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Independence - Freedom - Happiness

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PHẦN GIAO
NHẬN VẬN TẢI
NGOẠI THƯƠNG**

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CHARTER
THE VAN CARGOES AND FOREIGN TRADE LOGISTICS JOINT STOCK
COMPANY
(VNT LOGISTICS)

Hanoi, 27 October 2026



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PREAMBLE

This Charter is amended, supplemented and adopted pursuant to Resolution No. 02/2026/NQ-DHĐCD-VNT of the General Meeting of Shareholders dated 27 October 2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall have the meanings set out below:

- a) *Charter capital* means the aggregate par value of shares sold or subscribed for upon establishment of the joint stock company and as provided in Article 6 of this Charter;
- b) *Voting capital* means share capital whose holders have the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;
- c) *Law on Enterprises* means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2020;
- d) *Law on Securities* means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 26 November 2019;
- đ) *Viet Nam* means the Socialist Republic of Viet Nam;
- e) *Date of establishment* means the date on which the Company was first issued its Enterprise Registration Certificate;
- g) *Executives of the enterprise* means the General Director, Deputy General Directors and Chief Accountant;
- h) *Managers of the enterprise* means the Company's managers, including the Chairman of the Board of Directors, members of the Board of Directors and the General Director;
- i) *Related person* means an individual or organization specified in Clause 46, Article 4 of the Law on Securities;
- k) *Shareholder* means an individual or organization owning at least one share in the joint stock company;
- l) *Founding shareholder* means a shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint stock company;
- m) *Major shareholder* means a shareholder specified in Clause 18, Article 4 of the Law on Securities;
- n) *Duration of operation* means the Company's period of operation specified in Article 2 of this Charter as adopted by the Company's General Meeting of Shareholders;
- o) *Stock Exchange* means the Viet Nam Stock Exchange and its subsidiaries.

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

3. Headings (Sections and Articles of this Charter) are used for ease of understanding and shall not affect the contents of this Charter.

II. NAME, LEGAL FORM, REGISTERED OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION

OF OPERATION AND LEGAL REPRESENTATIVES OF THE COMPANY

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

1. Name of the Company

- Vietnamese name of the Company: CÔNG TY CỔ PHẦN GIAO NHẬN VẬN TẢI NGOẠI THƯƠNG
- Foreign-language name of the Company: THE VAN CARGOES AND FOREIGN TRADE LOGISTICS JOINT STOCK COMPANY
- Abbreviated name of the Company: VNTLOGISTICS.,JSC

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

3. Registered office of the Company: No. 2 Bich Cau, O Cho Dua Ward, Hanoi City, Viet Nam

- Head office address:
- Telephone: +84.0243.7321 090
- Fax: +84 .0243.7321 083
- E-mail: info@vntlogistics.com
- Website: www.vnlogistics.com

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

5. Unless its operation is terminated earlier as provided in Clause 2, Article 54, the Company's duration of operation shall be indefinite from the date of establishment.

Article 3. Legal representatives of the Company

The Company has 02 legal representatives, comprising:

1. The Chairman of the Board of Directors;
2. The General Director;

The powers and obligations of the legal representatives are prescribed in this Charter, the Company's Corporate Governance Regulations and the law.

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

Article 4. Objectives of the Company

1. Business lines of the Company:

Business line code	Name of business line
5229	<p>Other transportation support service activities. Details:</p> <ul style="list-style-type: none"> - Provision of freight forwarding and transportation services for import and export cargo; - Brokerage of vessel chartering and leasing for domestic and foreign cargo owners and shipowners; - Forwarding agency services for foreign forwarding and transportation companies; - Shipping agency services; - Multimodal freight transportation; - Commercial services and services related to the forwarding and transportation of import and export cargo (customs procedures, reprocessing, packaging, inspection of import and export cargo packages). <p>(Excluding activities in Section A, business lines for which market access is not yet permitted for foreign investors, of Appendix I to Government Decree No. 96/2026/ND-CP dated 31 March 2026; excluding maritime pilotage and aviation-related activities)</p>
4719	<p>Other retail sale in non-specialized stores, details: Operation of supermarkets and shopping centres (Excluding activities in Section A, business lines for which market access is not yet permitted for foreign investors, of Appendix I to Government Decree No. 96/2026/ND-CP dated 31 March 2026)</p>
8230	<p>Organization of trade introduction and promotion Details: Organization of trade fairs, exhibitions, conferences, seminars, and product and goods displays and introductions (Excluding activities in Section A, business lines for which market access is not yet permitted for foreign investors, of Appendix I to Government Decree No. 96/2026/ND-CP dated 31 March 2026)</p>
8299	<p>Other business support service activities not elsewhere classified Details: Direct import and export business and entrusted import and export services (Excluding activities in Section A, business lines for which market access is not yet permitted for foreign investors, of Appendix I to Government Decree No. 96/2026/ND-CP dated 31 March 2026)</p>
6810	<p>Real estate business, land use rights belonging to owners or users or held under lease. Details: Real estate business. (In accordance with Article 9 of the Law on Real Estate Business and relevant laws)</p>
4933	<p>Freight transport by road. Details:</p> <ul style="list-style-type: none"> - Domestic and transit freight transportation; transportation of import and export cargo; - Transportation of oversized and overweight cargo. <p>(Excluding activities in Section A, business lines for which market access is not yet permitted for foreign investors, of Appendix I to Government Decree No. 96/2026/ND-CP dated 31 March 2026) (In accordance with specialized laws on road transportation)</p>
5224	<p>Cargo handling Details: Handling of cargo and baggage transported by sea</p>

Business line code	Name of business line
5310	Postal activities Details: Provision of domestic and international postal services (Excluding activities in Section A, business lines for which market access is not yet permitted for foreign investors, of Appendix I to Government Decree No. 96/2026/ND-CP dated 31 March 2026)
5320	Courier activities Details: Provision of domestic and international courier services (Excluding activities in Section A, business lines for which market access is not yet permitted for foreign investors, of Appendix I to Government Decree No. 96/2026/ND-CP dated 31 March 2026)
4610	Agency, brokerage and auction of goods Details: Maritime brokerage (Excluding activities in Section A, business lines for which market access is not yet permitted for foreign investors, of Appendix I to Government Decree No. 96/2026/ND-CP dated 31 March 2026; excluding auction activities)
4291	Construction of water works (Excluding activities in Section A, business lines for which market access is not yet permitted for foreign investors, of Appendix I to Government Decree No. 96/2026/ND-CP dated 31 March 2026; excluding maritime pilotage)
Business lines whose codes do not match the Viet Nam Standard Industrial Classification	For conditional business lines, the enterprise shall conduct business only when all conditions prescribed by law have been satisfied.

2. Objectives of the Company: The Company is established to mobilize and use capital efficiently, enhance its autonomy and competitiveness, strengthen its management organization and develop freight forwarding and transportation services and other services with the aim of earning high profits, protecting shareholders' interests and increasing their returns, providing stable employment for employees, contributing to the State budget and developing an increasingly strong Company.

Article 5. Scope of business and operations of the Company

The Company is permitted to conduct business in the business lines specified in this Charter which have been registered, for which changes to registered particulars have been notified to the business registration authority, and which have been 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 166,994,970,000** (One hundred and sixty-six billion nine hundred and ninety-four million nine hundred and seventy thousand Vietnamese dong).

