VIETCREDIT GENERAL FINANCE JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 2086/2026/VietCredit-TT

Hanoi, November 25, 2026

PROPOSAL
APPROVAL OF AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF VIETCREDIT GENERAL FINANCE JOINT STOCK COMPANY

To: The General Meeting of Shareholders of Vietcredit General Finance Joint Stock Company

- *Pursuant to Law on Credit Institutions No. 32/2024/QH15 dated 18/01/2024 and its amendments and supplements;*
- *Pursuant to Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 and its amendments and supplements;*
- *Pursuant to Law on Securities No. 54/2019/QH14 dated 26/11/2019 and its amendments and supplements;*
- *Pursuant to the Charter of Vietcredit General Finance Joint Stock Company;*
- *Pursuant to Board of Directors Resolution No. 2085/2026/VietCredit-NQ dated 25/11/2026 on approval of the agenda and matters for the 2026 Extraordinary General Meeting of Shareholders;*

The Board of Directors (BOD) respectfully submits the amendments and supplements to the Charter of Vietcredit General Finance Joint Stock Company to the General Meeting of Shareholders for approval as follows:

I. Basis for submission

To meet its corporate governance needs, the Company proposes to designate the Chairman of the Board of Directors as its legal representative in place of the Chief Executive Officer.

The relevant provisions of the Company's Charter therefore need to be amended and supplemented to reflect this change and ensure compliance with applicable law. The BOD also proposes amendments and supplements to certain other provisions of the Charter, as detailed in the Appendix to this Proposal, to address those matters more specifically in accordance with applicable law.

II. Matters submitted for approval

On that basis, the BOD respectfully submits the following matters to the General Meeting of Shareholders for approval:

1) Approval of the amendments and supplements to the Charter of Vietcredit General Finance Joint Stock Company, as detailed in the Appendix and the full text of the draft attached to this Proposal;
2) Assign the BOD to carry out or direct the necessary procedures to issue the Charter of Vietcredit General Finance Joint Stock Company as amended and supplemented above.

Signature Not Verified
Ký bởi: CÔNG TY TÀI CHÍNH TỔNG HỢP CỔ PHẦN TÍN VIỆT
Ký ngày: 26/11/2026 09:38:08

Respectfully submitted for approval.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Nguyen Duc Phuong

Recipients:

- General Meeting of Shareholders;

- Archived: Admin Dept., BOD' Office.

APPENDIX

AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF VIETCREDIT GENERAL FINANCE JOINT STOCK COMPANY

Notes:

- *Articles not detailed in this Appendix remain unchanged.*
- *Text proposed for change in the "Current" column is shown in bold and underlined.*
- *Proposed amendments and supplements in the "Draft" column are shown in bold text.*
- *Certain editorial changes, including renumbering of clauses and sections following additions or deletions, are not detailed in this comparative appendix.*

No.	Current Charter of Vietcredit General Finance Joint Stock Company		Draft Charter of Vietcredit General Finance Joint Stock Company		Reason for amendment
	Provision	Text	Provision	Text	
1	Clause 1, Article 3	The Company has one (01) legal representative, who is the **Chief Executive Officer.**	Clause 1, Article 3	The Company has one (01) legal representative, who is the **Chairman of the Board of Directors.**	To reflect the change in the Company's legal representative from the Chief Executive Officer to the Chairman of the Board of Directors.
2	Clause 4, Article 3	If the position **of Chief Executive Officer is vacant, the Chairman of the Board of Directors shall be the legal representative for the duration of the vacancy.**	Clause 4, Article 3	If the position **of Chairman of the Board of Directors is vacant or the Chairman cannot exercise his or her rights and obligations in the cases prescribed by law, the Chief Executive Officer shall serve as the legal representative until the Board of**	To reflect the change in the Company's legal representative from the Chief Executive Officer to the

No.	Current Charter of Vietcredit General Finance Joint Stock Company		Draft Charter of Vietcredit General Finance Joint Stock Company		Reason for amendment
	Provision	Text	Provision	Text	
				Directors appoints another person as the Company's legal representative.	Chairman of the Board of Directors.
3	Clause 5, Article 3	The legal representative shall exercise his or her rights and perform his or her obligations under the law and the Company's internal regulations.	Clause 5, Article 3	The legal representative shall exercise his or her rights and perform his or her obligations under the law, **the resolutions/decisions of the General Meeting of Shareholders and the Board of Directors,** and **the Company's relevant internal regulations.**	Clarifies the legal representative's responsibilities.
4	Clause 7, Article 3	No corresponding provision	Clause 7, Article 3	Add Clause 7, Article 3: **7. Notwithstanding the foregoing, the legal representative may authorize the Chief Executive Officer, a manager, an executive or another individual, in accordance with law, to act on behalf of the Company in one or more specific transactions, tasks or groups of tasks. Such authorization does not alter the decision-making authority assigned to the General Meeting of Shareholders, the Board of Directors, the Chief Executive Officer or other competent authorities under the Charter and the Company's internal regulations.**	Clarifies the legal representative's powers.
5	Point a, Clause 1, Article 19	VIETNAM CEMENT INDUSTRY CORPORATION Address: 228 Le Duan Street, Dong Da, Hanoi	Point a, Clause 1, Article 19	VIETNAM CEMENT CORPORATION **Address: 228 Le Duan Street, Van Mieu – Quoc Tu Giam Ward, Hanoi**	Updates the founding shareholder's information.

No.	Current Charter of Vietcredit General Finance Joint Stock Company		Draft Charter of Vietcredit General Finance Joint Stock Company		Reason for amendment
	Provision	Text	Provision	Text	
6	Point b, Clause 1, Article 19	JOINT STOCK COMMERCIAL BANK FOR FOREIGN TRADE OF VIETNAM Address: 198 Tran Quang Khai Street, Hoan Kiem, Hanoi	Point b, Clause 1, Article 19	JOINT STOCK COMMERCIAL BANK FOR FOREIGN TRADE OF VIETNAM Address: 198 Tran Quang Khai Street, Hoan Kiem **Ward**, Hanoi	Updates the founding shareholder's information.
7	Point c, Clause 1, Article 19	VIETNAM STEEL CORPORATION Address: 91 Lang Ha Street, Dong Da, Hanoi	Point c, Clause 1, Article 19	VIETNAM STEEL CORPORATION Address: 91 Lang Ha Street, Dong Da **Ward**, Hanoi	Updates the founding shareholder's information.
8	Point c, Clause 3, Article 22	At the request of shareholders or groups of shareholders owning **10%** or more of the total ordinary shares of the Company according to Article 20 of this Charter. The request for the convening of the general meeting shall be made in a single document, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficient signatures of relevant shareholders		At the request of shareholders or groups of shareholders owning **10%** or more of the total ordinary shares of the Company according to Article 20 of this Charter. The request for the convening of the general meeting shall be made in a single document, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficient signatures of relevant shareholders	
9	Clause 2, Article 45	No corresponding provision	Clause 2, Article 45	Add Point ff, Clause 2, Article 45: **ff. Determine the amount of compensation when dealing with asset losses in accordance with law. The Board of Directors may delegate authority for handling these matters under the Company's internal regulations.**	Adds a power of the Board of Directors.
10	Article 46	No corresponding provision	Article 46	Add Clause 11 and Clause 12, Article 46:	Adds powers

No.	Current Charter of Vietcredit General Finance Joint Stock Company		Draft Charter of Vietcredit General Finance Joint Stock Company		Reason for amendment
	Provision	Text	Provision	Text	
				11. Request the Chief Executive Officer, executives, and the Company's units and individuals to provide complete, accurate and timely information, reports and documents necessary for the Board of Directors to perform its functions and duties. Requests for information shall follow the Company's internal procedures. **12. Request the Committees to review and assess matters within their respective functions and make recommendations to the Board of Directors.**	of Board members.
11	Clause 3, Article 48	No corresponding provision	Clause 3, Article 48	Add point l, Clause 3, Article 48: **l. Exercise the rights and perform the obligations of the Company's legal representative under Article 3 of the Charter and applicable law.**	To add the rights and obligations of the Chairman of the Board of Directors corresponding to the change in the legal representative .
12	Clause 5, Article 48	5. If the Chairman of the Board of Directors is absent or unable to perform his or her duties, the Chairman must authorize another	Clause 5, Article 48	5. If the Chairman of the Board of Directors is absent or unable to perform his or her duties, the Chairman must authorize another Board	To clarify the Chairman's rights and

No.	Current Charter of Vietcredit General Finance Joint Stock Company		Draft Charter of Vietcredit General Finance Joint Stock Company		Reason for amendment
	Provision	Text	Provision	Text	
		Board member in writing, but only if the Chairman has informed the Board that he or she is absent, must be absent due to force majeure, or is unable to perform his or her duties.		member in writing, but only if the Chairman has informed the Board that he or she is absent, must be absent due to force majeure, or is unable to perform his or her duties. Any authorization to exercise the rights and perform the obligations of the legal representative shall comply with Article 3 of this Charter.	obligations in light of the change in the legal representative .
13	Article 50	No corresponding provision	Clause 4, Article 50	Add Clause 4, Article 50: **4. The Committees advise, appraise, review and monitor matters within their respective remit and make recommendations to the Board of Directors.**	Clarifies the functions of the Board Committees.
14	Article 61	No corresponding provision	Clause 3, Article 61	Add Clause 3, Article 61: **3. Executives' salaries, bonuses and other benefits are determined based on their positions, scope of responsibilities, performance, and business results and efficiency, in accordance with the remuneration policies issued by the competent authority and applicable law.**	Adds criteria for determining executives' salaries, bonuses and other benefits.
15	Clause 3, Article 62	3. Enter into contracts and other transactions on behalf of the Company in accordance with the Charter and the Company's internal regulations.	Clause 3, Article 62	**3. Sign contracts, enter into transactions and sign other documents on behalf of the Company within the functions, duties and authority of the Chief Executive Officer under the Charter and internal regulations**	Clarifies the Chief Executive Officer's authority in light of the

No.	Current Charter of Vietcredit General Finance Joint Stock Company		Draft Charter of Vietcredit General Finance Joint Stock Company		Reason for amendment
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				and/or as authorized by the legal representative.	change in legal representative .
16	Clause 3, Article 79	**The Board of Directors and the Chief Executive Officer shall use and manage the seal in accordance with applicable law and the Company's internal regulations.**	Clause 3, Article 79	**The Company's seal, digital signatures and means of authentication shall be managed and used in accordance with law and internal regulations issued by the Company's competent authority, in line with the Company's signing authority and its arrangements for allocation and delegation of authority.**	Revises seal management and use to comply with applicable law and the Company's internal regulations and facilitate day-to-day management and operations.
17	Signature block	The signatories are the Chairman of the Board of Directors and the Chief Executive Officer.	Signature block	**The signatory is the Chairman of the Board of Directors.**	Reflects the change in legal representative .

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

CHARTER

VIETCREDIT GENERAL FINANCE JOINT STOCK COMPANY

Hanoi, November ....., 2026

TABLE OF CONTENTS

CHAPTER I: DEFINITIONS 6

Article 1. Definitions 6

CHAPTER II: COMPANY NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM AND LEGAL REPRESENTATIVE 8

Article 2. Company name, legal form, head office, branches, representative offices, business locations and operating term 8

Article 3. Legal representative of the Company 9

CHAPTER III: OBJECTIVES, BUSINESS SCOPE AND ACTIVITIES OF THE COMPANY 10

Article 4. Objectives of the Company 10

Article 5. Principal Activities of the Company 10

Article 6. Operational Safety Requirements of the Company 11

CHAPTER IV: CHARTER CAPITAL, SHARES AND STOCKS 11

Article 7. Charter Capital 11

Article 8. Shares 12

Article 9. Share Ownership Ratios 12

Article 10. Shareholder Register 13

Article 11. Offering of Shares 14

Article 12. Issuance, Sale, Distribution, Award, Recall and Repurchase of Shares and Other Securities under Selection Programs for the Company's Officers and Employees 15

Article 13. Repurchase of Shares 15

Article 14. Transfer of Shares 17

Article 15. Share Certificates 18

Article 16. Other Securities Certificates 19

Article 17. Variation of Rights 19

CHAPTER V: ORGANIZATIONAL, GOVERNANCE AND SUPERVISORY STRUCTURE 19

Article 18. Organizational, Governance and Supervisory Structure 19

CHAPTER VI: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS 19

Article 19. Founding Shareholders 19

Article 20. Rights of Shareholders 20

Article 21. Obligations of Shareholders 22

Article 22. General Meeting of Shareholders 24

Article 23. Rights and Obligations of the General Meeting of Shareholders 25

Article 24. Authorization to Attend the General Meeting of Shareholders 27

Article 25. Convening, Agenda and Notice of the General Meeting of Shareholders 28

Article 26. Conditions for Conducting a General Meeting of Shareholders 29
Article 27. Procedures for Conducting and Voting at a General Meeting of Shareholders 29
Article 28. Conditions for Adoption of Resolutions of the General Meeting of Shareholders 31
Article 29. Authority and Procedures for Soliciting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders 32
Article 30. Resolutions and Minutes of the General Meeting of Shareholders 34
Article 31. Request for Annulment of Resolutions of the General Meeting of Shareholders 35
CHAPTER VII: GENERAL PROVISIONS ON MANAGERS, EXECUTIVES AND MEMBERS OF THE BOARD OF SUPERVISORS OF THE COMPANY 35
Article 32. Ineligibility to Hold Office 35
Article 33. Restrictions on Concurrently Holding Office: 37
Article 34. Automatic Loss of Office 37
Article 35. Relief from office and Removal 38
Article 36. Suspension or Temporary Suspension of the Exercise of Rights and Performance of Obligations by Members of the Board of Directors, the Board of Supervisors and Executives of the Company 38
Article 37. Duty of Care of Members of the Board of Directors, Members of the Board of Supervisors, the Chief Executive Officer and Other Executives 39
Article 38. Duty of Loyalty and Avoidance of Conflicts of Interest 39
Article 39. Liability for Damage and Compensation 40
Article 40. Provision and Public Disclosure of Information 40
Article 41. Rights and Obligations of Managers and Executives of the Company 41
CHAPTER VIII: BOARD OF DIRECTORS 42
Article 42. Candidacy and Nomination of Members of the Board of Directors 42
Article 43. Criteria and Conditions for Members of the Board of Directors 42
Article 44. Composition and Term of Office of Members of the Board of Directors 43
Article 45. Powers and Obligations of the Board of Directors 44
Article 46. Rights and Obligations of Members of the Board of Directors 47
Article 47. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors 47
Article 48. Chairman of the Board of Directors 48
Article 49. Meetings of the Board of Directors 49
Article 50. Committees and Subcommittees of the Board of Directors 51
Article 51. Person in Charge of Corporate Governance 51
CHAPTER IX: BOARD OF SUPERVISORS 52
Article 52. Candidacy and Nomination of Members of the Board of Supervisors 52
Article 53. Criteria and Conditions for Members of the Board of Supervisors 52
Article 54. Composition of the Board of Supervisors 52

