; and the decision on the approved audit firm to conduct inspections of the Company's operations where deemed necessary;
- i) Amendments and supplements to this Charter;
- k) The classes of shares and the number of newly issued shares of each class, and the transfer of shares by founding members within the first 03 years from the date of establishment;
- l) The division, separation, consolidation, merger, or conversion of the Company;
- m) The reorganization and dissolution (liquidation) of the Company and the appointment of a liquidator;
- n) Investment in or disposal of assets with a value equal to or exceeding 35% of the total asset value recorded in the Company's most recent quarterly financial statements;
- o) The repurchase of more than 10% of the total sold shares of each class;
- p) The execution by the Company of contracts and transactions with persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding 35% of the Company's total assets as recorded in the most recent quarterly financial statements; and loan, lending, or asset disposal contracts and transactions with a value exceeding 10% of the total asset value of the enterprise as recorded in the most recent quarterly financial statements, entered into between the Company and a shareholder holding 51% or more of the total voting shares, or a related person of such shareholder;
- q) Approval of transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government (as amended pursuant to Clause 84, Article 1 of Decree No. 245/2025/NĐ-CP)
- r) Approval of the Internal Corporate Governance Regulations, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
- s) Other matters as provided by applicable laws and this Charter.

3. All resolutions and matters included in the meeting agenda must be put forward for discussion and voted upon at the General Meeting of Shareholders.

Article 16. Authorization to Attend the General Meeting of Shareholders

1. A shareholder or an authorized representative of a shareholder that is an organization may attend the meeting in person, or may authorize one or more individuals or organizations to attend on their behalf, or may attend through one of the means stipulated in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization of an individual or organization to attend the General Meeting of Shareholders as a representative pursuant to Clause 1 of this Article must be made in writing. The written authorization shall be made in accordance with civil law and must clearly state: the name of the authorizing shareholder; the name of the authorized individual or organization; the number of shares subject to the authorization; the content and scope of the authorization; the duration of the authorization; and the signatures of both the authorizing and authorized parties.

The authorized representative attending the General Meeting of Shareholders must submit the

written authorization upon registration to attend. In the case of sub-delegation, the attending person must additionally present the original authorization document of the shareholder or the authorized representative of the shareholder that is an organization (if not previously registered with the Company).

3. The voting ballot of an authorized representative attending the meeting within the scope of their authorization shall remain valid upon the occurrence of any of the following circumstances, except where:

- a) The authorizing party has died, has had their civil legal capacity restricted, or has lost their civil legal capacity;
- b) The authorizing party has revoked the authorization;
- c) The authorizing party has revoked the authority of the person who effected the authorization.

This provision shall not apply where the Company has received notice of any of the above events prior to the opening of the General Meeting of Shareholders or prior to the reconvening of the meeting.

Article 17. Variation of Rights

1. Any variation or abrogation of the special rights attached to a class of preference shares shall take effect when approved by shareholders representing 65% or more of the total votes of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders on any matter that adversely varies the rights and obligations of holders of preference shares shall only be passed if approved by holders of the same class of preference shares present at the meeting who hold 75% or more of the total shares of that class, or if approved by holders of the same class of preference shares holding 75% or more of the total shares of that class in the case of a resolution passed by written consultation.

2. A meeting of holders of a class of preference shares convened for the purpose of approving a variation of rights as described above shall only be valid where at least 02 shareholders (or their authorized representatives) are present, holding in aggregate at least 1/3 of the total par value of the issued shares of that class. If the required quorum is not met, the meeting shall be reconvened within the following 30 days, and any holders of shares of that class present in person or through an authorized representative (regardless of the number of persons or shares) shall be deemed to constitute the required quorum. At such meetings of preference shareholders, holders of shares of that class present in person or through a representative may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall apply mutatis mutandis to the provisions set out in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided in the share issuance terms, the special rights attached to classes of shares carrying preferential entitlements with respect to some or all matters relating to the distribution of profits or assets of the Company shall not be varied upon the issuance of additional shares of the same class.

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

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

2. The person convening the General Meeting of Shareholders must carry out the following:

- a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders

shall be prepared no more than 10 days before the date on which the notice of the meeting is sent. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;

- b) Prepare the agenda and content of the meeting;
- c) Prepare materials for the meeting;
- d) Draft resolutions of the General Meeting of Shareholders in accordance with the anticipated content of the meeting;
- đ) Determine the time and venue of the meeting;
- e) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Carry out other tasks in preparation for the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholders' contact addresses, and shall simultaneously be published on the Company's website and on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed. The person convening the General Meeting of Shareholders must send the notice to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening of the meeting (calculated from the date on which the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and all documents relating to matters to be voted upon at the meeting shall be sent to shareholders and/or published on the Company's website. Where documents are not enclosed with the notice of the General Meeting of Shareholders, the notice must clearly specify the link to all meeting materials so that shareholders may access them, including:

- a) The meeting agenda and all materials to be used at the meeting;
- b) The list and detailed information of candidates in the event of an election of BOD members or Supervisory Board members;
- c) Voting ballots;
- d) Draft resolutions for each item on the meeting agenda.

4. A shareholder or group of shareholders as stipulated in Clause 2, Article 12 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than 03 working days before the opening of the meeting. The proposal must clearly state the shareholder's name, the number of each class of shares held, and the matter proposed for inclusion in the agenda.

5. The person convening the General Meeting of Shareholders shall have the right to reject a proposal under Clause 4 of this Article in any of the following circumstances:

- a) The proposal is not submitted in accordance with Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of the ordinary shares as required under Clause 2, Article 12 of this Charter;
- c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other circumstances as provided by applicable laws and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include any proposal under Clause 4 of this Article in the draft agenda and content of the meeting, except in the circumstances stipulated in Clause 5 of this Article. A proposal shall be formally added to

the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for Conducting the General Meeting of Shareholders

1. A General Meeting of Shareholders may be conducted when shareholders attending the meeting represent more than 50% of the total voting shares.
2. Where the first meeting fails to satisfy the conditions stipulated in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the originally scheduled date of the first meeting. The second General Meeting of Shareholders may be conducted when shareholders attending the meeting represent 35% or more of the total voting shares.
3. Where the second meeting fails to satisfy the conditions stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the originally scheduled date of the second meeting. The third General Meeting of Shareholders may be conducted regardless of the total number of voting shares represented by attending shareholders.