The Company's total charter capital is divided into 16,699,497 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 the law.

3. The Company's shares as at the date of adoption of this Charter consist solely of ordinary shares. The rights and obligations of shareholders are specified 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 the law.

5. The names, addresses, numbers of shares and other information about founding shareholders as prescribed by the Law on Enterprises are set out in the attached appendix. This appendix forms part of this Charter.

Ordinary shares must first be offered to existing shareholders in proportion to their ordinary shareholdings in the Company, unless otherwise decided by the General Meeting of Shareholders. The Board of Directors shall decide on any shares not fully subscribed for by shareholders. The Board of Directors may distribute such shares to shareholders and other persons on terms no more favourable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its own issued shares in the manner prescribed in this Charter and the current law.

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

Article 7. Share certificates

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

2. A share is a security certifying its holder's lawful rights and interests in a portion of the issuer's share capital. Share certificates must contain all particulars prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 15 days from submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within 05 days from full payment for shares in accordance with the Company's share issuance plan (or another period prescribed in the terms of issue), the holder of the shares shall be issued a share certificate. Shareholders are not required to pay the Company the cost of printing share certificates.

4. If a share certificate is lost, damaged or otherwise destroyed, the Company shall reissue it at the shareholder's request. The shareholder's request must include the following:

- a) Information on the share certificate that has been lost, damaged or otherwise destroyed;
- b) An undertaking to bear responsibility for 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 Company's seal.

Article 9. Transfer of shares

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

2. Shares that have not been fully paid for may not be transferred and shall not carry associated benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the right to subscribe for newly offered shares and other benefits prescribed by law.

Article 10. Forfeiture of shares

1. If a shareholder fails to pay in full and on time the amount payable for the purchase of shares, the Board of Directors shall give notice and may require that shareholder to pay the

outstanding amount and bear liability, corresponding to the aggregate par value of the shares subscribed for, for the Company's financial obligations arising from the failure to pay in full.

2. The above payment notice must specify a new payment deadline of at least 07 days from the date the notice is sent, the place of payment, and state clearly that, in the event of failure to make payment as required, the shares that have not been fully paid for shall be forfeited.

3. The Board of Directors may forfeit shares that have not been fully paid for on time if the requirements of the above notice are not complied with.

4. Forfeited shares shall be deemed shares available for offering as specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may sell or redistribute them directly or authorize their sale or redistribution on such terms and in such manner as it considers appropriate.

5. A shareholder holding forfeited shares shall cease to be a shareholder in respect of those shares, but shall remain liable, corresponding to the aggregate par value of the shares subscribed for, for the Company's financial obligations arising at the time of forfeiture pursuant to the decision of the Board of Directors, from the date of forfeiture until payment is made. The Board of Directors shall have full discretion to enforce payment of the entire value of the shares at the time of forfeiture.

6. Notice of forfeiture shall be sent to the holder of the forfeited shares before the forfeiture takes place. The forfeiture shall remain effective even if there is an error or negligence in sending the notice.

V. ORGANIZATIONAL, GOVERNANCE AND SUPERVISORY STRUCTURE

Article 11. Organizational, governance and supervisory structure

The Company's management, governance and supervisory structure comprises:

1. The General Meeting of Shareholders.
2. The Board of Directors and the Board of Supervisors.
3. The General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:

- a) To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly, through an authorized representative or in another form prescribed by law. Each ordinary share carries one vote;
- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
- c) To have priority in subscribing for new shares in proportion to each shareholder's ordinary shareholding in the Company;
- d) To freely transfer their shares to other persons, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
- d) To review, inspect and extract information on names and contact addresses in the list of shareholders entitled to vote; to request correction of their inaccurate information;
- e) To review, inspect, extract or copy the Company Charter, minutes of meetings of the General Meeting 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 in proportion to their shareholdings in the Company;
- h) To request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same class confers equal rights, obligations and interests on its holder. If the Company has classes of preference shares, the rights and obligations attached to those classes 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 the law;
- l) To have their lawful rights and interests protected; to request suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights prescribed by law and this Charter.

2. A shareholder or group of shareholders owning 5% or more of the total ordinary shares has the following rights:

- a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) To review, inspect and extract the register of minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions requiring approval of the Board of Directors and other documents, excluding documents relating to the Company's commercial and business secrets;
- c) To request the Board of Supervisors to examine specific matters relating to the management and operation of the Company when deemed necessary. The request must be in writing and include the following: full name, contact address, nationality and legal identification document number for an individual shareholder; name, enterprise code or legal document number and head office address for an organizational shareholder; the number of shares and the time of share registration of each shareholder, the aggregate number of shares of the group and its ownership percentage in the Company's total shares; the matter to be examined and the purpose of examination;
- d) To propose matters for inclusion in the agenda of a meeting of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must specify the shareholder's name, the number of shares of each class held and the matter proposed for inclusion in the agenda;
- d) Other rights prescribed by law and this Charter.

3. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors and the Board of Supervisors. Nomination to the Board of Directors and the Board of Supervisors shall be conducted as follows:

- a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting of the formation of the group before the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this Clause may nominate one or more persons as candidates for the Board of Directors and the Board of Supervisors as decided by the General Meeting of Shareholders. If the number of candidates nominated by a shareholder or group of shareholders is less than the number they are entitled to nominate under the

decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares they have committed to purchase.
2. Not to withdraw capital contributed in the form of ordinary shares from the Company in any form, except where the shares are repurchased by the Company or another person. If a shareholder withdraws part or all of the contributed share capital contrary to this Clause, that shareholder and persons with related interests in the Company shall be jointly liable for the Company's debts and other property obligations up to the value of the withdrawn shares and for any damage incurred.
3. To comply with the Company Charter and the Company's Internal Management Regulations.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential information provided by the Company in accordance with the Company Charter and the law; to use such information solely to exercise and protect their lawful rights and interests; dissemination, copying or forwarding of information provided by the Company to other organizations or individuals is strictly prohibited.
6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another individual or organization to attend and vote at the meeting;
 - c) Attending and voting through an online conference, electronic voting or other electronic means;
 - d) Sending voting ballots to the meeting by post, fax or e-mail;
 - d) Sending voting ballots by other means prescribed in a resolution of the Board of Directors.
7. To bear personal liability when acting in the name of the Company in any form to commit any of the following acts:
 - a) Violating the law;
 - b) Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals;
 - c) Paying debts that are not yet due in the face of financial risks to the Company.
8. To fulfil other obligations under the current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders entitled to vote and is the Company's highest decision-making body. The annual General Meeting of Shareholders shall be held once a year within four (04) months from the end of the financial year. The Board of Directors shall decide to extend the time for holding the annual General Meeting of Shareholders where necessary, but no later than 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 a meeting of the General Meeting of Shareholders is the place where the chairperson attends the meeting and must be within the territory of Viet Nam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company Charter, in particular approval of the audited annual financial statements. If 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 auditing the Company's financial statements to attend the annual General Meeting of Shareholders, and the representative of that approved audit organization shall be responsible for attending the Company's annual General Meeting of Shareholders.