Article 55. Head and Members of the Board of Supervisors 53
Article 56. Rights and Obligations of the Board of Supervisors 54
Article 57. Meetings of the Board of Supervisors 56
Article 58. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors 58
CHAPTER X: CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES 58
Article 59. Organization of the Management Structure 58
Article 60. Executives of the Company 58
Article 61. Criteria and Conditions for Executives of the Company 59
Article 62. Duties and Powers of the Chief Executive Officer 59
CHAPTER XI: RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS 60
Article 63. Right to Inspect Books and Records 60
CHAPTER XII: EMPLOYEES AND TRADE UNION 61
Article 64. Employees and Trade Union 61
CHAPTER XIII: INTERNAL CONTROL SYSTEM AND INTERNAL AUDIT 61
Article 65. Internal Control System and Internal Audit 61
CHAPTER XIV: RESTRICTIONS TO ENSURE OPERATIONAL SAFETY OF THE COMPANY . 63
Article 66. Risk Provisions 63
Article 67. Cases in Which Credit Granting Is Prohibited 63
Article 68. Credit Restrictions 63
Article 69. Limits on Capital Contribution and Share Purchase 63
CHAPTER XV: PROFIT DISTRIBUTION 63
Article 70. Profit Distribution 63
CHAPTER XVI: BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME 65
Article 71. Bank Accounts 65
Article 72. Fiscal Year 65
Article 73. Accounting Regime 65
Article 74. Financial Regime 65
CHAPTER XVII: FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE OBLIGATIONS 65
Article 75. Annual, Semi-annual and Quarterly Financial Statements 66
Article 76. Annual Report 66
Article 77. Information Disclosure and Public Announcements 66
CHAPTER XVIII: AUDIT 67
Article 78. Audit 67
CHAPTER XIX: SEAL 67

Article 79. Seal 67
CHAPTER XX: TERMINATION OF OPERATIONS AND LIQUIDATION 67
Article 80. Early Intervention 67
Article 81. Reporting and Special Control 68
Article 82. Reorganization of the Company 68
Article 83. Bankruptcy of the Company 69
Article 84. Dissolution and Termination of Operations 69
Article 85. Extension of the Term of Operation 69
Article 86. Liquidation of the Company 69
CHAPTER XXI: SETTLEMENT OF INTERNAL DISPUTES 70
Article 87. Settlement of Internal Disputes 70
CHAPTER XXII: INFORMATION AND CONFIDENTIALITY 70
Article 88. Periodic Information 70
Article 89. Confidentiality Obligations 70
CHAPTER XXIII: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER 71
Article 90. Amendments and Supplements to the Charter 71
CHAPTER XXIV: EFFECTIVE DATE 71
Article 91. Effective Date 71

CHARTER

VIETCREDIT GENERAL FINANCE JOINT STOCK COMPANY

CHAPTER I: DEFINITIONS

Article 1. Definitions

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

   a. Law on Enterprises means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

   b. Law on Securities means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

   c. Law on Credit Institutions means Law on Credit Institutions No. 32/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024;

   d. Vietnam means the Socialist Republic of Vietnam;

   e. Charter capital means the aggregate par value of shares sold by the Company to shareholders, as specified in Article 7 of this Charter;

   f. Voting share capital means share capital whose holders are entitled to vote on matters within the decision-making authority of the General Meeting of Shareholders;

   g. Statutory capital means the minimum capital required by law to establish a finance company;

   h. Own funds comprise the actual value of the Company's charter capital, plus certain reserve funds and other liabilities, less applicable deductions. Own funds shall be determined under the regulations of the Governor of the State Bank of Vietnam;

   i. Executive means the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, Branch Director, or any individual appointed by the Board of Directors to another position and designated as an executive equivalent to any of those positions;

   j. Manager means the Chairman of the Board of Directors, a member of the Board of Directors or the Chief Executive Officer;

   k. Affiliated person means an organization or individual directly or indirectly connected with another organization or individual in any of the following cases:

      (i) A parent company and its subsidiary, and vice versa; a parent company and a subsidiary of its subsidiary, and vice versa; a credit institution and its subsidiary, and vice versa; a credit institution and a subsidiary of its subsidiary, and vice versa; subsidiaries of the same parent company or credit institution; subsidiaries of subsidiaries of the same parent company or credit institution; and a manager, controller or member of the Board of Supervisors of a parent company or credit institution, or an individual or organization authorized to appoint such persons, and its subsidiary, and vice versa;

      (ii) A company or credit institution and any of its managers, controllers or members of the Board of Supervisors, or any company or organization authorized to appoint such persons, and vice versa;

(iii) A company or credit institution and an organization or individual holding at least 05% of its charter capital or voting share capital, and vice versa;

(iv) An individual and that individual's spouse; biological, adoptive or step-parents or parents-in-law; biological children, adopted children, stepchildren, daughters-in-law or sons-in-law; full siblings or half-siblings on either side; brothers-in-law or sisters-in-law through a spouse or through a full or half-sibling (hereinafter collectively referred to as spouses, parents, children and siblings); paternal or maternal grandparents or grandchildren; and biological aunts, uncles, nephews or nieces;

(v) A company or credit institution and an individual who, as specified in point (iv) of this Clause, is related to a manager, controller, member of the Board of Supervisors, capital-contributing member or shareholder holding at least 05% of the charter capital or voting share capital of that company or credit institution, and vice versa;

(vi) An individual authorized to represent the capital contribution of an organization or individual specified in points (i), (ii), (iii), (iv) and (v) of this Clause and the authorizing organization or individual; and individuals authorized to represent capital contributions of the same organization;

(vii) Other legal entities or individuals whose relationship may pose risks to the operations of a credit institution, as determined under its internal regulations or at the written request of the State Bank of Vietnam arising from inspection or supervision.

For information disclosure and other matters not governed by legislation on credit institutions, affiliated persons shall be determined under the Law on Enterprises and the Law on Securities, as applicable;

l. Internal person means a person holding a key position in the Company's governance or management structure, including the Chairman and members of the Board of Directors, the Chief Executive Officer, Deputy Chief Executive Officers, Chief Financial Officer, Chief Accountant and equivalent managerial officeholders elected by the General Meeting of Shareholders or appointed by the Board of Directors; the Head and members of the Board of Supervisors; the Company Secretary, Person in Charge of Corporate Governance and person authorized to disclose information (if any).

m. Authorized representative means an individual authorized in writing by an institutional shareholder to exercise that shareholder's rights and perform its obligations on its behalf under this Charter;

n. Shareholder means an individual or organization holding at least one share in the Company;

o. Founding shareholder means a shareholder holding at least one ordinary share who has signed the Company's list of founding shareholders;

p. Major shareholder means a shareholder holding at least 5% of the Company's voting shares, including shares held indirectly by that shareholder;

q. Ordinary shareholder means a holder of ordinary shares;

r. Share means one of the equal units into which charter capital is divided;

s. Share certificate means a certificate issued by the Company, a book entry or electronic data evidencing ownership of one or more shares in the Company;

t. Dividend means after-tax profit distributed per share in cash or other assets out of the Company's remaining profit after it has discharged its financial obligations;

u. Operating term means the Company's operating period under Article 2 of this Charter and any extension approved by the State Bank of Vietnam;

v. Stock exchange means the Vietnam Exchange and its subsidiaries;

w. Law means all codes, laws, ordinances, decrees, circulars, regulations, decisions and other legal instruments issued from time to time by Vietnamese state authorities relating to the Company's operations;

x. Company or VietCredit means Vietcredit General Finance Joint Stock Company;

y. Subsidiary of VietCredit means a company that meets any of the following conditions:

(i) VietCredit, alone or together with its affiliated persons, holds more than 50% of that company's charter capital or more than 50% of its voting shares;

(ii) VietCredit has the right to appoint a majority or all of the members of that company's Board of Directors or Members' Council, or its Chief Executive Officer (Director);

(iii) VietCredit has the right to amend or supplement that company's charter;

(iv) VietCredit, alone or together with its affiliated persons, directly or indirectly controls the adoption of resolutions and decisions of that company's General Meeting of Shareholders, Board of Directors or Members' Council.

z. Associate of the Company means a company in which VietCredit, alone or together with its affiliated persons, holds more than 11% of charter capital or more than 11% of voting shares, but which is not a subsidiary of VietCredit.

2. Any reference in this Charter to a legal provision or instrument includes any amendment, supplement or replacement instrument.

3. Headings are for ease of reference and do not affect the structure of this Charter.

CHAPTER II: COMPANY NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM AND LEGAL REPRESENTATIVE

Article 2. Company name, legal form, head office, branches, representative offices, business locations and operating term

1. Company name:

a. Full Vietnamese name: CÔNG TY TÀI CHÍNH TỔNG HỢP CỔ PHẦN TÍN VIỆT

b. Abbreviated Vietnamese name: CÔNG TY TÀI CHÍNH TÍN VIỆT

c. Full English name: VIETCREDIT GENERAL FINANCE JOINT STOCK COMPANY

d. Abbreviated English name: VIETCREDIT

2. Legal form and status: The Company is a Joint Stock Company with legal personality under applicable Vietnamese law.

3. Head office: 9th Floor, V.E.T. Building, No. 98 Hoang Quoc Viet Street, Nghia Do Ward,

Hanoi.

Telephone: 024.62702127 Fax: 024.62702128

Email: phucvu247@vietcredit.com.vn

Website: www.vietcredit.com.vn

4. Branches, representative offices and service units: The Company may establish branches, representative offices and service units in Vietnam. It may establish and change the legal form of its commercial presence abroad, including branches, representative offices and other forms of commercial presence, after obtaining written approval from the State Bank of Vietnam and in accordance with law.

5. Operating term: The Company shall operate for fifty (50) years from the date its operating license is granted. The Company may extend its operating term in accordance with this Charter.

Article 3. Legal representative of the Company

1. The Company has one (01) legal representative, who is the Chairman of the Board of Directors.

2. The legal representative acts on behalf of the Company in exercising rights and performing obligations arising from its transactions. The legal representative represents the Company as a petitioner in a civil matter, a plaintiff, a defendant or a person with related rights and obligations before an arbitral tribunal or court, and exercises other rights and performs other obligations as prescribed by law.

3. The legal representative must reside in Vietnam. When absent from Vietnam, the legal representative must authorize in writing another manager or executive of the Company who resides in Vietnam to exercise the rights and perform the obligations of the legal representative.

4. If the office of Chairman of the Board of Directors is vacant or the Chairman is unable to exercise the relevant rights and perform the relevant obligations in the circumstances prescribed by law, the Chief Executive Officer shall serve as the legal representative until the Board of Directors appoints another person as the Company's legal representative.

5. The legal representative shall exercise the relevant rights and perform the relevant obligations in accordance with law, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors, and the Company's relevant internal regulations.

6. The Company must notify the State Bank of Vietnam of its legal representative within 10 days of the election or appointment to the office that serves as legal representative under the Company's Charter, or of a change in legal representative.

7. Notwithstanding the foregoing, the legal representative may authorize the Chief Executive Officer, a manager, an executive or another individual, in accordance with law, to act on behalf of the Company in one or more specified transactions, tasks or groups of tasks. Such authorization does not alter the decision-making authority allocated to the General Meeting of Shareholders, the Board of Directors, the Chief Executive Officer or other competent authorities under law, the Charter and the Company's internal regulations.

CHAPTER III: OBJECTIVES, BUSINESS SCOPE AND ACTIVITIES OF THE COMPANY

Article 4. Objectives of the Company

1. The Company's business scope includes the business activities specified in this Charter and/or other business activities stated in the License of Establishment and Operation issued to the Company by the State Bank of Vietnam from time to time.
2. Objectives of the Company:
   a. To develop the Company into a leading non-bank credit institution in Vietnam that provides financial products and services in accordance with applicable law and the Company's strategic direction from time to time.
   b. To develop the Company into a credit institution capable of cooperating and integrating with domestic and international credit institutions to raise capital for development investment, manage investment capital and operate in the capital and money markets.

Article 5. Principal Activities of the Company

1. The Company's banking activities include:
   a. Receiving demand deposits and term deposits from organizations.
   b. Issuing certificates of deposit to raise funds from organizations.
   c. Lending.
   d. Bank guarantees.
   e. Discounting and rediscounting.
   f. Credit card issuance, factoring, financial leasing.
   g. Other forms of credit extension after being approved by the State Bank of Vietnam.
2. Borrowing, depositing, buying and selling valuable papers:
   a. The Company is entitled to borrow from the State Bank of Vietnam in the form of refinancing according to the provisions of the Law on the State Bank of Vietnam.
   b. The Company is allowed to buy and sell valuable papers with the State Bank of Vietnam in accordance with the regulations of the Law on the State Bank of Vietnam.
   c. The Company may lend, borrow, place deposits, receive deposits, and enter into purchases and sales of valuable papers for a fixed term with credit institutions and foreign bank branches in accordance with regulations of the Governor of the State Bank of Vietnam.
   d. The Company may borrow from abroad in accordance with law.
3. Capital contribution and share purchase activities:
   a. The Company is only allowed to use charter capital and reserve funds to contribute capital or purchase shares as prescribed at Points b and c, Clause 3 of this Article.
   b. The Company is only allowed to contribute capital and buy shares of enterprises and investment funds.
   c. The Company may only establish and acquire subsidiaries and associate companies operating in the fields of insurance, securities, debt management and asset exploitation after obtaining the written approval of the State Bank of Vietnam.

d. The Company establishes subsidiaries and associate companies in accordance with the provisions of Law on Credit Institutions and other relevant laws.

4. Other business activities as prescribed by the Governor of the State Bank of Vietnam:

   a. Receiving entrusted capital from organizations and individuals to carry out permitted credit extension activities; entrusting capital to other credit institutions to carry out the Company's credit extension activities.

   b. Buying and selling State Bank of Vietnam bills and corporate bonds; purchase and sale of other valuable papers, except for the purchase and sale of valuable papers specified at Point a, Clause 5 of this Article.

   c. Foreign exchange trading, provision of foreign exchange services.

   d. Providing safekeeping services for customers' assets.

   e. Advising on banking activities and other business activities specified in the License.

5. Other business activities as prescribed by relevant laws:

   a. Purchase and sale of debt instruments of the Government and Government-guaranteed bonds.

   b. Issuing bonds to raise funds from organizations.

   c. Acting as an insurance agent in accordance with the law on insurance business and within the scope of insurance agency activities prescribed by the Governor of the State Bank of Vietnam.

6. The Company is allowed to conduct all banking activities and other business activities stated in the License of Establishment and Operation issued by the State Bank of Vietnam, in accordance with the regulations of the Governor of the State Bank of Vietnam and other relevant laws.

Article 6. Operational Safety Requirements of the Company

In the course of operation, the Company must comply with the regulations on safety assurance as prescribed in the Law on Credit Institutions, relevant laws and the guidance of the State Bank of Vietnam.

CHAPTER IV: CHARTER CAPITAL, SHARES AND STOCKS

Article 7. Charter Capital

1. The Company's charter capital is VND 911,783,310,000 (in words: nine hundred and eleven billion seven hundred and eighty-three million three hundred and ten thousand Vietnamese dong).