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

1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures.
2. The election of the chairperson, secretary, and vote counting committee shall be as follows:
 - a) The Chairman of the Board of Directors shall serve as chairperson, or may authorize another BOD member to chair the General Meeting of Shareholders convened by the Board of Directors. Where the Chairman is absent or temporarily incapacitated, the remaining BOD members shall elect one of their number to serve as chairperson by majority vote. Where no chairperson can be elected, the Head of the Supervisory Board shall preside over the proceedings to allow the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person receiving the highest number of votes shall serve as chairperson;
 - b) Except in the circumstances stipulated in point a of this clause, the person who signed the notice convening the General Meeting of Shareholders shall preside over the proceedings to allow the General Meeting of Shareholders to elect a chairperson, and the person receiving the highest number of votes shall serve as chairperson;
 - c) The chairperson shall appoint one or more persons to serve as meeting secretary/General Meeting of Shareholders secretary;
 - d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee upon the recommendation of the chairperson.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly specify the time allocated to each item on the meeting agenda.
4. The chairperson shall have the right to take such necessary and reasonable measures as are required to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and in a manner that reflects the wishes of the majority of attendees:
 - a) Arranging seating at the venue of the General Meeting of Shareholders;
 - b) Ensuring the safety of all persons present at the meeting venue;
 - c) Facilitating shareholder attendance (or continued attendance) at the meeting. The person convening the General Meeting of Shareholders shall have full authority to modify the foregoing measures and to apply all necessary measures, which may include the issuance of admission passes or other selective access arrangements.
5. The General Meeting of Shareholders shall discuss and vote on each item in the meeting

agenda. Voting shall be conducted by way of votes in favour, against, and abstention. The vote count results shall be announced immediately prior to the closing of the meeting.

6. A shareholder or authorized representative who arrives at or joins the meeting after it has been opened may still register and shall have the right to participate in voting immediately upon registration. In such case, the validity of matters already voted upon prior to their arrival shall not be affected.

7. The person convening or chairing the General Meeting of Shareholders shall have the right to:

- a) Require all persons attending the meeting to undergo inspection or other lawful and reasonable security measures;
- b) Request the competent authorities to maintain order at the meeting; and to expel from the General Meeting of Shareholders any person who fails to comply with the chairperson's authority, deliberately causes disorder, obstructs the normal progress of the meeting, or fails to comply with security inspection requirements.

8. The chairperson may adjourn a General Meeting of Shareholders that has reached the required quorum for a maximum of 03 working days from the originally scheduled opening date, and may only adjourn the meeting or change the venue in the following circumstances:

- a) The venue does not have sufficient seating for all attendees;
- b) The communication facilities at the venue are inadequate to allow attending shareholders to participate, deliberate, and vote;
- c) Attendees are obstructing or disrupting the proceedings, creating a risk that the meeting cannot be conducted fairly and lawfully.

9. Where the chairperson adjourns or suspends the General Meeting of Shareholders in contravention of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting through to its conclusion. All resolutions passed at such meeting shall remain valid and binding.

10. Where the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company shall be responsible for ensuring that shareholders may attend and vote by electronic ballot or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Government Decree No. 155/2020/NĐ-CP dated December 31, 2020. The Board of Directors shall have the authority to decide on and select the application of modern technology for organizing the General Meeting of Shareholders.

11. The General Meeting of Shareholders must be conducted in Vietnamese and may be interpreted into a foreign language if deemed necessary by the Board of Directors.

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

1. Resolutions on the following matters shall be passed if approved by shareholders representing 65% or more of the total votes of all shareholders present at the meeting, except in the cases stipulated in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a) Classes of shares and the total number of shares of each class;
- b) Changes to the Company's business lines and sectors;
- c) Changes to the Company's organizational and management structure;
- d) Investment projects or disposal of assets with a value equal to or exceeding 35% of the total asset value recorded in the Company's most recent quarterly financial statements;
- đ) Reorganization or dissolution of the Company;

e) Amendments and supplements to this Charter.

2. Resolutions shall be passed when approved by shareholders holding more than 50% of the total votes of all shareholders present at the meeting, except in the cases stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. A resolution of the General Meeting of Shareholders passed with 100% of the total voting shares is lawful and takes immediate effect even where the procedures for convening the meeting and passing the resolution violated the provisions of the Law on Enterprises and this Charter.

Article 22. Authority and Procedures for Written Shareholder Consultation to Approve Resolutions of the General Meeting of Shareholders

The authority and procedures for written shareholder consultation to approve resolutions of the General Meeting of Shareholders shall be as follows:

1. The Board of Directors shall have the right to conduct written shareholder consultations to approve resolutions of the General Meeting of Shareholders where deemed necessary in the interests of the Company, in respect of any matter falling within the authority of the General Meeting of Shareholders, including the following:

a) Amendments and supplements to this Charter;

b) Development orientations of the Company;

c) Classes of shares and the total number of shares of each class;

d) Election, dismissal, and removal of BOD members and Supervisory Board members;

đ) Investment in or disposal of assets with a value equal to or exceeding 35% of the total asset value recorded in the Company's most recent quarterly financial statements;

e) Approval of the annual financial statements;

g) Reorganization or dissolution of the Company.

2. The Board of Directors must prepare the consultation ballot, draft resolutions of the General Meeting of Shareholders, explanatory materials for the draft resolutions, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the completed ballots. The requirements and method for sending the ballots and accompanying materials shall be in accordance with Clause 3, Article 18 of this Charter.

3. The consultation ballot must contain the following principal information:

a) The Company's name, registered office address, and enterprise registration number;

b) The purpose of the consultation;

c) The full name, contact address, nationality, and legal identification number of each shareholder who is an individual; the name, enterprise registration number or legal identification number, and registered office address of each shareholder that is an organization; or the full name, contact address, nationality, and legal identification number of the representative of a shareholder that is an organization; and the number of shares of each class and the number of votes held by the shareholder;

d) The matter on which an opinion is sought for the purpose of approving a resolution;

đ) Voting options, comprising: agree, disagree, and abstain, for each matter subject to consultation;

e) The deadline by which completed ballots must be returned to the Company;

g) The full name and signature of the Chairman of the Board of Directors.

