Người ký: PHẠM TRẦN QUỐC VIỆT
Thời gian ký: 06.11.2026 15:38:52 +07:00

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 200 /NQ-ĐHĐCĐ-TVĐ3 *Ho Chi Minh City, November 05, 2026*

RESOLUTION
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS POWER ENGINEERING CONSULTING JOINT STOCK COMPANY 3

- *Pursuant to the Charter of Power Engineering Consulting Joint Stock Company 3, as approved by the General Meeting of Shareholders on September 19, 2007, and as amended for the 14th time on April 23, 2026;*
- *Pursuant to the Minutes of the Extraordinary General Meeting of Shareholders of Power Engineering Consulting Joint Stock Company 3, No.: 199/BB-ĐHĐCĐ-TVĐ3 dated November 05, 2026.*

RESOLVES

Article 1. Approval of the amendments and supplements to the Company's Charter (15th amendment) *(as detailed in the Appendix and the draft Charter attached hereto)*, including:

- Amend point a, clause 4, Article 2 regarding the Company's Legal Representative;
- Amend clause 2, Article 24 regarding the term of the Board of Directors members.

Assign the Legal Representative of the Company to issue the 15th amended Charter of the Company to comply with applicable laws.

Article 2. Approval of the dismissal of Mr. Nguyen Nhu Hoang Tuan from the position of Member of the Board of Directors of Power Engineering Consulting Joint Stock Company 3 for the 2022-2027 term, effective on November 05, 2026.

Article 3. Approval of the dismissal of Mr. Lac Thai Phuoc from the position of Member of the Board of Directors of Power Engineering Consulting Joint Stock Company 3 for the 2022-2027 term, effective on November 05, 2026.

Article 4. Approval of the election of Mr. Nguyen Cong Thang as a Member of the Board of Directors of Power Engineering Consulting Joint Stock Company 3 for the 2026-2031 term.

Article 5. The Extraordinary General Meeting of Shareholders of Power Engineering Consulting Joint Stock Company 3 hereby approves this Resolution comprising 05 Articles and assigns the Board of Directors to organize its implementation.

Appendix attached to the Resolution:

- Appendix. Amendments and supplements to the Company's Charter.

ON BEHALF OF THE GMS
CHAIRMAN

(Signed and sealed)

Tran Quoc Dien

Appendix. Amendments and supplements to the Charter of Power Engineering Consulting Joint Stock Company 3.

Clause	Current Charter (14th Amendment)	Draft Charter, 15th Amendment	Reason/Basis
Article 2. Name, form, headquarters and term of operation of the Company			
4.	Legal representative:		
a.	Legal representative of the Company: - In case the Company has appointed a General Director: The Company has 01 (one) legal representative who is the General Director. - In case the Company has not appointed a General Director but only has a person exercising the rights of the General Director: The Company has 02 (two) legal representatives who are the Chairman of the Board of Directors and the person exercising the rights of the General Director with specific titles according to the provisions of law. In which, the rights and obligations of each legal representative are stipulated as follows: + *Chairman of the Board of Directors*: Exercise the rights and obligations stipulated in Article 26 of this Charter. + *Acting General Director*: Exercise the duties and powers of the General Director and have the rights and obligations of the Legal Representative as stipulated in this Charter and relevant laws, except for the rights and obligations of the Legal Representative exercised by the Chairman of the Board of Directors as stated above.	Legal representative of the Company: - The General Director shall be the legal representative of the Company. The rights and obligations of the legal representative shall be exercised and performed in accordance with applicable laws and this Charter. - In case where the Company has no General Director, or where the General Director is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and obligations of the Company's legal representative, or dies, is missing, is subject to criminal prosecution, is held in temporary detention, is serving a prison sentence, is subject to an administrative handling measure at a compulsory detoxification establishment or compulsory education establishment, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions, practicing certain professions or performing certain jobs, the Board of Directors shall decide to appoint the person authorized to act as General Director or the person assigned to perform the duties and responsibilities of the General Director as the Company's legal representative until the position of General Director is duly filled.	The amendment is intended to establish a single legal representative, ensure a transparent and clear allocation of governance authority, and specifically define the authority and responsibilities between the Board of Directors and the Executive Board.

Clause	Current Charter (14th Amendment)	Draft Charter, 15th Amendment	Reason/Basis
Article 24. Composition and term of office of members of the Board of Directors			
2.	In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.	In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work. Where any member of the Board of Directors reaches the end of his/her term of office, such member shall continue to serve as a member of the Board of Directors until a new member is elected as his/her replacement and assumes the relevant duties at the next General Meeting of Shareholders.	Members of the BOD may be elected at different times and, therefore, their terms of office may not expire simultaneously. The current Charter does not provide for a transitional mechanism applicable to individual Board members; accordingly, such mechanism should be supplemented to ensure continuity in the operations of the BOD.

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 199 /BB-ĐHĐCĐ-TVĐ3 *Ho Chi Minh City, November 05, 2026*

MINUTES
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS POWER ENGINEERING CONSULTING JOINT STOCK COMPANY 3

Company name: Power Engineering Consulting Joint Stock Company 3

Head office: No. 32 Ngo Thoi Nhiem Street, Xuan Hoa Ward, Ho Chi Minh City

Enterprise Registration Certificate: No. 0301475102, initially registered on November 17, 2007; amended for the 17th time on July 03, 2026, issued by Ho Chi Minh City Department of Finance.

A. TIME AND VENUE OF THE MEETING

Time: From 08:30 AM to 10:30 AM, on November 05, 2026.

Venue: Conference Hall of Power Engineering Consulting Joint Stock Company 3, No. 32 Ngo Thoi Nhiem Street, Xuan Hoa Ward, Ho Chi Minh City.

B. PARTICIPANTS OF THE MEETING

1. The Presidium:
   - Mr. Tran Quoc Dien — Member of the BOD — Chairman
   - Mr. Pham Dang An — Member of the BOD
   - Mr. Vo Van Phuong — Independent member of the BOD
2. The Board of Directors (BOD):
   - Mr. Tran Quoc Dien — Member of the BOD
   - Mr. Pham Dang An — Member of the BOD
   - Mr. Vo Van Phuong — Independent member of the BOD
3. The Board of Supervisors (BOS):
   - Ms. Truong Thi Anh Dao — Head of the BOS
   - Mr. Nguyen Van Thien — Member of the BOS
4. Executive Board:
   - Mr. Nguyen Cong Thang — General Director
   - Mr. Pham Van Tuan — Deputy General Director
5. Guests:
   - Mr. Huynh Hoa Hiep — Representative of SSC
   - Ms. Pham Thi Thuy Ha — Member of the Members Council of EVN
   - Mr. Tran Viet Anh — Head of EVN's Organization and Human Resources Department
   - Mr. Tran Vinh Thai — Deputy Head of EVN's Council General Affairs Department

- Mr. Pham Chau Tue — Deputy Head of ENV's Organization and Human Resources Department

6. Shareholders and shareholder representatives of the Company: Details are provided in Section D.I.5 of the report on the number of shareholders attending the Extraordinary General Meeting of Shareholders (GMS).
7. The Organizing Committee:
   - Mr. Pham Tran Quoc Viet — Head of the Committee

   and the members according to Decision No. 120/QĐ-HĐQT-TVĐ3, dated July 17, 2026.
8. The Shareholder Reception Committee:
   - Mr. Bui Quang Bao — Head of the Committee

   and the members according to Decision No. 120/QĐ-HĐQT-TVĐ3, dated July 17, 2026.

C. AGENDA OF THE MEETING

1. Opening procedures.
2. Proposals presented to the Extraordinary GMS:
   - Proposal on the Approval of amendments and supplements to, and the Draft of, the Company Charter (15th amendment);
   - Proposal on the Dismissal of members of the Board of Directors.

   The GMS discusses, provides suggestions and votes to approve the Proposals.
3. Following the approval by the GMS of the dismissal of members of the BOD, proceed with the election of additional BOD member:
   - Approval of the Election Regulations;
   - Approval of the List of Candidates;
   - Election of the member of the BOD and announcement of the election results.

D. PROCEEDINGS OF THE MEETING

I. Opening procedures

1. Mr. Pham Tran Quoc Viet - Head of the Organizing Committee conducted the opening procedures of the Meeting:
   - Flag salute session.
   - Statement of reasons.
   - Introduction of the participants of the Meeting.
   - Introduction of the proposed lists of the Presidium and the Meeting's Secretaries.

   a. The Presidium:
   - Mr. Tran Quoc Dien — Member of the BOD — Chairman
   - Mr. Pham Dang An — Member of the BOD
   - Mr. Vo Van Phuong — Independent member of the BOD

   b. The Meeting's Secretaries:
   - Ms. Bui Thi Hoang Yen — Member
   - Mr. Nguyen Thanh Duy — Member
2. The Meeting voted to approve the lists of the Presidium and the Meeting's Secretaries, with the voting results:

- Approval: 7,755,869 shares; accounting for 100% of total shares attending the Meeting
- Disapproval: 0 shares; accounting for 0% of total shares attending the Meeting
- Abstention: 0 shares; accounting for 0% of total shares attending the Meeting

3. Mr. Tran Quoc Dien, the Chairman of the Meeting, conducted the procedures for approval of the Meeting agenda, which was approved by the GMS, with the voting results:

- Approval: 7,755,869 shares; accounting for 100% of total shares attending the Meeting
- Disapproval: 0 shares; accounting for 0% of total shares attending the Meeting
- Abstention: 0 shares; accounting for 0% of total shares attending the Meeting

4. Mr. Tran Quoc Dien, the Chairman of the Meeting, conducted the procedures for approval of the Vote Counting Committee, as follows:

• Introduction of the list of the Vote Counting Committee:

- Ms. Tran Diem Khanh — Head of the Committee
- Ms. Do Thi Hien — Member
- Ms. Nguyen Thi Thu Nga — Member

• Nominations and self-nominations by shareholders/shareholder representatives attending the Meeting: None

• The GMS voted to approve the list of the Vote Counting Committee, including members as follows:

- Ms. Tran Diem Khanh — Head of the Committee
- Ms. Do Thi Hien — Member
- Ms. Nguyen Thi Thu Nga — Member

with the voting results:

- Approval: 7,755,869 shares; accounting for 100% of total shares attending the Meeting
- Disapproval: 0 shares; accounting for 0% of total shares attending the Meeting
- Abstention: 0 shares; accounting for 0% of total shares attending the Meeting

5. Mr. Bui Quang Bao, Head of the Shareholder Reception Committee, reported on the shareholders attendance at the Meeting, as follows:

- Total number of attending shareholders: 20 shareholders.
- Total number of shares held by attending shareholders: 7,755,869 shares.
- Percentage of shares attending the Meeting out of the total voting shares: 81.49%

Conclusion: The Extraordinary General Meeting of Shareholders of Power Engineering Consulting Joint Stock Company 3 met the requirement for the number of voting shares to proceed with the meeting (over 50% of the total voting shares).

6. Ms. Tran Diem Khanh - Head of the Vote Counting Committee, conducted the procedures for approval of the Voting regulations, which was approved by the GMS, with the voting results:

- Approval: 7,755,869 shares; accounting for 100% of total shares attending the Meeting
- Disapproval: 0 shares; accounting for 0% of total shares attending the Meeting
- Abstention: 0 shares; accounting for 0% of total shares attending the Meeting

II. The Meeting Contents

1. Approval of the Proposal on the approval of amendments and supplements to, and the Draft of, the Company Charter (15th amendment)

Mr. Pham Dang An - Member of the BOD, presented the BOD's Proposal No. 191/TTr-HĐQT-TVĐ3 dated November 04, 2026 on the approval of amendments and supplements to, and the Draft of, the Company Charter (15th amendment).

The GMS discussed the contents of the proposal. Comments and discussions are as follows:

- Request for clarification on the term of office of the BOD in accordance with Article 24 of the 15th Draft Amendment to the Company Charter.

Chairman: The law does not prescribe a term of office for the BOD; it only stipulates the term of office of individual members of the BOD. Accordingly, the Draft Amended Charter has been appropriately formulated in compliance with the applicable legal provisions.

The GMS discussed and unanimously agreed on the following specific contents:

Approval of the amendments and supplements to the Company's Charter (15th amendment) *(as detailed in the Appendix and the draft Charter attached hereto)*, including:

- Amend point a, clause 4, Article 2 regarding the Company's Legal Representative;
- Amend clause 2, Article 24 regarding the term of the Board of Directors members.

Assign the Legal Representative of the Company to issue the 15th amended Charter of the Company to comply with applicable laws.

The GMS voted by ballot and approved the Proposal, with the voting results:

- Total valid voting cards: 20 cards, equivalent to 7,755,869 shares;
  accounting for 100% of the total shares attending the Meeting

  + Approval: 7,755,869 shares; accounting for 100% of total shares attending the Meeting
  + Disapproval: 0 shares; accounting for 0% of total shares attending the Meeting
  + Abstention: 0 shares; accounting for 0% of total shares attending the Meeting
- Total invalid voting cards: 0 cards, equivalent to 0 shares;
  accounting for 0% of the total shares attending the Meeting

2. Approval of the Proposal on the dismissal of members of the Board of Directors

Mr. Vo Van Phuong – Independent member of the BOD, presented the BOD's Proposal No. 192/TTr-HĐQT-TVĐ3 dated November 04, 2026 on the dismissal of members of the Board of Directors.

The GMS discussed and unanimously agreed on the following specific contents:

2.1 Approval of the dismissal of Mr. Nguyen Nhu Hoang Tuan from the position of Member of the Board of Directors of Power Engineering Consulting Joint Stock Company 3 for the 2022-2027 term, effective on November 05, 2026.

2.2 Approval of the dismissal of Mr. Lac Thai Phuoc from the position of Member of the Board of Directors of Power Engineering Consulting Joint Stock Company 3 for the 2022-2027 term, effective on November 05, 2026.