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

- a) The Board of Directors considers it necessary in the interests of the Company;
- b) The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number prescribed by law;
- c) At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; a request to convene a meeting of the General Meeting of Shareholders must be made in writing, stating the reasons and purposes of the meeting, and bearing all signatures of the relevant shareholders, or be prepared in multiple copies which together contain all signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- d. Other cases prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the remaining number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors falls within Point b, Clause 3 of this Article, or from receipt of a request specified in Points c and d, Clause 3 of this Article;

b) If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the following 30 days the Board of Supervisors shall replace the Board of Directors in convening the meeting in accordance with Clause 3, Article 140 of the Law on Enterprises;

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

In this case, the shareholder or group of shareholders convening the meeting may request the Business Registration Authority to supervise the procedures for convening and conducting the meeting and adopting decisions of the General Meeting of Shareholders. All costs of convening and holding the meeting shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders in attending the meeting, including accommodation, meals and travel expenses.

d) The procedures for holding a meeting of the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

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

- a) To approve the Company's development orientation;
- b) To decide on the classes of shares and the total number of shares of each class available for offering; to decide the annual dividend for each class of shares;
- c) To elect, relieve from office and remove members of the Board of Directors and members of the Board of Supervisors;
- d) To decide on investment in or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
- d) To decide on amendments and supplements to the Company Charter;
- e) To approve annual financial statements;
- g) To decide on repurchase of more than 10% of the total shares sold of each class;
- h) To consider and handle violations by members of the Board of Directors and members of the Board of Supervisors causing damage to the Company and its shareholders;
- i) To decide on reorganization and dissolution of the Company;
- k) To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- l) To approve the Internal Governance Regulations and the Operating Regulations of the Board of Directors and the Board of Supervisors;
- m) To approve the list of approved audit firms; to decide on an approved audit firm to examine the Company's operations and to dismiss an approved auditor when deemed necessary;
- n) Other rights and obligations prescribed by law.

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

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) The Board of Directors' report on governance and the performance of the Board of Directors and each of its members;
- d) The Board of Supervisors' report on the Company's business results and the performance of the Board of Directors and the General Director;
- d) The self-assessment report on the performance of the Board of Supervisors and its members;
- e) The dividend per share of each class;
- g) The number of members of the Board of Directors and the Board of Supervisors;
- h) Election, relief from office and removal of members of the Board of Directors and the Board of Supervisors;
- i) Decision on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- k) Approval of the list of approved audit firms; decision on an approved audit firm to examine the Company's operations when deemed necessary;
- l) Additions and amendments to the Company Charter;

- m) The classes of shares and the number of new shares to be issued for each class, and the transfer of shares by founding members within the first 03 years from the date of establishment;
- n) Division, separation, consolidation, merger or conversion of the Company;
- o) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
- p) Decision on investment in or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
- q) Decision on repurchase of more than 10% of the total shares sold of each class;
- r) The Company's entry into contracts and transactions with the persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total asset value recorded in its most recent financial statements;
- s) Approval of transactions specified in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities;
- t) Approval of the Internal Corporate Governance Regulations, the Operating Regulations of the Board of Directors and the Operating Regulations of the Board of Supervisors;
- u) Other matters prescribed by law and this Charter.

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

Article 16. Authorization to attend meetings of the General Meeting of Shareholders

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

2. Authorization for an individual or organization to represent a shareholder at a meeting of the General Meeting of Shareholders under Clause 1 of this Article must be made in writing. The authorization document shall be prepared in accordance with civil law and must state clearly the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares covered by the authorization, the content, scope and term of the authorization, and the signatures of the authorizing party and the authorized party.

A person authorized to attend a meeting of the General Meeting of Shareholders must submit the authorization document upon registration for the meeting. In the case of sub-authorization, the attendee must also present the original authorization document of the shareholder or the authorized representative of an organizational shareholder (if not previously registered with the Company).

3. The voting ballot of a person authorized to attend the meeting within the scope of authorization shall remain valid when one of the following circumstances occurs, except where:

- a) The authorizing person has died, has restricted civil act capacity or has lost civil act capacity;
- b) The authorizing person has revoked the appointment under the authorization;
- c) The authorizing person has revoked the authority of the person effecting the authorization.

This provision shall not apply if the Company receives notice of one of the above events before the opening of the meeting of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Changes to rights

1. Any variation or cancellation of special rights attached to a class of preference shares shall take effect upon approval by shareholders representing at least 65% of the total votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on a matter adversely changing the rights and obligations of holders of preference shares shall only be adopted if approved by holders of the same class of preference shares attending the meeting who own at least 75% of the total preference shares of that class, or by holders of the same class of preference shares owning at least 75% of the total preference shares of that class where the resolution is adopted by collecting written opinions.
2. A meeting of holders of a class of preference shares to approve the above variation of rights shall be valid only if at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class are present. If the above quorum is not met, the meeting shall be reconvened within the following 30 days, and the holders of shares of that class present in person or through authorized representatives (regardless of their number and the number of shares held) shall be deemed to constitute the required quorum. At the above meetings of preference shareholders, holders of shares of that class present in person or through representatives may demand 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 be similar to those prescribed in Articles 19, 20 and 21 of this Charter.
4. Unless otherwise provided in the terms of issue of the shares, special rights attached to classes of shares having preferential rights in respect of some or all matters relating to the distribution of the Company's profits or assets shall not be varied by the Company's issuance of additional shares of the same class.

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

1. The Board of Directors shall convene annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors shall convene extraordinary meetings in the cases specified in Clause 3, Article 14 of this Charter.
2. The person convening a meeting of the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare the list of shareholders eligible to attend and vote at the meeting of the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting shall be prepared no more than 10 days before the date of sending the meeting notice. The Company must disclose information on preparation of the list of shareholders entitled to attend the meeting at least 20 days before the record date;
 - b) Prepare the meeting agenda and contents;
 - c) Prepare meeting documents;
 - d) Draft resolutions of the General Meeting of Shareholders based on the proposed meeting contents; d) Determine the time and venue of the meeting;
 - e) Notify and send the meeting notice to all shareholders entitled to attend;
 - g) Other tasks in preparation for the meeting.
3. The notice of a meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to their contact addresses, and shall also be published on the websites of the Company, the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person

convening the meeting must send the notice to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date of the meeting (calculated from the date on which the notice is duly sent or dispatched). The meeting agenda and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. If the documents are not enclosed with the meeting notice, the notice must clearly state the link to all meeting documents so that shareholders can access them, including:

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

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

5. The person convening the meeting may reject a proposal specified in Clause 4 of this Article in any of the following cases:

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

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

Article 19. Conditions for holding meetings of the General Meeting of Shareholders

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

2. If the first meeting does not satisfy the conditions for being held under Clause 1 of this Article, notice of a second meeting shall be sent within 30 days from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders shall be held when the attending shareholders represent at least 33% of the total votes.

3. If the second meeting does not satisfy the conditions for being held under Clause 2 of this Article, notice of a third meeting must be sent within 20 days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders shall be held regardless of the total votes of the attending shareholders.