4. Shareholders may return completed ballots to the Company by post, fax, or email, subject to

the following:

a) Where returned by post, the completed ballot must bear the signature of the shareholder who is an individual, or the signature of the authorized representative or legal representative of the shareholder that is an organization. Ballots returned to the Company by post must be placed in sealed envelopes and must not be opened by anyone before vote counting;

b) Where returned by fax or email, ballots returned to the Company must be kept confidential until the time of vote counting;

c) Ballots received by the Company after the deadline specified in the ballot, or that have been opened in the case of postal submission, or disclosed in the case of fax or email submission, shall be invalid. Ballots not returned to the Company shall be treated as non-participating votes.

5. The Board of Directors shall count the votes and prepare vote-counting minutes in the presence and under the supervision of the Supervisory Board or shareholders who do not hold managerial positions in the Company. The vote-counting minutes must contain the following principal information:

a) The Company's name, registered office address, and enterprise registration number;

b) The purpose of the consultation and the matters subject to consultation for the purpose of approving a resolution;

c) The number of shareholders and the total number of votes that participated in the vote, distinguishing between valid and invalid votes and the method of ballot submission, accompanied by a list of participating shareholders as an appendix;

d) The total number of votes in favour, against, and abstaining for each matter;

d) The matters that have been approved and the corresponding approval voting ratios;

e) The full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote-counting supervisor.

BOD members, the vote counter, and the vote-counting supervisor shall be jointly and severally liable for the truthfulness and accuracy of the vote-counting minutes, and jointly and severally liable for any losses arising from decisions approved as a result of untruthful or inaccurate vote counting.

6. The vote-counting minutes and resolutions must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of vote-counting minutes and resolutions may be replaced by publication on the Company's website within 24 hours from the time of completion of vote counting.

7. Completed ballots, vote-counting minutes, approved resolutions, and related documents enclosed with the consultation ballots must all be retained at the Company's registered office.

8. A resolution shall be approved by written shareholder consultation if the number of shareholders holding more than 50% of the total voting shares of all shareholders with voting rights agree.

9. A resolution approved by written shareholder consultation shall have the same legal effect as a resolution approved at a General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may additionally be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may additionally be prepared in a foreign language, and must contain the following principal information:

- a) The Company's name, registered office address, and enterprise registration number;
- b) The time and venue of the General Meeting of Shareholders;
- c) The meeting agenda and content;
- d) The full name of the chairperson and secretary;
- d) A summary of the proceedings and opinions expressed at the General Meeting of Shareholders on each item of the agenda;
- e) The number of shareholders and the total number of votes of shareholders present at the meeting, together with an appendix containing the list of registered shareholders and shareholder representatives attending the meeting with their corresponding number of shares and votes;
- g) The total number of votes for each matter subject to voting, clearly stating the voting method, the total number of valid and invalid votes, votes in favour, against, and abstaining, and the corresponding ratios to the total number of votes of shareholders present at the meeting;
- h) The matters that have been approved and the corresponding approval voting ratios;
- i) The full name and signature of the chairperson and secretary. Where the chairperson or secretary refuses to sign the minutes, the minutes shall be valid if signed by all other BOD members present at the meeting and if they contain all the information required under this clause. The minutes shall clearly record the refusal of the chairperson or secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The chairperson and secretary of the meeting, or any other person who signs the minutes, shall be jointly and severally liable for the truthfulness and accuracy of the contents of the minutes.

3. Minutes prepared in both Vietnamese and a foreign language shall have equal legal effect. In the event of any discrepancy between the Vietnamese and foreign language versions, the Vietnamese version shall prevail. The minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the date of conclusion of the meeting; the sending of the minutes may be replaced by publication on the Company's website.

4. Resolutions, minutes of the General Meeting of Shareholders, the appendix containing the list of registered shareholders attending the meeting, written authorizations to attend the meeting, all documents attached to the minutes (if any), and related documents enclosed with the notice of the meeting must be retained at the Company's registered office and disclosed in accordance with applicable laws on securities and the securities market.

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

Within 90 days from the date of receipt of a resolution, minutes of the General Meeting of Shareholders, or minutes of the vote-counting results of a written shareholder consultation, a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitral Tribunal to review and cancel a resolution or part of the content of a resolution of the General Meeting of Shareholders in the following circumstances:

- 1. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders constitute a serious violation of the Law on Enterprises and this Charter, except in the case stipulated in Clause 3, Article 21 of this Charter.
- 2. The content of the resolution violates applicable laws or this Charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination and Candidacy for the Board of Directors

1. Where BOD candidates have been identified, the Company must publish information relating to such candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website, so that shareholders may learn about the candidates prior to voting. BOD candidates must provide a written commitment as to the truthfulness and accuracy of their disclosed personal information, and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as BOD members. Information to be disclosed regarding BOD candidates shall include:

- a) Full name and date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial titles held (including BOD membership at other companies);
- đ) Interests related to the Company and its related parties;
- e) Other information (if any) as required under this Charter;
- g) A public company must disclose information on the companies at which the candidate currently holds a position as BOD member, other managerial titles held, and the candidate's interests related to the company (if any).

2. A shareholder or group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate BOD candidates as follows: (i) a shareholder or group of shareholders holding from ten percent (10%) to less than 25% of the total ordinary shares may nominate 01 BOD candidate; (ii) a shareholder or group of shareholders holding from 25% to less than 35% of the total ordinary shares may nominate 02 BOD candidates; (iii) a shareholder or group of shareholders holding from 35% to less than 50% of the total ordinary shares may nominate 03 BOD candidates; (iv) a shareholder or group of shareholders holding from 50% to less than 65% of the total ordinary shares may nominate 04 BOD candidates; (v) a shareholder or group of shareholders holding 65% or more of the total ordinary shares may nominate the full 05 BOD candidates. A shareholder or group of shareholders holding 35% or more of the total ordinary shares and having held such shares continuously for 03 years or more shall be entitled to nominate 01 additional BOD candidate beyond the number they are otherwise entitled to nominate under the foregoing provisions.

3. Where the number of BOD candidates nominated remains insufficient to meet the requirements stipulated in Clause 1, Article 26 of this Charter, the incumbent Board of Directors shall propose additional candidates or organize nominations in accordance with this Charter, the Internal Corporate Governance Regulations, and the BOD Operating Regulations. The proposal of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the vote of the General Meeting of Shareholders to elect BOD members, in accordance with applicable laws.