The GMS voted by ballot and approved the Proposal, with the voting results:

- Total valid voting cards: 20 cards, equivalent to 7,755,869 shares;
  accounting for 100% of the total shares attending the Meeting

+ Approval: 7,755,869 shares; accounting for 100% of total shares attending the Meeting

+ Disapproval: 0 shares; accounting for 0% of total shares attending the Meeting

+ Abstention: 0 shares; accounting for 0% of total shares attending the Meeting

- Total invalid voting cards: 0 cards, equivalent to 0 shares; accounting for 0% of the total shares attending the Meeting

3. Election of member of the Board of Directors for the 2026-2031 term

3.1 Ms. Tran Diem Khanh - Head of the Vote Counting Committee presented the Election Regulations for member of the Board of Directors for the 2026-2031 term, which were approved by the GMS with the following voting results:

- Approval: 7,755,869 shares; accounting for 100% of total shares attending the Meeting
- Disapproval: 0 shares; accounting for 0% of total shares attending the Meeting
- Abstention: 0 shares; accounting for 0% of total shares attending the Meeting

3.2 Mr. Pham Tran Quoc Viet - Head of the Organizing Committee presented the List of Candidates for election as member of the Board of Directors for the 2026-2031 term, as follows:

1. Mr. Nguyen Cong Thang

The GMS approved the List of Candidates with the following voting results:

- Approval: 7,755,869 shares; accounting for 100% of total shares attending the Meeting
- Disapproval: 0 shares; accounting for 0% of total shares attending the Meeting
- Abstention: 0 shares; accounting for 0% of total shares attending the Meeting

3.3 The shareholders proceeded to vote for the member of the Board of Directors for the 2026-2031 term.

3.4 Ms. Tran Diem Khanh - Head of the Vote Counting Committee announced the vote counting results for the election of member of the Board of Directors for the 2026-2031 term as follows:

- Total number of voting cards issued: 20 cards;
- Total number of voting cards collected: 20 cards;
- Total number of valid voting cards: 20 cards;
- Total number of invalid voting cards: 0 cards.

Election results of member of the Board of Directors for the 2026-2031 term:

1. Mr. Nguyen Cong Thang, obtaining 7,755,869 votes, representing 100%

Accordingly, Mr. Nguyen Cong Thang has been duly elected as a member of the Board of Directors of Power Engineering Consulting Joint Stock Company 3 for the 2026-2031 term.

4. Approval of the Minutes and Resolution of the GMS

4.1 The Minutes of the Extraordinary General Meeting of Shareholders, consisting of 04 Articles, have fully and accurately recorded the proceedings and results of the Meeting. The Secretary presented the full text of the draft Minutes to the GMS.

4.2 The Meeting Secretary presented the full draft Resolution of the Extraordinary General Meeting of Shareholders, consisting of 05 Articles.

The GMS voted to approve the Minutes and Resolution of the Meeting, with the voting results:

- Approval: 7,755,869 shares; accounting for 100% of total shares attending the Meeting
- Disapproval: 0 shares; accounting for 0% of total shares attending the Meeting
- Abstention: 0 shares; accounting for 0% of total shares attending the Meeting

The Extraordinary General Meeting of Shareholders ended at 10:30 AM on November 05, 2026.

		ON BEHALF OF THE GMS
SECRETARIES		**CHAIRMAN**
(Signed)	*(Signed)*	*(Signed)*
Nguyen Thanh Duy	**Bui Thi Hoang Yen**	**Tran Quoc Dien**

Appendix: Amendments and supplements to the Charter of Power Engineering Consulting Joint Stock Company 3.

Clause	Current Charter (14th Amendment)	Draft Charter, 15th Amendment	Reason/Basis
Article 2. Name, form, headquarters and term of operation of the Company			
4.	Legal representative:		
a.	Legal representative of the Company: - In case the Company has appointed a General Director: The Company has 01 (one) legal representative who is the General Director. - In case the Company has not appointed a General Director but only has a person exercising the rights of the General Director: The Company has 02 (two) legal representatives who are the Chairman of the Board of Directors and the person exercising the rights of the General Director with specific titles according to the provisions of law. In which, the rights and obligations of each legal representative are stipulated as follows: + *Chairman of the Board of Directors*: Exercise the rights and obligations stipulated in Article 26 of this Charter. + *Acting General Director*: Exercise the duties and powers of the General Director and have the rights and obligations of the Legal Representative as stipulated in this Charter and relevant laws, except for the rights and obligations of the Legal Representative exercised by the Chairman of the Board of Directors as stated above.	Legal representative of the Company: - The General Director shall be the legal representative of the Company. The rights and obligations of the legal representative shall be exercised and performed in accordance with applicable laws and this Charter. - In case where the Company has no General Director, or where the General Director is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and obligations of the Company's legal representative, or dies, is missing, is subject to criminal prosecution, is held in temporary detention, is serving a prison sentence, is subject to an administrative handling measure at a compulsory detoxification establishment or compulsory education establishment, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions, practicing certain professions or performing certain jobs, the Board of Directors shall decide to appoint the person authorized to act as General Director or the person assigned to perform the duties and responsibilities of the General Director as the Company's legal representative until the position of General Director is duly filled.	The amendment is intended to establish a single legal representative, ensure a transparent and clear allocation of governance authority, and specifically define the authority and responsibilities between the Board of Directors and the Executive Board.

Clause	Current Charter (14th Amendment)	Draft Charter, 15th Amendment	Reason/Basis
Article 24. Composition and term of office of members of the Board of Directors			
2.	In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.	In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work. Where any member of the Board of Directors reaches the end of his/her term of office, such member shall continue to serve as a member of the Board of Directors until a new member is elected as his/her replacement and assumes the relevant duties at the next General Meeting of Shareholders.	Members of the BOD may be elected at different times and, therefore, their terms of office may not expire simultaneously. The current Charter does not provide for a transitional mechanism applicable to individual Board members; accordingly, such mechanism should be supplemented to ensure continuity in the operations of the BOD.

MEETING DOCUMENTS

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

POWER ENGINEERING CONSULTING JOINT STOCK COMPANY 3

No.	Content
1	Meeting Agenda for the Extraordinary General Meeting of Shareholders
2	Proposal on the Approval of amendments and supplements to the Company's Charter (15th amendment)
3	Proposal on the Dismissal of Members of the Board of Directors
APPENDIX	
4	Draft of the Company's Charter (15th amendment)

Ho Chi Minh City, November 05, 2026

MEETING AGENDA

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

POWER ENGINEERING CONSULTING JOINT STOCK COMPANY 3

I. Meeting commences at: 08:30 AM on Thursday, November 05, 2026

II. Venue: Conference hall of Power Engineering Consulting Joint Stock Company 3
(No. 32 Ngo Thoi Nhiem, Xuan Hoa Ward, Ho Chi Minh City)

III. Meeting agenda:

Time	Content	Responsible Party
07:30 - 08:30	- Reception of guests and shareholders attending the meeting - Compile the list of shareholders attending the meeting	Organizing Committee Shareholder Reception Committee
08:30 - 08:50	- Opening of the Meeting - Procedures for approval of the list of members of the Presidium and the Meeting Secretaries - Procedures for approval of the Meeting Agenda - Procedures for election of the Vote Counting Committee - Report on the attendance status of shareholders - Approval of the Voting Regulations	Organizing Committee Organizing Committee Chairman of the Meeting Chairman of the Meeting Shareholder Reception Committee Vote Counting Committee
08:50 - 09:15	01- Proposal on the Approval of amendments and supplements to, and the Draft of, the Company Charter (15th amendment) 02- Proposal on the Dismissal of Members of the Board of Directors - Discussion and Voting on the proposals	BOD BOD GMS
09:15 - 09:30	- Report on Voting results	Vote Counting Committee
09:30 - 10:00	Following the approval by the GMS of the dismissal of members of the BOD: - Approval of the Election Regulations for the Board of Directors - Approval of the List of candidates for the Board of Directors - Election of Member of the Board of Directors	 Vote Counting Committee GMS GMS
10:00 - 10:15	- Speech by a representative of major shareholders	Representative of major shareholders

Time	Content	Responsible Party
10:15 - 10:30	- Announcement of the results of the election of Member of the BOD	Vote Counting Committee
	- Introduction of newly elected Member of the Board of Directors	Organizing Committee
10:30 - 11:00	- Presentation of the Draft Meeting Minutes and Resolution	Meeting's Secretaries
	- Discussion and Voting to approve the GMS Minutes and Resolution	GMS
11:00	- Closing of the Meeting	Organizing Committee

VIETNAM ELECTRICITY
POWER ENGINEERING CONSULTING JOINT STOCK COMPANY 3

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

M.S.D.N: 0301475102 - C.T.C.P
CÔNG TY CỔ PHẦN TƯ VẤN XÂY DỰNG ĐIỆN 3
THÀNH PHỐ HỒ CHÍ MINH

No.: 191/TTr-HĐQT-TVĐ3

Ho Chi Minh City, November 04, 2026

PROPOSAL

The Approval of amendments and supplements to, and the Draft of, the Company Charter (15th amendment)

To: General Meeting of Shareholders of Power Engineering Consulting Joint Stock Company 3

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; the Law No. 03/2022/QH15 dated January 11, 2022 amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment in the Form of Public-Private Partnership, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Excise Tax and the Law on Enforcement of Civil Judgments; and the Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises of the National Assembly of the Socialist Republic of Vietnam;

- Pursuant to the Charter of Power Engineering Consulting Joint Stock Company 3, as approved by the GMS on September 19, 2007, and as amended for the 14th time on April 23, 2026.

Upon review of the Company's current Charter, taking into account applicable laws and the Company's governance and management practices, certain provisions need to be amended and supplemented to ensure continuity and stability in the Company's organization and operations. The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the amendments and supplements to the Company's Charter (15th Amendment) *(as detailed in the attached Appendix and draft Charter)*, specifically as follows:

- Amend point a, clause 4, Article 2 regarding the Company's Legal Representative;
- Amend clause 2, Article 24 regarding the term of the Board of Directors members.

Assign the Legal Representative of the Company to issue the 15th amended Charter of the Company to comply with applicable laws.

The Board of Directors respectfully submits this for the General Meeting of Shareholders' review and approval./.

Recipients:
- As above;
- Archives: Office, BOD.

Attached:
- Appendix. Amendments and supplements to the Company's Charter;
- Draft of the Company's Charter (15th Amendment).

ON BEHALF OF THE BOD
MEMBER OF THE BOD

(Signed and sealed)

Tran Quoc Dien

APPENDIX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF POWER ENGINEERING CONSULTING JOINT STOCK COMPANY 3

(Attached to Proposal No. 191/TTr-HĐQT-TVĐ3 dated 04/11/2026)

Clause	Current Charter (14th Amendment)	Draft Charter, 15th Amendment	Reason/Basis
Article 2. Name, form, headquarters and term of operation of the Company			
4.	Legal representative:		
a.	Legal representative of the Company: - In case the Company has appointed a General Director: The Company has 01 (one) legal representative who is the General Director. - In case the Company has not appointed a General Director but only has a person exercising the rights of the General Director: The Company has 02 (two) legal representatives who are the Chairman of the Board of Directors and the person exercising the rights of the General Director with specific titles according to the provisions of law. In which, the rights and obligations of each legal representative are stipulated as follows: + *Chairman of the Board of Directors*: Exercise the rights and obligations stipulated in Article 26 of this Charter. + *Acting General Director*: Exercise the duties and powers of the General Director and have the rights and obligations of the Legal Representative as stipulated in this Charter and relevant laws, except for the rights and obligations of the Legal Representative exercised by the Chairman of the Board of Directors as stated above.	Legal representative of the Company: - The General Director shall be the legal representative of the Company. The rights and obligations of the legal representative shall be exercised and performed in accordance with applicable laws and this Charter. - In case where the Company has no General Director, or where the General Director is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and obligations of the Company's legal representative, or dies, is missing, is subject to criminal prosecution, is held in temporary detention, is serving a prison sentence, is subject to an administrative handling measure at a compulsory detoxification establishment or compulsory education establishment, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions, practicing certain professions or performing certain jobs, the Board of Directors shall decide to appoint the person authorized to act as General Director or the person assigned to perform the duties and responsibilities of the General Director as the Company's legal representative until the position of General Director is duly filled.	The amendment is intended to establish a single legal representative, ensure a transparent and clear allocation of governance authority, and specifically define the authority and responsibilities between the Board of Directors and the Executive Board.

Clause	Current Charter (14th Amendment)	Draft Charter, 15th Amendment	Reason/Basis
Article 24. Composition and term of office of members of the Board of Directors			
2.	In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.	In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work. Where any member of the Board of Directors reaches the end of his/her term of office, such member shall continue to serve as a member of the Board of Directors until a new member is elected as his/her replacement and assumes the relevant duties at the next General Meeting of Shareholders.	Members of the BOD may be elected at different times and, therefore, their terms of office may not expire simultaneously. The current Charter does not provide for a transitional mechanism applicable to individual Board members; accordingly, such mechanism should be supplemented to ensure continuity in the operations of the BOD.

VIETNAM ELECTRICITY
POWER ENGINEERING CONSULTING JOINT STOCK COMPANY 3

SOCIALIST REPUBLIC OF VIETNAM
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M.S.D.N: 0301475102 - C.T.C.P
CÔNG TY CỔ PHẦN TƯ VẤN XÂY DỰNG ĐIỆN 3
THÀNH PHỐ HỒ CHÍ MINH

No.: 192/TTr-HĐQT-TVĐ3

Ho Chi Minh City, November 04, 2026

PROPOSAL

The Dismissal of members of the Board of Directors

To: General Meeting of Shareholders of
Power Engineering Consulting Joint Stock Company 3

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; the Law No. 03/2022/QH15 dated January 11, 2022 amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment in the Form of Public-Private Partnership, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Excise Tax and the Law on Enforcement of Civil Judgments; and the Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises of the National Assembly of the Socialist Republic of Vietnam;

- Pursuant to the Charter of Power Engineering Consulting Joint Stock Company 3, as approved by the GMS on September 19, 2007, and as amended for the 14th time on April 23, 2026;

- Pursuant to Article 5 of Resolution No. 156/NQ-HĐQT-TVĐ3 dated October 15, 2026 of the Company's Board of Directors.

The Board of Directors has agreed to submit the following proposal for dismissal of members of the Board of Directors to the General Meeting of Shareholders:

1. Approval of the dismissal of Mr. Nguyen Nhu Hoang Tuan from the position of Member of the Board of Directors of Power Engineering Consulting Joint Stock Company 3 for the 2022-2027 term, effective on the date of approval by the General Meeting of Shareholders.
2. Approval of the dismissal of Mr. Lac Thai Phuoc from the position of Member of the Board of Directors of Power Engineering Consulting Joint Stock Company 3 for the 2022-2027 term, effective on the date of approval by the General Meeting of Shareholders.

The Board of Directors respectfully submits this for the General Meeting of Shareholders' review and approval./.

Recipients:
- As above;
- Archives: Office, BOD.