2. The charter capital of the Company is divided into a total of 91,178,331 shares.

3. The Company must ensure that its actual charter capital is not less than the statutory capital prescribed by law.

4. Change of charter capital:

   a. The Company may increase or decrease its charter capital by decision of the General Meeting of Shareholders in accordance with this Charter and applicable law. An

increase or decrease in charter capital may be implemented only with the approval of the State Bank of Vietnam;

b. Forms of charter capital increase:

(i) Offering shares to raise capital, including the case of paying dividends in shares.

(ii) Conversion of convertible bonds into shares

(iii) Capitalization of share premium to increase charter capital in accordance with law.

(iv) Other forms as prescribed by relevant laws.

c. Forms of charter capital reduction:

(i) The Company revokes and cancels a number of shares of shareholders with a total par value corresponding to the expected downward adjustment of charter capital.

(ii) Other forms as prescribed by relevant laws.

d. The procedures, formalities and application documents for approval of a change in charter capital shall comply with the State Bank of Vietnam's regulations;

e. Upon receiving written approval from the State Bank of Vietnam for the change in charter capital, the Company must:

(i) Amend and supplement the Company Charter to reflect the approved change;

(ii) Disclose the change in charter capital within 07 working days from the date of the State Bank of Vietnam's approval through one of the State Bank of Vietnam's media outlets and in 03 consecutive issues of one print newspaper or in one Vietnamese online newspaper.

Article 8. Shares

1. Each share of the Company has a par value of VND 10,000 (ten thousand Vietnamese dong).
2. At the time of adoption of this Charter, all shares of the Company are ordinary shares. The rights and obligations of shareholders holding each type of shares are specified in Articles 20 and 21 of this Charter. The issuance of other types of preference shares must comply with the decision of the General Meeting of Shareholders, and the provisions of law and must be approved by the State Bank of Vietnam.
3. The Company may issue other securities if the General Meeting of Shareholders unanimously approves the issuance in writing and the issuance complies with applicable law.

Article 9. Share Ownership Ratios

1. An individual shareholder may not own more than 05% of the Company's charter capital.
2. An institutional shareholder may not own more than 10% of the Company's charter capital.
3. A shareholder and its affiliated persons may not own shares in excess of 15% of the Company's charter capital. A major shareholder of the Company and its affiliated persons may not own shares representing 05% or more of the charter capital of another credit institution.
4. The provisions of Clauses 2 and 3 of this Article do not apply to the following cases:
   a. State share ownership in equitized credit institutions.
   b. Share ownership by foreign investors specified in Clause 7 of this Article.

5. The share ownership limits specified in Clauses 1 and 2 of this Article include shares held indirectly. The share ownership limit specified in Clause 3 of this Article includes shares purchased by other organizations or individuals on trust for a shareholder but excludes shares owned by affiliated persons that are subsidiaries of that shareholder as specified in Point (i), Clause y, Article 1 of this Charter.

6. Within 05 years from the date of issuance of the License, the founding shareholders must hold at least 50% of the Company's charter capital; founding shareholders being legal entities must hold at least 50% of the total number of shares held by the founding shareholders.

7. Foreign investors may purchase shares in Vietnamese credit institutions. The Government shall prescribe the aggregate maximum ownership by foreign investors, the maximum ownership percentage for a foreign institutional investor, and the maximum combined ownership percentage for a foreign investor and its affiliated persons in a Vietnamese credit institution; the conditions and procedures for foreign investors to purchase shares in Vietnamese credit institutions; and the conditions for Vietnamese credit institutions to sell shares to foreign investors.

Article 10. Shareholder Register

1. The Company shall establish the Shareholder Register from the date it is granted the License of Establishment and Operation and maintain it as a legal record of each shareholder's ownership of shares. The Shareholder Register may be maintained in writing, as an electronic dataset, or both. It shall contain the following information:

   a. Name and address of the Company's head office;

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

   c. Total number of shares sold in each class and the amount of share capital contributed;

   d. For an individual shareholder: full name, contact address, nationality and personal legal document number. For an organizational shareholder: name, enterprise identification number or legal document number, and head office address;

   e. Number of shares of each class held by each shareholder and date of registration of the shares.

2. The Shareholder Register shall be kept at the Company's head office or by another organization that provides shareholder-register services. The Board of Directors is responsible for maintaining and updating the Shareholder Register and ensuring the accuracy of all information it contains. Shareholders may inspect, look up, obtain extracts of and copy the shareholders' names and contact addresses recorded in the Shareholder Register.

3. Not later than fifteen (15) days after the Company receives the full payment for the shares issued by the Company, the Board of Directors shall record the relevant details of the shareholders in the Register.

4. Shareholders must notify the Company's Board of Directors in writing of changes to their contact addresses. All notices or other information will be sent to the last address recorded in the Shareholder Register. In case the shareholder changes his or her contact address, he or she must promptly notify the Company to update it in the Shareholder Register. The Company is not responsible for the failure to contact shareholders due to not being notified

of the change of address of shareholders.

Article 11. Offering of Shares

1. Existing holders of ordinary shares must be offered ordinary shares on a pre-emptive basis in proportion to their respective holdings of ordinary shares in the Company.

2. Once the General Meeting of Shareholders has approved the proposed share offering, the Board of Directors shall determine the timing, method and price for offering shares authorized to be offered. The offering price must not be below the market price at the time of the offering or the most recent book value of the shares, except in the following cases:

   a. Shares offered for the first time to persons who are not founding shareholders;

   b. Shares offered for sale to all shareholders in proportion to their existing shares in the Company;

   c. Shares offered to a broker or underwriter. In this case, the discount amount or rate must be approved by shareholders representing at least 75% of the total voting shares.

3. In case the Company issues additional ordinary shares and offers such shares to all ordinary shareholders in proportion to their existing shares in the Company, the following provisions must be complied with:

   a. The Company must send written notice to the shareholders by a method that ensures delivery to their contact addresses in the Shareholder Register no later than 15 days before the deadline to subscribe for the shares;

   b. The notice must state, for each individual shareholder, the shareholder's full name, contact address, nationality and citizen identity card, identity card, passport or other lawful personal identification document number; for each organizational shareholder, its name, enterprise identification number or establishment decision number, and head office address. The notice must also specify the number and percentage of shares already held by the shareholder in the Company, the total number of shares proposed to be offered and the number the shareholder is entitled to purchase, the offering price, the subscription deadline, and the full name and signature of the Company's legal representative. The Company must enclose its share subscription form. A shareholder who does not return the subscription form to the Company by the deadline stated in the notice shall be deemed not to have exercised the pre-emptive right;

   c. Shareholders may transfer their pre-emptive rights to purchase shares to other persons in accordance with law;

   d. If shareholders and transferees of pre-emptive rights do not subscribe for all the shares proposed to be offered, the Board of Directors shall determine how and on what terms the remaining shares will be offered. The terms may not be more favorable than those offered to the shareholders, unless otherwise approved by the General Meeting of Shareholders or provided by securities law.

4. Shares are deemed sold once they are fully paid up and all information on the buyer required under Clause 1, Article 10 of this Charter has been entered in the Shareholder Register. The buyer becomes a shareholder of the Company at that time.

5. Once the shares are fully paid up, the Company must issue and deliver the share certificates to the buyer. The Company may sell shares without delivering share certificates. In that case, entry of the shareholder information specified in Clause 1, Article 10 of this Charter in the

Shareholder Register is sufficient to establish that shareholder's ownership of the shares.

6. Conditions, methods and procedures for public offering of shares shall comply with the provisions of the law on securities.

Article 12. Issuance, Sale, Distribution, Award, Recall and Repurchase of Shares and Other Securities under Selection Programs for the Company's Officers and Employees

1. The Company may issue, sell, distribute, award, recall or repurchase shares and other securities issued or sold by it under a selection program for its officers, employees and other persons working for the Company, in accordance with applicable law.

2. Types of securities, standards and conditions for selling/distributing/awarding shares and other securities will comply with detailed regulations issued by the Board of Directors.

Article 13. Repurchase of Shares

1. The Company must meet the following conditions to repurchase its own shares:

   a. The General Meeting of Shareholders has approved the repurchase of shares to reduce charter capital and the repurchase plan, which specifies the number of shares, the timing and the pricing principles;

   b. Sufficient funds are available to repurchase shares from share premium, the development investment fund, undistributed after-tax profit or other equity funds that may be used to supplement charter capital under applicable law;

   c. A securities company has been appointed to execute the transactions;

   d. If the Company operates in a line of business subject to investment and business conditions, it meets the conditions prescribed by law;

   e. None of the following circumstances applies:

      (i) The Company has overdue liabilities according to its most recent audited annual financial statements. If the proposed date of the share repurchase is more than 06 months after the end of the financial year, overdue liabilities shall be determined based on the latest audited or reviewed six-month financial statements;

      (ii) The Company is in the process of offering or issuing shares to raise additional capital;

      (iii) The Company's shares are subject to a public tender offer;

      (iv) The Company has repurchased its own shares and less than 06 months have elapsed since it reported the results of that repurchase, or no more than 06 months have elapsed since it completed an offering or issuance of shares to raise capital.

   f. The Company may not repurchase shares from any of the following persons, except where the repurchase is made in proportion to ownership in the Company, pursuant to a legally effective court judgment or Decision or an arbitral award, or through order-matching transactions:

      (i) Internal persons and their affiliated persons as defined in the Law on Securities;

      (ii) Holders of shares subject to transfer restrictions under applicable law and the Company Charter;

(iii) Major shareholders of the Company.

2. Cases in which the Company may repurchase shares:

a. Repurchase of shares at the Company's request:

(i) The Company may repurchase no more than 30% of all ordinary shares sold, or some or all of the dividend preference shares sold, in accordance with law. The Board of Directors may decide to repurchase no more than 10% of all shares sold in each class over a 12-month period. In other cases, the General Meeting of Shareholders shall decide on the repurchase;

(ii) If a repurchase of the Company's own shares reduces its charter capital, the Company must obtain the State Bank of Vietnam's written approval before making the change.

b. Repurchase of shares at a shareholder's request:

(i) Shareholders who have voted not to approve the resolution on the reorganization of the Company or change the rights and obligations of shareholders specified in this Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholders, the number of shares of each type, the intended price of sale, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders adopt the resolution on the above matters;

(ii) The Company must repurchase shares at the request of the shareholders specified at Point (i) of this Clause at the market price or the price calculated according to the principles specified in the Company Charter within 90 days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a price appraisal organization to assess the price. The Company introduces at least 03 valuation organizations for shareholders to choose and that choice is the final decision.

c. Repurchase of employee shares under the Company's regulations on share issuance to employees, or repurchase of fractional shares under a plan for the issuance of shares as dividends or from owners' equity:

(i) The total number of employee shares repurchased by the Company to reduce its charter capital must be reported at the Annual General Meeting of Shareholders;

(ii) The Company must carry out the procedures to reduce its charter capital by the aggregate par value of the shares repurchased within 10 days from the date of the report to the Annual General Meeting of Shareholders under this Point.

3. Repurchases under Points b and c, Clause 2 of this Article are exempt from the conditions in Points a, b, c and d, Clause 1 of this Article.

4. Conditions for payment and disposal of repurchased shares:

a. The Company may repurchase a shareholder's shares only if, after paying in full for the repurchased shares, it still meets the prudential ratios applicable to its banking operations, the actual value of its charter capital is not less than its statutory capital, and it can pay all its debts and other property obligations in full.

b. Shares repurchased under the provisions of this Article shall be sold immediately after repurchase in the following cases:

(i) The Company repurchases fractional shares under a plan for issuance of shares as dividends or a plan for issuance of shares from owners' equity;

(ii) The Company repurchases fractional shares at the request of a shareholder.

c. For shares repurchased under Points a and b, Clause 2 of this Article, the Company must complete the procedures to reduce its charter capital by the aggregate par value of the repurchased shares within 10 days after the repurchase price is paid in full, unless otherwise provided by securities law.

d. Share certificates evidencing ownership of the repurchased shares, if any, must be destroyed immediately after the corresponding shares have been paid for in full. The Chairman and Chief Executive Officer shall be jointly liable for any loss arising from a failure to destroy, or delay in destroying, such share certificates.

e. After paying off all the repurchased shares, if the total value of assets recorded in the Company's accounting books decreases by more than 10%, the Company must notify all creditors within 15 days from the date of full payment of the repurchased shares.

5. Reporting, disclosure and execution of share repurchases shall comply with applicable law and the regulations issued by the competent authority of the Company from time to time.

Article 14. Transfer of Shares

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

2. Individual shareholders and organizational shareholders whose representatives are members of the Board of Directors, members of the Board of Supervisors or the Chief Executive Officer of the Company may not transfer their shares while the relevant persons hold those positions. The term representative in this Clause does not include a representative of the State's contributed capital in the Company.

3. Members of the Board of Directors, members of the Board of Supervisors and the Chief Executive Officer may not transfer shares while the consequences for which they are personally responsible are being addressed pursuant to a Resolution or Decision of the General Meeting of Shareholders or a Decision of the State Bank of Vietnam, except in the following cases:

a. The member of the Board of Directors, member of the Board of Supervisors or Chief Executive Officer is an authorized representative of an organizational shareholder undergoing merger, consolidation, division, separation, dissolution or bankruptcy in accordance with law;

b. The member of the Board of Directors, member of the Board of Supervisors or Chief Executive Officer is required to transfer shares under a legally effective court judgment or Decision;

c. The member of the Board of Directors, member of the Board of Supervisors or Chief Executive Officer transfers shares to other investors to implement an approved recovery plan, plan to transfer all contributed capital, or compulsory transfer plan.

4. Shares that are not fully paid up may not be transferred and confer no related benefits, such as the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the right to purchase newly offered shares, and other rights under applicable law.

5. Cases related to the inheritance of shares of shareholders in the Company shall comply with current laws.

6. A shareholder may give some or all of its shares in the Company to another person or use them to discharge a debt. The recipient of the gift or of repayment in shares shall become a shareholder of the Company.

7. Any purchase, sale or transfer of shares that results in a person becoming a major shareholder requires the State Bank of Vietnam's written approval and is subject to disclosure and other applicable legal requirements. Shareholders, buyers and transferees of Company shares shall cooperate with the Company in applying for approval as prescribed in this Point.

8. Recipients of shares in the cases specified in this Article shall only become shareholders of the Company from the time their information specified in Clause 2, Article 122 of the Law on Enterprises is fully recorded in the Shareholder Register.

Article 15. Share Certificates

1. A Company share certificate is a security certifying the holder's lawful rights and interests in a portion of the Company's share capital. Share certificates may take the form of book entries or electronic data.

2. The Company's share certificates must contain all information required by law.

3. The Company's shareholders are issued share certificates corresponding to the number and class of shares they hold.

   a. One share certificate may represent only one class of shares.

   b. Where share certificates are issued in documentary form in connection with an increase in charter capital, the Company must issue the certificates to shareholders within 30 days from the date they pay in full for the shares they have subscribed for.

4. If only some of the shares represented by a share certificate are transferred, the old certificate shall be cancelled and a new certificate for the remaining shares shall be issued free of charge.