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

1. Before opening the meeting, the Company must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend who are present have been registered, in the following order:

a) Upon shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card stating the registration number, the shareholder's full name, the authorized representative's full name and the shareholder's number of votes. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by votes in favour, against and abstentions. At the meeting, cards voting in favour of the resolution shall be collected first, followed by cards voting against the resolution, and the total votes in favour or against shall then be counted to reach a decision. The chairperson shall announce the vote-counting results immediately before the close of the meeting. The meeting shall elect persons responsible for counting votes or supervising vote counting at the chairperson's proposal. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders at the proposal of the meeting chairperson;

b) A shareholder, authorized representative of an organizational shareholder or authorized person arriving after the meeting has opened may register immediately and may then participate and vote at the meeting immediately after registration. The chairperson is not obliged to stop the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on shall remain unchanged.

2. The election of the chairperson, secretary and vote-counting committee is prescribed as follows:

a) The Chairman of the Board of Directors shall chair, or authorize another member of the Board of Directors to chair, a meeting of the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of themselves to chair the meeting by majority vote. If no chairperson can be elected, the Head of the Board of Supervisors shall preside over the election by the General Meeting of Shareholders of a chairperson from among the attendees, and the person receiving the highest number of votes shall chair the meeting;

b) Except in the case specified in Point a of this Clause, the person signing the notice convening the meeting shall preside over the election by the General Meeting of Shareholders of the meeting chairperson, and the person receiving the highest number of votes shall chair the meeting;

c) The chairperson shall appoint one or more persons as meeting secretary;

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

3. The meeting agenda and contents must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically allocate time to each matter on the meeting agenda.

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

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

b) Ensure the safety of all persons present at the meeting venues;

c) Facilitate shareholders' attendance (or continued attendance) at the meeting. The person convening the General Meeting of Shareholders shall have full authority to change the above measures and apply all necessary measures. Such measures may include issuing admission passes or using other forms of selection.

5. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by votes in favour, against and abstentions. The chairperson shall announce the vote-counting results immediately before the close of the meeting.

6. A shareholder or authorized attendee arriving after the meeting has opened may still register and vote immediately after registration; in this case, the validity of matters already voted on shall remain unchanged.

7. The person convening the meeting or the meeting chairperson has the following rights:

a) To require all attendees to undergo checks or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders persons who fail to comply with the chairperson's authority to conduct the meeting, deliberately disrupt order, obstruct the normal progress of the meeting or fail to comply with security check requirements.

8. The chairperson may postpone a meeting of the General Meeting of Shareholders for which a quorum has registered for no more than 03 working days from the intended opening date, and may postpone the meeting or change its venue only in the following cases:

a) The venue does not have sufficient suitable seating for all attendees;

b) The communication facilities at the venue do not enable attending shareholders to participate, discuss and vote;

c) An attendee obstructs or disrupts order, creating a risk that the meeting cannot be conducted fairly and lawfully.

9. If the chairperson postpones or suspends a meeting of the General Meeting of Shareholders contrary to Clause 8 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the chairperson and conduct the meeting until its conclusion; all resolutions adopted at that meeting shall be effective.

10. If the Company uses modern technology to hold the General Meeting of Shareholders through an online meeting, the Company shall ensure that shareholders can attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Government Decree No. 155/NĐ-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities.

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

1. A resolution on the following matters shall be adopted if approved by shareholders representing at least 65% of the total votes of all shareholders attending and voting, except in the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

a) The classes of shares and the total number of shares of each class;

b) Changes to business lines and sectors;

c) Changes to the Company's management organizational structure;

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

d) Reorganization or dissolution of the Company;

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

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

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

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

1. The Board of Directors may collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders when it considers this necessary in the Company's interests, except in the cases specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders and documents explaining the draft resolutions, and send them to all shareholders entitled to vote no later than 10 days before the deadline for returning the opinion forms. The requirements and methods for sending opinion forms and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. An opinion form must contain the following principal particulars:

a) Name, head office address and enterprise code;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality and legal identification document number for an individual shareholder; name, enterprise code or legal document number and head office address for an organizational shareholder, or full name, contact address, nationality and legal identification document number of the representative of an organizational shareholder; the number of shares of each class and the shareholder's number of votes;

d) Matters on which opinions are sought for adoption of decisions;

d) Voting options comprising approval, disapproval and abstention for each matter on which opinions are sought;

e) The deadline for returning the completed opinion form to the Company;

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send completed opinion forms to the Company by post, fax or e-mail as follows:

a) If sent by post, a completed opinion form must bear the signature of the individual shareholder or the authorized representative or legal representative of the organizational shareholder. Opinion forms returned to the Company must be enclosed in sealed envelopes, and no person may open them before vote counting;

b) If sent by fax or e-mail, opinion forms returned to the Company must be kept confidential until vote counting;

c) Opinion forms returned to the Company after the deadline stated in the form, or opened in the case of postal submission or disclosed in the case of fax or e-mail submission, shall be invalid. Opinion forms not returned shall be deemed non-participation in voting.

5. The Board of Directors shall count votes and prepare vote-counting minutes in the presence of the Board of Supervisors or a shareholder who does not hold a managerial position in the Company. The vote-counting minutes must contain the following principal particulars:

- a) Name, head office address and enterprise code;
- b) The purpose and matters on which opinions are sought for adoption of resolutions;
- c) The number of shareholders and total votes participating in the voting, distinguishing valid and invalid votes and the method of submitting voting ballots, together with an appendix listing shareholders participating in the voting;
- d) The total votes in favour, against and abstentions for each matter; d) Matters approved and the corresponding approval percentages;
- e) Full names and signatures of the Chairman of the Board of Directors, the vote counters and the vote-counting supervisors.

Members of the Board of Directors, vote counters and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes and for damage arising from decisions adopted as a result of dishonest or inaccurate vote counting.

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

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

8. A resolution adopted by collecting shareholders' written opinions shall be approved if shareholders holding more than 50% of the total votes of all shareholders entitled to vote approve it, and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and minutes of meetings of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and retained in another electronic form. The minutes must be prepared in Vietnamese, may additionally be prepared in a foreign language, and must contain the following principal particulars:

- a) Name, head office address and enterprise code;
- b) Time and venue of the meeting of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full names of the chairperson and secretary;
- d) A summary of the proceedings and opinions expressed at the meeting of the General Meeting of Shareholders on each matter on the agenda;
- e) The number of shareholders and the total votes of shareholders attending the meeting, and an appendix listing registered shareholders and shareholder representatives attending the meeting with their corresponding numbers of shares and votes;
- g) The total votes for each matter put to a vote, specifying the voting method, the total valid and invalid votes, votes in favour, against and abstentions, and their corresponding percentages of the total votes of shareholders attending the meeting;

h) The matters approved and the corresponding approval percentages;

i) Full names and signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all particulars prescribed in this Clause. The minutes shall clearly record the chairperson's or secretary's refusal to sign.

2. The minutes of a meeting of the General Meeting of Shareholders must be completed and approved before the meeting ends. The meeting chairperson and secretary or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of their contents.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. If there is any discrepancy between the Vietnamese and foreign-language minutes, the contents of the Vietnamese minutes shall prevail.

4. Resolutions, minutes of meetings of the General Meeting of Shareholders, the appendix listing shareholders registered to attend with their signatures, meeting authorization documents, all attachments to the minutes (if any) and related documents accompanying the meeting notice must be disclosed in accordance with the laws on information disclosure in the securities market and retained at the Company's head office.