ON BEHALF OF THE BOD
MEMBER OF THE BOD

(Signed and sealed)

Tran Quoc Dien

VIETNAM ELECTRICITY

POWER ENGINEERING CONSULTING JOINT STOCK COMPANY 3

CHARTER OF
POWER ENGINEERING CONSULTING JOINT STOCK COMPANY 3
(15th Amendment)

EVNPECC3

CÔNG TY CỔ PHẦN TƯ VẤN XÂY DỰNG ĐIỆN 3

Ho Chi Minh City, November …, 2026

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PREAMBLE

Power Engineering Consulting Joint Stock Company 3 is a Company established by equitization of a State-owned Enterprise under Decision No. 386/Qđ-BCN dated February 23, 2006 of the Minister of Industry (now the Ministry of Industry and Trade) on the establishment of Power Engineering Consulting Joint Stock Company 3 and operates under the Law on Enterprises.

This Charter, as amended and supplemented for the 15th time, was approved at the Extraordinary General Meeting of Shareholders held on November …, 2026 pursuant to Article … of Resolution No. …/NQ-ĐHĐCĐ-TVĐ3.

This Charter includes the rules and regulations binding on the Company's business operations.

Chapter I. DEFINITION

Article 1. Definition

1. Unless otherwise provided by the provisions or context of this Charter, the following terms shall have these meanings:

   a. "Charter capital" means the total par value of the shares sold as specified in Clause 1, Article 5 of this Charter;

   b. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and effective from January 1, 2021 and relevant legislative amendments;

   c. "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and effective from January 1, 2021 and relevant legislative amendments;

   d. "Establishment Date" means the date on which the Company is first granted the Enterprise Registration Certificate. This day is distinguished from the Company's traditional day of February 13 every year.

   e. "Law" means all legal documents stipulated in Article 2 of the Law on Promulgation of Legal Documents;

   f. "Voting capital" means the capital contribution or shares, according to which the owner has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;

   g. "Shareholder" means an individual or organization owning at least one (01) issued share of a joint stock company;

   h. "Founding shareholder" means a shareholder owning at least one common share and signing the list of founding shareholders of joint stock company;

   i. "Board of Directors" means the Board of Directors of the Company;

j. "Non-executive Board Member" means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant;

k. “Independent member of the Board of Directors” is a member of the Board of Directors who meets the following conditions:

- A person with full civil act capacity and not subject to the prohibition of enterprise management as prescribed in Clause 2, Article 17 of the Law on Enterprises.
- Not a person currently working for the company, parent company or subsidiary of the company; not a person who has worked for the company, parent company or subsidiary of the company for at least 03 consecutive years before;
- Not a person who is receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to receive according to regulations;
- Not a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, biological sibling is a major shareholder of the company; is a manager of the company or subsidiary of the company;
- Not a person who directly or indirectly owns at least 01% of the total number of voting shares of the company;
- Not a person who has been a member of the Board of Directors or Board of Supervisors of the company for at least the previous 05 consecutive years, except in the case of being appointed for 02 consecutive terms.

l. “Company managers” include: Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Directors, Chief Accountant;

m. “Company executives” are the General Director, Deputy General Directors, Chief Accountant;

n. “Related persons” are individuals or organizations specified in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprises;

o. “Family relations” include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law, biological sibling of wife, biological sibling of husband, biological sibling of wife, biological sibling of husband;

p. “Authorized representative of a shareholder which is an organization” must be a person authorized in writing by the shareholder to exercise his/her rights and obligations at the company in accordance with the standards, conditions and responsibilities prescribed in Articles 14 and 15 of the Law on Enterprises;

q. A Company is considered a parent company of the Company if it falls into one of the following cases:

- Owning more than 50% of the charter capital or total issued common shares of the Company;
- Has the right to directly or indirectly appoint the majority or all members of the Board of Directors;
- Has the right to decide on amending and supplementing the Company's Charter.

r. "Term of operation" means the term of operation of the company as stipulated in Clause 6, Article 2 of this Charter;

s. "Business area" means the territory of Vietnam and foreign countries;

t. "Vietnam" means the Socialist Republic of Vietnam.

2. In this Charter, references to one or more other regulations or documents shall include their amendments or replacements.
3. The titles (Chapters, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.
4. When using this Charter, depending on the context, the word "person" is understood as an individual and/or organization.
5. Words, phrases or terms defined in the Law on Enterprises (if not inconsistent with the subject or context) shall have the same meaning in this Charter.

Chapter II.
NAME, FORM, HEADQUARTERS AND OPERATION TERM OF THE COMPANY

Article 2. Name, form, headquarters and term of operation of the Company

1. Company name:
   - Vietnamese name: **CÔNG TY CỔ PHẦN TƯ VẤN XÂY DỰNG ĐIỆN 3**
   - English name: **POWER ENGINEERING CONSULTING JOINT STOCK COMPANY 3**
   - Abbreviation: PECC3
2. Power Engineering Consulting Joint Stock Company 3 is a joint stock company with legal status in accordance with the current laws of Vietnam.
3. The registered headquarters of the Company is:
   - Address: 32 Ngo Thoi Nhiem, Xuan Hoa Ward, Ho Chi Minh city.
   - Phone: +(84) 28.22211169
   - Fax: (+84) 28.39307938
   - E-mail: pecc3@pecc3.com.vn
   - Website: www.pecc3.com.vn
4. Legal representative:

a. Legal representative of the Company:

- The General Director shall be the legal representative of the Company. The rights and obligations of the legal representative shall be exercised and performed in accordance with applicable laws and this Charter.
- In case where the Company has no General Director, or where the General Director is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and obligations of the Company's legal representative, or dies, is missing, is subject to criminal prosecution, is held in temporary detention, is serving a prison sentence, is subject to an administrative handling measure at a compulsory detoxification establishment or compulsory education establishment, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions, practicing certain professions or performing certain jobs, the Board of Directors shall decide to appoint the person authorized to act as General Director or the person assigned to perform the duties and responsibilities of the General Director as the Company's legal representative until the position of General Director is duly filled.

b. The legal representative of the Company is personally liable for damages to the Company due to violations of the obligations, powers and duties stipulated in this Charter and Clause 2, Article 13 of the Law on Enterprises.

c. The Company ensures that there is always at least 01 (one) legal representative residing in Vietnam. When there is only one legal representative residing in Vietnam, when leaving Vietnam, this person must authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the legal representative. In this case, the legal representative is still responsible for the exercise of the authorized rights and obligations.

5. The Company has the right to change the head office address, establish a Branch or Representative Office in the business location to carry out the Company's operational objectives in accordance with the resolution of the Board of Directors and within the scope permitted by law.

6. Unless terminated before the deadline according to Article 48 of this Charter, the term of operation of the Company begins from the date of establishment and is indefinite.

Chapter III.
SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 3. Business fields and operational objectives of the Company

1. Business fields of the Company:

a. Architectural activities and related technical consultancy:

- Designing regional power development plan for provinces, cities and planning for development of power plant projects (hydroelectricity, thermal power, nuclear

power) and renewable energy (wind power, solar power, biogas, geothermal, tidal energy, waste-to-energy and biomass);

- Designing construction plan and providing architectural consultation;
- Making investment reports, investment projects, bidding documents, bidding documents, projects: Power plants, construction of civil and industrial works, power transmission lines and transformer stations (power grid projects);
- Geological, topographical, hydrological surveys; marine surveys; surveying and data collection of remote sensing imagery, application of 3D technology to topography and geology;
- Design, design review, and preparation of overall cost estimates and detailed cost estimates for power generation projects such as: Power sources (hydroelectric, pumped storage, thermal, nuclear, wind, solar, geothermal, tidal, waste-to-energy, biomass, biogas, and other new and renewable energy sources); Power grids (transmission lines and substations) and lighting systems. Design and design review of communication and telecommunication systems, industrial and civil works. Consulting on design, design review, and preparation of overall cost estimates and detailed cost estimates for irrigation works, agricultural and rural development works, technical infrastructure, transportation, civil works, urban areas, and functional zones;
- Consulting on design, design review, and supervision of fire prevention and firefighting;
- Consulting on project proposals and plans: Investigation and assessment of the environmental and social aspects of forestry, application of remote sensing and GIS technology in: Forest surveys, forest inventories, forest planning, management, sustainable forest development and biodiversity *(excluding services for surveying, assessing and exploiting natural forests for timber harvesting and hunting/trapping of rare wild animals, management of plant, animal and microbial gene pools used in agriculture)*;
- Consulting on the preparation of dossiers for converting forest purposes to other purposes and performing other scientific and technological services related to forestry service activities;
- Consulting on the implementation of grassroots greenhouse gas inventories, developing grassroots greenhouse gas inventory reports;
- Appraising investment projects for construction projects, appraising bidding documents for power plant construction projects, power grid projects, civil and industrial works;
- Consulting on supervision of construction works: Construction, installation of equipment, testing, and acceptance of Civil and industrial works, works for agricultural and rural development;

- Supervising the construction and completion of technical infrastructure works and bridge and road traffic works;
- Supervising geological, topographical and hydrological surveys of power plant, power grid, civil and industrial construction works;
- Managing investment projects for construction of power plant, power grid, civil and industrial works; Managing construction investment costs;
- Conducting specialized construction testing of soil, rock, sand, water, concrete, steel and other construction materials (including laboratory and field testing);
- Testing and acceptance of power plant works, power grid works, civil and industrial construction works;
- Appraisal in the field of construction of power plant, power grid, civil and industrial works *(except for judicial appraisal)*;
- Surveying and mapping of topography (on land and underwater, including the seabed), geology, and cadastral mapping, specialized fields, and atlases; monitoring of displacement and deformation of structures;;
- Surveying, preparing investment projects, designing telecommunications works.
- Management, operation, maintenance, repair, renovation, and upgrading services for power plants, substations, and power transmission lines *(excluding the management and operation of multi-purpose hydropower plants and nuclear power plants of particular economic and social importance)*.

b. Processing, manufacturing and installing household and industrial electrical equipment;

c. Electricity production from renewable energy (Details: electricity production from solar energy);

d. Electricity transmission and distribution (Details: Selling solar energy *(except transmission, dispatching of the national power system and construction, operation of multi-purpose hydropower, nuclear power of special economic and social importance)*);

dd. Construction of residential houses;

e. Construction of non-residential houses;

f. Construction of road works;

g. Construction of electricity works *(Except construction, operation of multi-purpose hydropower, nuclear power of special economic and social importance)*;

h. Construction of water supply and drainage works;

i. Construction of telecommunications and information works;

j. Investment in construction and business of electrical works, civil and industrial works, works serving agriculture and rural development and infrastructure *(except for*

construction and operation of multi-purpose hydropower and nuclear power plants of special economic and social importance);

k. Demolition (except for blasting service and dismantling used ships);

l. Exploratory drilling, testing and sampling to measure physical and geological indicators *(except for blasting services)*;

m. Installation of electrical systems (Details: Construction and installation of equipment into works);

n. Installation of other construction systems (Details: Construction and installation of power systems, generators, transformers, power equipment and other construction systems). Construction and installation of equipment into works. Construction and installation of fire prevention and fighting systems;

o. Completion of construction works;

p. Construction of concrete jetting, waterproofing, reinforcement and treatment of construction foundations;

q. Wholesale of software *(except for the exercise of export rights, import rights, and distribution rights for goods on the List of goods that foreign investors are not allowed to export, import, or distribute, such as: cigarettes and cigars, newspapers and magazines, recorded items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar)*;

r. Wholesale of electrical equipment and supplies. Trading in fire prevention and fighting equipment and supplies *(except for the exercise of export rights, import rights, and distribution rights for goods on the List of goods that foreign investors are not allowed to export, import, or distribute, such as: cigarettes and cigars, newspapers and magazines, recorded items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar)*;

s. Publishing software as other services;

t. Computer programming and others (Details: Computer programming, software development);

u. Computer consulting and system administration, computer infrastructure management;

v. Computer and information technology services and other computer-related services;

w. Information technology infrastructure, data processing and storing, and related activities (Details: Data processing (except for internet access service agency business));

x. Real estate business, land use rights owned, used or leased *(except for investment in cemetery infrastructure construction to transfer land use rights attached to infrastructure)*;

y. Inspection and appraisal of construction works quality, certification of eligibility to ensure load-bearing safety and certification of conformity of construction works quality. Testing services to check the mechanical strength of concrete, structures, construction materials. Testing services for physical and mechanical properties of soil, rock and construction materials. Energy audit. Inspection of power plant equipment;

z. Other professional, scientific and technological activities not elsewhere classified (Details: Prepare environmental impact assessment dossiers, resettlement, land survey, compensation for site clearance of power plants, power grids, civil and industrial works. Implement projects and basic water resource surveys. Consult on water resource planning and consulting on project preparation, reporting in water resource license application dossiers; Network information security consulting services);

aa. Consulting, training, fostering, and training on technology transfer in the fields of construction, energy, information technology, project management, and corporate governance.

2. Company's operational objectives:

The Company's operational objectives are to comprehensively and sustainably develop all areas of business activities of the Company in order to bring the highest and harmonious benefits to employees, shareholders, and society.

Article 4. Scope of business and operations

The Company shall plan and conduct all business activities specified in Article 3 of this Charter in accordance with the provisions of current laws and take appropriate measures to achieve the Company's objectives.

Chapter IV.
CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 5. Charter capital, shares, founding shareholders

1. The charter capital of the Company is: VND 95,173,030,000 *(Ninety-five billion one hundred and seventy-three million and thirty thousand Vietnamese dongs).*

The total charter capital of the Company is divided into 9,517,303 shares *(Nine million five hundred and seventeen thousand three hundred and three shares)* with a par value of VND 10,000 *(Ten thousand VND)* per share.

2. The Company may increase or decrease its charter capital upon approval by the General Meeting of Shareholders in accordance with the provisions of the Law.

3. All shares of the Company on the date of approval of this Charter are common shares.

4. The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law.

5. Newly offered common shares must be offered to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise provided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to subjects under the conditions and in the manner that the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable than those offered to existing shareholders, except in cases where shares are sold through the Stock Exchange by auction.

6. The Company may purchase shares issued by the Company in the manners prescribed in this Charter and current laws. The shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in a manner consistent with the provisions of this Charter and the Law on Securities and relevant guiding documents.

7. The Company may issue shares, bonds and other types of securities of the Company.

Article 6. Share certificates

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

2. Share certificates must bear the Company's seal and the signature of the Company's legal representative in accordance with the provisions of the Law on Enterprises. The share certificate must clearly state the number and type of shares held by the shareholder, the full name of the holder and other information in accordance with the provisions of the Law on Enterprises.

3. Within 60 days from the date of submission of a complete application for transfer of ownership of shares as prescribed by the Company (or longer according to the terms of issuance) from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan, the owner of the shares shall be issued a share certificate. The owner of the shares shall not have to pay the Company for the cost of printing the share certificate.