5. If a share certificate is lost, damaged or otherwise destroyed, the Company shall issue a replacement at the shareholder's request. The shareholder must provide satisfactory evidence of ownership of the shares and pay all costs incurred by the Company. The shareholder's request must contain the following:

   a. Details of the share certificate that was lost, damaged or otherwise destroyed.

   b. A statement that the share certificate was in fact lost, burned or otherwise destroyed; if it was lost, a further undertaking that a thorough search was conducted and that the certificate will be returned to the Company for destruction if found.

   c. An undertaking to accept liability for disputes arising from the issuance of a replacement

share certificate.

Article 16. Other Securities Certificates

Bond certificates or other securities certificates of the Company are issued bearing the signature of the Legal Representative and the Company's seal.

Article 17. Variation of Rights

1. Any variation or cancellation of special rights attached to a class of preference shares shall take effect if approved by shareholders representing 65% or more of all votes of the shareholders attending the meeting. A Resolution of the General Meeting of Shareholders that adversely alters the rights and obligations of preference shareholders may be adopted only if approved by holders of 75% or more of all preference shares of the affected class who attend the meeting or, in the case of solicitation of written opinions, by holders of 75% or more of all preference shares of that class.
2. A separate meeting of holders of a class of preference shares to approve the variation of rights referred to above shall be valid only if attended by at least 02 shareholders, in person or by authorized representative, holding shares representing at least one third of the aggregate par value of all issued shares of that class. If that quorum is not met, the meeting shall be reconvened within 30 days. The holders of shares of that class who then attend in person or by authorized representative shall constitute a quorum, irrespective of the number of holders or shares. At such a meeting, any holder of shares of the relevant class attending in person or by representative may request a secret ballot. Each share of the same class carries equal voting rights at such meetings.
3. The procedure for conducting such separate meetings shall be carried out in the same manner as the provisions of Articles 25, 26 and 27 of this Charter.
4. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights over some or all matters relating to the distribution of the Company's profits or assets are not altered when the Company issues additional shares of the same type.

CHAPTER V: ORGANIZATIONAL, GOVERNANCE AND SUPERVISORY STRUCTURE

Article 18. Organizational, Governance and Supervisory Structure

The Company's organizational, governance and supervisory structure consists of:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Board of Supervisors;
4. The Chief Executive Officer.

CHAPTER VI: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 19. Founding Shareholders

1. Founding Shareholders of the Company:

a. VIETNAM CEMENT INDUSTRY CORPORATION

- Address: 228 Le Duan, Van Mieu – Quoc Tu Giam Ward, Hanoi
- Business Registration No.: 110495 issued by the Ministry of Planning and Investment on 04/12/1995
- Phone: (04) 38.512.425 Fax: (04) 38.512.778

b. JOINT STOCK COMMERCIAL BANK FOR FOREIGN TRADE OF VIETNAM

- Address: 198 Tran Quang Khai, Hoan Kiem Ward, Hanoi
- Business Registration No.: 0100112437 issued by the Department of Planning and Investment of Hanoi on 06/09/2010.
- Phone: (04) 39.343.137 Fax: (04) 39.265.548

c. VIETNAM STEEL CORPORATION

- Address: 91 Lang Ha, Dong Da Ward, Hanoi
- Business Registration No.: 0106000848 issued by the Department of Planning and Investment of Hanoi on 06/02/2007
- Phone: (04) 38 561 767 Fax: (04) 38 561 815

2. The share book, class of shares and par value of shares of each founding shareholder are recorded in the Company's Shareholder Register.
3. The level of share ownership of shareholders being organizations and individuals shall comply with the provisions of law.
4. The Company may purchase shares issued by the Company in the manner provided for in this Charter and applicable laws.

Article 20. Rights of Shareholders

1. Shareholders are the owners of shares in the Company and have the rights and obligations corresponding to the number and class of shares they hold.
2. A shareholder is formally recognized only upon paying in full for the shares and being entered in the Company's Shareholder Register.
3. Ordinary shareholders of the Company are entitled to the following rights:
   a. Attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights in person or through an authorized representative. Each ordinary share carries one vote;
   b. Receive dividends according to the resolution of the General Meeting of Shareholders;
   c. To be given priority to purchase newly offered shares corresponding to the proportion of ordinary shares of each shareholder in the Company;
   d. Transfer of shares or the right to purchase shares to other shareholders of the Company or other organizations and individuals in accordance with the provisions of this Charter and Law on Credit Institutions;
   e. Inspect, look up and obtain extracts of names and contact addresses in the list of

shareholders entitled to vote and request correction of any inaccurate information relating to themselves;

f. Inspect, look up, obtain extracts of and copy the Company Charter, the book of minutes of the General Meeting of Shareholders and its Resolutions and Decisions;

g. Receive a portion of the remaining assets in proportion to the number of shares held in the Company upon its dissolution or bankruptcy;

h. Authorize another person in writing to exercise their rights and perform their obligations; the authorized person may not stand for election in their own capacity;

i. Stand for election or nominate candidates to the Board of Directors or Board of Supervisors as provided in the Company Charter or, if the Charter is silent, as provided by law. The list of candidates must be sent to the Board of Directors by the deadline it sets.

j. Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

k. Receive equal treatment. Each share of the same class confers equal rights, obligations and benefits on its holder. If the Company has preference shares, the rights and obligations attached to those classes must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

l. Have full access to periodic and extraordinary disclosures made by the Company in accordance with law;

m. To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;

n. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares of the Company also have the following rights:

   (i) Nominate candidates to the Board of Directors and the Board of Supervisors;

   (ii) Inspect, look up and obtain extracts of the minute book, Resolutions and Decisions of the Board of Directors; the interim and annual financial statements; reports of the Board of Supervisors; contracts and transactions subject to approval by the Board of Directors; and other documents, except documents relating to the Company's trade or business secrets;

   (iii) Request a meeting of the General Meeting of Shareholders if the Board of Directors seriously infringes shareholder rights or breaches managers' obligations, makes a Decision outside its delegated authority, or in another case specified in the Company Charter. The request must be in writing and include the following: for each individual shareholder, full name, contact address, nationality and personal legal document number; for each organizational shareholder, name, enterprise identification number or legal document number, and head office address; the number of shares held by each shareholder and the date of their registration, the total number of shares held by the group and its percentage of all shares in the Company; and the grounds for and reasons for requesting the meeting. The request must be accompanied by documents and evidence of the Board of Directors' violations and their severity or of the Decision exceeding its authority. The

requesting shareholder or group of shareholders is fully liable under the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the meeting;

(iv) Request the Board of Supervisors to inspect each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; matters to be inspected, the purpose of inspection;

(v) Proposing the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue proposed to be included in the meeting agenda.

o. A shareholder or group of shareholders holding more than 10% of all ordinary shares may request that the Board of Directors convene an Extraordinary General Meeting of Shareholders.

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

4. The nomination of persons to the Board of Directors and the Board of Supervisors mentioned at Point i, Clause 3 of this Article shall be carried out as follows:

a. Ordinary shareholders who form a group to nominate candidates to the Board of Directors and Board of Supervisors must notify shareholders in attendance of the formation of the group before the General Meeting of Shareholders opens;

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

Article 21. Obligations of Shareholders

Ordinary shareholders of the Company have the following obligations:

1. Pay the full amount corresponding to the number of shares committed to buy within the time limit prescribed by the Company; take responsibility for debts and other property obligations of the Company within the scope of the share capital contributed to the Company.

2. Shareholders may not withdraw their contributed share capital from the Company in any manner that reduces its charter capital, except through a repurchase by the Company if, after

paying in full for the repurchased shares, the Company continues to meet the prudential ratios applicable to its banking operations and the actual value of its charter capital is not less than the statutory capital.

3. Be liable under law for the lawfulness of the funds used to make capital contributions or purchase or acquire shares by transfer in a credit institution. Do not use funds borrowed from a credit institution or foreign bank branch, or proceeds of a corporate bond issuance, to purchase or acquire shares in the Company. Do not contribute capital to or purchase shares in the Company in the name of any other individual or legal entity in any form, except under a trust arrangement permitted by law.
4. Comply with the Company Charter and internal regulations.
5. To abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
6. Be liable when acting in any capacity on behalf of the Company to commit an unlawful act or conduct business or other transactions for their own benefit or for the benefit of another organization or individual.
7. Keep confidential the information provided by the Company under the Company Charter and applicable law. Use that information solely to exercise and protect their lawful rights and interests. Dissemination, copying or transmission of the information provided by the Company to any other organization or individual is strictly prohibited.
8. A shareholder entrusted by another organization or individual to make an investment must provide the Company with information on the beneficial owner of the shares held on trust in the Company. The Company may suspend the shareholder's rights in respect of those shares if the shareholder fails to provide information on the beneficial owner or provides incomplete or inaccurate information.
9. Attend meetings of the General Meeting of Shareholders and exercise voting rights by any of the following means:
    a. Attend and vote in person at the meeting;
    b. Authorize another individual or organization to attend and vote at the meeting;
    c. Attend and vote by videoconference, electronic voting or other electronic means;
    d. Send a Voting Ballot to the meeting by mail, fax or email;
    e. Submit a Voting Ballot by other electronic means as provided in this Charter.
10. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:
    a. Violation of law;
    b. Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
    c. Pay debts not yet due in the face of financial risks to the Company.
11. Shareholders owning 01% or more of the Company's charter capital must provide the Company with the following information:
    a. Full name; personal identification number; nationality, passport number, date of issue, place of issuance of foreign shareholders; the number of the Enterprise Registration

Certificate or equivalent legal documents of the shareholder being an organization; date of issuance and place of issuance of this paper;

b. Information on affiliated persons as specified in Points c and d, Clause 1, Article 49 of the Law on Credit Institutions;

c. The number and proportion of shares they hold in the Company;

d. The number and proportion of shares their affiliated persons hold in the Company.

12. Shareholders must submit the information specified in Clause 11 of this Article to the Company in writing, both initially and when that information changes, within 07 working days from the date the information arises or changes. For information under Points c and d, Clause 11 of this Article, shareholders are required to submit information only when their own shareholding percentage or the combined shareholding percentage of the shareholder and its affiliated persons changes by 01% or more of the Company's charter capital compared with the most recent disclosure.

13. Other obligations as prescribed by law and this Charter.

Article 22. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders entitled to vote and is the Company's highest decision-making body. An Annual General Meeting of Shareholders shall be held once a year within four (04) months after the end of the financial year. Apart from the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue is the place from which the Chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select its venue in light of the circumstances. The Annual General Meeting of Shareholders shall decide matters prescribed by law and this Charter and, in particular, approve the audited annual financial statements. If the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that audited its financial statements to attend its Annual General Meeting of Shareholders, and that representative is required to attend.

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

a. The Board of Directors considers a meeting necessary in the Company's interests;

b. The number of remaining members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors is below the minimum prescribed by law or the Company Charter;

c. At the request of shareholders or groups of shareholders owning 10% or more of the total ordinary shares of the Company according to Article 20 of this Charter. The request for the convening of the general meeting shall be made in a single document, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficient signatures of relevant shareholders;

d. At the request of the Board of Supervisors;

e. To decide on matters at the State Bank of Vietnam's request when an event affects the safety of the Company's operations;

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

4. Convening an Extraordinary General Meeting of Shareholders:

a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days after the event specified in Point b, Clause 3 of this Article occurs or after receiving a request specified in Point c, d or e, Clause 3 of this Article;

b. If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as required under Point a of this Clause, the Board of Supervisors shall convene the meeting in its place within the following 30 days in accordance with applicable law. If the Board of Supervisors fails to convene the meeting as required, it must compensate the Company for the resulting loss;

c. If the Board of Supervisors fails to convene the meeting of the General Meeting of Shareholders under Point b of this Clause, a shareholder or group of shareholders holding 5% or more of all ordinary shares may request that the Company's representative convene the meeting in accordance with law;

d. In this case, the shareholder or group of shareholders convening the meeting may, if necessary, request that the Business Registration Authority supervise the procedures for convening and conducting the meeting and adopting Decisions of the General Meeting of Shareholders.

5. All expenses for convening and conducting meetings of the General Meeting of Shareholders in accordance with the provisions of this Article shall be paid by the Company, for a clear purpose. These expenses shall not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses and other related expenses.

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

a. Make a list of shareholders entitled to attend the meeting;

b. Provide information and resolve complaints concerning the list of shareholders;

c. Prepare the meeting agenda and matters to be considered;

d. Prepare documents for the meeting;

e. Prepare draft Resolutions of the General Meeting of Shareholders on the proposed agenda items and, in the case of an election, a list of candidates for the Board of Directors or the Board of Supervisors and their particulars;

f. Determine the time and place of the meeting;

g. Send a notice of invitation to the meeting to each shareholder who has the right to attend the meeting in accordance with relevant laws;

h. Perform any other tasks necessary for the meeting.

Article 23. Rights and Obligations of the General Meeting of Shareholders

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

a. Approve the Company's development direction;

b. To adopt regulations on the organization and operation of the Board of Directors and the Board of Supervisors, including the number of members of the Board of Directors and the Board of Supervisors;

c. Approve the plan to change charter capital and the share offering plan, including the classes and number of new shares to be offered; determine the annual dividend for each class of shares;

d. Determine the number of members of the Board of Directors and the Board of Supervisors for each term; elect, relieve from duty, remove, elect additional members to, or replace members of either board in accordance with the standards and conditions prescribed by the Law on Credit Institutions and the Company Charter;

e. Adopt the Company Charter and approve amendments and supplements to it;

f. Approve the Company's annual financial statements and annual business plan;

g. Decide on the establishment or change of legal form of the Company's overseas commercial presences and subsidiaries;

h. Review and address, within its authority, violations by the Board of Directors or the Board of Supervisors that cause damage to shareholders and the Company;

i. Decide on the division, separation, consolidation, merger, conversion of legal form or dissolution of the Company, or petition the court to commence bankruptcy proceedings against the Company;

j. Determine the remuneration, bonuses and other benefits of members of the Board of Directors and the Board of Supervisors and the operating budgets of both boards;

k. Determine the Company's management structure;

l. Approve the Internal Corporate Governance Regulations and the operating regulations of the Board of Directors and the Board of Supervisors;

m. Approve plans to repurchase shares sold and decide on repurchases of more than 10% of all shares sold in each class;

n. Approve the plan for issuance of convertible bonds;

o. Approve the list of independent audit firms; select an independent audit firm to review the Company's operations and remove an independent auditor where necessary; and assign the Board of Directors to select an independent auditor to audit the Company's annual financial statements;

p. Approve the profit distribution plan after fulfilling the Company's tax obligations and other financial obligations;

q. Approve the reports of the Board of Directors and the Board of Supervisors on the exercise of their assigned duties and powers;

r. Approve plans for capital contributions and purchases or sales of shares or equity interests in other enterprises or credit institutions where the value of the capital contribution, the proposed purchase price or, in the case of a sale, the carrying amount of the shares or equity interests is at least 20% of the Company's charter capital recorded in its latest audited financial statements;

s. Approve decisions on the Company's investment in, purchase or sale of fixed assets

where the investment amount, proposed purchase price or, in the case of a sale, the original cost of the fixed assets is at least 20% of the Company's charter capital recorded in its latest audited financial statements;

t. Approve contracts and other transactions valued at 20% or more of the Company's charter capital recorded in its latest audited financial statements between the Company and any of the following: members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer or major shareholders of the Company; affiliated persons of the Company's managers, members of the Board of Supervisors or major shareholders; the Company's subsidiaries or associates;

u. Decide on measures to address major changes in the Company's financial position;

v. Approving the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

w. Other matters as prescribed by law and this Charter.