Article 24. Request for annulment of resolutions of the General Meeting of Shareholders

Within 90 days from receipt of a resolution or minutes of a meeting of the General Meeting of Shareholders, or minutes of the results of counting written opinions of the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request a Court or Arbitration to consider and annul the resolution or part of its contents in the following cases:

1. The procedures for convening the meeting and adopting decisions of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company Charter, except in the case specified in Clause 3, Article 21 of this Charter.

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

VII. BOARD OF DIRECTORS

Article 25. Candidacy and nomination for membership of the Board of Directors

1. If candidates for the Board of Directors have been identified, the Company must disclose information about the candidates on its website at least 10 days before the opening date of the General Meeting of Shareholders so that shareholders can learn about them before voting. Candidates for the Board of Directors must give a written undertaking as to the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties honestly, prudently and in the best interests of the Company if elected to the Board of Directors. Information to be disclosed about candidates for the Board of Directors includes:

a) Full name and date of birth;

b) Professional qualifications;

c) Employment history;

d) Other managerial positions (including membership of the Board of Directors of another company);

d) Interests related to the Company and its related parties;

e) The Company shall disclose information on companies in which a candidate holds membership of the Board of Directors or other managerial positions, and the candidate's interests related to the Company (if any).

2. A shareholder or group of shareholders owning 10% or more of the total ordinary shares may nominate or stand as candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter.

3. If the number of candidates for the Board of Directors through nomination and self-nomination remains insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nomination in accordance with the Company Charter, the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' introduction of additional candidates must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

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

Article 26. Composition and term of office of members of the Board of Directors

1. The Board of Directors shall have 7 members.

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

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

The Company's Board of Directors must have at least 1/3 of its total members as non-executive members. The Company shall minimize concurrent service by members of the Board of Directors as executives of the Company to ensure the independence of the Board of Directors.

There must be at least 02 independent members of the Board of Directors.

4. A member of the Board of Directors shall cease to be a member if relieved from office, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

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

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

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the Company's management body and has full authority to act on behalf of the Company to decide and exercise the Company's rights and obligations, except those falling within the authority of the General Meeting of Shareholders.

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

- a) To decide on the strategy, medium-term development plans and annual business plans of the Company;
- b) To propose the classes of shares and the total number of shares of each class available for offering;
- c) To decide on the sale of unsold shares within the number of shares of each class available for offering; to decide on raising additional capital in other forms;

- d) To decide on the selling prices of the Company's shares and bonds;
- d) To decide on share repurchases in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) To decide on investment plans and projects within its authority and the limits prescribed by law;
- g) To decide on market development, marketing and technology solutions;
- h) To approve purchase, sale, borrowing and lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements and contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders under Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) To elect, relieve from office and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into and terminate contracts with the General Director and other key managers specified in the Company Charter; to decide on the salaries, remuneration, bonuses and other benefits of those managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies and decide on their remuneration and other benefits;
- k) To supervise and direct the General Director and other managers in conducting the Company's day-to-day business;
- l) To decide on the Company's organizational structure and internal management regulations, the establishment of subsidiaries, branches and representative offices, and capital contributions to or purchases of shares in other enterprises;
- m) To approve the agenda, contents and documents for meetings of the General Meeting of Shareholders; to convene meetings or collect opinions for the General Meeting of Shareholders to adopt resolutions;
- n) To submit audited annual financial statements to the General Meeting of Shareholders;
- o) To propose the dividend to be paid; to decide on the time and procedures for dividend payment or the treatment of losses arising in the course of business;
- p) To propose reorganization or dissolution of the Company; to petition for the Company's bankruptcy;
- q) To decide on promulgation of the Operating Regulations of the Board of Directors and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; to decide on promulgation of the Operating Regulations of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;
- s) Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other laws and the Company Charter.

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

Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors shall be entitled to remuneration for their work and bonuses. Remuneration shall be calculated based on the number of working days necessary to complete a member's duties and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on the basis of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at its annual meeting.

4. A member of the Board of Directors holding an executive position, serving on committees of the Board of Directors or performing other work outside the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a one-off lump-sum payment, salary, commission, percentage of profits or another form as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all travel, meal, accommodation and other reasonable expenses incurred in performing their responsibilities as members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or its committees.

6. The Company may purchase liability insurance for members of the Board of Directors upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors relating to violations of the law and the Company Charter.

Article 29. Chairman of the Board of Directors

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

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

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

- a) To prepare the work programmes and plans of the Board of Directors;
- b) To prepare the agenda, contents and documents for meetings; to convene, preside over and chair meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- d) To chair meetings of the General Meeting of Shareholders;
- e) Other rights and obligations prescribed by the Law on Enterprises.

4. If the Chairman of the Board of Directors submits a resignation or is relieved from office or removed, the Board of Directors must elect a replacement within 10 days from receipt of the resignation or the date of relief from office or removal.

5. If the Chairman of the Board of Directors is absent or unable to perform his or her duties, the Chairman must authorize another member in writing to exercise the Chairman's rights and obligations. If there is no authorized person, or the Chairman dies, goes missing, is held in temporary detention, is serving a prison sentence, is subject to an administrative measure at a compulsory rehabilitation or compulsory education establishment, flees his or her residence, has restricted or no civil act capacity, has difficulty in cognition or controlling his or her behaviour, or is prohibited by a Court from holding a position, practising a profession or performing certain work, the remaining members shall elect one of themselves to serve as

Chairman of the Board of Directors by approval of a majority of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number or highest percentage of votes. If more than one member receives the same highest number or percentage of votes, the members shall elect, by majority vote, 01 of them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least 01 time each quarter and may hold extraordinary meetings.

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

a) At the request of the Board of Supervisors or an independent member of the Board of Directors;

b) At the request of the General Director or at least 05 other managers;

c) At the request of at least 02 members of the Board of Directors;

4. A request specified in Clause 3 of this Article must be made in writing, stating the purpose and the matters to be discussed and decided within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from receipt of a request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, the Chairman shall be liable for damage caused to the Company; the requesting person may convene the meeting in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening a meeting of the Board of Directors must send the meeting notice no later than 03 working days before the meeting date. The notice must clearly specify the time and venue, agenda, and matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and voting ballots for members.

Notice of a meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or another method prescribed in the Company Charter, and must reach the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convening person shall send the meeting notice and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors. Members of the Board of Supervisors may attend and discuss at meetings of the Board of Directors but may not vote.

8. A meeting of the Board of Directors shall be held when at least $\frac{3}{4}$ of its total members attend. If a meeting convened under this Clause does not have the required number of members attending, a second meeting shall be convened within 07 days from the intended date of the first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend.

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

a) Attending and voting directly at the meeting;

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

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

d) Sending a voting ballot to the meeting by post, fax or e-mail;

d) Sending a voting ballot by other means pursuant to a resolution of the Board of Directors.

10. If a voting ballot is sent to the meeting by post, it must be enclosed 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. Voting ballots may only be opened in the presence of all meeting attendees.

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

12. A resolution or decision of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting; in the event of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.