4. In case the share certificate is damaged or erased or is lost, stolen or destroyed, the owner of such shares may request to be issued a new share certificate on the condition that he/she provides evidence of ownership of the shares and pays all related costs to the Company.

5. Depending on each period, the Company may change the form of recording the ownership of shares of Shareholders in accordance with the provisions of law and this Charter.

Article 7. Other securities certificates

Bond certificates or other securities certificates of the Company (except for offer letters, temporary certificates and similar documents), issued with the seal and sample signature of the Legal Representative of the Company.

Article 8. Transfer of shares

1. All shares are freely transferable unless otherwise provided by law and this Charter. Shares listed on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the securities market.
2. Shares that have not been fully paid for shall not be transferred and shall not enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity capital, the right to purchase newly offered shares.
3. In the event that a shareholder dies, or has limited civil capacity or loses civil capacity, the legal heir shall be recognized by the Company as the sole person (or persons) having the right or benefit to the shares, but this provision does not release the assets of that shareholder from any liability associated with any shares held by that person.

Article 9. Revocation of shares

1. In case a shareholder fails to pay in full and on time the amount payable for the purchase of shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount together with interest on that amount and any costs arising from the failure to pay in full to the Company.
2. The above payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be revoked.
3. The Board of Directors has the right to revoke the shares that have not been paid in full and on time in case the requirements in the above notice are not fulfilled.
4. The revoked shares are considered shares that are eligible for offering. The Board of Directors may directly or authorize the sale, redistribution or settlement to the person who owned the revoked shares or other subjects under the conditions and in the manner that the Board of Directors deems appropriate.
5. Shareholders holding revoked shares must give up their shareholder status with respect to such shares, but must still pay all related amounts plus interest calculated at the dividend rate of the Company at the time of revocation as decided by the Board of Directors and calculated from the date of revocation until the date of payment. The Board of Directors has full authority to decide to enforce payment of the entire value of the shares at the time of revocation.
6. Notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation shall remain effective even in the event of error or negligence in sending the notice.

Chapter V.
ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 10. Organizational structure, management and control

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

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

Chapter VI.
SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of common shareholders

1. Common shareholders have the following rights:
   a. To attend and speak at the General Meeting of Shareholders and to exercise voting rights directly or through an authorized representative or in other forms as prescribed by the Company Charter and the law. Each common share has one vote;
   b. To receive dividends at the level decided by the General Meeting of Shareholders;
   c. Priority to purchase new shares corresponding to the ratio of common shares owned by each shareholder in the company;
   d. Freely transfer their shares to others, except for other provisions of relevant laws;
   e. Review, look up and extract information about their name and contact address in the list of shareholders with voting rights; request to correct their inaccurate information;
   f. Review, look up, extract or photocopy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
   g. When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the ratio of shares owned in the Company.
2. Shareholders or groups of shareholders owning 05% or more of the total number of common shares have the following rights:
   a. Review, look up, and extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the company;
   b. Request to convene a meeting of the General Meeting of Shareholders in the cases specified in Clause 3 of this Article;

c. Request the Board of Supervisors to inspect each specific issue related to the management and operation of the company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of registration of shares of each shareholder, total number of shares of the whole group of shareholders and ownership ratio in the total number of shares of the company; issues to be inspected, purpose of inspection.

3. Shareholders or groups of shareholders specified in Clause 2 of this Article have the right to request the convening of a meeting of the General Meeting of Shareholders in case the Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority.

4. The request to convene a meeting of the General Meeting of Shareholders specified in Clause 3 of this Article must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the company, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders. Attached to the request to convene a meeting must be documents and evidence of violations by the Board of Directors, the level of violations or decisions beyond its authority.

5. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate people to the Board of Directors and the Board of Supervisors.

Article 12. Obligations of shareholders

1. Comply with the Company Charter and the Company's regulations, and comply with the decisions of the General Meeting of Shareholders and the Board of Directors.

2. Participate in meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or by remote voting. Shareholders may authorize a member of the Board of Directors to represent them at the General Meeting of Shareholders.

3. Pay for the shares registered for purchase in accordance with regulations.

4. Provide the correct address when registering to purchase shares.

5. Fulfill other obligations as prescribed by current laws.

6. Be personally responsible when performing one of the following acts in the name of the company in any form:

a. Violating the law;

b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c. Pay off debts that are not due in the face of possible financial risks to the Company.

7. Not to withdraw capital contributed in common shares from the Company, except in cases where the Company or another person buys back the shares.

8. Keep confidential the information provided by the Company in accordance with the provisions of the Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; prohibit the dissemination, copying, or sending of information provided by the Company to third parties.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest authority of the Company. The annual General Meeting of Shareholders is held once a year. The annual General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year. If necessary, the Board of Directors has the right to extend the annual General Meeting of Shareholders, but not more than 06 months from the end of the fiscal year.

2. The Board of Directors shall convene the annual General Meeting of Shareholders. The venue of the General Meeting of Shareholders must be within the territory of Vietnam. In case the General Meeting of Shareholders is held simultaneously at many different locations, the venue of the General Meeting of Shareholders shall be determined as the place where the Chairman attends the meeting.

   The annual General Meeting of Shareholders decides on matters prescribed by law and the Company's Charter, especially approving the annual financial statements and budget for the following fiscal year. Independent auditors are invited to attend the meeting to advise on the approval of the annual financial statements.

3. Convening an extraordinary General Meeting of Shareholders.

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

      i) The Board of Directors deems it necessary for the benefit of the company;

      ii) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the minimum number of members prescribed by law;

      iii) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;

      iv) At the request of the Board of Supervisors.

   b. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date of occurrence of the case specified in ii) under Point a, Clause 3 of this Article or from receipt of a request to convene a meeting specified in iii) and iv) under Point a, Clause 3 of this Article. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as

prescribed, the Chairman of the Board of Directors and members of the Board of Directors must compensate for any damage incurred to the Company;

c. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Point b, Clause 3 of this Article, within the next 30 days, the Board of Supervisors shall replace the Board of Directors in convening the meeting of the General Meeting of Shareholders. In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate for any damage incurred to the Company;

d. In case the Board of Supervisors does not convene the General Meeting of Shareholders as prescribed in Point c, Clause 3 of this Article, the shareholder or group of shareholders as prescribed in Clause 2, Article 11 shall have the right to represent the company to convene the General Meeting of Shareholders;

e. The person convening the General Meeting of Shareholders must perform the following tasks:

- Prepare a list of shareholders entitled to attend the meeting;
- Provide information and resolve complaints related to the list of shareholders;
- Prepare the agenda and content of the meeting;
- Prepare documents for the meeting;
- Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors, Supervisors;
- Determine the time and location of the meeting;
- Send meeting invitations to each shareholder entitled to attend the meeting as prescribed;
- Other tasks serving the meeting.

f. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Points b, c, d, Clause 3 of this Article shall be reimbursed by the Company.

4. List of shareholders attending the General Meeting of Shareholders.

a. The list of shareholders attending the General Meeting shall be prepared based on the company's shareholder register. This list shall be prepared no later than 10 days before the date of sending the invitation to the General Meeting of Shareholders. For individual shareholders, it must clearly state: full name, contact address, nationality, legal document number; for organizational shareholders, it must clearly state: name, enterprise code or legal document number of the organization, head office address and number of shares, shareholder registration date of each shareholder;

b. Shareholders have the right to check, look up, extract, copy the name and contact address of shareholders and have the right to request correction of incorrect

information or addition of necessary information about themselves in the list of shareholders entitled to attend the meeting;

c. The company manager must promptly provide information in the shareholder register, amend or supplement incorrect information upon request of shareholders; and be responsible for compensating for damages arising from failure to provide or untimely or inaccurately providing information in the shareholder register upon request. The order and procedures for requesting information in the shareholder register shall comply with the provisions of the Company Charter.

Article 14. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of a joint stock company.

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

a. Approving the development orientation of the company;

b. Approving the audited annual financial statements;

c. Approving the report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;

d. Approving the report of the Board of Supervisors on the business results of the Company, on the performance of the Board of Directors, the Director or General Director;

e. Approving the self-assessment report on the performance of the Board of Supervisors and each Supervisor;

f. Approving the annual business plan, short-term and long-term development plans of the Company;

g. Approving the annual dividend payment for each type of share in accordance with the Law on Enterprises and the rights attached to that type of share;

h. Approving the number of members of the Board of Directors;

i. Approving the list of independent auditing companies and authorizing the Board of Directors to select one of these units or appoint an independent auditing company to audit the company's financial statements; dismissing the independent auditor if deemed necessary based on the proposal and recommendation of the Board of Supervisors;

j. Electing, dismissing, and removing members of the Board of Directors and the Board of Supervisors;

k. Approving the total remuneration of members of the Board of Directors and the Board of Supervisors and the remuneration report of the Board of Directors and the Board of Supervisors;

l. Deciding on supplements and amendments to the Company Charter;

m. Approving the internal governance regulations, the operating regulations of the Board of Directors and the Board of Supervisors;

n. Deciding on the types of shares and the total number of shares of each type that are allowed to be offered for sale;

o. Decide on the division, separation, consolidation, merger or conversion of the Company;

p. Decide on the reorganization or dissolution (liquidation) of the Company and appoint a liquidator;

q. Review and handle violations by the Board of Directors or the Board of Supervisors that cause damage to the Company and its shareholders;

r. Decide on the repurchase of more than 10% of the total number of shares sold of each type;

s. Decide on contracts and transactions as prescribed in Clause 1, Article 33 of this Charter;

t. Other issues as prescribed in this Charter and other regulations of the Company.

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

a. Approve contracts prescribed in Point b, Clause 1, Article 33 of this Charter when that shareholder or a person related to that shareholder is a party to the contract;

b. The purchase of shares by that shareholder or by a person related to that shareholder, except in cases where the purchase of shares is made in proportion to the ownership ratio of all shareholders or the purchase is made through order matching or public offering on the Stock Exchange.

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

5. The General Meeting of Shareholders assigns the Board of Directors and the General Director to adjust the targets in accordance with the actual situation during the annual production and business implementation, not contrary to Articles 25 and 32 of this Charter.

Article 15. Authorized representatives

1. Shareholders who are entitled to attend the General Meeting of Shareholders according to law may authorize their representatives to attend. The authorized representative of a shareholder that is an organization must be an individual authorized in writing to exercise the rights and obligations on behalf of that shareholder in accordance with the provisions of the Law on Enterprises.

2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing in accordance with the provisions of law and must be signed in accordance with the following provisions:

a. In case an individual shareholder is the principal, the authorization letter must be signed by that shareholder and the person authorized to attend the meeting;

b. In case the authorized representative of a shareholder that is an organization is the principal, the authorization letter must be signed by the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting;

c. The person authorized to attend the General Meeting of Shareholders must submit the authorization letter before entering the meeting room;

d. In other cases, the Authorization Document shall be prepared in accordance with the provisions of the Civil Code and must clearly state the name of the authorized individual or organization and the number of authorized shares.

3. A shareholder that is an organization owning 10% or more of the total number of common shares may authorize a maximum of 03 representatives. In case there is more than one representative appointed, the number of shares and the number of votes authorized for each representative must be specifically determined. If the shareholder that is an organization does not specify the number of shares for each representative, the number of shares will be divided equally among all authorized representatives.

4. The authorization for a representative of a shareholder that is an organization to attend the General Meeting of Shareholders must be made in writing and shall only be effective for the company from the date the company receives the document. The document appointing an authorized representative must include the following main contents:

a. Name, enterprise code, head office address of the shareholder;

b. Number of authorized representatives and the corresponding percentage of shares and capital contributions owned by each authorized representative;

c. Full name, contact address, nationality, and legal document number of each authorized representative;

d. The corresponding authorization period of each authorized representative; clearly stating the date of commencement of representation;

e. Full name and signature of the legal representative of the shareholder and the authorized representative.

5. The voting ballot of the authorized person attending the meeting within the scope of authorization remains valid in one of the following cases:

a. The authorized person has died, has limited civil act capacity or has lost civil act capacity;

b. The authorized person has revoked the authorization appointment;

c. The authorized person has revoked the authority of the person performing the authorization.

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

6. In the event that shares are transferred during the period from the date of completion of the list of shareholders to the opening date of the General Meeting of Shareholders, the transferee shall have the right to attend the General Meeting of Shareholders in place of the transferor for the transferred shares, but the transferee must register to attend the General Meeting of Shareholders in accordance with the provisions of Clause 1, Article 19 of this Charter.

7. The authorized representative of a shareholder being an organization must satisfy the following conditions:

   a. Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

   b. A shareholder that is a state-owned enterprise as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises shall not appoint a person who has a family relationship with the company manager and/or the person with the authority to appoint the company manager as a representative at another company.

8. Responsibilities of the authorized representative of a corporate shareholder that is an organization

   a. The authorized representative shall, on behalf of the corporate shareholder, exercise the rights and obligations of the shareholder at the General Meeting of Shareholders. Any restrictions by the shareholder on the authorized representative in exercising the rights and obligations of the corresponding corporate shareholder at the General Meeting of Shareholders shall not be effective against third parties;

   b. The authorized representative shall be responsible for fully attending the General Meeting of Shareholders; exercising the authorized rights and obligations honestly, carefully, and to the best of his/her ability, protecting the legitimate interests of the shareholder appointing the representative;

   c. The authorized representative shall be responsible to the shareholder appointing the representative for any violation of the responsibilities prescribed in this Article. The shareholder appointing the representative shall be responsible to the third party for any responsibilities arising in relation to the rights and obligations exercised through the authorized representative.

Article 16. Change of rights

1. The change or cancellation of special rights attached to each type of shares shall only be effective when approved by shareholders holding at least 51% of the common shares attending the meeting and at the same time approved by shareholders holding at least 75% of the voting rights of the above type of shares.

2. The organization of the above meeting shall only be valid when there are at least two (02) shareholders (or their authorized representatives) and holding at least one-third (1/3) of the par value of the issued shares of that type. In case there are not enough

delegates as stated above, the meeting shall be re-organized within thirty (30) days thereafter and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have sufficient number of delegates required. At meetings of shareholders holding the above-mentioned class of shares, the holders of such class of shares present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the above-mentioned meetings.

3. The procedures for conducting such separate meetings shall be similar to the provisions in Articles 18, 19 and 20 of this Charter.

4. Unless otherwise provided by the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the sharing of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 17. Convening the General Meeting of Shareholders, meeting agenda and notice of the General Meeting of Shareholders

1. The Board of Directors convenes the General Meeting of Shareholders, or the General Meeting of Shareholders is convened in accordance with the provisions of Point b or Point c, Clause 4, Article 13 of this Charter.