4. BOD members must satisfy the standards and conditions stipulated in Clause 1, Article 155 of the Law on Enterprises, securities laws, and this Charter.

5. Independent BOD members must satisfy the standards and conditions stipulated in Clause 4 of this Article and Clause 2, Article 155 of the Law on Enterprises.

Article 26. Composition and Term of Office of BOD Members

- 1. The Board of Directors shall comprise 05 members.
- 2. The term of office of BOD members shall not exceed 05 years and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent BOD member of the Company for a maximum of 02 consecutive terms. Where all BOD

members complete their terms simultaneously, such members shall continue to serve as BOD members until new members are elected to replace them and assume their duties.

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

- The composition of the Company's Board of Directors must ensure a minimum of one non-executive member. The Company shall minimize the concurrent holding of executive positions by members of the Board of Directors in order to preserve the independence of the Board of Directors.

- The total number of members of the Board of Directors must include a minimum of one independent member.

4. A BOD member shall cease to hold such position upon being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

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

6. BOD members are not required to be shareholders of the Company.

Article 27. Rights and obligations of the Board of Directors

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

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

- a) To decide on the Company's strategy, medium-term development plans, and annual business plans;

- b) To recommend the classes of shares and the total number of shares of each class authorized for offering;

- c) To decide on the sale of unsold shares within the number of shares authorized for offering of each class; and to decide on other forms of additional capital mobilization;

- d) To decide on the offering price of the Company's shares and bonds;

- đ) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

- e) To decide on investment plans and investment projects within its authority and the limits prescribed by applicable laws;

- g) To decide on market development, marketing, and technology solutions;

- h) To approve purchase, sale, loan, lending, and other contracts and transactions with a value equal to or exceeding 20% of the total asset value recorded in the Company's most recent quarterly financial statements, except for contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders as stipulated in points p, r, and s, Clause 2, Article 15 of this Charter;

- i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into and terminate contracts with the Chief Executive Officer and other key managers as stipulated in the Regulations issued by the Board of Directors; to decide on the salary, remuneration, bonuses, and other benefits of such managers; to designate authorized

representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and to decide on the remuneration and other benefits of such representatives;

k) To supervise and direct the Chief Executive Officer and other executives in the day-to-day management of the Company's business operations;

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 to decide on capital contributions and share acquisitions in other enterprises;

m) To approve the program, content, and materials for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or to conduct written consultations for the approval of resolutions by the General Meeting of Shareholders;

n) To present the audited annual financial statements to the General Meeting of Shareholders;

o) To recommend the dividend rate to be paid; to decide on the timeline and procedures for dividend payment or the handling of losses arising during business operations;

p) To recommend the reorganization or dissolution of the Company; to petition for the bankruptcy of the Company;

q) To decide on the issuance of the BOD Operating Regulations and the Internal Corporate Governance Regulations upon approval by the General Meeting of Shareholders; and to decide on the issuance of the Company's Information Disclosure Regulations;

s) Other rights and obligations as provided by the Law on Enterprises, the Law on Securities, other applicable laws, and this Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the performance of the Board of Directors in accordance with Article 280 of Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities.

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

1. The Company shall have the right to pay remuneration, allowances, and bonuses to BOD members based on business performance and efficiency.

2. BOD members shall be entitled to remuneration for their work and bonuses.

Work remuneration shall be calculated based on the number of working days required to fulfill the duties of a BOD member and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on the basis of unanimous agreement. The total remuneration, allowances, and bonuses of the Board of Directors shall be determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each BOD member shall be recorded as a business expense of the Company in accordance with applicable corporate income tax laws, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. A BOD member who holds an executive position, serves on a sub-committee of the Board of Directors, or performs duties beyond the ordinary scope of a BOD member's responsibilities may be paid additional remuneration in the form of a lump-sum fee, salary, commission, profit percentage, or other form as determined by the Board of Directors.

5. BOD members shall have the right to be reimbursed for all travel, accommodation, and other reasonable expenses incurred in the discharge of their duties as BOD members, including expenses incurred in attending General Meetings of Shareholders, Board of Directors meetings,

or meetings of BOD sub-committees.

6. The Company may purchase liability insurance for BOD members upon approval by the General Meeting of Shareholders. Such insurance shall not cover liability of BOD members arising from violations of applicable laws or this Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, and removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors may not concurrently serve as Chief Executive Officer.

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

- a) To prepare the programs and activity plans of the Board of Directors;
- b) To prepare the agenda, content, and materials for meetings; to convene, preside over, and chair meetings of the Board of Directors;
- c) To organize the approval of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- d) To chair the General Meeting of Shareholders;

e) The rights and obligations of the Company's legal representative as set out in Clause 4 of this Article;

f) Other rights and obligations as provided by the Law on Enterprises and this Charter.

4. The Chairman of the Board of Directors shall have the rights and obligations of the Company's legal representative as provided by the Law on Enterprises and this Charter, including:

- a) To represent the Company in exercising rights and fulfilling obligations arising from the Company's transactions; to represent the Company before competent state authorities; to represent the Company in establishing and executing the Company's transactions in accordance with applicable laws; to represent the Company in entering into contracts with individuals and organizations; and to serve as the lawful account holder representative for the Company's accounts opened at credit institutions;
- b) To decide on investment in and disposal of assets; to decide on and sign/enter into purchase, sale, loan, lending, commercial, civil, financial, pledge, mortgage, guarantee, security, indemnity, and other contracts and transactions with a value of less than 20% of the total asset value recorded in the Company's most recent quarterly financial statements. For contracts and transactions with a value equal to or exceeding 20% of the Company's total assets, the Chairman of the Board of Directors may sign/enter into such contracts only after approval by or authorization from the Board of Directors;
- c) To decide on the appointment, dismissal, and removal of persons holding positions that this Charter, resolutions of the General Meeting of Shareholders, or resolutions of the Board of Directors designate as falling within the authority of the Chairman of the Board of Directors. To decide on salary, remuneration, other benefits, and the signing and termination of labor contracts for managerial positions appointed by the Board of Directors or the Chairman of the Board of Directors;
- d) Other rights and obligations of the Company's legal representative as provided by the Law on Enterprises, the Civil Code, this Charter, resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors, or the BOD Operating Regulations.