13. Minutes of meetings of the Board of Directors:

a) Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded and retained in another electronic form. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall include the following principal particulars:

(i) Name, head office address and enterprise code;

(ii) Time and venue of the meeting;

(iii) Purpose, agenda and contents of the meeting;

(iv) Full name of each member attending or person authorized to attend and the form of attendance; full names of absent members and reasons for absence;

(v) Matters discussed and voted on at the meeting;

(vi) A summary of the opinions expressed by each member attending, in the order of the meeting proceedings;

(vii) Voting results, clearly identifying members voting in favour, against or abstaining;

(viii) Matters approved and the corresponding approval percentages;

(ix) Full names and signatures of the chairperson and minutes taker, except in the case specified in Point b below.

b) If the chairperson or minutes taker refuses to sign the meeting minutes, the minutes shall nevertheless be valid if signed by all other members of the Board of Directors who attended and agreed to approve the minutes, and if they contain all particulars prescribed in the points under Point a, Clause 13 of this Article. The minutes shall clearly record the chairperson's or minutes taker's refusal to sign. Persons signing the minutes shall be jointly liable for the accuracy and truthfulness of the contents of the minutes of the Board of Directors' meeting. The chairperson and minutes taker shall be personally liable for damage caused to the enterprise by their refusal to sign the minutes in accordance with this Law, the Company Charter and relevant laws.

c) The chairperson, minutes taker and persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors' meeting.

d) Minutes of meetings of the Board of Directors and documents used at the meetings must be retained at the Company's head office.

e) Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. If there is any discrepancy between the Vietnamese and foreign-language minutes, the contents of the Vietnamese minutes shall prevail.

14. Voting:

a) Except as provided in Point b, Clause 14 of this Article, each member of the Board of Directors or person authorized under Clause 9 of this Article who is physically present in an individual capacity at a meeting of the Board of Directors shall have one (01) vote;

b) A member of the Board of Directors may not vote on any contract, transaction or proposal in which that member or a person related to that member has an interest that conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted towards the minimum quorum for a meeting of the Board of Directors in respect of decisions on which that member has no right to vote;

c) Subject to Point d, Clause 14 of this Article, when a question arises at a meeting concerning the interests or voting rights of a member of the Board of Directors and that member does not voluntarily waive the right to vote, the chairperson's decision shall be final, unless the nature or extent of the relevant member's interest has not been fully disclosed;

d) A member of the Board of Directors benefiting from a contract specified in Clause 6, Article 42 of this Charter shall be deemed to have a material interest in that contract.

15. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction entered into or proposed to be entered into with the Company and knows that he or she has an interest therein shall disclose that interest at the first meeting of the Board of Directors discussing entry into that contract or transaction. If a member of the Board of Directors is unaware that he or she or a related person has an interest when the contract or transaction is entered into with the Company, that member must disclose the relevant interests at the first meeting of the Board of Directors held after becoming aware that he or she has or will have an interest in the above transaction or contract.

16. A meeting of the Board of Directors may be held by online conference among its members when all or some members are at different locations but can hear, speak and discuss with one another, provided that each member participating in the meeting can:

a) Hear each other member of the Board of Directors participating and speaking at the meeting;

b) Speak to all other attending members simultaneously. Discussion among members may take place directly by telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be deemed to be "present" at that meeting. The venue of a meeting held under this provision shall be the location with the largest number of members of the Board of Directors, or the location where the meeting chairperson is present.

17. Decisions adopted at an online conference meeting duly organized and conducted shall take effect immediately upon the close of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending the meeting. In this case, the minutes must be supplemented with all signatures of the members of the Board of Directors and the meeting secretary within 30 (thirty) days from the close of the meeting.

18. The Board of Directors may collect its members' written opinions to adopt resolutions of the Board of Directors on matters within its authority under Clause 2, Article 27 of this Charter. The authority and procedures for collecting members' written opinions to adopt resolutions and decisions of the Board of Directors shall comply with Clause 19, Article 30 of this Charter.

19. The authority and procedures for collecting members' written opinions to adopt resolutions and decisions of the Board of Directors shall be as follows:

a) The Chairman of the Board of Directors shall decide on collecting members' written opinions to adopt resolutions and decisions on matters within its authority.

b) The Chairman of the Board of Directors shall organize preparation of documents, reports and proposals on matters requiring the Board of Directors' opinions, draft resolutions and decisions of the Board of Directors, and opinion forms to be sent to members of the Board of Directors.

c) The opinion form must contain the following principal particulars:

- Name, enterprise code and head office address;
- Full name, contact address, nationality and legal identification document number of the member of the Board of Directors;
- Purpose of collecting opinions;
- Matters on which opinions are sought for adoption of resolutions and decisions of the Board of Directors;
- Voting options comprising: approval, disapproval and abstention;
- The deadline for returning the completed opinion form to the Company;
- Full name and signature of the Chairman of the Board of Directors.

d) Members of the Board of Directors may send completed opinion forms to the Company by post or e-mail as follows:

- If sent by post, a completed opinion form must bear the signature of the member of the Board of Directors. Opinion forms returned to the Company must be enclosed in sealed envelopes and may not be opened before vote counting;
- If sent by e-mail, opinion forms shall be returned to the Company at the e-mail address specified on the form and must be kept confidential until vote counting;
- Opinion forms returned to the Company after the deadline stated in the form, or opened in the case of postal submission or disclosed in the case of e-mail submission, shall be invalid. Opinion forms not returned shall be deemed non-participation in voting.

e) An opinion form containing all required particulars, bearing the signature of the member of the Board of Directors and returned to the Company within the prescribed period shall be valid. The Chairman of the Board of Directors shall organize vote counting, preparation of vote-counting minutes and notification of the vote-counting results and adopted resolutions and decisions to members within seven (07) working days from the deadline for members to send their opinions to the Company. The vote-counting minutes shall have the same validity as minutes of a meeting of the Board of Directors and must contain the following principal particulars:

- Name, enterprise code and head office address;
- The purpose and matters on which opinions are sought for adoption of resolutions and decisions of the Board of Directors;
- Full names and legal identification document numbers of members of the Board of Directors who returned valid opinion forms; full names and legal identification document numbers of members whose opinion forms were not received by the Company or whose returned opinion forms were invalid;

- Matters on which opinions and votes were sought; a summary of members' opinions on each matter (if any);
 - The total valid, invalid and unreceived opinion forms; the total valid opinion forms approving, disapproving or abstaining on each matter put to a vote;
 - Resolutions and decisions adopted and the corresponding approval percentages;
 - Full names and signatures of the vote counters and the Chairman of the Board of Directors. The vote counters and the Chairman of the Board of Directors shall be jointly liable for the completeness, accuracy and truthfulness of the contents of the vote-counting minutes.
- f) Completed opinion forms, vote-counting minutes, adopted resolutions and decisions and related documents accompanying the opinion forms must all be retained at the Company's head office.
- g) Resolutions and decisions of the Board of Directors by collection of written opinions shall be adopted on the basis of approval by a majority of members of the Board of Directors entitled to vote. Such resolutions shall have the same effect and validity as resolutions adopted at a meeting

Article 31. Committees of the Board of Directors

1. The Board of Directors may establish subordinate committees responsible for development policy, personnel, remuneration, internal audit and risk management. The number of committee members shall be decided by the Board of Directors and shall be at least 03, comprising members of the Board of Directors and external members. Independent/non-executive members of the Board of Directors should form the majority of a committee, and one of those members shall be appointed as committee head by decision of the Board of Directors. Committee activities must comply with the regulations of the Board of Directors. A committee resolution shall be valid only when a majority of its members attend and vote to approve it at a committee meeting.
2. Implementation of decisions of the Board of Directors or its subordinate committees must comply with the current law, the Company Charter and the Internal Corporate Governance Regulations.