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

   a. Prepare a list of shareholders eligible to attend and vote at the meeting based on the Company's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the date of sending the invitation to the General Meeting of Shareholders. Provide information and resolve complaints related to the list of shareholders; prepare the meeting agenda and content, and documents as prescribed in accordance with the law and the Company's regulations;

   b. Determine the time and place of the meeting;

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

   d. Draft resolutions of the General Meeting of Shareholders; list and detailed information of candidates in case of election of members of the Board of Directors, Supervisors;

   e. Other work serving the meeting.

3. Notice of the General Meeting of Shareholders shall be sent to all shareholders and simultaneously announced on the information media of the Stock Exchange and on the Company's website. Notice of the General Meeting of Shareholders shall be sent at least twenty-one (21) days before the date of the General Meeting of Shareholders, (calculated from the date on which the notice is sent or transferred in a valid manner,

postage is paid or mailed). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not sent together with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the address of the electronic information page so that shareholders can access it.

4. Shareholders or groups of shareholders mentioned in Clause 3, Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least three (3) working days before the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and type of shares that person holds, and the content proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the cases specified in Clause 6 of this Article; the proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders. In case the person convening the General Meeting of Shareholders refuses the proposal specified in Clause 4 above, he/she must reply in writing and state the reasons no later than 02 working days before the opening date of the General Meeting of Shareholders.

6. The person convening the General Meeting of Shareholders shall only have the right to refuse proposals if one of the following cases applies:

   a. The proposal is not submitted on time or is insufficient or does not contain the correct content as prescribed in Clause 4 of this Article;

   b. At the time of the proposal, the shareholder or group of shareholders does not have at least 5% of common shares as prescribed in Clause 3, Article 11 of this Charter;

   c. The proposed issue is not within the scope of authority of the General Meeting of Shareholders;

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

7. The Board of Directors must prepare a draft resolution for the meeting.

8. Effectiveness of resolutions of the General Meeting of Shareholders:

   a. Resolutions of the General Meeting of Shareholders shall be effective from the date of approval or from the effective date stated in such resolution;

   b. Resolutions of the General Meeting of Shareholders approved by 100% of the total number of voting shares are legal and effective even if the order and procedures for approving such resolution are not implemented correctly as prescribed;

   c. In case a shareholder or group of shareholders requests the Court or Arbitration to annul a resolution of the General Meeting of Shareholders in accordance with Article 23 of this Charter, such resolutions shall remain effective until the Court or Arbitration

makes a different decision, except in cases where temporary emergency measures are applied according to the decision of a competent authority.

Article 18. Conditions for holding a General Meeting of Shareholders

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

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

3. In case the second meeting does not meet the conditions for holding the meeting as prescribed in Clause 2 of this Article, a third General Meeting of Shareholders shall be convened within twenty (20) days from the date of the second meeting. In this case, the meeting is held regardless of the total number of votes of shareholders or authorized representatives attending and is considered valid and has the right to decide all issues expected to be approved at the first General Meeting of Shareholders.

Article 19. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before opening the General Meeting of Shareholders, the Company must carry out shareholder registration procedures.

2. When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by votes of approval, disapproval, and abstention. The vote counting results shall be announced by the chairperson immediately before the closing of the meeting. The General Meeting shall elect those responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the request of the chairperson but shall not exceed the number of people prescribed by current law.

3. Shareholders or authorized persons who arrive late at the General Meeting of Shareholders are still registered and have the right to participate and vote immediately at the meeting. In this case, the validity of the contents voted on before will not change.

4. Shareholders are considered to attend and vote at the General Meeting of Shareholders when: they attend and vote directly at the meeting; or authorize another person to attend and vote at the meeting; or attend and vote via online conference, electronic voting or other electronic forms; or send voting ballots to the meeting by mail, fax, or email.

5. The election of the chairman, secretary and vote counting committee is regulated as follows:

   a. The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair meetings convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chairperson, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect the meeting chairperson and the person with the highest number of votes shall chair the meeting;

   b. In other cases, the person who signed the notice to convene the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the meeting chairperson and the person with the highest number of votes shall be appointed as the meeting chairperson;

   c. The Chairman shall appoint one or several persons to act as the General Meeting's secretary;

   d. The General Meeting shall elect one or several persons to the Ballot Counting Committee upon the proposal of the Chairman of the General Meeting.

6. The meeting agenda and content must be approved by the General Meeting of Shareholders in the opening session and must determine the time for each issue in the meeting agenda. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda sent with the meeting invitation as prescribed in Article 17 of this Charter.

   The Chairman is the person who has the right to decide on the order, procedures and events arising outside the agenda of the General Meeting of Shareholders.

7. The Chairman of the General Meeting of Shareholders may postpone the General Meeting of Shareholders with sufficient number of delegates attending the meeting. The maximum postponement period shall not exceed three (3) days from the date of the intended opening of the General Meeting and the meeting may only be postponed or the meeting location may be changed in the following cases:

   a. The meeting location does not have enough convenient seats for all attendees;

   b. The means of communication at the meeting location do not ensure that shareholders attending the meeting can participate, discuss and vote;

   c. There are attendees who obstruct or disrupt the order, posing a risk of making the meeting not be conducted fairly and legally.

8. In case the chairman postpones the General Meeting of Shareholders contrary to the provisions of Clause 7, Article 19, the General Meeting of Shareholders shall elect another person from among the attending members to replace the chairman to conduct the meeting until its conclusion and all votes at that meeting shall be effective in accordance with the provisions of Clause 9, Article 146 of the Law on Enterprises.

9. The chairman of the meeting may take measures that he or she deems necessary and reasonable to conduct the General Meeting of Shareholders in a valid and orderly manner; in accordance with the approved agenda and reflecting the wishes of the majority of attendees;

10. The person convening or chairing the General Meeting of Shareholders shall have the following rights:

    a. Request shareholders or authorized representatives attending the General Meeting of Shareholders to submit to inspection or other legal and reasonable security measures;

    b. Request the competent authority to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements.

11. The Board of Directors, after careful consideration, may take measures that it deems appropriate to:

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

    b. Ensure the safety of all persons present at the venue;

    c. Create conditions for shareholders to attend (or continue to attend) the meeting.

    The Board of Directors has full authority to change the above measures and apply all measures if the Board of Directors deems necessary. The measures applied may be the issuance of entry tickets or the use of other forms of selection.

12. In the event that the General Meeting of Shareholders applies the above measures, the Board of Directors, when determining the venue of the meeting, may:

    a. Announce that the meeting will be held at the location stated in the notice and the chairman of the meeting will be present there "The main venue of the meeting";

    b. Arrange and organize so that shareholders or authorized representatives who are unable to attend the meeting in accordance with this Article or those who wish to attend at a location other than the main location of the meeting can simultaneously attend the meeting;

    The notice of the organization of the meeting does not need to specify the organization measures in accordance with this Article.

13. In this Charter (unless the circumstances require otherwise), all shareholders shall be deemed to attend the meeting at the main location of the meeting.

14. The Company must organize the General Meeting of Shareholders at least once (01) annually.

Article 20. Approval of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following contents shall be approved if approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clauses 2, 3, 4, 5, 6 of this Article:

a. Amendments and supplements to the Charter;

b. Types of shares and total number of shares of each type;

c. Changes in business lines, occupations and fields;

d. Changes in the Company's management structure;

e. Mergers, reorganizations or dissolutions of the Company;

f. 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.

2. Except for the cases specified in Clauses 1, 3, 4, 5, 6 of this Article, Resolutions shall be passed when there are more than 50% of the total number of votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders.

3. In case of passing a resolution in the form of collecting opinions in writing, the Resolution of the General Meeting of Shareholders shall be passed if it is approved by shareholders owning more than 50% of the total number of votes of all shareholders with voting rights.

4. Voting to elect members of the Board of Directors and the Board of Supervisors must be carried out by the method of cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises.

   In case there are 02 or more candidates receiving the same number of votes for the final member of the Board of Directors or the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations or the Company Charter.

5. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company Charter.

6. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

7. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of approval; the sending of the resolution may be replaced by posting it on the company's website.

Article 21. Authority and procedures for obtaining written opinions from shareholders to pass Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining written opinions from shareholders to pass Resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to obtain written opinions from shareholders to pass Resolutions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company, except for voting on matters 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. The opinion forms, draft resolutions and explanatory documents must be sent by guaranteed method to the registered address of each shareholder. The Board of Directors must ensure that documents are sent and published to shareholders within a reasonable time for consideration and voting and must be sent to all shareholders with voting rights at least ten (10) days before the deadline for receiving voting ballots. The preparation of the shareholder list shall be carried out in accordance with the provisions of Section a, Clause 4, Article 13 and the method of sending voting ballots and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 17.
3. The voting ballot must contain the following main contents:
   a. Name, head office address, enterprise code;
   b. Purpose of voting;
   c. Full name, permanent address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for shareholders who are organizations or full name, contact address, nationality, legal document number of the individual for the representative of shareholders who are organizations, name, number of shares of each type and number of votes of shareholders;
   d. Issues requiring opinions to pass the resolution;
   e. Voting options including approval, disapproval, and abstention;
   f. Deadline for sending the completed opinion form to the Company;
   g. Full name and signature of the Chairman of the Board of Directors of the Company.
4. Shareholders may send their completed ballots to the Company in one of the following ways:
   a. By mail: The completed ballots must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The ballots sent to the Company must be contained in a sealed envelope and no one is allowed to open them before the vote counting;

b. By fax or email: The ballots sent to the Company by fax or email must be kept confidential until the time of vote counting.

Voting ballots sent to the Company after the specified deadline, or opened in the case of mail, or disclosed in the case of fax or email are invalid. Voting ballots that are not returned are considered non-voting ballots.

5. The Board of Directors shall organize the counting of ballots and prepare a vote counting record under the witness of the Board of Supervisors or of shareholders who do not hold management positions in the Company.

The vote counting minutes must contain the following main contents:

a. Name, head office address, enterprise code;

b. Purpose and issues requiring opinions to pass the resolution;

c. Number of shareholders with total number of votes participating in the vote, in which distinguish between valid and invalid votes, and method of sending votes, with an appendix of the list of shareholders participating in the vote;

d. Total number of votes of approval, disapproval, and abstention for each matter;

e. Issues that have been passed and corresponding percentage of votes passed;

f. Full name, signature of the Chairman of the Board of Directors, the vote counting supervisor, and the vote counting supervisor.

The members of the Board of Directors, the vote counting supervisor, and the vote counting supervisor must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The minutes of the vote counting must be sent to shareholders within fifteen (15) days from the date of completion of the vote counting. In case the company has a website, the sending of the minutes of the vote counting and the resolution can be replaced by posting them on the company's website.

7. The completed ballots, the minutes of the vote counting, the full text of the passed resolution and relevant documents attached to the ballots must all be kept at the Company's head office.

8. A resolution passed by way of collecting shareholders' opinions in writing as prescribed in Clause 1, Article 20 of the Charter must be approved by shareholders representing more than 50% of the total number of votes and has the same value as a resolution passed at the General Meeting of Shareholders.

9. A resolution of the General Meeting of Shareholders shall be effective from the date of approval or from the effective date stated in that resolution. In case a Resolution is passed by 100% of the total number of voting shares, it is legal and effective even if the order and procedures for convening a meeting and passing that resolution violate the provisions of the Law on Enterprises and the Company Charter.

10. In case a shareholder or group of shareholders requests the Court or Arbitration to annul a resolution of the General Meeting of Shareholders as prescribed in Article 151 of the Law on Enterprises, that resolution shall remain effective until the Court or Arbitration's decision to annul that resolution takes effect, except in cases where temporary emergency measures are applied according to the decision of a competent authority.

Article 22. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded and stored in other electronic forms. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.
2. The chairperson and the secretary of the meeting or other person signing the minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes. In case the chairperson or secretary refuses to sign the minutes of the meeting, the minutes shall be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in Clause 1, Article 150 of the Law on Enterprises. The minutes of the meeting shall clearly state that the chairperson or secretary refused to sign the minutes of the meeting.
3. Minutes prepared in Vietnamese and foreign languages shall have the same legal effect. In case there is a difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall prevail.
4. Minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days, and may be replaced by posting on the company's website.
5. Minutes, appendix of list of shareholders registered to attend the meeting, resolutions passed and related documents sent with the meeting invitation must be kept at the company's head office.

Article 23. Request to cancel the resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting for the General Meeting of Shareholders, shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to request the Court or Arbitration to consider and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter; except in cases where the resolution of the General Meeting of Shareholders is passed by 100% of the total number of voting shares;
2. The content of the resolution violates the law or the Company Charter.

Chapter VII.
BOARD OF DIRECTORS

Article 24. Composition and term of office of members of the Board of Directors

1. The Board of Directors is the company's management body, with full authority to decide and exercise rights and obligations on behalf of the company as prescribed in Clause 2, Article 153 of the Law on Enterprises.

   The number of members of the Board of Directors is five (5) people. The term of office of a member of the Board of Directors shall not exceed five (5) years and may be re-elected for an unlimited number of terms.

   The structure of the Board of Directors must ensure:

   - At least 01 member of the Board of Directors is a non-executive member;
   - At least 01 member of the Board of Directors is an independent member.

2. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work. Where any member of the Board of Directors reaches the end of his/her term of office, such member shall continue to serve as a member of the Board of Directors until a new member is elected as his/her replacement and assumes the relevant duties at the next General Meeting of Shareholders.

3. Shareholders holding voting shares have the right to combine the number of voting rights of each person to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding 10% or more of voting shares may nominate one (01) candidate; 20% or more may nominate up to two (02) candidates; 30% or more may nominate up to three (03) candidates; 40% or more may nominate up to four (04) candidates; 50% or more may nominate up to five (05) candidates; 60% or more may nominate enough candidates corresponding to the number of members of the Board of Directors.

4. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the incumbent Board of Directors, the Board of Supervisors or other shareholders may nominate additional candidates. Candidates for the Board of Directors must be approved by the General Meeting of Shareholders before the election.

5. Standards and conditions for nomination or candidacy for the Board of Directors:

   a. Having full civil act capacity and not being prohibited from managing an enterprise according to the provisions of the Law on Enterprises;

   b. Being a person with professional qualifications and experience in business management or in the main business lines of the Company;

   c. Being nominated by a shareholder or group of shareholders according to the provisions of Clause 3, Article 24 of this Charter;

d. A member of the Board of Directors does not necessarily have to be a shareholder of the company and can concurrently be a member of the Board of Directors or Board of Members of at most 05 other Companies;

e. Not to be a person having a family relationship with the General Director and other managers of the company, or of the manager, the person with the authority to appoint the manager of the parent company.