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

Article 24. Authorization to Attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of organizational shareholders may attend in person, authorize one or more other individuals or organizations in writing to attend, or attend by any other means specified in Clause 9, Article 21 of this Charter. If more than one authorized representative is appointed, the number of shares represented and the number of votes allocated to each representative must be specified.

2. An individual or organization may be authorized to represent a shareholder at a meeting of the General Meeting of Shareholders under Clause 1 of this Article only in writing. The written authorization shall be drawn up in accordance with civil law and must contain all the following particulars:

   a. If the shareholder is an individual, the instrument of authorization must state the authorizing person's full name, contact address and personal legal document number; the number and classes of shares held; the scope and purpose of the authorization; the number of shares and votes covered by the authorization; the term of the authorization; and the authorized person's full name, contact address and personal legal document number. The instrument must be signed by the shareholder granting the authorization and by the authorized person attending the meeting.

   b. If the shareholder is a legal entity, the instrument of authorization must state the legal entity's name, address and legal document number; particulars of its legal representative; the number and classes of shares held; the scope and purpose of the authorization; the number of shares and votes covered by the authorization; the term of the authorization; and the authorized person's full name, contact address and personal legal document number. The instrument must be signed by the shareholder and by the authorized person attending the meeting.

3. Persons authorized to attend meetings of the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting before entering the meeting room. In case of re-authorization, the meeting participants must additionally present the

original authorization document of the shareholder, authorized representative of the shareholder being an organization (if not previously registered with the Company).

4. A Voting Ballot cast within the scope of the authorization by a person authorized to attend the meeting remains valid in any of the following cases:

   a. The person granting the authorization has died, had their civil act capacity restricted or lost their civil act capacity;

   b. The person granting the authorization has revoked the appointment;

   c. The person granting the authorization has revoked the authority of the person who made the appointment.

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

Article 25. Convening, Agenda and Notice of the General Meeting of Shareholders

1. The Board of Directors shall convene Annual and Extraordinary General Meetings of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the circumstances specified in Clause 3, Article 22 of this Charter.

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

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

   b. Provide information and resolve complaints concerning the list of shareholders;

   c. Prepare the meeting agenda and matters to be considered;

   d. Prepare the meeting materials;

   e. Prepare draft Resolutions of the General Meeting of Shareholders on the proposed agenda items and, in the case of an election, a list of candidates for the Board of Directors or the Board of Supervisors and their particulars;

   f. Determine the time and venue of the meeting;

   g. Announce and send a notice of meeting to all shareholders eligible to attend the General Meeting of Shareholders;

   h. Carry out other tasks necessary for the General Meeting of Shareholders.

3. The notice of meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to their contact addresses and shall also be published on the electronic information channels of the Company, the State Securities Commission of Vietnam and the stock exchange on which the Company's shares are registered for trading or listed. The convener must send the notice of meeting to every shareholder on the list of shareholders eligible to attend no later than 21 days before the meeting opens, calculated from the date the notice is duly sent or transmitted. The agenda and documents concerning matters to be voted on shall be sent to shareholders or posted on the Company's website, or both. If the documents are not sent with the notice of meeting, the notice must specify links enabling shareholders to access all meeting materials,

including:

a. The meeting agenda and meeting materials;

b. List and particulars of candidates where members of the Board of Directors or the Board of Supervisors are to be elected;

c. Voting Ballot;

d. Draft resolutions for each issue on the meeting agenda.

4. A shareholder or group of shareholders holding 5% or more of all ordinary shares may propose matters for inclusion in the agenda of the General Meeting of Shareholders under Point v, Clause 3.n, Article 20 of this Charter.

5. The convener of a General Meeting of Shareholders may reject the proposal specified in Clause 4 of this Article in one of the following cases:

a. The proposal was not submitted in accordance with Clause 4 of this Article;

b. At the time of submission, the proposing shareholder or group of shareholders did not hold 5% or more of ordinary shares as required under this Charter;

c. The proposed matter is outside the decision-making authority of the General Meeting of Shareholders;

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

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

Article 26. Conditions for Conducting a General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders may be held if the shareholders attending the meeting represent more than 50% of all voting shares.

2. If the first meeting does not meet the quorum requirement in Clause 1 of this Article within thirty minutes after its scheduled opening, a second meeting may be convened within thirty (30) days from the date scheduled for the first meeting. The second meeting may be held if the shareholders attending the meeting represent at least 33% of all voting shares.

3. If the second meeting does not meet the quorum requirement in Clause 2 of this Article within thirty minutes after its scheduled opening, notice of a third meeting must be sent within twenty (20) days from the date scheduled for the second meeting. The third meeting may be held regardless of the total votes represented by the shareholders attending. Only the General Meeting of Shareholders may decide to change the agenda sent with the notice of meeting under Article 25 of this Charter.

Article 27. Procedures for Conducting and Voting at a General Meeting of Shareholders

1. Before a meeting of the General Meeting of Shareholders opens, the Company must register shareholders and continue registration until all eligible shareholders present have registered, as follows:

a. At shareholder registration, the Company shall issue a Voting Card to each shareholder or authorized representative entitled to vote. The Voting Card shall show the registration

number, the full name of the shareholder, the full name of the authorized representative and the number of votes held by that shareholder. The General Meeting of Shareholders shall discuss and vote on each agenda item. Votes shall be cast for, against or without opinion. When a vote is taken, the cards in favor of the Resolution are collected first, followed by the cards against; the totals for and against are then counted to determine the outcome. The total number of votes for, against and in abstention on each matter shall be announced by the Chairperson before the meeting closes. At the Chairperson's proposal, the General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee. The General Meeting of Shareholders shall determine the number of members of the Vote Counting Committee based on the Chairperson's proposal;

b. A shareholder, an authorized representative of an organizational shareholder, or a person appointed by proxy who arrives after the meeting opens may register immediately and participate and vote once registered. The Chairperson is not required to suspend the meeting to register late arrivals, and the validity of matters previously voted on is unaffected.

2. The Chairperson, secretary and Vote Counting Committee shall be elected as follows:

   a. The Chairman shall chair meetings of the General Meeting of Shareholders convened by the Board of Directors or authorize another member of the Board of Directors to do so. If the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of their number by majority vote to chair the meeting. If no Chairperson is elected, the Head of the Board of Supervisors shall preside over the election of a Chairperson by the General Meeting of Shareholders, and the person receiving the highest number of votes shall chair the meeting;

   b. Except as provided in Point a of this Clause, the person who signed the notice convening the General Meeting of Shareholders shall preside over the election of a meeting Chairperson by the General Meeting of Shareholders. The candidate receiving the highest number of votes shall chair the meeting;

   c. The Chairperson shall appoint one or more persons as secretaries to prepare the minutes of the General Meeting of Shareholders;

   d. The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee at the proposal of the Chairperson.

3. The agenda and matters to be considered must be approved by the General Meeting of Shareholders during the opening session. The agenda shall specify in detail the time allotted to each matter.

4. The Chairperson may take such necessary and reasonable measures as are required to conduct the meeting in an orderly manner, in accordance with the approved agenda and in a manner that reflects the wishes of the majority of those attending.

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

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

   c. Facilitate shareholders' attendance or continued attendance at the meeting. The convener has full authority to modify the above measures and take all necessary measures, which may include issuing admission passes or using other means of

selection.

5. The General Meeting of Shareholders shall discuss and vote on each agenda item. Votes shall be cast for, against or without opinion. The Chairperson shall announce the vote count immediately before the meeting closes.

6. A shareholder or person appointed by proxy who arrives after the meeting opens may still register and vote immediately after registration. The validity of matters already voted on is unaffected.

7. The convener or the Chairperson of a meeting of the General Meeting of Shareholders may:

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

   b. Request the competent authority to maintain order at the meeting; remove from the meeting anyone who disobeys the Chairperson's authority to conduct the meeting, deliberately disrupts order, obstructs the normal course of the meeting or fails to comply with security screening requirements.

8. The Chairperson may postpone a meeting of the General Meeting of Shareholders for which enough attendees have registered for no more than 03 working days from the date on which the meeting was scheduled to open. The Chairperson may postpone the meeting or change its venue only in the following cases:

   a. The meeting venue lacks sufficient suitable seating for all attendees;

   b. The facilities for communication at the meeting venue do not enable attending shareholders to participate, discuss matters and vote;

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

9. If the Chairperson postpones or suspends a meeting of the General Meeting of Shareholders contrary to this Charter, the General Meeting of Shareholders shall elect another attendee to replace the Chairperson and conduct the meeting to its conclusion. All Resolutions adopted at that meeting shall be effective and enforceable.

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

Article 28. Conditions for Adoption of Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt decisions on matters within its authority by voting at a meeting or by soliciting written opinions.

2. Except as provided in Clauses 3, 4 and 5 of this Article, a Decision of the General Meeting of Shareholders shall be adopted if approved by shareholders representing more than 50% of all votes of the shareholders attending the meeting or, in the case of solicitation of written opinions, by shareholders representing more than 50% of the votes of all shareholders.

3. Decisions on the following matters must be approved by shareholders representing more than 65% of all votes of the shareholders attending the meeting or, in the case of solicitation of written opinions, by shareholders representing more than 65% of the votes of all

shareholders:

a. Approval of the plan to change charter capital and the plan for offering shares, including the classes and number of new shares to be offered;

b. Approval of decisions on the Company's investment in, purchase or sale of fixed assets where the investment amount, proposed purchase price or, in the case of a sale, the original cost of the fixed assets is at least 20% of the Company's charter capital recorded in its latest audited financial statements.

4. A Decision on the division, separation, consolidation, merger, conversion of legal form or dissolution of the Company, or on petitioning the court to commence bankruptcy proceedings against the Company, must be approved by shareholders representing more than 65% of all votes of the shareholders attending the meeting.

5. Members of the Board of Directors and of the Board of Supervisors shall be elected by cumulative voting. Each shareholder has votes equal to the total number of shares held multiplied by the number of seats to be filled on the Board of Directors or the Board of Supervisors and may allocate all such votes to one or more candidates. Candidates shall be elected in descending order of votes received, starting with the candidate receiving the most votes, until the number of seats approved by the General Meeting of Shareholders is filled. If two or more candidates receive the same number of votes for the final seat on either board, a further vote shall be held among the tied candidates.

6. Decisions on the following matters must be adopted by voting at a meeting of the General Meeting of Shareholders:

a. Approval of the Company's development direction;

b. Determining the number of members of the Board of Directors and the Board of Supervisors for each term; electing, relieving from office, removing, electing additional members to or replacing members of either board in accordance with the standards and conditions prescribed by the Law on Credit Institutions and the Company Charter;

c. Reviewing and addressing, within its authority, violations by the Board of Directors or the Board of Supervisors that cause damage to the Company and its shareholders;

d. Deciding on the division, separation, consolidation, merger, conversion of legal form or dissolution of the Company, or petitioning the court to commence bankruptcy proceedings against the Company.

7. A Resolution of the General Meeting of Shareholders adopted by 100% of all voting shares is lawful and effective even if the procedures for convening the meeting and adopting the Resolution did not comply with the Law on Enterprises or the Company Charter.

8. Resolutions and Decisions of the General Meeting of Shareholders shall be communicated to shareholders entitled to attend the meeting within fifteen (15) days and posted on the Company's website within twenty-four (24) hours after the Resolution is adopted.

9. The Company shall send the State Bank of Vietnam all Resolutions and Decisions adopted by the General Meeting of Shareholders within 15 days after the meeting closes or, in the case of solicitation of written opinions, after vote counting is completed.

Article 29. Authority and Procedures for Soliciting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for the Solicitation of Shareholders' Written Opinions to adopt Resolutions of the General Meeting of Shareholders are as follows:

1. The Board of Directors may solicit shareholders' written opinions to adopt a Resolution of the General Meeting of Shareholders whenever it considers this necessary in the Company's interests, except as provided in Clause 6, Article 28 of this Charter.

2. The Board of Directors shall prepare the Ballot for the Solicitation of Shareholders' Written Opinions, the draft Resolution of the General Meeting of Shareholders and materials explaining the draft Resolution. The Board of Directors shall send these to all shareholders entitled to vote no later than 10 days before the deadline for returning the ballot. The ballot and accompanying documents shall be sent in accordance with the requirements and by the methods specified in Clause 3, Article 25 of this Charter.

3. The Ballot for the Solicitation of Shareholders' Written Opinions must include the following principal information:

   a. Name, head office address and enterprise identification number;

   b. Purpose of the solicitation;

   c. For an individual shareholder: full name, contact address, nationality and personal legal document number. For an organizational shareholder: name, enterprise identification number or legal document number, and head office address; or the full name, contact address, nationality and personal legal document number of the representative of an organizational shareholder. The ballot must also specify the number of shares of each class and the number of votes held by the shareholder;

   d. The matters on which shareholders' opinions are sought for the adoption of a Decision;

   e. Voting options: for, against or no opinion;

   f. Deadline for returning the completed ballot to the Company;

   g. Full name and signature of the Chairman.

4. Shareholders may return the completed ballot to the Company by mail, fax or email as follows:

   a. If returned by mail, the completed ballot shall bear the signature of the individual shareholder or of the authorized representative or legal representative of an organizational shareholder. The ballot shall be enclosed in a sealed envelope and no one may open it before vote counting;

   b. If returned by fax or email, the ballot must be kept confidential until votes are counted;

   c. A ballot returned after the stated deadline, opened before vote counting if returned by mail, or disclosed before vote counting if returned by fax or email, is invalid. A ballot not returned constitutes non-participation in the vote.

5. The Board of Directors shall count the votes and prepare the Minutes of Vote Counting in the presence of the Board of Supervisors or a shareholder who does not hold a management position in the Company. The Minutes of Vote Counting must contain the following principal information:

   a. The Company's name, head office address and enterprise identification number;

   b. Purpose of the solicitation and matters on which shareholders' opinions are sought for

the adoption of a Resolution;

c. Number of shareholders who voted and total votes cast, distinguishing between valid and invalid votes, and the method by which votes were submitted, with an annex listing the shareholders who voted;

d. Total votes for, against and without opinion on each matter;

e. Matters approved and the corresponding voting percentages;

f. Full names and signatures of the Chairman, the vote counters and the persons supervising vote counting.

6. Members of the Board of Directors, vote counters and persons supervising vote counting shall be jointly responsible for the truthfulness and accuracy of the Minutes of Vote Counting and jointly liable for damage arising from Decisions adopted as a result of dishonest or inaccurate vote counting.