Article 32. Person in charge of corporate governance

1. The Company's Board of Directors must appoint at least 01 person in charge of corporate governance to support corporate governance in the enterprise. The person in charge of corporate governance may concurrently serve as Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance may not concurrently work for the approved audit organization auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
 - a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on matters between the Company and shareholders;
 - b) To prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
 - c) To advise on meeting procedures;
 - d) To attend meetings;
 - d) To advise on procedures for preparing resolutions of the Board of Directors in compliance with the law;

- e) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Board of Supervisors;
- g) To monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) To act as the contact point for stakeholders;
- i) To keep information confidential in accordance with the law and the Company Charter;
- k) Other rights and obligations prescribed by law.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to its supervision and direction in the Company's day-to-day business. The Company shall have a General Director, Deputy General Directors and a Chief Accountant appointed by the Board of Directors. Appointment, relief from office and removal of the above positions must be approved by resolutions or decisions of the Board of Directors.

Article 34. Executives of the Company

1. The Company's executives comprise the General Director, Deputy General Directors and Chief Accountant.
2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in numbers and with standards appropriate to the Company's structure and management regulations prescribed by the Board of Directors. Executives of the enterprise shall be responsible for assisting the Company in achieving its operational and organizational objectives.
3. The General Director shall be paid salary and bonuses. The General Director's salary and bonuses shall be decided by the Board of Directors.
4. Executives' salaries shall be included in the Company's business expenses in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at its annual meeting.

Article 35. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors shall appoint 01 of its members or hire another person to serve as General Director.
2. The General Director shall conduct the Company's day-to-day business, be subject to supervision by the Board of Directors, and be accountable to the Board of Directors and the law for the exercise of the assigned rights and obligations.
3. The General Director's term of office shall not exceed 05 years, and the General Director may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and the Company Charter.
4. The General Director has the following rights and obligations:
 - a) To decide on matters relating to the Company's day-to-day business that fall outside the authority of the Board of Directors;
 - b) To organize implementation of resolutions and decisions of the Board of Directors;
 - c) To organize implementation of the Company's business plans and investment plans;
 - d) To propose the Company's organizational structure and internal management regulations;

- d) To appoint, relieve from office and remove managerial positions in the Company, except positions falling within the authority of the Board of Directors;
 - e) To decide on salaries and other benefits for employees of the Company, including managers within the General Director's appointment authority;
 - g) To recruit employees;
 - h) To propose plans for dividend payment or treatment of business losses;
 - i) Other rights and obligations prescribed by law, the Company Charter and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director upon approval by a majority of its members entitled to vote attending the meeting, and appoint a new General Director as a replacement.

IX. BOARD OF SUPERVISORS

Article 36. Candidacy and nomination for membership of the Board of Supervisors (Supervisors)

1. Candidacy and nomination for membership of the Board of Supervisors shall be conducted in a manner similar to that prescribed in Clauses 1 and 2, Article 25 of this Charter.
2. If the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nomination in accordance with the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Supervisors. The incumbent Board of Supervisors' introduction of additional candidates must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 37. Composition of the Board of Supervisors

1. The Company's Board of Supervisors shall have 3 members. The term of office of a member of the Board of Supervisors shall not exceed 05 years, and members may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:
 - a) Working in the Company's accounting or finance department;
 - b) Being a member or employee of the independent audit firm that audited the Company's financial statements during the preceding 03 consecutive years.
3. A member of the Board of Supervisors shall be relieved from office in the following cases:
 - a) No longer satisfying the standards and conditions for membership of the Board of Supervisors prescribed in Clause 2 of this Article;
 - b) Having submitted a resignation which has been accepted;
4. A member of the Board of Supervisors shall be removed in the following cases:
 - a) Failing to complete assigned duties and work;
 - b) Failing to exercise his or her rights and obligations for 06 consecutive months, except in a force majeure event;
 - c) Repeatedly or seriously violating the obligations of a member of the Board of Supervisors under the Law on Enterprises and the Company Charter;
 - d) Other cases under a resolution of the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; election, relief from office and removal shall be by majority vote. More than half of the members of the Board of Supervisors must permanently reside in Viet Nam. The Head of the Board of Supervisors must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration or a discipline related to the enterprise's business activities.

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

- a) To convene meetings of the Board of Supervisors;
- b) To request the Board of Directors, the General Director and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) To prepare and sign reports of the Board of Supervisors after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Board of Supervisors

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

- 1. To propose and recommend that the General Meeting of Shareholders approve the list of approved audit organizations to audit the Company's financial statements; to decide on an approved audit organization to examine the Company's operations and dismiss an approved auditor when deemed necessary.
- 2. To be accountable to shareholders for its supervisory activities.
- 3. To supervise the Company's financial position and compliance with the law in the activities of members of the Board of Directors, the General Director and other managers.
- 4. To ensure coordination of activities with the Board of Directors, the General Director and shareholders.
- 5. If a violation of the law or the Company Charter by a member of the Board of Directors, the General Director or another executive of the enterprise is detected, the Board of Supervisors must notify the Board of Directors in writing within 48 hours and require the violator to cease the violation and take remedial measures.
- 6. To formulate the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
- 7. To report at the General Meeting of Shareholders in accordance with Article 290 of Government Decree No. 155/2020/NĐ-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities.
- 8. To have access to the Company's records and documents retained at its head office, branches and other locations; to visit the workplaces of the Company's managers and employees during working hours.
- 9. To request the Board of Directors, its members, the General Director and other managers to provide complete, accurate and timely information and documents on the Company's management, administration and business operations.
- 10. Other rights and obligations prescribed by law and this Charter.

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least 02 times a year, with at least 2/3 of its members attending. Minutes of meetings of the Board of Supervisors shall be detailed and clear. The

minutes taker and members of the Board of Supervisors attending the meeting must sign the minutes. Minutes of meetings of the Board of Supervisors must be retained to establish the responsibilities of each member.

2. The Board of Supervisors may require members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer matters requiring clarification.

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

Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors shall be governed by the following provisions:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total salaries, remuneration, bonuses and other benefits and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable meal, accommodation and travel expenses and the cost of independent advisory services. The total remuneration and such expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the laws on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives shall perform their duties, including duties as members of committees of the Board of Directors, honestly and prudently in the interests of the Company.

Article 42. Duty of honesty and avoidance of conflicts of interest

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

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons may use information obtained by virtue of their positions solely to serve the interests of the Company.

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

4. A member of the Board of Directors may not vote on a transaction benefiting that member or his or her related persons in accordance with the Law on Enterprises and the Company Charter.

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

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

a) For a transaction with a value less than or equal to 20% of the total asset value recorded in the most recent financial statements, the material terms of the contract or transaction and the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives have been reported to the Board of Directors and approved by a majority of votes of members of the Board of Directors without related interests;

b) For a transaction with a value greater than 20%, or a transaction resulting in the value of transactions arising within 12 months from the date of the first transaction reaching 20% or more of the total asset value recorded in the most recent financial statements, the material terms of the transaction and the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes of shareholders without related interests.

Article 43. Liability for damage and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives who breach their obligations or duties of honesty and prudence or fail to fulfil their obligations shall be liable for damage caused by their violations.