6. A member of the Board of Directors shall be dismissed, removed, replaced and supplemented in the following cases:

a. That member is no longer qualified to be a member of the Board of Directors as prescribed in Article 155 of the Law on Enterprises or is prohibited from being a member of the Board of Directors as prescribed by law;

b. That member submits a written resignation to the Company's head office and is approved by the Board of Directors;

c. That member suffers from a mental disorder and other members of the Board of Directors have professional evidence proving that he or she no longer has capacity to act;

d. That member does not participate in the activities of the Board of Directors continuously for six (06) months, except in cases of force majeure;

e. A member who is a representative of an organizational shareholder shall be dismissed when he/she loses the right to represent that organizational shareholder;

f. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; dismiss or remove a member of the Board of Directors other than in the above cases.

7. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a. When the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in the Company's Charter;

b. When the number of independent members of the Board of Directors is reduced to a level that does not ensure the ratio prescribed in Clause 1 of this Article;

c. When the remaining members of the Board of Directors are less than the minimum number of members prescribed by law (ie less than 3 members).

In the cases specified in points a, b and c above, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced beyond the above provisions;

d. Except for the cases specified in points a, b and c of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the most recent meeting;

e. The election of members of the Board of Directors must be announced in accordance with the provisions of the law on securities and the securities market.

8. Independent members of the Board of Directors:

a. Independent members of the Board of Directors must meet the standards and conditions according to Point k, Clause 1, Article 1 of this Charter;

b. Independent members of the Board of Directors must notify the Board of Directors of their no longer meeting the standards and conditions specified in this section and of course are no longer independent members of the Board of Directors from the date of no longer meeting those standards and conditions.

The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace independent members of the Board of Directors within 06 months from the date of receipt of the notice of the relevant independent member of the Board of Directors.

Article 25. Powers and duties of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority to decide and exercise the rights and obligations of the Company on behalf of the Company, except for the authority belonging to the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising and directing the General Director and other managers in the daily business operations of the Company;

3. The rights and duties of the Board of Directors are stipulated by law, the Company's Charter and decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

a. Decide on the strategy, medium-term development plan and annual production and business plan and budget of the Company;

b. Decide on solutions for market development, marketing and technology;

c. Appoint, dismiss and remove the Chairman of the Board of Directors; Appoint, dismiss, sign contracts, terminate contracts with the General Director, other managers, authorized representatives participating in the Board of Directors or General Meeting of Shareholders of other companies. The above dismissal must not be contrary to the contractual rights of the dismissed persons (if any); Decide on salaries, remuneration and other benefits for those positions;

d. Decide on the organizational structure and internal management regulations of the Company, decide on the establishment, reorganization or dissolution, change of address of Subsidiaries, Branches, Representative Offices and capital contribution, purchase/transfer of shares of other enterprises;

e. Decide on the type, quantity, form and content of the seal of the Company, Branches, Representative Offices of the Company;

f. Resolve complaints of the Company against managers as well as decide on the selection of representatives of the Company to resolve issues related to legal procedures for those managers;

g. Propose the type of shares and the total number of shares that can be offered for sale of each type and decide to sell new shares within the number of shares that can be offered for sale of each type; decide to raise additional capital in other forms;

h. Propose the issuance of convertible bonds and warrants that allow the owner to buy shares at a predetermined price;

i. Decide on the offering price of bonds, shares and convertible securities in cases where authorized by the General Meeting of Shareholders;

j. Propose the distribution of profits, the rate of fund allocation and propose the annual dividend level and determine the level of interim dividends; payment of dividends to shareholders is carried out in accordance with the law after being approved by the Annual General Meeting of Shareholders; handle losses arising during the business process;

k. Propose the restructuring, dissolution, and request for bankruptcy of the Company;

l. Decide to repurchase no more than 10% of the total number of shares of each type that have been offered for sale within 12 months;

m. Decide on investment plans and investment projects within the authority and limits prescribed by law;

n. Approve the agenda and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass decisions;

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

p. Decide on contracts and transactions as prescribed in Clause 2, Article 33 of this Charter;

q. Other rights and obligations not within the scope prescribed in Clause 2, Article 14 of this Charter and as prescribed by the Law on Enterprises.

4. The following matters must be approved by the Board of Directors:

a. Establishment of Branches or Representative Offices of the Company;

b. Establishment of Subsidiaries of the Company;

c. Within the scope of provisions in Clause 2, Article 153 of the Law on Enterprises and except for the case specified in Clause 3, Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors shall from time to time decide on the implementation, amendment and cancellation of major contracts of the Company (including contracts for purchase, sale, merger, acquisition of the Company and Joint Ventures);

d. Appointment and dismissal of persons authorized by the Company as commercial representatives and Lawyers of the Company;

e. Borrowing and implementation of mortgages, guarantees, guarantees and compensations of the Company which are valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;

f. Investments not included in the business plan and budget exceeding one (01) billion Vietnamese Dong or investments exceeding 10% of the annual business plan and budget value;

g. Purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;

h. Valuation of assets contributed to the Company other than cash related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;

i. Business issues or transactions that the Board of Directors decides require approval within the scope of its authority and responsibility.

5. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically on the Board of Directors' supervision of the General Director and other managers during the fiscal year. In case the Board of Directors fails to submit a report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not yet approved by the Board of Directors.

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

7. Members of the Board of Directors (excluding authorized representatives) shall receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Directors according to the agreement in the Board of Directors or divided equally in case no agreement is reached.

8. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, stock purchase rights and other benefits received from the Company, its Subsidiaries, Affiliates and other Companies in which the Board of Directors is the representative of the capital contribution, must be disclosed in detail in the Company's annual report.

9. A member of the Board of Directors holding an executive position or a member of the Board of Directors working on subcommittees of the Board of Directors, or performing other tasks that the Board of Directors considers to be beyond the scope of the normal duties of a member of the Board of Directors, may be paid additional

remuneration in the form of a lump sum, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

10. Members of the Board of Directors are entitled to be reimbursed for travel, accommodation, meals and other reasonable expenses incurred in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

11. The Board of Directors shall pass resolutions and decisions by voting at meetings or by obtaining written opinions. Each member of the Board of Directors shall have one vote.

    In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the company, the members who agree to pass such resolution or decision shall jointly bear personal responsibility for such resolution or decision and shall compensate the company for such damage; members who oppose the passing of the above resolution or decision shall be exempted from liability. In this case, the company's shareholders have the right to request the Court to suspend or cancel the above resolution or decision.

Article 26. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from among the members of the Board of Directors by the Board of Directors. The Chairman of the Board of Directors may not concurrently hold the position of General Director.

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

   a. Prepare the program and plan of activities of the Board of Directors;

   b. Prepare the program, content, and documents for meetings;

   c. Convene and chair the General Meeting of Shareholders and meetings of the Board of Directors;

   d. Organize the adoption of resolutions and decisions of the Board of Directors;

   e. Supervise and organize the implementation of resolutions and decisions of the Board of Directors;

   f. Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

3. The Chairman of the Board of Directors must be responsible for ensuring that the Board of Directors submits the annual financial statements, the Company's operational report, the audit report and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders.

4. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case the Chairman of the

Board of Directors resigns, is dismissed, dies, goes missing, is restricted or loses civil capacity... then within ten (10) days, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors, according to the principle of majority approval.

Article 27. Alternate Board Member

1. A Board member may appoint a Board member, or a person approved by the Board and willing to perform such duties, as his/her substitute and shall have the right to remove such substitute.
2. An alternate Board member shall be entitled to receive notices of meetings of the Board and of subcommittees of the Board of Directors of which the appointor is a member, to attend and vote at meetings when the appointor is absent, and to be authorized to perform all the functions of the appointor as a member of the Board of Directors in the absence of the appointor. Such alternate member shall not be entitled to receive any remuneration from the Company for his/her work as an alternate Board member. However, the Company shall not be required to send notices of the said meetings to the alternate Board member who is not present in Vietnam.
3. The replacement member shall be required to give up his/her membership of the Board of Directors in the event that the person who appointed him/her is no longer a member of the Board of Directors. In the event that a member of the Board of Directors has expired but is reappointed or is deemed to have been reappointed at the same General Meeting of Shareholders at which the member's term of office expires, the appointment of the replacement member made by that person immediately before the expiration of the term of office shall continue to be effective after the member is reappointed.
4. The appointment or removal of a replacement member must be notified in writing by the member of the Board of Directors who appointed or dismissed the replacement and sent to the Company.
5. In addition to other provisions stated in this Charter, the replacement member shall be deemed to be a member of the Board of Directors in all respects and shall be personally responsible for his/her acts and mistakes and shall not be considered as a representative exercising the authorization of the member of the Board of Directors who appointed him/her.

Article 28. 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' term, within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes. In case there are more than one (01) member with the highest number of votes, these members shall elect one of them to convene the Board of Directors' meeting according to the majority principle.
2. The Chairman of the Board of Directors shall convene regular meetings of the Board of Directors, set the agenda, time and place of the meeting at least three (03) working

days before the scheduled meeting date. The Chairman may convene a meeting whenever he deems necessary, but at least once a quarter.

3. The Chairman of the Board of Directors shall convene extraordinary meetings when he deems necessary for the benefit of the Company. In addition, the Chairman must convene a meeting of the Board of Directors, without delay without a valid reason, when one of the following subjects requests in writing to present the purpose of the meeting and the issues to be discussed:

   a. The General Director or at least five (05) managers;

   b. At least two (02) members of the Board of Directors;

   c. Request of the Board of Supervisors or an independent member of the Board of Directors.

4. The meetings of the Board of Directors mentioned in Clause 3, Article 28 must be conducted within seven (07) working days after the meeting proposal. In case the Chairman of the Board of Directors does not accept to convene a meeting as requested, the Chairman shall be responsible for any damage caused to the Company; in this case, the persons requesting the meeting mentioned in Clause 3, Article 28 may themselves convene a meeting of the Board of Directors.

5. In case of request from the independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the situation of the Company.

6. Board of Directors meetings shall be held at the Company's registered address or other addresses in Vietnam or abroad as decided by the Chairman of the Board of Directors and agreed by the Board of Directors.

7. Notice of Board of Directors meeting:

   a. The notice must be sent to the members of the Board of Directors at least three (03) working days before the meeting is held. The members of the Board of Directors may refuse the meeting invitation in writing and such refusal may have retroactive effect. The meeting invitation must specify the agenda, time and location of the meeting, accompanied by necessary documents on the issues to be discussed and voted on at the Board meeting and ballots for the members of the Board who cannot attend the meeting;

   b. The meeting invitation may be sent by invitation, fax, email or other means, but must be ensured to reach the address of each member of the Board of Directors registered with the company.

8. The first meetings of the Board of Directors shall only be held and decisions shall be passed when at least three-quarters (3/4) of the members of the Board of Directors are present in person or through a representative (authorized person).

   In case the number of members attending the meeting is not sufficient as prescribed, the meeting must be reconvened within seven (07) days from the date of the first

meeting. The reconvened meeting shall be conducted if more than half (1/2) of the members of the Board of Directors attend the meeting.

9. Members of the Board of Directors shall be considered to have attended and voted at the meeting in the following cases:

   a. Except as provided in Point b, Clause 9, Article 28, each member of the Board of Directors or a person authorized to attend a meeting of the Board of Directors in person shall have one (01) vote;

   b. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which the member or a person related to the member has an interest and such interest conflicts or may conflict with the interests of the Company. A member of the Board shall not be counted in the minimum number of delegates required to be present to hold a meeting of the Board of Directors on decisions in which the member does not have the right to vote;

   c. Pursuant to Point d, Clause 9, Article 28, when a problem arises in a meeting of the Board of Directors relating to the interests of a member of the Board of Directors or relating to the voting rights of a member and such problems are not resolved by the voluntary renunciation of the voting rights of the relevant member of the Board of Directors, such problems shall be referred to the chairman of the meeting for decision. The chairman's decision on such problem shall be final, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

   d. A member of the Board of Directors who benefits from a contract specified in Point a and b, Clause 4, Article 36 of this Charter shall be deemed to have a significant interest in that contract;

   e. A member of the Board of Directors is considered to attend and vote at the meeting when: attending and voting directly at the meeting; or authorizing another person to attend the meeting according to regulations; or attending and voting via online conference or other similar form; sending a ballot to the meeting via mail, fax, or email to the meeting at least one (01) hour before the opening;

   f. The ballot sent to the meeting via mail must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot must only be opened in the presence of all attendees;

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

10. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he or she has an interest in it shall be responsible for publicly disclosing the nature and content of that interest at the meeting where the Board of Directors first considers the signing of this contract or transaction. In case a member of the Board of Directors does not know that he or she and a related person have an interest at the time

the contract or transaction is signed with the Company, this member of the Board of Directors must publicly disclose the related interests at the first meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest in the relevant transaction or contract.

11. The Board of Directors shall pass resolutions based on the approval of the majority of the members of the Board of Directors present to vote directly at the meeting, or authorize another person to attend the meeting as prescribed, or attend and vote via online conference or other similar form; or send voting ballots to the meeting via mail, fax, email to the meeting at least one (01) hour before the opening. In case the number of votes for and against are equal, the final decision belongs to the side with the vote of the Chairman of the Board of Directors.

12. The meeting of the Board of Directors may be held in the form of an agenda between the members of the Board of Directors when all or some members are in different locations, provided that each member attending the meeting can:

    a. Listen to each other member of the Board of Directors speaking at the meeting;

    b. Speak to all other attending members simultaneously.

    The exchange between the members may be made directly by telephone or by other means of communication or by a combination of all these methods. The members of the Board of Directors participating in such a meeting shall be deemed to be present at that meeting. The place of the meeting held in accordance with this provision shall be the place where the largest group of members of the Board of Directors assembles, or if there is no such group, the place where the Chairman of the meeting is present.

    Resolutions passed at a meeting by telephone duly held and conducted shall take effect immediately upon the conclusion of the meeting but shall be confirmed by the signatures in the minutes of all members of the Board of Directors attending the meeting.

13. Resolutions by written consent shall be passed on the basis of the affirmative opinion of the majority of the members of the Board of Directors entitled to vote. Such a resolution shall have the same effect and validity as a resolution passed by the members of the Board of Directors at a meeting convened and held in accordance with the usual practice.

14. The Chairman of the Board of Directors is responsible for forwarding the minutes of the Board of Directors' meetings to the members and such minutes are valid evidence of the work conducted in such meetings unless there is an objection to the content of the minutes within ten (10) days from the date of forwarding. The minutes of the Board of Directors' meetings are made in Vietnamese and must be signed by all members of the Board of Directors attending the meeting or the minutes are made in multiple copies, each copy must be signed by at least one (01) member of the Board of Directors attending the meeting.