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

6. Where the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairman in accordance with this Charter. Where no authorized person is available, or where the Chairman of the Board of Directors dies, goes missing, is placed in pre-trial detention, is serving a prison sentence, is serving an administrative measure at a compulsory drug rehabilitation facility or compulsory education facility, absconds from their place of residence, has their civil legal capacity restricted or lost, has difficulties in perception or behavioral control, or is prohibited by a court from holding certain positions, practicing certain professions, or performing certain work, the remaining members shall elect one of their number to serve as Chairman of the Board of Directors by a majority vote of the remaining members, until a new decision is made by the Board of Directors.

Notwithstanding the foregoing, the Chairman of the Board of Directors may delegate to subordinates and/or other persons the authority to perform one or more tasks falling within their authority.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors, which must be held within 07 working days from the conclusion of the BOD election. This meeting shall be convened and chaired by the member who received the highest number or highest proportion of votes. Where two or more members received an equal highest number or proportion of votes, the members shall vote by majority to select one of their number to convene the BOD meeting.

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

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

- a) Upon request of the Supervisory Board or an independent BOD member;
- b) Upon request of the Chief Executive Officer or at least 05 other executives;
- c) Upon request of at least 02 BOD members;
- d) Where the Chairman of the Board of Directors deems it necessary to convene a BOD meeting.

4. A request under Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions to be made that fall within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a BOD meeting within 07 working days from the date of receipt of a request under Clause 3 of this Article. Where the Chairman fails to convene a meeting as requested, the Chairman shall be liable for any losses incurred by the Company; the requesting party shall have the right to replace the Chairman in convening the BOD meeting.

6. The Chairman of the Board of Directors or the person convening the meeting must send the notice of the meeting at least 01 working day before the meeting date. The notice must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by the meeting materials and voting ballots for members. Meeting materials and voting ballots may be sent after the notice of the meeting but no later than 24 hours

before the commencement of the meeting.

The notice of a BOD meeting may be sent by written invitation, telephone, fax, electronic means, or other methods, ensuring delivery to the registered contact address of each BOD member.

The Chairman of the Board of Directors or the person convening the meeting shall send the notice and accompanying materials to Supervisory Board members in the same manner as to BOD members.

Supervisory Board members shall have the right to attend BOD meetings and to participate in discussions but shall not have the right to vote.

7. A BOD meeting shall be conducted when 3/4 or more of the total number of members are present. Where a meeting convened in accordance with this clause does not achieve the required quorum, it shall be reconvened within 07 days from the originally scheduled date of the first meeting. In such case, the meeting may be conducted if more than half of the total BOD members are present.

8. A BOD member shall be deemed to have attended and voted at a meeting in the following cases:

a) Attending and voting in person at the meeting;

b) Authorizing another person to attend and vote on their behalf in accordance with Clause 11 of this Article;

c) Attending and voting via online conference, electronic voting, or other electronic means;

d) Submitting a voting ballot to the meeting by post, fax, or email;

d) Submitting a voting ballot by other means in accordance with this Charter or the BOD Operating Regulations.

9. Where a voting ballot is submitted by post, it must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour before the opening of the meeting. The ballot may only be opened in the presence of all persons attending the meeting.

10. Members must attend all BOD meetings in full. A member may authorize another person to attend and vote on their behalf if approved by a majority of BOD members.

11. Resolutions and decisions of the Board of Directors shall be approved if agreed to by a majority of members present at the meeting. In the event of a tie, the final decision shall be determined by the vote of the Chairman of the Board of Directors.

Article 31. Sub-committees of the Board of Directors

1. The Board of Directors may establish sub-committees (or under such other name as the Board of Directors may determine) directly under its authority to oversee matters relating to development policy, personnel, remuneration, internal audit, and investment. The number of members of each sub-committee shall be determined by the Board of Directors, with a minimum of 02 members, comprising both BOD members and external members. The operations of sub-committees must comply with the regulations of the Board of Directors. A resolution of a sub-committee shall only take effect when approved by a majority of members present and voting at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors or of any sub-committee under the Board of Directors must comply with applicable laws and the provisions of this Charter.

Article 32. Corporate Governance Officer

1. The Board of Directors must appoint at least 01 corporate governance officer to support

corporate governance functions within the Company. The corporate governance officer may concurrently serve as Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The corporate governance officer may not simultaneously work for the approved audit organization currently auditing the Company's financial statements.

3. The corporate governance officer shall have the following rights and obligations:

- To advise the Board of Directors on the organization of General Meetings of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Company and its shareholders;
- To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- To advise on meeting procedures;
- To attend meetings;
- To advise on the procedures for preparing BOD resolutions in compliance with applicable laws;
- To provide financial information, copies of BOD meeting minutes, and other information to BOD members and Supervisory Board members;
- To monitor and report to the Board of Directors on the Company's information disclosure activities;
- To serve as the primary liaison with relevant stakeholders;
- To maintain confidentiality of information in accordance with applicable laws and this Charter;
- Other rights and obligations as provided by applicable laws and this Charter.

VIII. CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 33. Management Structure

The Company's management system must ensure that the management apparatus is accountable to and subject to the supervision and direction of the Board of Directors in the day-to-day business operations of the Company. The Company shall have a Chief Executive Officer, Deputy Chief Executive Officers, Chief Financial Officer, Chief Accountant, members of the Board of Management, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the foregoing positions must be effected by way of a resolution or decision of the Board of Directors, or a decision of the Chairman of the Board of Directors on the basis of authority delegated by the Board of Directors.

Article 34. Company Executives

1. The Company's executives comprise the Chief Executive Officer, Chief Accountant, and other executives appointed by the Board of Directors and entrusted with the management of the Company in accordance with this Charter.

2. The Company may recruit other executives in such numbers and with such qualifications as are appropriate to the organizational structure and management regulations of the Company as determined by the Board of Directors. Company executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.

3. The Chief Executive Officer and members of the Board of General Directors shall receive salary and bonuses. The salary and bonuses of the Chief Executive Officer and members of the Board of General Directors shall be determined by the Board of Directors.

4. The salary of the Board of General Directors shall be recorded as a business expense of the

Company in accordance with applicable corporate income tax laws, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors shall appoint 01 BOD member or engage another person as Chief Executive Officer.

2. The Chief Executive Officer is responsible for managing the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and before the law for the exercise of the rights and obligations assigned to them.