2. The Company shall indemnify persons who have been, are or may become a party involved in complaints, lawsuits or prosecutions (including civil and administrative cases, but excluding lawsuits initiated by the Company) if such persons have been or are members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, employees or authorized representatives of the Company who have been or are performing duties under the Company's authorization, acting honestly and prudently in the Company's interests in compliance with the law, and there is no evidence establishing that they have breached their responsibilities.

3. Indemnification costs shall include judgment costs, fines and payments actually incurred (including legal fees) in resolving these cases to the extent permitted by law. The Company may purchase insurance for these persons to avoid the above indemnification liabilities.

XI. RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 44. Right to inspect books and records

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

a) Ordinary shareholders may review, inspect and extract information on names and contact addresses in the list of shareholders entitled to vote; request correction of their inaccurate information; review, inspect, extract or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders owning 05% or more of the total ordinary shares may review, inspect and extract the register of minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions requiring approval of the Board of Directors and other documents, excluding documents relating to the Company's commercial and business secrets.

2. If an authorized representative of a shareholder or group of shareholders requests inspection of books and records, the request must be accompanied by the authorization document of the shareholder or group represented, or a notarized copy thereof.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives may inspect the Company's shareholder register, shareholder list and other books and records for purposes relating to their positions, provided that such information is kept confidential.
4. The Company must retain this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents prescribed by law at its head office or another location, provided that shareholders and the Business Registration Authority are notified of the place where these documents are retained.
5. The Company Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and trade union

1. The General Director must prepare plans for approval by the Board of Directors on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards and discipline for employees and executives of the enterprise.
2. The General Director must prepare plans for approval by the Board of Directors on matters relating to the Company's relations with trade union organizations in accordance with the best management standards, practices and policies, the practices and policies prescribed in this Charter, the Company's regulations and the current law.

XIII. DISTRIBUTION OF PROFITS

Article 46. Distribution of profits

1. The General Meeting of Shareholders shall decide the annual dividend amount and form of payment from the Company's retained profits.
2. The Company shall not pay interest on dividends or payments relating to any class of shares.
3. The Board of Directors may recommend that the General Meeting of Shareholders approve payment of all or part of dividends in shares, and the Board of Directors shall implement that decision.
4. If dividends or other amounts relating to a class of shares are paid in cash, the Company must pay in Vietnamese dong. Payment may be made directly or through banks based on the bank account details provided by shareholders. If the Company has made a transfer in accordance with the bank details provided by a shareholder but that shareholder does not receive the money, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments for shares listed/registered for trading on the Stock Exchange may be made through a securities company or the Viet Nam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision specifying a record date for the shareholder list. 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 distribution of profits shall comply with the law.

XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 47. Bank accounts

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks licensed to operate in Viet Nam.
2. With prior approval from the competent authority, where necessary, the Company may open bank accounts abroad in accordance with the law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese dong or foreign-currency accounts at banks where it has opened accounts.

Article 48. Financial year

The Company's financial year shall begin on 01 January and end on 31 December each year. The first financial year shall begin on the date of issuance of the Enterprise Registration Certificate and end on 31 December of the year of issuance of that certificate.

Article 49. Accounting system

1. The accounting system used by the Company shall be the enterprise accounting system or a specialized accounting system promulgated or approved by the competent authority.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with accounting laws and relevant laws. These records must be accurate, up to date and systematic, and sufficient to substantiate and explain the Company's transactions.
3. The Company shall use Vietnamese dong as its accounting currency. If the Company's economic transactions are mainly denominated in a foreign currency, it may select that foreign currency as its accounting currency, be legally responsible for that choice and notify its directly managing tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

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

1. The Company must prepare annual financial statements, which must be audited in accordance with the law. The Company shall disclose its audited annual financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent State authorities.
2. The annual financial statements must include all statements, appendices and explanatory notes prescribed by enterprise accounting laws. The annual financial statements must reflect the Company's operations truthfully and objectively.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent State authorities.

Article 51. Annual reports

The Company must prepare and disclose annual reports in accordance with the laws on securities and the securities market.

XVI. AUDIT OF THE COMPANY

Article 52. 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 these firms to audit the Company's financial statements for the following financial year 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 auditing the Company's financial statements may attend meetings of the General Meeting of Shareholders, receive notices and other information relating to such meetings, and express opinions at the meetings on matters relating to the audit of the Company's financial statements.

XVII. SEALS OF THE ENTERPRISE

Article 53. Seals of the enterprise

1. Seals include seals made by a seal-making establishment or seals in the form of digital signatures in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type, number, form and contents of the seals of the Company and its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seals in accordance with the current law.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - b) Its Enterprise Registration Certificate is revoked, unless otherwise provided by the Law on Tax Administration;
 - c) Other cases prescribed by law.
2. Early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

Article 55. Liquidation

1. At least 06 months before the end of the Company's duration of operation or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee of 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 01 independent audit firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to its other debts.
2. The Liquidation Committee shall report to the Business Registration Authority on its establishment date and commencement date. From that time, the Liquidation Committee shall represent the Company in all matters relating to the Company's liquidation before Courts and administrative authorities.
3. Proceeds from liquidation shall be paid in the following order:
 - a) Liquidation expenses;

- b) Outstanding salaries, severance allowances, social insurance and other employee benefits under the collective labour agreement and signed employment contracts;
- c) Tax debts;
- d) Other debts of the Company;
- đ) The remainder after payment of all debts from items (a) to (d) above shall be distributed to shareholders.

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 56. Resolution of internal disputes

1. If a dispute or complaint arises relating to the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, the Company Charter, other laws or agreements between:
 - a) Shareholders and the Company;
 - b) Shareholders and the Board of Directors, the Board of Supervisors, the General Director or other executives;

The parties concerned shall endeavour to resolve the dispute through negotiation and conciliation. Unless the dispute relates to the Board of Directors or its Chairman, the Chairman of the Board of Directors shall preside over resolution of the dispute and require each party to present information relating to the dispute within 30 working days from the date the dispute arises. If the dispute relates to the Board of Directors or its Chairman, any party may request the Board of Supervisors to appoint an independent expert as mediator in the dispute resolution process.

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

3. The parties shall bear their own costs relating to negotiation and conciliation procedures. Payment of Court costs shall comply with the Court's judgment.

XX. ADDITIONS AND AMENDMENTS TO THE CHARTER

Article 57. Company Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. If legal provisions relating to the Company's operations are not addressed in this Charter, or if new legal provisions differ from provisions of this Charter, those legal provisions shall apply to govern the Company's operations.

XXI. EFFECTIVE DATE

Article 58. Effective date

1. This amended and supplemented Charter comprises 21 sections and 58 articles, was adopted by the General Meeting of Shareholders of The Van Cargoes and Foreign Trade

Logistics Joint Stock Company on 27 October 2026 pursuant to Resolution No. 02/2026/NQ-ĐIĐCĐ-VNT, and takes effect from the date of adoption.

2. The Charter is made in 5 copies of equal validity and must be retained at the head office of the Company.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of the Company Charter shall be valid if bearing the signature of the Chairman of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

LEGAL REPRESENTATIVE

**FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF
DIRECTORS**

GENERAL DIRECTOR



TRẦN CÔNG THÀNH



NGUYỄN XUÂN GIANG