15. The Board of Directors may establish and authorize subordinate subcommittees. The members of the subcommittees may include one or more members of the Board of

Directors and one or more external members as decided by the Board of Directors. In the process of exercising the delegated powers, the subcommittees must comply with the regulations set forth by the Board of Directors. These regulations may adjust or allow for the admission of additional persons who are not members of the Board of Directors to the above subcommittees and allow such persons to vote as members of the subcommittees, but (i) must ensure that the number of external members is less than half of the total number of members of the subcommittee and (ii) the resolutions of the subcommittees are only effective when the majority of the members attending and voting at the subcommittee meeting are members of the Board of Directors.

16. The implementation of decisions of the Board of Directors, or of the subcommittee under the Board of Directors, or of the person holding the status of a member of the subcommittee of the Board of Directors shall be considered legally valid even in cases where the election or appointment of members of the subcommittee or the Board of Directors may be incorrect.

17. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and managers of units in the Company to provide information and documents on the financial situation and production and business activities of the Company and of units in the Company.

    Managers are required to promptly, fully and accurately provide information and documents as requested by members of the Board of Directors.

18. The Chairman of the Board of Directors or the convener shall send meeting invitations and accompanying documents to the Supervisors as for members of the Board of Directors.

Article 29. Person in charge of corporate governance and Company Secretary

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance concurrently holds the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

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

3. The person in charge of corporate governance has the following rights and obligations:

   a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

   b. Prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

   c. Advise on meeting procedures;

   d. Attend meetings;

e. Advise on procedures for preparing resolutions of the Board of Directors in accordance with the provisions of law;

f. 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. Monitor and report to the Board of Directors on the Company's information disclosure activities;

h. Be the contact point with interested parties;

i. Keep information confidential in accordance with the provisions of law and the Company's Charter;

j. Other rights and obligations in accordance with the provisions of law and the Company's Charter.

Chapter VIII.
GENERAL DIRECTOR AND OTHER MANAGERS

Article 30. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is under the leadership of the Board of Directors. The Company has a General Director, Deputy General Directors, Chief Accountant and other positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be carried out by Resolutions and decisions of the Board of Directors duly approved.

Article 31. Company Executives

1. Company Executives include the General Director, Deputy General Directors and Chief Accountant.

2. In case the Company does not have a General Director, the person assigned the task of Acting General Director shall perform the duties and powers of the General Director.

3. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations as prescribed by the Board of Directors. The business executives must be responsible for supporting the Company to achieve the set goals in operation and organization.

4. The General Director is paid salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.

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

Article 32. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors appoints a member of the Board of Directors or hires another person to be the General Director; signs and terminates the contract with the General Director; decide on salary, remuneration, bonuses and other benefits. Information on salary, remuneration, bonuses and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders and stated in the Company's annual financial statements.
2. The term of office of the General Director is five (05) years and can be reappointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract.
3. Standards and conditions for appointment as General Director:
   a. The General Director must have full civil act capacity and not be prohibited from managing an enterprise according to the provisions of Clause 2, Article 17 of the Law on Enterprises;
   b. Must be a person with professional qualifications in the Company's main business field or a person with qualifications and experience in business administration;
   c. Must not be a family member of the enterprise manager, Controller of the company and the parent company; representative of state capital, representative of enterprise capital at the company and parent company.
   d. Must not be a related party of the business manager, the company's and parent company's auditor, the representative of state capital, or the representative of the enterprise's capital in the company and parent company as stipulated in point d, clause 46, Article 4 of the Law on Securities.
4. The General Director has the following powers and responsibilities:
   a. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;
   b. Decide all matters related to the daily business of the Company without requiring a resolution of the Board of Directors, including signing financial and commercial contracts on behalf of the Company, organizing and operating the Company's daily production and business activities according to best management practices;
   c. Recommend the number and types of managers that the Company needs to hire for the Board of Directors to appoint or dismiss in order to carry out good management activities as proposed by the Board of Directors, and advise the Board of Directors to decide on salaries, remuneration, benefits and other terms of the labor contracts of managers;
   d. Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors. Recruit employees; decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

e. Annually, the General Director must submit to the Board of Directors for approval a detailed business plan for the following fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five (05) year financial plan;

f. Propose measures to improve the Company's operations and management; recommend the organizational structure plan and internal management regulations of the Company;

g. Prepare the Company's long-term, annual and quarterly budgets (hereinafter referred to as the budgets) to serve the Company's long-term, annual and quarterly management activities according to the business plan. The annual budget (including the balance sheet, business performance report and expected cash flow report) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;

h. Propose plans to pay dividends or handle business losses; carry out all other activities in accordance with the provisions of this Charter and the Company's regulations, resolutions of the Board of Directors, the General Director's labor contract and the law;

i. Decide on contracts and transactions in accordance with the provisions of Clause 3, Article 33 of this Charter.

5. The General Director manages the daily business of the Company, is supervised by the Board of Directors and is responsible before the law and the Board of Directors for the performance of assigned duties and powers and must report when requested.

6. The Board of Directors may dismiss the General Director when the majority of the members of the Board of Directors attending the meeting have the right to vote in favor and appoint a new General Director to replace him.

Chapter IX.
AUTHORITY FOR CONTRACTS AND TRANSACTIONS

Article 33. Authority for contracts and transactions

1. The General Meeting of Shareholders has the authority to:

a. Decide on investment 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;

b. Approve contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, between the Company and related persons specified in Clause 1, Article 167 of the Law on Enterprises;

c. Approve contracts, transactions, borrowings, loans, and asset sales with a value exceeding 10% of the total value of the Company's assets recorded in the most recent financial statements between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.

2. The Board of Directors has the authority to:

a. Decide on investment or sale of assets with a value less than 35% of the total value of assets recorded in the Company's most recent financial statements, except for the cases specified in Clause 3 of this Article;

b. Approve contracts and transactions with a value less than 35% of the total value of assets recorded in the Company's most recent financial statements, between the Company and related persons specified in Clause 1, Article 167 of the Law on Enterprise;

c. Approve contracts for purchase, sale, borrowing, lending, capital mobilization 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, except for the cases specified in Clause 1 of this Article.

3. The General Director has the authority to:

a. Decide on the sale of assets with a value of less than 10% of the total asset value recorded in the Company's most recent financial statements;

b. Decide on contracts for purchase, sale, borrowing, lending, capital mobilization and other contracts and transactions with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements, except for the cases specified in Clauses 1 and 2 of this Article.

Chapter X.
BOARD OF SUPERVISORS

Article 34. Composition of the Board of Supervisors.

1. The number of members of the Board of Supervisors of the Company is 03 Supervisors. Supervisors are elected by the General Meeting of Shareholders. The term of office of a Supervisor shall not exceed 05 years and may be re-elected for an unlimited number of terms.

   The Board of Supervisors shall elect one of its members as the Head of the Board of Supervisors; the election, dismissal and removal shall be based on the majority principle. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. The Head of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the enterprise.

   The Head of the Board of Supervisors shall have the following rights and responsibilities:

a. Convene meetings of the Board of Supervisors;

b. Request the Board of Directors, the General Director and other managers to provide relevant information to report to the Board of Supervisors;

c. Prepare and sign the Board of Supervisors' report after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

2. In case the Board of Supervisors has the same term of office and the new Board of Supervisors has not been elected, the Board of Supervisors whose term has expired shall continue to exercise its rights and obligations until the new Board of Supervisors is elected and takes office.

3. Shareholders have the right to pool their votes together to nominate candidates for the Board of Supervisors. Shareholders or groups of shareholders holding 10% or more of the total number of voting shares may nominate one (01) candidate, 20% or more may nominate up to two (02) candidates and 30% or more may nominate up to three (03) candidates; 40% or more may nominate up to four (04) candidates, 50% or more may nominate up to five (05) candidates.

4. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in the Internal Regulations on Corporate Governance. The mechanism for the incumbent Board of Supervisors to nominate candidates for the Board of Supervisors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made.

5. Standards and conditions of Supervisors:

a. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

b. Trained in one of the majors of economics, finance, accounting, auditing, law, business administration or a major suitable to the Company's business activities;

c. Not being a family member of a member of the Board of Directors, the General Director and other managers;

d. Not being a manager of the Company, not necessarily a shareholder or employee of the Company;

e. Not working in the accounting and finance department of the Company;

f. Not being a member or employee of an auditing organization approved to audit the Company's financial statements in the previous 3 consecutive years;

g. Other standards and conditions as prescribed by other relevant laws and the Company's Charter.

In addition to the standards and conditions prescribed above, members of the Board of Supervisors of a public company as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises must not be relatives of the Company's business manager and the parent company; the representative of the enterprise's capital, the representative of the State capital at the parent company and at the Company.

6. Supervisors shall be dismissed or removed in the following cases:

a. No longer meeting the standards and conditions to be a Supervisor as prescribed in Article 169 of the Law on Enterprises;

b. Not exercising their rights and obligations for 6 consecutive months, except in cases of force majeure;

c. Having a resignation letter and being accepted;

d. A Supervisor shall be dismissed when he/she fails to fulfill his/her assigned duties and tasks; or seriously or repeatedly violates the obligations of a Supervisor as prescribed by the Law on Enterprises and the Company Charter or by resolution of the General Meeting of Shareholders;

e. A Supervisor who is a representative of an organizational shareholder shall be dismissed when he/she is no longer the representative of that shareholder.

7. In case the remaining members of the Board of Supervisors are less than the minimum number of members prescribed by law (i.e less than 3 members), the Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders within 60 days.

   In other cases, at the most recent meeting, the General Meeting of Shareholders shall elect a new Supervisor to replace the Supervisor who has been dismissed or removed.

Article 35. Powers and responsibilities of the Board of Supervisors

1. The Company must have a Board of Supervisors and the Board of Supervisors has the powers and responsibilities prescribed in Article 170 of the Law on Enterprises and this Charter, mainly the following powers and responsibilities:

   a. The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and operation of the Company;

   b. Inspect the reasonableness, legality, honesty and level of prudence in the management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and financial statementsing;

   c. Assess the completeness, legality and honesty of the Company's business situation report, annual and 6-month financial statements, and the report on the assessment of the management work of the Board of Directors and submit the assessment report at the annual meeting of the General Meeting of Shareholders; Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders;

   d. Review, inspect and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems;

   e. Review accounting books, accounting records and other documents of the Company, management and operation of the Company when deemed necessary or according to

the Resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders specified in Point c, Clause 2, Article 11 of this Charter;

f. Upon request of a shareholder or group of shareholders specified in Point c, Clause 2, Article 11 of this Charter, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Board of Supervisors must report and explain the issues requested for inspection to the Board of Directors and the shareholder or group of shareholders who requested it;

   The inspection by the Board of Supervisors as prescribed in this point must not hinder the normal operation of the Board of Directors and must not disrupt the operation of the company's business activities;

g. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure of management, supervision and operation of the Company's business activities;

h. When discovering that a member of the Board of Directors, the General Director and other executives of the Company violate the provisions of Article 165 of the Law on Enterprises, it must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and have a solution to remedy the consequences;

i. Have the right to attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of the Company;

j. Have the right to use independent consultants and the Company's internal audit department to perform assigned tasks;

k. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;

l. Examine each specific issue related to the management and operation of the Company upon request of shareholders;

m. Request the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders;

n. Replace the Board of Directors to convene a meeting of the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

o. Request the Chairman of the Board of Directors to convene a meeting of the Board of Directors;

p. Review, extract, copy part or all of the declared contents of the List of related persons and related interests declared as prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprise;

q. Propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's Financial Statements; the approved auditing organization shall inspect the Company's activities when deemed necessary;

r. Be responsible to shareholders for its supervision activities;

s. Monitor the Company's financial situation, compliance with the law by members of the Board of Directors, the General Director, and other managers in their activities;

t. Ensure coordination of activities with the Board of Directors, the General Director and shareholders;

u. In case of detecting any violation of the law or the Company Charter by a member of the Board of Directors, the General Director and other business executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take measures to remedy the consequences;

v. Develop the Board of Directors' operating regulations and submit them to the General Meeting of Shareholders for approval;

w. Witness the Board of Directors organizing the vote counting and making a vote counting record if requested by the Board of Directors in case of obtaining written opinions from shareholders to pass the resolution of the General Meeting of Shareholders;

x. The Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a chairman of the meeting in the event that the Chairman is absent or temporarily unable to work and the remaining members of the Board of Directors cannot elect a chairman. In this case, the person with the highest number of votes shall chair the meeting;

y. Exercise other rights and obligations as prescribed by the Law on Enterprises, the Company Charter and resolutions of the General Meeting of Shareholders.

2. Members of the Board of Directors, the General Director and managers must provide all information and documents related to the Company's operations upon request of the Board of Supervisors. The Company Secretary must ensure that all copies of financial information, other information provided to members of the Board of Directors and copies of minutes of Board of Directors meetings must be provided to the Supervisor at the same time they are provided to the Board of Directors.

3. The Board of Supervisors may issue regulations on meetings of the Board of Supervisors and the manner of operation of the Board of Supervisors. The Board of Supervisors must meet at least two (2) times a year and the number of Supervisors attending the meetings must reach more than 50% of the total number of Supervisors.

4. The remuneration of Supervisors is decided by the General Meeting of Shareholders. Supervisors are reimbursed for travel expenses, hotel expenses and other reasonable expenses incurred when they attend meetings of the Board of Supervisors or perform other activities of the Board of Supervisors.

Chapter XI.
RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, CONTROLLERS, GENERAL DIRECTORS AND OTHER MANAGERS

Members of the Board of Directors, Supervisors, General Directors and other managers shall be responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly in the best interests of the Company and with a degree of care that a prudent person must have when holding a similar position and in similar circumstances.

Article 36. Responsibility for honesty and avoiding conflicts of interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose their relevant interests in accordance with the Law on Enterprises and related legal documents.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related parties may only use information obtained through their positions 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 are obligated to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and those entities themselves or their related parties, as stipulated by law. For the aforementioned 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 Law on Securities on information disclosure.
4. Members of the Board of Directors are not allowed to vote on transactions that benefit that member or their related parties as stipulated in the Law on Enterprises and the company's charter.
5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related parties are not allowed to use or disclose internal information to others to carry out related transactions.
6. Contracts or transactions 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 parties are not invalid in the following cases:
   a. For contracts valued at less than 35% of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board of Directors members, Board of Supervisors members, General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members who have no vested interest;

b. For contracts with a value equal to or greater than 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, the significant contents of this contract or transaction, as well as the relationship 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 by voting of shareholders without an interest.