3. The term of office of the Chief Executive Officer shall not exceed 05 years and they may be reappointed for an unlimited number of terms. The Chief Executive Officer must satisfy the standards and conditions prescribed by applicable laws and this Charter.

4. The Chief Executive Officer shall have the following powers and obligations:

a) To decide on matters relating to the day-to-day business operations of the Company that do not fall within the authority of the Board of Directors;

b) To organize the implementation of resolutions and decisions of the Board of Directors;

c) To organize the implementation of the Company's business plans and investment plans;

d) To recommend the organizational structure and internal management regulations of the Company;

đ) To appoint, dismiss, and remove managerial positions within the Company, except for positions falling within the authority of the Board of Directors;

e) To decide on the salary and other benefits of employees of the Company, including managers falling within the appointment authority of the Chief Executive Officer;

g) To recruit employees;

h) To recommend dividend payment plans or plans for handling business losses;

i) Other rights and obligations as provided by applicable laws, this Charter, resolutions and decisions of the Board of Directors, and regulations issued by the Board of Directors.

The Chief Executive Officer shall exercise their rights and obligations within the scope consistent with resolutions and decisions of the Board of Directors and regulations issued by the Board of Directors. The Chief Executive Officer must manage the day-to-day business operations of the Company in accordance with applicable laws, this Charter, the labor contract entered into with the Company, and resolutions and decisions of the Board of Directors. Where the Chief Executive Officer manages in contravention of these provisions and thereby causes loss to the Company, the Chief Executive Officer shall be liable before the law and must compensate the Company for such loss.

5. The Chief Executive Officer must satisfy the following standards:

a) Not being subject to criminal prosecution, serving a prison sentence, or being prohibited from practicing in the securities sector in accordance with applicable laws;

b) Having a minimum of 02 years of working experience in the professional departments of organizations operating in the fields of finance, securities, banking, or insurance, or in the finance, accounting, or investment departments of other enterprises.

6. The Board of Directors may dismiss the Chief Executive Officer when a majority of BOD members with voting rights present at the meeting agree, and may appoint a new Chief

Executive Officer in their place.

Article 36. Appointment, Dismissal, Duties, and Powers of Other Executives

1. The Board of Directors may appoint or engage other persons as Company executives to participate in the management of the Company together with the Chief Executive Officer.

Other executives of the Company are persons who, together with the Chief Executive Officer, manage the day-to-day operations of the Company in the areas assigned by the Board of Directors; are subject to the supervision of the Board of Directors; and are accountable to the Board of Directors and before the law for the exercise of the rights and obligations assigned to them. Other executives of the Company include: the Chief Financial Officer, Deputy Chief Executive Officers, and other members of the Company's Board of Management.

2. The term of office of other executives of the Company shall not exceed 05 years and they may be reappointed for an unlimited number of terms. Other executives of the Company must satisfy the standards and conditions prescribed by applicable laws and this Charter.

3. Company executives shall have the rights and obligations as provided by applicable laws, this Charter, resolutions and decisions of the Board of Directors, and regulations issued by the Board of Directors.

Company executives shall exercise their rights and obligations within the scope consistent with resolutions and decisions of the Board of Directors and regulations issued by the Board of Directors. Company executives must manage the day-to-day business operations of the Company in accordance with applicable laws, this Charter, the labor contract entered into with the Company, and resolutions and decisions of the Board of Directors. Where a Company executive manages in contravention of the foregoing provisions and thereby causes loss to the Company, such executive shall be liable before the law and must compensate the Company for such loss.

IX. SUPERVISORY BOARD

Article 37. Nomination and Candidacy for the Supervisory Board

1. The nomination and candidacy for Supervisory Board members shall be as follows: (i) a shareholder or group of shareholders holding from 10% to less than 25% of the total ordinary shares may nominate 01 Supervisory Board candidate; (ii) a shareholder or group of shareholders holding from 25% to less than 35% of the total ordinary shares may nominate 02 Supervisory Board candidates; (iii) a shareholder or group of shareholders holding 35% or more of the total ordinary shares may nominate the full 03 Supervisory Board candidates.

2. Where the number of Supervisory Board candidates nominated remains insufficient to meet the requirements stipulated in Clause 1, Article 38 of this Charter, the incumbent Supervisory Board may propose additional candidates or organize nominations in accordance with this Charter, the Internal Corporate Governance Regulations, and the Supervisory Board Operating Regulations. The proposal of additional candidates by the incumbent Supervisory Board must be clearly disclosed prior to the vote of the General Meeting of Shareholders to elect Supervisory Board members, in accordance with applicable laws.

Article 38. Composition of the Supervisory Board and Head of the Supervisory Board

1. The Supervisory Board of the Company shall comprise 03 members. The term of office of Supervisory Board members shall not exceed 05 years and members may be re-elected for an unlimited number of terms.

2. Supervisory Board members must satisfy the standards and conditions stipulated in Article 169 of the Law on Enterprises and must not fall into any of the following categories:

- a) Working in the accounting or finance department of the Company;
 - b) Being a member or employee of the approved audit organization that audited the Company's financial statements in the immediately preceding 03 years.
3. A Supervisory Board member shall be dismissed in the following circumstances:
- a) No longer satisfying the standards and conditions for Supervisory Board membership as stipulated in Clause 2 of this Article;
 - b) Having submitted a resignation that has been accepted;
4. A Supervisory Board member shall be removed in the following circumstances:
- a) Failing to complete the duties and tasks assigned;
 - b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
 - c) Repeated or serious violations of the obligations of a Supervisory Board member as stipulated in the Law on Enterprises and this Charter;
 - d) Other circumstances as resolved by the General Meeting of Shareholders.
5. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; election, dismissal, and removal shall be by majority vote. More than half of the Supervisory Board members must be permanently resident in Vietnam. The Head of the Supervisory Board must hold a university degree or above in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business activities of the enterprise;
6. The Head of the Supervisory Board shall have the following rights and obligations:
- a) To convene meetings of the Supervisory Board;
 - b) To request the Board of Directors, the Chief Executive Officer, and other executives to provide relevant information for reporting to the Supervisory Board;
 - c) To prepare and sign the Supervisory Board's report, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Supervisory Board

The Supervisory Board shall have the rights and obligations stipulated in Article 170 of the Law on Enterprises and this Charter, as well as the following:

- 1. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved audit organizations to conduct the audit of the Company's financial statements; to decide on the approved audit organization to conduct inspections of the Company's operations; and to dismiss the approved auditor where deemed necessary.
- 2. To be accountable to shareholders for its supervisory activities.
- 3. To supervise the financial situation of the Company and compliance with applicable laws by BOD members, the Chief Executive Officer, the Chief Accountant, and other executives.
- 4. To ensure coordination with the Board of Directors, the Chief Executive Officer, and shareholders.
- 5. Where a violation of applicable laws or this Charter by a BOD member, the Chief Executive Officer, or other executives of the Company is discovered, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the person committing the violation to cease such violation, and propose remedial measures.
- 6. To develop the Supervisory Board Operating Regulations and submit them to the General Meeting of Shareholders for approval.