7. The Minutes of Vote Counting and the Resolution must be sent to shareholders within fifteen (15) days after vote counting is completed. Sending these documents directly to shareholders may be replaced by posting them on the Company's website within 24 hours after vote counting is completed.

8. The completed ballots, the Minutes of Vote Counting, the full text of the adopted Resolution and relevant materials sent with the ballots must be kept at the Company's head office.

9. Resolutions and Decisions adopted through the Solicitation of Shareholders' Written Opinions have the same effect as Decisions adopted at a meeting of the General Meeting of Shareholders.

Article 30. Resolutions and Minutes of the General Meeting of Shareholders

1. Minutes must be prepared for meetings of the General Meeting of Shareholders. Meetings may be audio-recorded or recorded and retained in another electronic form. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language; the Vietnamese version shall be used in the event of a dispute. The minutes must contain the following principal information:

a. Name, head office address and enterprise identification number;

b. Time and place of the General Meeting of Shareholders;

c. Agenda and matters considered at the meeting;

d. Full names of the Chairperson and secretary;

e. A summary of the proceedings and of the views expressed at the meeting on each agenda item;

f. The number of shareholders and the total number of votes represented at the meeting, with an annex listing shareholders registered to attend and shareholder representatives in attendance, together with their corresponding numbers of shares and votes;

g. Total votes cast on each matter, specifying the voting method, total valid and invalid votes, votes for, votes against and votes without opinion, and the corresponding percentages of all votes of shareholders attending the meeting;

h. Matters approved and the corresponding percentages of votes in favor;

i. Full names and signatures of the Chairperson and secretary. If the Chairperson and secretary refuse to sign, the minutes are valid if signed by all other members of the Board of Directors attending the meeting and if they contain all the information required by this Clause. The minutes must record the Chairperson's and secretary's refusal to sign.

2. The minutes of the General Meeting of Shareholders shall be completed and approved before the meeting closes. The Chairperson and the secretary, or any other persons signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes.

3. The Resolutions and minutes of the General Meeting of Shareholders, the annex listing shareholders registered to attend together with their signatures, written authorizations to attend, all materials attached to the minutes, if any, and relevant materials accompanying the notice of meeting must be disclosed in accordance with securities market disclosure regulations and kept at the Company's head office.

4. Resolutions of the General Meeting of Shareholders take effect on the date of adoption or on the effective date specified in the relevant Resolution. If a shareholder or group of shareholders requests a court or an arbitral tribunal to set aside a Resolution under Article 31 of this Charter, the Resolution remains in force until the court or arbitral tribunal decides otherwise, except where a competent authority orders an interim measure.

Article 31. Request for Annulment of Resolutions of the General Meeting of Shareholders

1. Within ninety (90) days after receiving the minutes of the General Meeting of Shareholders or the Minutes of Vote Counting for the Solicitation of Shareholders' Written Opinions, a shareholder or group of shareholders holding at least 05% of all ordinary shares may request a court or an arbitral tribunal to review and set aside a Resolution of the General Meeting of Shareholders if:

2. The procedures for convening a meeting and adopting a decision of the General Meeting of Shareholders materially violate this Charter, the Law on Credit Institutions, the Law on Enterprises or other applicable law, except as provided in Clause 7, Article 28 of this Charter.

3. The Resolution violates applicable law or the Company Charter.

CHAPTER VII: GENERAL PROVISIONS ON MANAGERS, EXECUTIVES AND MEMBERS OF THE BOARD OF SUPERVISORS OF THE COMPANY

Article 32. Ineligibility to Hold Office

1. The following persons may not serve as members of the Board of Directors, members of the Board of Supervisors, Chief Executive Officer, Deputy Chief Executive Officer or holders of equivalent positions specified in the Company's Charter:

   a. Persons specified in Clause 2 of this Article;

   b. Persons prohibited from managing or operating enterprises under the law on cadres, civil servants and public employees and the law on anti-corruption;

   c. Persons who, at the time an enterprise or cooperative was declared bankrupt, were owners of a sole proprietorship, general partners of a partnership, chief executive officers (directors), members of boards of directors or members' councils, controllers or members of boards of supervisors of the enterprise, or members of the board of directors

or chief executive officers (directors) of the cooperative, except persons assigned, designated or appointed to manage, operate or supervise a bankrupt enterprise or cooperative that is a credit institution in order to perform their assigned duties;

d. Persons previously suspended from serving as chairman or member of the board of directors, chairman or member of the members' council, head or member of the board of supervisors, or chief executive officer (director) of a credit institution under Article 47 of the Law on Credit Institutions, or found by a competent authority to have committed a violation resulting in revocation of a credit institution's license;

e. Affiliated persons of members of the Board of Directors or the Chief Executive Officer of the Company, except as provided in Clause 3, Article 69 of the Law on Credit Institutions;

f. Persons found responsible in inspection findings for conduct resulting in a credit institution or foreign bank branch being subject to the highest applicable administrative fine in the monetary and banking sector for violations concerning licensing, governance, management, shareholdings, shares, capital contributions, purchase of shares, extension of credit, purchase of corporate bonds or prudential ratios under the law on administrative penalties in the monetary and banking sector.

2. The following persons may not serve as Chief Accountant, Branch Director or Chief Executive Officer (Director) of a subsidiary of the Company:

a. Minors; persons with difficulties in cognition or control of their conduct; and persons with restricted or no capacity for civil acts;

b. Persons facing criminal prosecution or serving prison sentences; persons subject to administrative measures at compulsory rehabilitation or education establishments; and persons prohibited by a court from holding certain positions, practicing certain professions or doing certain work;

c. Persons convicted of a serious or more serious criminal offense;

d. Persons convicted of an offense against ownership rights whose criminal record has not been expunged;

e. Cadres, civil servants, public employees and managers at department level or above in enterprises in which the State holds at least 50% of charter capital, except persons designated to represent and manage a capital contribution in a credit institution held by the State or by an enterprise in which the State holds at least 50% of charter capital, or persons assigned, designated or appointed to manage, operate or supervise a credit institution in order to perform their assigned duties;

f. Officers, non-commissioned officers, professional soldiers, defense workers and defense employees in agencies or units of the Vietnam People's Army; professional officers and non-commissioned officers and public security workers in agencies or units of the Vietnam People's Public Security, except persons designated to represent and manage a capital contribution in a credit institution held by the State or by an enterprise in which the State holds at least 50% of charter capital;

g. Other cases as prescribed in the Company's Charter.

3. The spouses, parents, children and siblings of members of the Board of Directors and the Chief Executive Officer of the Company, and the spouses of such persons, may not serve as

Chief Accountant or as the person in charge of the Company's finances.

Article 33. Restrictions on Concurrently Holding Office:

1. The Chairman of the Company's Board of Directors may not concurrently be an Executive or member of the Board of Supervisors of the Company or another credit institution, or a manager of another enterprise.
2. A non-independent member of the Board of Directors may not concurrently hold any of the following positions:
   a. Executive of the Company, except as its Chief Executive Officer;
   b. Manager or executive of another credit institution, or manager of another enterprise, except as a manager or executive of the Company's subsidiary or parent company, or when implementing an approved mandatory transfer plan;
   c. Controller or member of the board of supervisors of another credit institution or enterprise.
3. An independent member of the Company's Board of Directors may not concurrently hold any of the following positions:
   a. Executive of the Company;
   b. Manager or executive of another credit institution, or manager of more than 02 other enterprises;
   c. Controller or member of the board of supervisors of another credit institution or enterprise.
4. A member of the Company's Board of Supervisors may not concurrently hold any of the following positions, except when serving as a manager, executive or employee of a credit institution accepting a mandatory transfer under an approved mandatory transfer plan:
   a. Manager or executive of the Company, another credit institution or another enterprise; employee of the Company or a subsidiary of the Company;
   b. Employee of an enterprise in which a member of the Company's Board of Directors is a member of the board of directors, an executive or a major shareholder.
5. The Chief Executive Officer, Deputy Chief Executive Officer and holders of equivalent positions specified in the Company's Charter may not concurrently be managers, executives, controllers or members of the boards of supervisors of other credit institutions or enterprises, except where a Deputy Chief Executive Officer or a holder of an equivalent position specified in the Company's Charter serves as a manager or executive of the Company's subsidiary or parent company.

Article 34. Automatic Loss of Office

1. A member of the Board of Directors, a member of the Board of Supervisors or the Chief Executive Officer of the Company automatically ceases to hold office in any of the following cases:
   a. The person becomes ineligible to hold office under Article 32 of this Charter;
   b. The person represents the capital interest of an institutional shareholder of the Company and that shareholder ceases to exist;
   c. The person ceases to be the shareholder's authorized representative of its capital interest;

d. The person is expelled from the territory of the Socialist Republic of Vietnam;

e. The Company's license is revoked;

f. The Chief Executive Officer's engagement contract expires;

g. The person dies.

2. The Company's Board of Directors shall report the automatic loss of office under Points a, b, c, d, f and g of Clause 1 of this Article to the State Bank of Vietnam in writing, with supporting documents, within 05 working days of the date on which the person ceases to hold office. The Board of Directors is responsible for the accuracy and truthfulness of the report and shall carry out the procedures to elect or appoint a person to fill the vacancy in accordance with law.

3. A member of the Board of Directors or the Board of Supervisors, or the Chief Executive Officer of the Company, remains responsible for decisions made during their term of office even after automatically ceasing to hold office.

Article 35. Relief from office and Removal

1. Except in cases of automatic loss of office under Article 34 of this Charter, the Chairman and other members of the Board of Directors, the Head and other members of the Board of Supervisors, and the Chief Executive Officer of the Company shall be relieved from office or removed in any of the following cases:

   a. Relief from office upon submission of a resignation letter to the Company's Board of Directors and Board of Supervisors;

   b. Removal when not participating in the activities of the Board of Directors or the Board of Supervisors for 06 consecutive months, except for force majeure cases;

   c. Removal when failing to meet the criteria and conditions specified in Article 41 of the Law on Credit Institutions;

   d. Removal when the independent member of the Board of Directors fails to meet the provisions of Clause 2, Article 41 and Clause 3, Article 43 of the Law on Credit Institutions;

   e. As decided by the General Meeting of Shareholders;

   f. Other cases of relief from office or removal according to the Company's Charter.

2. After being relieved from office or removed, the Chairman and other members of the Board of Directors, the Head and other members of the Board of Supervisors, and the Chief Executive Officer of the Company remain responsible for decisions made during their terms of office.

3. Within 10 days from the date on which a decision to relieve or remove a person specified in Clause 1 of this Article is adopted, the Company's Board of Directors shall submit a written report and relevant documents to the State Bank of Vietnam.

Article 36. Suspension or Temporary Suspension of the Exercise of Rights and Performance of Obligations by Members of the Board of Directors, the Board of Supervisors and Executives of the Company

1. The State Bank of Vietnam may suspend or temporarily suspend the exercise of rights and performance of obligations by the Chairman or other members of the Board of Directors, the Head or other members of the Board of Supervisors, or executives of a credit institution who,

in exercising their assigned rights or performing their assigned obligations, violate Article 43 or Clause 10, Article 48 of the Law on Credit Institutions or other applicable law, or who fail to meet the criteria and conditions set out in Article 41 of that Law. The State Bank of Vietnam may require the competent body to relieve or remove such persons and elect or appoint replacements, or designate replacements if it deems this necessary.

2. The Special Control Board may, if it deems this necessary, suspend or temporarily suspend the exercise of rights and performance of obligations by the Chairman or other members of the Board of Directors, the Head or other members of the Board of Supervisors, or executives of a credit institution under special control.

3. A person whose exercise of rights and performance of obligations has been suspended or temporarily suspended under Clause 1 or 2 of this Article shall assist in addressing outstanding matters and violations for which they are personally responsible when requested by the State Bank of Vietnam, the Company's Board of Directors or Board of Supervisors, or the Special Control Board.

Article 37. Duty of Care of Members of the Board of Directors, Members of the Board of Supervisors, the Chief Executive Officer and Other Executives

Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and Executives shall perform their duties, including any duties as members of subcommittees of the Board of Directors, honestly and in a manner they believe to be in the Company's interests, in accordance with law and the Company's Charter, exercising the degree of care that a reasonably prudent person would exercise in similar conditions and circumstances.

Article 38. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors and Board of Supervisors and the Chief Executive Officer shall disclose relevant interests in accordance with the Law on Enterprises and applicable legal instruments.

2. Members of the Board of Directors and Board of Supervisors, the Chief Executive Officer and their affiliated persons may use information obtained through their positions only in the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors and the Chief Executive Officer shall notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries or other companies in which it controls over 50% of charter capital, and those individuals or their affiliated persons, in accordance with law. If the General Meeting of Shareholders or the Board of Directors approves such a transaction, the Company shall disclose the relevant resolution in accordance with securities law on information disclosure.

4. A member of the Board of Directors may not vote on a transaction that benefits that member or an affiliated person of that member, in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors and Board of Supervisors, the Chief Executive Officer and their affiliated persons shall not use or disclose inside information to carry out related transactions.

6. Transactions between the Company and one or more members of its Board of Directors or

Board of Supervisors, its Chief Executive Officer, other Executives or major shareholders; affiliated persons of its Managers, members of its Board of Supervisors or its major shareholders; or its subsidiaries or associates are not invalid in the following cases:

a. Contracts and transactions valued at 20% or more of the charter capital stated in the latest audited financial statements require the approval of the General Meeting of Shareholders before signing. The Company representative signing the contract shall notify the Board of Directors and the Board of Supervisors of the persons connected with the contract or transaction and provide the draft contract or a notice of the principal terms of the transaction. The Board of Directors shall submit the draft contract or explain the principal terms of the transaction at a meeting of the General Meeting of Shareholders or when soliciting shareholders' written opinions. A shareholder who is a party to the contract or is affiliated with a party to it may not vote.

b. Contracts and transactions valued at less than 20% of the charter capital stated in the latest audited financial statements require the approval of the Board of Directors before signing. The Company representative signing the contract shall notify members of the Board of Directors and Board of Supervisors of the persons connected with the contract or transaction and provide the draft contract or the principal terms of the transaction. The Board of Directors shall approve the contract or transaction within 15 days of receiving the notice. A member of the Board of Directors who is a party to the contract or is affiliated with a party to it may not vote.

7. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other Managers shall not buy, sell or otherwise trade shares of the Company or its subordinate companies while in possession of information likely to affect the price of those shares that is not available to other shareholders.

Article 39. Liability for Damage and Compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other Executives who breach their duties, including their duties of honesty and care, or fail to perform their obligations are liable for any damage caused by their breach.

2. The Company shall indemnify any person who has been, is or may become a party to a complaint, lawsuit or prosecution, including civil and administrative proceedings but excluding lawsuits brought by the Company, if the person was or is a member of the Board of Directors or Board of Supervisors, the Chief Executive Officer, another Executive, an employee or an authorized representative of the Company, was or is performing duties under the Company's authorization, acted honestly and with due care in the Company's interests and in compliance with law, and there is no evidence that the person breached their duties.

3. Indemnification includes amounts payable under judgments, fines and expenses actually incurred, including legal fees, in resolving such matters to the extent permitted by law. The Company may purchase insurance for such persons to cover those indemnification liabilities.