7. The General Director shall not be a related party of the enterprise manager, the Board of Supervisors of the company and parent company, the representative of state capital, or the representative of the enterprise's capital in the company and parent company as stipulated in point d, clause 46, Article 4 of the Law on Securities.

Article 37. Responsibility for damages and compensation

1. Members of the Board of Directors, Supervisors, General Directors and other managers shall be responsible for: exercising the rights and obligations assigned according to the provisions of the Law on Enterprises and other relevant provisions of law, the Company Charter, resolutions of the General Meeting of Shareholders, honestly, carefully and to the best of their ability to ensure the maximum legitimate interests of the Company; being loyal to the interests of the Company and shareholders; not abusing their positions, titles and using information, secrets, business opportunities, and other assets of the Company for personal gain or to serve the interests of other organizations and individuals; promptly, fully and accurately notifying the Company of the contents specified in Clause 2, Article 164 of the Law on Enterprises.

2. Members of the Board of Directors, General Directors and other managers who violate the provisions of Clause 1 of this Article shall be personally or jointly liable for compensating for lost benefits, returning benefits received and compensating for all damages to the Company and third parties.

3. The Company shall compensate those who have been, are or may become a party involved in complaints, lawsuits, and prosecutions (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, member of the Board of Supervisors, General Directors, other executives, employees or representatives authorized by the Company who have been or are performing duties authorized by the Company, acting honestly and carefully for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities.

4. Compensation costs include judgment costs, fines, and actual payments (including attorney fees) when resolving these cases within the framework of the law. The company may purchase insurance for these people to avoid the above compensation responsibilities.

5. Shareholders or groups of shareholders owning at least 01% of the total number of common shares have the right, on their own or on behalf of the company, to initiate a lawsuit for personal liability or joint liability against members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers to request the return of benefits or compensation for damages to the company or others in the following cases:

   a. Violation of the responsibilities of the company's managers as prescribed in Article 165 of the Law on Enterprises;

   b. Failure to perform, incomplete or untimely performance or performance contrary to the provisions of law or the Company's Charter, resolutions and decisions of the Board of Directors regarding assigned rights and obligations;

   c. Abuse of position, job title and use of information, know-how, business opportunities, other assets of the company for personal gain or to serve the interests of other organizations or individuals;

   The order and procedures for filing a lawsuit shall comply with the provisions of the law on civil proceedings. The costs of filing a lawsuit in the case where a shareholder or group of shareholders files a lawsuit on behalf of the company shall be included in the company's expenses, except in cases where the lawsuit request is rejected.

Chapter XII.
RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS

Article 38. Right to investigate books and records

1. Shareholders or groups of shareholders mentioned in Clauses 2 and 3, Article 11 and Clause 4, Article 13 of this Charter have the right, directly or through an authorized person, to submit a written request to inspect the list of shareholders, the minutes of the General Meeting of Shareholders and to photocopy or extract such records during working hours and at the head office of the Company. The request for inspection by the authorized representative of the shareholder must be accompanied by a power of attorney from the shareholder that person represents or a notarized copy of such power of attorney.

2. Members of the Board of Directors, Supervisors, General Directors and other managers have the right to inspect the Company's shareholder register, the list of shareholders and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

3. The Company shall keep: This Charter and its amendments and supplements, the Business Registration Certificate, regulations, documents proving 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 any other documents as prescribed

by law at the head office or another place, provided that shareholders and the business registration authority are informed of the location where these documents are stored.

4. The Company Charter must be published on the company's website.

Chapter XIII.
POLITICAL-SOCIAL ORGANIZATIONS

Article 39. Political organizations and socio-political organizations in enterprises

1. Political organizations and socio-political organizations in the Company shall operate in accordance with the provisions of the Constitution, laws and the Charter of the organization.
2. The Company shall respect and not obstruct or cause difficulties for the establishment of political organizations and socio-political organizations in the enterprise; and shall not obstruct or cause difficulties for employees to participate in activities in these organizations.
3. Employees and Trade Unions:
   a. The General Director must make plans for the Board of Directors to approve issues related to recruitment, dismissal of employees, salaries, social insurance, benefits, rewards and discipline for employees and managers;
   b. The General Director must plan for the Board of Directors to approve issues related to the Company's relationship with Trade Union organizations in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

Chapter XIV.
PROFIT DISTRIBUTION

Article 40. Profit distribution

1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings.
2. Pursuant to the provisions of the Law on Enterprise, the Board of Directors may decide to make interim dividend payments if it deems that such payment is consistent with the Company's profitability.
3. The Company shall not pay interest on dividend payments or payments related to a type of shares.
4. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors shall be the agency implementing this decision.
5. In case dividends or other amounts related to a type of shares are paid in cash, the Company shall pay in Vietnamese Dong. Payments may be made directly or through banks based on the bank details provided by shareholders. In case the Company has

transferred money according to the bank details provided by shareholders but the shareholder does not receive the money, the Company shall not be responsible for the amount transferred by the Company to the beneficiary shareholder. Dividend payments for shares listed on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, receive shares, receive notices or other documents.
7. Other issues related to profit distribution shall be carried out in accordance with the provisions of law.

Chapter XV.
BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR AND ACCOUNTING REGIME

Article 41. Bank accounts

1. The Company shall open accounts at Vietnamese banks or foreign banks licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, if necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese or foreign currency accounts at the banks where the Company opens accounts.

Article 42. Fiscal year

The Company's fiscal year shall begin on the first day of January each year and end on the 31st day of December of the same year. The first fiscal year begins on the date of issuance of the Certificate of Business Registration and ends on December 31 of the same year as the Certificate of Business Registration.

Article 43. Accounting regime

1. The accounting regime used by the Company is the Vietnamese Accounting System (VAS) or another accounting regime approved by the Ministry of Finance.
2. The Company shall prepare accounting books in Vietnamese. The Company shall maintain accounting records according to the type of business activities in which the Company participates. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company shall use Vietnamese Dong (or freely convertible foreign currency in cases approved by competent State agencies) as the currency used in accounting.

Chapter XVI.
FINANCIAL STATEMENTS, ANNUAL REPORTS, DISCLOSURE RESPONSIBILITIES, PUBLIC NOTIFICATIONS

Article 44. Annual, semi-annual and quarterly financial statements

1. The Company must prepare an annual financial statements in accordance with the provisions of law as well as the regulations of the State Securities Commission and the report must be audited in accordance with the provisions of Article 46 of this Charter and within 90 days from the end of each fiscal year, must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange and the business registration authority.
2. The annual financial statements must include a report on the results of production and business activities that honestly and objectively reflects the Company's profit and loss situation in the fiscal year, a balance sheet that honestly and objectively reflects the Company's operations up to the time of preparing the report, a cash flow report and explanatory notes to the financial statements.
3. The Company must prepare and publish audited semi-annual and quarterly financial statements in accordance with the regulations of the State Securities Commission, the Stock Exchange and submit them to the relevant tax authority and the business registration authority in accordance with the provisions of the Law on Enterprises.
4. The audited financial statements (including the auditor's opinion), the Company's semi-annual and quarterly reports must be published on the Company's website and report to the State Securities Commission and the Stock Exchange as prescribed.
5. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, semi-annual and quarterly financial statements during the Company's working hours, at the Company's head office and must pay a reasonable fee for the copying.

Article 45. Annual report

The company must prepare and publish an Annual Report in accordance with the laws and regulations on securities and the securities market.

Article 46. Information disclosure

1. The Company must prepare, send and publish audited annual financial statements approved by the General Meeting of Shareholders to the competent state agency in accordance with the provisions of the law on securities and the securities market.
2. The Company shall publish on its website the following information:
   a. The Company's Charter;
   b. The CVs, educational qualifications and professional experience of the members of the Board of Directors, Supervisors and General Director of the Company;

c. The annual financial statements approved by the General Meeting of Shareholders;

d. The annual performance assessment report of the Board of Directors and the Board of Supervisors.

Chapter XVII.
COMPANY AUDIT

Article 47. Audit

1. The annual General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to conduct the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.

   The Company shall prepare and submit its annual financial statements to the independent auditing company after the end of the fiscal year.

2. The independent auditing company shall examine, confirm and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare an audit report and submit such report to the Board of Directors within two (02) months from the end of the fiscal year.

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

4. Independent auditors conducting the audit of the Company's financial statements are entitled to attend the General Meeting of Shareholders, receive notices and information related to the meeting, and express their opinions at the meeting on matters related to the audit of the Company's financial statements..

Chapter XVIII.
COMPANY SEAL

Article 48. Company Seal

1. Seal includes seal made at a seal engraving facility or seal in the form of a digital signature in accordance with the provisions of law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form and content of the seal of the Company, Branches and Representative Offices of the Company.

3. The Board of Directors and the General Director shall use and manage the seal in accordance with the provisions of current law.

Chapter XIX.
TERMINATION OF OPERATIONS AND LIQUIDATION

Article 49. Termination of operations

1. The Company may be dissolved or terminated in the following cases:
   a. Upon the end of the Company's term of operation, even after extension;
   b. The Certificate of Enterprise Registration is revoked or the Company is declared bankrupt by the Court in accordance with the provisions of current law;
   c. Dissolution before the deadline according to the decision of the General Meeting of Shareholders;
   d. Other cases prescribed by law.
2. The dissolution of the Company before the deadline (including the extended deadline) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required).
3. The order and procedures for dissolution of the Company must comply with the provisions of the Law on Enterprises.

Article 50. Liquidation

1. At least six (6) months before the end of the Company's term of operation or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. The members of the Liquidation Board may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.
2. The Liquidation Board shall be responsible for reporting to the business registration authority on the date of establishment and the date of commencement of operation. From that time on, the Liquidation Board shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.
3. The proceeds from the liquidation shall be paid in the following order:
   a. Liquidation expenses;
   b. Salaries, severance allowances, social insurance costs as prescribed by law and other benefits of the Employees according to the Collective Labor Agreement and the signed Labor Contract;
   c. Taxes and payments to the State;
   d. Loans (if any);
   e. Other debts of the Company;
   f. The remaining balance after all debts from point a to point d above have been paid will be distributed to the shareholders. Preferred shares have priority in payment.

Chapter XX.
RESOLUTION OF INTERNAL DISPUTES

Article 51. Resolution of internal disputes

1. In case of disputes or complaints related to the Company's operations or the rights and obligations of shareholders arising under the provisions of the Company's Charter, the Law on Enterprise, other laws or administrative regulations, between:
   a. Shareholders and the Company;
   b. Shareholders and the Board of Directors, the Board of Supervisors, the General Director or senior management staff.

   The relevant parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and request each party to present the practical factors related to the dispute within ten (10) working days from the date the dispute arises. In case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request a specialized organization to act as a mediator.
2. In case no conciliation decision is reached within six (6) weeks from the start of the conciliation process or if the conciliation decision is not accepted by the parties, any party may refer the dispute to Arbitration or the Economic Court.
3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of court costs shall be made in accordance with the Court's judgment.

Chapter XXI.
SUPPLEMENTS AND AMENDMENTS TO THE CHARTER AND EFFECTIVE DATE

Article 52. Supplements and amendments to the Charter

1. Supplements and amendments to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions of law related to the Company's operations that have not been mentioned in this Charter or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall naturally be applied and regulate the Company's operations.

Article 53. Effective date

1. This 15th Charter, consisting of XXI Chapters and 53 Articles, was unanimously approved by the General Meeting of Shareholders of Power Engineering Consulting Joint Stock Company 3 on November …, 2026 and the full text of this Charter shall be approved.

2. The Charter shall be made in 05 copies, of equal value and shall be kept at the Company's head office.
3. This Charter shall be the sole and official of the Company.
4. Copies or extracts of the Company's Charter shall be valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

LEGAL REPRESENTATIVE
GENERAL DIRECTOR

Form No. 05



SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CURRICULUM VITAE

For Candidates for the Board of Directors
Power Engineering Consulting Joint Stock Company 3
(At the General Meeting of Shareholders)

1. Full name: NGUYEN CONG THANG — 2. Gender: Male
3. ID/Passport No.: — Date of issue:
4. Date of birth: 23/3/1970 — 5. Nationality: Vietnam
6. Place of origin:
7. Permanent address:
8. Phone: — 9. Email:
10. Educational Background:

Period	Institution	Major	Degree
09/1989 - 08/1994	Ho Chi Minh City University of Technology (HCMUT)	Power Systems	Bachelor of Engineering
04/2022 - 05/2022	Hanoi School of Business and Management (HSB), Vietnam National University, Hanoi (VNU)	Level 2 Management Training Program of Vietnam Electricity (EVN)	Certificate of Completion

11. Work Experience (brief summary of positions, titles and organizations):

Period	Position/Title	Organization
09/1994 - 06/1997	Electrical Engineer	Mechanical and Electrical Workshop, Thu Duc Steel Plant - Southern Steel Company
07/1997 - 06/2003	Electrical Engineer	Transmission Line Department, Energy Center (now Power Engineering Consulting Joint Stock Company 3)
07/2003 - 03/2006	Deputy Head of Department	Transmission Line Department, Power Engineering Consulting Company 3 (now Power Engineering Consulting Joint Stock Company 3)
03/2006 - 08/2022	Head of Department	Transmission Line Department, Power Engineering Consulting Company 3 (now Power Engineering Consulting Joint Stock Company 3)
09/2022 - 10/2026	Deputy General Director	Power Engineering Consulting Joint Stock Company 3
11/2026 - Present	General Director	Power Engineering Consulting Joint Stock Company 3

12. Current positions (positions currently held in other organizations, including positions under nomination/election):

No.	Organization	Position/Title	Start date
1	Power Engineering Consulting Joint Stock Company 3	General Director	01/11/2026
2	Power Engineering Consulting Joint Stock Company 3	Member of the Board of Directors	Nominated / Standing for Election

13. Family relationships with managers or employees of the Company:

☒ None ☐ Yes. If yes, please specify:

No.	Full name	Relationship	Position in the Company
1			
2			
3			

14. Declaration of related interests with the Company (including the candidate and related persons[1], if any):

None .....

.....

.....

15. Legal violations: ☒ None ☐ Yes

If yes, please specify: .....

I hereby certify that the above information is true and accurate. I shall be fully responsible before the law for any misrepresentation..

Ho Chi Minh City, November 02, 2026

Declarant

(Signed)

Full name: Nguyen Cong Thang

[1] Related persons shall be defined in accordance with Clause 23, Article 4 of the current Law on Enterprises and Clause 46, Article 4 of the current Law on Securities.