7. To report to the General Meeting of Shareholders in accordance with Article 290 of Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities.
8. To have the right to access records and documents of the Company kept at its registered office, branches, and other locations; and to have the right to visit the workplaces of the Company's managers and employees during working hours.
9. To have the right to request the Board of Directors, BOD members, the Chief Executive Officer, and other managers to provide complete, accurate, and timely information and documents on the management, administration, and business operations of the Company.
10. Other rights and obligations as provided by applicable laws and this Charter.

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice per year, with a minimum of two-thirds (2/3) of Supervisory Board members in attendance. Minutes of Supervisory Board meetings shall be prepared in detail and clearly. The minute-taker and all Supervisory Board members present at the meeting must sign the minutes. Meeting minutes of the Supervisory Board must be retained for the purpose of determining the responsibility of each Supervisory Board member.
2. The Supervisory Board shall have the right to request BOD members, the Chief Executive Officer, and representatives of the approved audit organization to attend and respond to matters requiring clarification.

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

The salary, remuneration, bonuses, and other benefits of Supervisory Board members shall be as follows:

1. Supervisory Board members shall receive salary, remuneration, bonuses, and other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits, and annual operating budget of the Supervisory Board.
2. Supervisory Board members shall be reimbursed for reasonable accommodation, travel, and independent advisory service expenses. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise resolved by the General Meeting of Shareholders.
3. The salary and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with applicable corporate income tax laws and other applicable laws, and must be presented as a separate item in the Company's annual financial statements.

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

BOD members, Supervisory Board members, the Chief Executive Officer, and other executives shall be responsible for performing their duties, including their duties as members of BOD sub-committees, honestly and diligently in the best interests of the Company.

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

1. BOD members, Supervisory Board members, the Chief Executive Officer, and other executives must disclose their related interests in accordance with the Law on Enterprises and other applicable laws.

2. BOD members, Supervisory Board members, the Chief Executive Officer, other executives, and their related persons may only use information obtained by virtue of their positions to serve the interests of the Company.

3. BOD members, Supervisory Board members, the Chief Executive Officer, and other executives shall be obliged to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of charter capital, and such persons themselves or their related persons, in accordance with applicable laws. For transactions approved by the General Meeting of Shareholders or the Board of Directors as described above, the Company must disclose information on such resolutions in accordance with applicable securities laws on information disclosure.

4. BOD members may not vote on transactions that confer a benefit on such members or their related persons in accordance with the Law on Enterprises and this Charter.

5. BOD members, Supervisory Board members, the Chief Executive Officer, other executives, and their related persons may not use or disclose to others any inside information for the purpose of conducting related transactions.

5a. The Chief Executive Officer must not be a related person of the Company's managers, the Supervisors of the Company and its parent company, representatives of state capital, or representatives of enterprise capital at the Company and its parent company, as defined in Point d, Clause 46, Article 4 of the Law on Securities.

6. Transactions between the Company and one or more BOD members, Supervisory Board members, the Chief Executive Officer, other executives, and individuals or organizations related to such persons shall not be void in the following circumstances:

a) For transactions with a value of less than or equal to 20% of the total asset value recorded in the most recent quarterly financial statements, the material terms of the contract or transaction, as well as the relationships and interests of the BOD members, Supervisory Board members, the Chief Executive Officer, and other executives, have been reported to the Board of Directors and approved by a majority vote of BOD members without related interests;

b) For transactions with a value exceeding 20%, or transactions where the cumulative value of transactions arising within 12 months from the date of the first transaction equals or exceeds 20% of the total asset value recorded in the most recent quarterly financial statements, the material terms of the transaction, as well as the relationships and interests of the BOD members, Supervisory Board members, the Chief Executive Officer, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders without related interests.

Article 43. Liability for Damages and Indemnification

1. BOD members, Supervisory Board members, the Chief Executive Officer, and other executives who violate their duties and obligations of loyalty and diligence, or who fail to fulfill their obligations, shall be liable for losses caused by such violations.

2. The Company shall indemnify persons who are, were, or may become a party to any claim, suit, or prosecution (including civil and administrative proceedings, but excluding proceedings initiated by the Company as claimant) if such person is or was a BOD member, Supervisory Board member, Chief Executive Officer, other executive, employee, or authorized representative of the Company who has acted or is acting within the scope of their mandate, honestly and diligently in the best interests of the Company, in compliance with applicable laws, and where

there is no evidence confirming that such person has breached their responsibilities.

3. Indemnifiable expenses include judgment costs, fines, and amounts actually incurred (including legal fees) in resolving such matters to the extent permitted by law. The Company may purchase insurance for such persons to cover the foregoing indemnification liabilities.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 44. Right to Inspect Books and Records

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

a) Ordinary shareholders shall have the right to review, look up, and extract information on their own name and contact address in the list of shareholders with voting rights; to request correction of any inaccurate personal information; and to review, look up, extract, or copy this Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to review, look up, and extract the number of minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions that must be approved by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets.

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

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

4. The Company must retain this Charter and all amendments and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of General Meetings of Shareholders and Board of Directors meetings, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by applicable laws, at the Company's registered office or at another location as determined by the Chairman of the Board of Directors.

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

XII. EMPLOYEES AND TRADE UNIONS

Article 45. Employees and Trade Unions

1. The Chief Executive Officer and other executives must prepare plans for approval by the Board of Directors on matters relating to the recruitment and termination of employees, salary, social insurance, welfare, commendation, and disciplinary measures applicable to employees and enterprise executives.