Article 40. Provision and Public Disclosure of Information

1. Members of the Board of Directors and Board of Supervisors, the Chief Executive Officer, Deputy Chief Executive Officers and holders of equivalent positions specified in the Company's Charter shall provide the Company with the following information:

a. The name, enterprise identification number and head office address of any enterprise

or other economic organization in which they hold, alone or together with their affiliated persons, capital contributions or shares representing at least 5% of charter capital, including capital contributions or shares held in the name of another organization or individual under an authorization or trust arrangement;

b. The name, enterprise identification number and head office address of any enterprise or other economic organization in which they and their affiliated persons serve as members of the board of directors or members' council, controllers, members of the board of supervisors, or chief executive officers (directors);

c. For an affiliated person who is an individual: full name; personal identification number; for foreign nationals, nationality, passport number and the date and place of issue; and the relationship with the person providing the information;

d. For an affiliated person that is an organization: name, enterprise identification number, head office address, Enterprise Registration Certificate number or equivalent legal document, legal representative and relationship with the person providing the information.

2. The persons referred to in Clause 1 of this Article shall provide this information to the Company in writing within 07 working days of the date on which it first arises or changes, as applicable.

3. The Company shall post and retain the information specified in Clause 1 of this Article at its head office and report it in writing to the State Bank of Vietnam within 07 working days of receiving it. The Company shall annually disclose to its General Meeting of Shareholders the information specified in Points a, b and d of Clause 1 of this Article.

4. Persons who provide or publicly disclose information shall ensure that it is truthful, accurate, complete and timely and shall be responsible for providing or publicly disclosing it.

Article 41. Rights and Obligations of Managers and Executives of the Company

1. Comply with the law, the Company's Charter, resolutions and decisions of the General Meeting of Shareholders.

2. Exercise the rights and perform the obligations assigned to them honestly and with due care, in the interests of the shareholders and the Company.

3. Be loyal to the Company; refrain from using the Company's information, know-how or business opportunities, or abusing their position, authority or Company assets for personal gain or for the benefit of other organizations or individuals to the detriment of the shareholders and the Company.

4. Be responsible for complying with the prudential restrictions applicable to the Company's banking activities under the Law on Credit Institutions.

5. Ensure that the Company's records are retained so that data are available for managing, operating and controlling its activities and for inspection, supervision and examination by the State Bank of Vietnam.

6. Understand the types of risk arising in the Company's operations.

7. Promptly, fully and accurately inform the Company of their interests in other organizations and transactions with other organizations or individuals that may conflict with the Company's interests, and participate in those transactions only with the approval of the Board of

Directors.

8. Refrain from enabling themselves or their affiliated persons to borrow or use other banking services from the Company on terms more favorable than the Company's generally applicable terms.
9. Do not increase the salaries or remuneration of Managers or Executives or request payment of bonuses to them when the Company incurs a loss.
10. Within the scope of their assigned rights and obligations, comply with written requests of the State Bank of Vietnam on matters within its authority, and act on recommendations, warnings concerning operational risk and safety, warnings concerning risks of violations of monetary and banking law, and inspection findings, recommendations and decisions on remedial action.
11. Other rights and obligations as prescribed by law and the Company's Charter.

CHAPTER VIII: BOARD OF DIRECTORS

Article 42. Candidacy and Nomination of Members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information about them on its website at least 10 days before the opening date of the General Meeting of Shareholders so that shareholders may review it before voting. Each candidate shall confirm in writing that the disclosed personal information is truthful and accurate, and undertake, if elected, to perform their duties honestly, with due care and in the best interests of the Company. Information to be disclosed about each candidate includes:
    a. Full name, date of birth;
    b. Educational level, professional qualifications;
    c. Employment history;
    d. Other management positions held, including positions on the boards of directors of other companies;
    e. Interests relating to the Company and its affiliated persons;
    f. Other information as prescribed by relevant laws;
    g. An assessment of the candidate's contribution to the Company, if the candidate is a current member of the Company's Board of Directors;
    h. Full name of the shareholder or group of shareholders nominating the candidate (if any);
    i. As a public company, the Company shall disclose the companies in which a candidate serves as a member of the board of directors or holds another management position, and the candidate's interests, if any, relating to the Company.
2. The list of proposed candidates for election or appointment as members of the Company's Board of Directors shall be approved in writing by the State Bank of Vietnam before such election or appointment. Only candidates on the approved list may be elected or appointed.
3. The Company shall notify the State Bank of Vietnam of the list of persons elected or appointed to the Board of Directors within 10 days of their election or appointment.

Article 43. Criteria and Conditions for Members of the Board of Directors

1. A member of the Board of Directors shall satisfy all of the following criteria and conditions:
   a. Not be ineligible to hold office under Clause 1, Article 32 of this Charter;
   b. Meet the professional ethics requirements prescribed by the Governor of the State Bank of Vietnam;
   c. Have a university degree or higher;
   d. Meet one of the following conditions:
      (i) Have at least 03 years of experience as a manager or executive of a credit institution;
      (ii) Have at least 05 years of experience as a manager of an enterprise operating in finance, accounting or auditing, or of another enterprise whose equity is at least equal to the statutory capital applicable to the corresponding type of credit institution;
      (iii) Have at least 05 years of experience working directly in a business unit of a credit institution or foreign bank branch;
      (iv) Have at least 05 years of experience working directly in a finance, banking, accounting or auditing unit.
2. An independent member of the Board of Directors shall satisfy all the criteria and conditions in Clause 1 of this Article and the following additional criteria and conditions:
   a. Not currently work for the Company or any of its subsidiaries, and not have worked for the Company or any of its subsidiaries in the preceding 03 consecutive years;
   b. Not receive a regular salary or regular remuneration from the Company other than remuneration payable to members of the Board of Directors;
   c. Have no spouse, parent, child or sibling, or spouse of any such person, who is a major shareholder, manager, controller or member of the Board of Supervisors of the Company or any of its subsidiaries;
   d. Not represent any ownership interest in the Company's shares, and not own, directly or indirectly and together with affiliated persons, 1% or more of the Company's charter capital or voting share capital;
   e. Not have been a Manager or member of the Board of Supervisors of the Company at any time in the preceding 05 consecutive years.

Article 44. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors shall have no fewer than 05 and no more than 11 members. The General Meeting of Shareholders shall determine the number of members for each term. There shall be at least 02 independent members, and independent members and members who are not Executives of the Company shall together constitute two-thirds of the total membership.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and shall coincide with the Board's term. The term of a member elected to supplement or replace an existing member shall be the remainder of the Board's term. The outgoing Board of Directors shall continue to act until the incoming Board of Directors takes office.
3. If the number of members of the Board of Directors falls below the minimum specified in Clause 1 of this Article, the Company shall elect enough additional members to meet that

minimum within 90 days of the shortfall, except where it is a credit institution under special control, in which case the State Bank of Vietnam shall decide in light of its actual operations.

4. An individual and that individual's affiliated persons, or the representatives of the capital contribution of an institutional shareholder and their affiliated persons, may serve on the Board of Directors but shall not account for more than 02 members of the Company's Board of Directors, except for representatives of the State's capital contribution or of the transferee under a mandatory transfer.

5. Holders of voting shares may combine their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding at least 5% but less than 20% of all voting shares may nominate one (01) candidate; at least 20% but less than 30%, up to two (02); at least 30% but less than 40%, up to three (03); at least 40% but less than 50%, up to four (04); at least 50% but less than 60%, up to five (05); at least 60% but less than 70%, up to six (06); from 70% to 80%, up to seven (07); and at least 80% but less than 90%, up to eight (08).

6. If a shareholder or group of shareholders nominates fewer candidates than it is entitled to nominate, if the total number of candidates nominated is insufficient for the election, or if candidates do not meet the prescribed criteria and conditions, the Board of Directors shall nominate the remaining candidates in accordance with the Company's Charter, the Internal Corporate Governance Regulations and the Regulations on the Organization and Operation of the Board of Directors. The incumbent Board of Directors shall clearly announce the additional nominations before the General Meeting of Shareholders votes to elect members of the Board of Directors, in accordance with law.

7. Members of the Board of Directors are subject to automatic loss of office, relief from office, removal, suspension or temporary suspension in accordance with this Charter and the Law on Credit Institutions.

8. The appointment of members of the Board of Directors shall be announced in accordance with the laws on securities and the securities market.

9. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 45. Powers and Obligations of the Board of Directors

1. The Board of Directors is the governing body with full authority to act on behalf of the Company in making decisions, exercising its rights and performing its obligations, except in matters within the authority of the General Meeting of Shareholders.

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

   a. Submit matters within the powers and duties of the General Meeting of Shareholders to it for decision and approval;

   b. Decide on the establishment of the Company's branches, representative offices and service units;

   c. Appoint, relieve from duty, discipline and suspend, and determine salaries, bonuses and other benefits for, the Chief Executive Officer, Deputy Chief Executive Officers, other Executives, the Chief Accountant, persons in positions directly advising or assisting the Board of Directors, directors of branches and subsidiaries, heads of representative offices and holders of other positions specified in the Board of Directors' internal regulations;

d. Appoint representatives of the Company's capital contributions in other enterprises and credit institutions;

e. Approve plans for capital contributions to, or purchases or sales of shares or capital interests in, other enterprises or credit institutions, where the capital contribution amount, expected purchase price or book value in the case of a sale is less than 20% of the Company's charter capital stated in its latest audited financial statements, or such lower percentage as may be specified in the Company's Charter;

f. Approve investments in, purchases of or sales of the Company's fixed assets if the investment amount, expected purchase price or original cost in the case of a sale is 10% or more of the Company's charter capital stated in its latest audited financial statements, except for investments, purchases or sales within the decision-making authority of the General Meeting of Shareholders;

g. Decide on extensions of credit under Clause 7, Article 136 of the Law on Credit Institutions, except for contracts and other transactions within the decision-making authority of the General Meeting of Shareholders;

h. Approve contracts and other transactions valued at less than 20% of the Company's charter capital stated in its latest audited financial statements between the Company and members of its Board of Directors or Board of Supervisors, its Chief Executive Officer or major shareholders; affiliated persons of its Managers, members of its Board of Supervisors or major shareholders; or its subsidiaries or associates;

i. Approve contracts and other transactions valued at 10% or more of the Company's charter capital stated in its latest audited financial statements;

j. Monitor, supervise and direct the Chief Executive Officer and other Managers in the performance of their assigned duties, and assess the Chief Executive Officer's performance annually;

k. Issue internal regulations on the Company's organization, governance and operations in accordance with the Law on Credit Institutions and other applicable law, except for matters within the authority of the General Meeting of Shareholders;

l. Decide on risk management policies and supervise the implementation of the Company's risk prevention measures;

m. Review and approve annual reports;

n. Decide to offer new shares within the number of shares authorized for offering; recommend the classes of shares and the total number of shares of each class to be authorized for offering;

o. Set the offering prices of the Company's shares, convertible bonds and convertible securities;

p. Decide to repurchase the Company's shares according to the approved plan and in accordance with Article 133 of the Law on Enterprises;

q. Decide on the Company's strategy, medium-term development plans, annual business plans and operating objectives;

r. Recommend profit distribution plans and dividend amounts; decide on the timing and procedures for dividend payments or for dealing with losses arising from business

operations;

s. Prepare relevant materials and documents for submission to the General Meeting of Shareholders for decision or approval on matters within its authority, except matters within the powers and duties of the Board of Supervisors;

t. Approve the Board of Directors' work programs and plans and the agenda, matters for consideration and documents for meetings of the General Meeting of Shareholders; convene meetings of the General Meeting of Shareholders or solicit shareholders' written opinions to adopt its resolutions and decisions;

u. Organize, monitor and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

v. Promptly inform the State Bank of Vietnam of information that adversely affects the status of any member of the Board of Directors or Board of Supervisors or the Chief Executive Officer;

w. Decide on market development, marketing and technology measures;

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

y. Recommend reorganization or dissolution of the Company or petitioning for its bankruptcy;

z. Issue the Regulations on the Organization and Operation of the Board of Directors and the Internal Corporate Governance Regulations following approval by the General Meeting of Shareholders; issue the Information Disclosure Regulations and other regulations governing the Company's business operations;

aa. Recommend to the General Meeting of Shareholders an independent audit organization to audit the Company's annual financial statements;

bb. Be accountable to the General Meeting of Shareholders for the performance of assigned duties and powers; use the Company's organizational structure and resources to perform those duties and exercise those powers;

cc. Approve matters within the Board of Directors' authority relating to a restructuring plan accompanied by resolution of non-performing loans in accordance with law and at the request of competent state authorities;

dd. Approve remedial plans in the event of early intervention;

ee. Approve debt sale plans and related matters within its authority under the Company's internal regulations;

ff. Determine the amount of compensation when property losses are addressed in accordance with law. The Board of Directors may delegate decision-making authority in the Company's internal regulations;

gg. Approve the Company's Financial Regulations;

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

3. The Board of Directors shall report the results of its activities to the General Meeting of Shareholders in accordance with Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain articles of the Law on Securities.

Article 46. Rights and Obligations of Members of the Board of Directors

1. Exercise rights and perform obligations honestly and with due care in the interests of the Company and its shareholders, in accordance with law, the regulations of the State Bank of Vietnam, the Company's Charter, the internal regulations of the Board of Directors and the assignments of its Chairman; uphold the independence of independent members of the Board of Directors in exercising their rights and performing their obligations; and be accountable for exercising their own rights and performing their own obligations.
2. Review the audit report on the financial statements prepared by the independent auditor, comment on the report or request that the Company's Executives, the independent auditor or the internal auditor explain and clarify matters relating to it.
3. Request that the Chairman convene an extraordinary meeting of the Board of Directors.
4. Attend meetings of the Board of Directors, discuss and vote on matters within its powers and duties under this Charter, and be accountable to the General Meeting of Shareholders and the Board of Directors for their decisions. A member with a conflict of interest in a matter put to a vote may not vote on that matter.
5. Implement resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
6. Be accountable to the General Meeting of Shareholders and the Board of Directors for performance of assigned duties when requested.
7. A member of the Board of Directors may not authorize another person to attend a Board of Directors meeting to decide on any matter specified in Clauses 2, 4, 6, 7, 8, 9, 10, 12, 13, 14 and 18 of Article 70 of the Law on Credit Institutions.
8. Report promptly and fully to the Board of Directors any remuneration received from subsidiaries, associates or other organizations in which they represent the Company's capital contribution.
9. Report to the Board of Directors at its next meeting transactions between the Company, its subsidiaries or other companies in which it controls over 50% of charter capital, and members of the Board of Directors or their affiliated persons; and transactions between the Company and an enterprise in which a member of the Board of Directors was a founder or manager during the 03 years preceding the transaction.
10. Disclose information when trading the Company's shares in accordance with law.
11. Require the Chief Executive Officer, Executives, and the Company's units and personnel to provide complete, accurate and timely information, reports and documents necessary for the Board of Directors to perform its functions and duties. The procedures for requesting information shall comply with the Company's internal regulations.
12. Require the Committees to consider and assess matters within their respective functions and make recommendations to the Board of Directors.
13. Other rights and obligations as prescribed by law and the Company's Charter.