2. The Chief Executive Officer and other executives must prepare plans for approval by the Board of Directors on matters relating to the Company's relationship with trade union organizations, in accordance with best management standards, practices, and policies, as well as the practices and policies set out in this Charter, the Company's regulations, and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders shall decide on the annual dividend rate and the form of dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or any other payments relating to a class of shares.
3. The Board of Directors may recommend to the General Meeting of Shareholders the approval of payment of all or part of dividends in the form of shares, and the Board of Directors shall be the implementing body for such decision.
4. Where dividends or other amounts relating to a class of shares are paid in cash, the Company must make payment in Vietnamese dong. Payment may be made directly or through banks on the basis of bank account details provided by shareholders. Where the Company has made a transfer in accordance with the bank account details provided by a shareholder but such shareholder has not received the funds, the Company shall not be liable for the amount transferred to such shareholder. Dividend payments in respect of shares listed or registered for trading on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall approve a resolution or decision establishing a specific date for the closing of the shareholder register. Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or share dividends, notices, or other documents.
6. Other matters relating to profit distribution shall be carried out in accordance with applicable laws.

XIV. BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING REGIME

Article 47. Bank Accounts

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

Article 48. Financial Year

The Company's financial year commences on January 1 and ends on December 31 of each year. The first financial year commences on the date of issuance of the Enterprise Registration Certificate and ends on December 31 of the year in which the Company is established.

Article 49. Accounting Regime

1. The accounting regime applied by the Company shall be the enterprise accounting regime or a specialized accounting regime issued or approved by the competent authorities.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with applicable accounting laws and related regulations. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The Company shall use Vietnamese dong as its accounting currency. Where the Company's principal economic transactions are denominated in a foreign currency, the Company may elect to use that foreign currency as its accounting currency, shall bear legal responsibility for such

election, and shall notify the directly managing tax authority accordingly.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT, AND INFORMATION DISCLOSURE

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

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

Article 51. Annual Report

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

Article 52. Information Disclosure Obligations

The Company shall carry out information disclosure in strict compliance with applicable laws on securities and the securities market.

XVI. COMPANY AUDIT

Article 53. Audit

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

XVII. ENTERPRISE SEAL

Article 54. Enterprise Seal

1. The seal includes seals produced at seal-engraving establishments or seals in the form of digital signatures in accordance with applicable laws on electronic transactions.
2. The Board of Directors shall decide on the type, number, form, and content of the seals of the Company and of its branches, transaction offices, and representative offices (if any).
3. The Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer, and other executive officers of the Company shall use and manage the seals in accordance with applicable laws.

XVIII. DISSOLUTION AND REORGANIZATION OF THE COMPANY

Article 55. Dissolution of the Company

1. The Company may be dissolved in the following circumstances:
 - a) Pursuant to a resolution or decision of the General Meeting of Shareholders;

- b) Upon revocation of the Enterprise Registration Certificate, except where the Law on Tax Administration provides otherwise;
 - c) Other circumstances as prescribed by law.
2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to, or approved by, the competent authorities as required by applicable law.
3. At least 06 months after the dissolution decision, the Board of Directors shall establish a Liquidation Committee comprising 03 members, of whom 02 shall be appointed by the General Meeting of Shareholders and 01 shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs relating to the liquidation shall be settled by the Company on a priority basis before other obligations of the Company.
4. The Liquidation Committee shall report to the Business Registration Authority on its establishment date and commencement date of operations. From that point onwards, the Liquidation Committee shall represent the Company in all matters relating to the Company's liquidation before courts and administrative authorities.
5. Proceeds from the liquidation shall be applied in the following order of priority: liquidation costs; outstanding wages, severance allowances, social insurance contributions, and other entitlements of employees under collective labor agreements and signed labor contracts; tax liabilities; and other obligations of the Company. Any amount remaining after settlement of all the foregoing obligations shall be distributed to shareholders. Preferred shares shall receive priority in payment.

Article 56. Reorganization of the Company

1. Any reorganization of the Company (division, separation, consolidation, merger, or conversion of the Company's form) must be approved by the General Meeting of Shareholders.
2. The procedures, processes, and related matters concerning the reorganization of the Company shall be carried out in accordance with the Enterprises Law, the Securities Law, and their implementing regulations.

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 57. Resolution of Internal Disputes

1. In the event of a dispute or complaint arising in connection with the Company's operations, or the rights and obligations of shareholders as provided under the Enterprises Law, this Charter, other applicable laws, or agreements between:

- a) A shareholder and the Company;
- b) A shareholder and the Board of Directors, the Supervisory Board, the Chief Executive Officer, or other executive officers;

The relevant parties shall endeavor to resolve such dispute through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and require each party to present information relevant to the dispute within ten (10) working days from the date the dispute arises. Where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Supervisory Board to designate an independent expert to serve as mediator for the dispute resolution process.

2. If a mediated settlement is not reached within 06 weeks from the commencement of the

mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to Arbitration or a Court of competent jurisdiction.

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

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 58. Amendments and Supplements to the Company's Charter

1. Any amendment or supplement to this Charter must be considered and decided upon by the General Meeting of Shareholders.

2. Where applicable laws governing the Company's operations address matters not covered in this Charter, or where new legal provisions render any clause of this Charter contrary to law, such legal provisions shall prevail and govern the Company's operations accordingly.

XXI. EFFECTIVENESS

Article 59. Effectiveness

1. This Charter comprises 59 articles and was unanimously approved by the Company's General Meeting of Shareholders on June 24, 2025, and amended and supplemented on June 26, 2026, with the full text of this Charter accepted as binding by all parties. Clause 1, Article 6 (provisions on the charter capital amount) of this Charter is amended and supplemented pursuant to Resolution No. 157/2026/NQ-HĐQT dated 11/09/2026 of the Board of Directors. This Charter supersedes all previously issued charters of the Company.

2. This Charter is made in three (03) originals of equal legal validity, all of which shall be retained at the Company's head office.

3. This Charter is the sole and official charter of the Company.

4. Copies or excerpts of this Charter shall be valid upon signature by the Chairman of the Board of Directors or by at least 1/2 of the total members of the Board of Directors.

Full name and signature of the Company's Legal Representative:

CHIEF EXECUTIVE OFFICER

CHAIRMAN OF THE BOARD OF DIRECTORS

(Signed)

(Signed)

MAI HUU DAT

VU HIEN