Article 47. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

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

2. The General Meeting of Shareholders shall determine the total remuneration, bonuses and other benefits of members of the Board of Directors.

3. Members of the Board of Directors are entitled to remuneration for their work and to bonuses. Remuneration shall be calculated based on the number of working days needed to complete the member's duties and the applicable daily rate. The Board of Directors shall determine the estimated remuneration of each member by consensus.

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

5. Members of the Board of Directors who hold executive positions, serve on subcommittees of the Board of Directors or perform other duties outside the usual scope of a Board member's responsibilities may receive additional remuneration by way of a lump sum for each assignment, salary, commission, a share of profits or in another form determined by the Board of Directors, in accordance with the decision of the General Meeting of Shareholders.

6. Members of the Board of Directors shall be reimbursed for all reasonable travel, meal, accommodation and other expenses incurred in performing their duties, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or its subcommittees.

7. The Company may purchase liability insurance for members of the Board of Directors after obtaining the approval of the General Meeting of Shareholders. Such insurance shall not cover liability arising from violations of law or the Company's Charter by members of the Board of Directors.

Article 48. Chairman of the Board of Directors

1. The Board of Directors shall elect the Chairman from among its members and may relieve or remove the Chairman from that position.

2. The Chairman of the Board of Directors may not concurrently serve as an Executive or a member of the Board of Supervisors of the Company or another credit institution, or as a manager of another enterprise.

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

   a. Prepare the Board of Directors' work programs and plans; be accountable for exercising the Chairman's rights and performing the Chairman's obligations;

   b. Prepare the agenda, matters for consideration and documents for meetings; convene, preside over and chair meetings of the Board of Directors;

   c. Sign documents falling within the Board of Directors' authority on its behalf;

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

   e. Monitor and arrange for supervision of the implementation of resolutions and decisions of the Board of Directors;

   f. Chair meetings of the General Meeting of Shareholders;

   g. Ensure that members of the Board of Directors receive complete, objective and accurate information and have sufficient time to discuss issues that the Board of Directors must

consider;

h. Assign specific tasks to each member of the Board of Directors;

i. Supervise Board members in exercising their rights, performing their obligations and carrying out their assigned duties;

j. Authorize only another member of the Board of Directors to exercise the Chairman's rights and perform the Chairman's obligations during the Chairman's absence or inability to perform their duties;

k. At least once a year, assess the performance of each member and each Committee of the Board of Directors and report the results to the General Meeting of Shareholders;

l. Exercise the rights and perform the obligations of the Company's legal representative in accordance with Article 3 of the Company's Charter and applicable law;

m. Other rights and obligations as prescribed by the Company's Charter and law.

4. If the Chairman submits a resignation letter or is relieved or removed from the position of Chairman, the Board of Directors shall elect a replacement from among its remaining members within 10 days from receipt of the resignation letter or the relief from office or removal. Within 10 days after adopting a decision on the Chairman's relief from office or removal, the Company's Board of Directors shall submit a written report and relevant supporting documents to the State Bank of Vietnam.

5. If the Chairman of the Board of Directors is absent or unable to perform their duties, the Chairman shall authorize another member of the Board of Directors in writing, but only if the Chairman has notified the Board of Directors of their absence, required absence due to force majeure, or inability to perform their duties. Any authorization to exercise the legal representative's rights and perform the legal representative's obligations shall be made in accordance with Article 3 of this Charter.

6. If the Chairman is absent without having authorized another member of the Board of Directors or is unable to perform their duties, the remaining members shall elect one of their number by majority vote to serve as acting Chairman for no more than six (06) months from the date of assuming that position. During that period, the Board of Directors shall elect a new Chairman and publicly announce the result in accordance with the regulations of the State Bank of Vietnam and the Company's Charter.

Article 49. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the Board's first meeting, held within seven (07) working days after the election of that Board of Directors ends. The member receiving the highest number of votes shall convene and chair the meeting. If two or more members are tied for the highest number of votes, they shall elect one of their number by majority vote to convene the meeting.

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

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors at the request of:

a. The Board of Supervisors or an independent member of the Board of Directors;

b. The Chief Executive Officer or at least 05 other Managers;

c. At least 02 members of the Board of Directors.

4. The request shall be in writing and state the purpose of the meeting and the matters within the Board of Directors' authority that are to be discussed and decided.

5. The Chairman shall convene and hold an extraordinary meeting of the Board of Directors within seven (07) working days of receiving a request under Clause 3 of this Article. If the Chairman fails to convene the requested meeting, the Chairman shall be liable for any resulting loss to the Company, and the requesting party may convene the meeting in the Chairman's place.

6. The Chairman of the Board of Directors or other convener shall send the meeting notice no later than 03 working days before the meeting. The notice shall state the time and place, the agenda and the matters to be discussed and decided.

7. The meeting notice may be sent by written invitation, telephone, fax or electronic means and must reach each member of the Board of Directors at the contact address registered with the Company. The notice shall be accompanied by the meeting materials and the member's voting ballot.

8. The Chairman or other convener shall send the meeting notice and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

9. Members of the Board of Supervisors may attend and participate in discussions at meetings of the Board of Directors but may not vote.

10. A meeting of the Board of Directors may proceed if at least three-quarters (3/4) of its members attend. If a meeting called under this Clause does not have the required quorum, a second meeting may be convened within 07 days from the date scheduled for the first meeting. The second meeting may proceed if more than half of the members of the Board of Directors attend.

11. A member of the Board of Directors is deemed to attend and vote at a meeting in any of the following cases:

    a. Attending and voting directly at the meeting;

    b. Authorizing another person to attend and vote under Clause 11 of this Article;

    c. Attending and voting by online conference, electronic voting or another electronic means;

    d. Sending a voting ballot to the meeting by post, fax or email.

12. A ballot sent by post shall be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour before the meeting opens. The ballot may be opened only in the presence of all attendees.

13. Members shall attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf if approved by a majority of the Board of Directors in accordance with Article 72 of the Law on Credit Institutions.

14. The Board of Directors shall adopt resolutions and decisions by voting at meetings, obtaining written opinions or using another method specified in the Company's Charter. Each member

of the Board of Directors has one vote.

15. A resolution or decision of the Board of Directors is adopted if approved by a majority of the members attending the meeting. If the votes are tied, the Chairman's vote is decisive.

16. Meetings of the Board of Directors may be held at the Company's head office or another location designated by the Board of Directors. Meetings may be held in person, online, by other electronic means or by another lawful method.

Article 50. Committees and Subcommittees of the Board of Directors

1. The Board of Directors shall establish committees to assist it in carrying out its duties and exercising its powers, including a Risk Management Committee and a Human Resources Committee. The Board of Directors shall determine the duties and powers of those 02 Committees in accordance with regulations of the Governor of the State Bank of Vietnam. Within 10 days of issuing those internal regulations, the Company shall send them to the State Bank of Vietnam (Banking Inspection and Supervision Agency).

2. The Board of Directors may establish subcommittees to assist it. The Board of Directors shall determine the functions and duties of the supporting body.

3. Decisions of the Board of Directors or its subcommittees shall be implemented in accordance with applicable law, the Company's Charter and its internal regulations.

4. The Committees shall advise, assess, review and monitor matters within their respective areas of responsibility and make recommendations to the Board of Directors on those matters.

Article 51. Person in Charge of Corporate Governance

1. The Company's Board of Directors shall appoint at least 01 Person in Charge of Corporate Governance to assist with corporate governance. The Person in Charge of Corporate Governance may concurrently serve as Company Secretary under Clause 5, Article 156 of the Law on Enterprises.

2. The Person in Charge of Corporate Governance may not concurrently work for an approved audit 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 meetings of the General Meeting of Shareholders in accordance with applicable regulations and on related matters between the Company and its shareholders;

   b. Prepare meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders as requested by the Board of Directors or Board of Supervisors;

   c. Advise on meeting procedures;

   d. Attend meetings;

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

   f. Provide financial information, copies of minutes of Board of Directors meetings and other information to members of the Board of Directors and Board of Supervisors;

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

h. Act as a point of contact for relevant stakeholders;

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

j. Other rights and obligations as prescribed by law and the Company's Charter.

CHAPTER IX: BOARD OF SUPERVISORS

Article 52. Candidacy and Nomination of Members of the Board of Supervisors

1. Candidacy and nomination for the Board of Supervisors shall follow the same procedures as those specified in Article 42 of this Charter.

2. If the number of candidates for the Board of Supervisors following nominations and self-nominations is insufficient, the incumbent Board of Supervisors may nominate additional candidates or arrange for nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations and the Regulations on the Operation of the Board of Supervisors. The incumbent Board of Supervisors shall clearly announce any additional candidates before the General Meeting of Shareholders votes to elect members of the Board of Supervisors, in accordance with law.

Article 53. Criteria and Conditions for Members of the Board of Supervisors

A member of the Board of Supervisors shall meet all of the following criteria and conditions:

1. Not be ineligible to hold office under this Charter;

2. Meet the professional ethics requirements prescribed by the Governor of the State Bank of Vietnam;

3. Hold a university degree or higher in economics, business administration, law, accounting, auditing, finance or banking;

4. Have at least 03 years of direct work experience in banking, finance, accounting or auditing;

5. Not be an affiliated person of a Manager of the Company;

6. The Head of the Board of Supervisors shall reside in Vietnam throughout their term of office.

Article 54. Composition of the Board of Supervisors

1. The Board of Supervisors shall monitor and assess compliance with law, internal regulations, the Company's Charter and the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. The Company's Board of Supervisors shall have from 03 to 05 members, with the exact number determined by a vote of the General Meeting of Shareholders.

3. The term of office of the Board of Supervisors is 05 years. Members of the Board of Supervisors serve for five (05) years. A member elected to supplement or replace an existing member shall serve for the remainder of that term.

4. If the incoming Board of Supervisors has not been elected when the current term ends, the outgoing Board of Supervisors shall continue to exercise its rights and perform its duties until the incoming Board is elected and takes office.

5. If the number of members of the Board of Supervisors falls below the minimum specified in Clause 2 of this Article, the Company shall elect enough additional members to meet that

minimum within 90 days of the shortfall, except where the Company is under special control, in which case the State Bank of Vietnam shall decide in light of the actual operations of the credit institution under special control.

6. A shareholder or group of shareholders owning at least 05% of the total ordinary shares may nominate candidates for the Board of Supervisors. A shareholder or group of shareholders holding at least 5% but less than 20% of all voting shares may nominate one (01) candidate; at least 20% but less than 30%, up to two (02); at least 30% but less than 40%, up to three (03); at least 40% but less than 50%, up to four (04); and at least 50% but less than 60%, up to five (05).

Article 55. Head and Members of the Board of Supervisors

1. The Board of Supervisors shall elect its Head from among its members. The election, relief from office or removal of the Head of the Board of Supervisors shall be decided by majority vote.

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

   a. Convene and chair meetings of the Board of Supervisors;

   b. Organize the performance of the Board of Supervisors' duties and exercise of its powers as specified in this Charter, and be accountable for exercising their rights and performing their obligations;

   c. Sign documents falling within the authority of the Board of Supervisors on its behalf;

   d. On behalf of the Board of Supervisors, convene an Extraordinary General Meeting of Shareholders or request an extraordinary meeting of the Board of Directors in accordance with this Charter and applicable law;

   e. Attend meetings of the Board of Directors and express opinions without voting;

   f. Request that their opinion be recorded in the minutes of a Board of Directors meeting if it differs from a resolution or decision of the Board of Directors, and report it to the General Meeting of Shareholders;

   g. Prepare work plans and assign specific tasks to each member of the Board of Supervisors;

   h. Ensure that members of the Board of Supervisors receive complete, objective and accurate information and have sufficient time to discuss the matters the Board of Supervisors must consider;

   i. Supervise and direct the members of the Board of Supervisors in performing their assigned tasks, exercising their rights and fulfilling their obligations;

   j. Authorize only another member of the Board of Supervisors to exercise the Head's rights and perform the Head's obligations during the Head's absence or inability to perform their duties;

   k. Other rights and obligations as prescribed in the Company's Charter and law.

3. Members of the Board of Supervisors have the following rights and obligations:

   a. Elect, relieve from duty or remove the Head of the Board of Supervisors;

   b. Review business activities, accounting books, assets, financial statements, reports and fiscal year-end accounts, and propose remedial measures;

c. Require Managers to report on and explain the financial situation and business results of subsidiaries, and plans, projects, development investment programs and other decisions concerning the Company's management and operations;

d. Require the Company's Managers, Executives, officers and employees to provide data and explain business activities as necessary for the performance of assigned duties;

e. Report unusual financial activities of the Company to the Head of the Board of Supervisors, and take personal responsibility for their assessments and conclusions;

f. Attend meetings of the Board of Directors, express opinions and make recommendations without voting. If their opinion differs from a Board of Directors resolution, they may request that their opinion be recorded in the minutes and report it to the Head of the Board of Supervisors;

g. Comply with law, the Company's Charter and the internal regulations of the Board of Supervisors; honestly and with due care perform duties assigned by the Head of the Board of Supervisors in carrying out the Board's powers and duties in the interests of the Company and shareholders; and take responsibility for exercising their rights and performing their obligations;

h. Request that the Head of the Board of Supervisors convene an extraordinary meeting of the Board of Supervisors;

i. Attend meetings of the Board of Supervisors and discuss and vote on matters within its powers and duties, except those in which they have a conflict of interest;

j. Exercise other rights and perform other tasks as prescribed by law and this Charter.

Article 56. Rights and Obligations of the Board of Supervisors

The Board of Supervisors has the following rights and obligations:

1. Supervise the Company's governance and management for compliance with law, internal regulations, the Company's Charter and the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; be accountable to the General Meeting of Shareholders for the performance of assigned duties and exercise of assigned powers under the Law on Credit Institutions and the Company's Charter.

2. Issue internal regulations of the Board of Supervisors and annually review those regulations and the Company's internal regulations on accounting and reporting;

3. Organize internal audits; have access to and be provided with complete, accurate and timely information and documents on the Company's governance and management activities; use the Company's resources to carry out its assigned duties and powers; and engage independent experts, consultants and external organizations to assist with those duties while remaining responsible for their performance.

4. Assess the reasonableness, legality, accuracy and degree of care in managing and operating the business, and whether accounting, statistical work and financial reporting are systematic, consistent and appropriate.

5. Monitor the Company's financial condition and review its financial statements for the first 06 months of each year and its annual financial statements; report the results to the General Meeting of Shareholders and assess the reasonableness, legality, accuracy and degree of care in accounting, statistical work and preparation of the financial statements. The Board of

Supervisors may consult the Board of Directors before submitting its report and recommendations to the General Meeting of Shareholders.

6. Review contracts and transactions with affiliated persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders.

7. Supervise the approval and implementation of investment projects, purchases and sales of fixed assets, and other contracts and transactions of the Company that fall within the decision-making authority of the General Meeting of Shareholders or the Board of Directors. Prepare and submit annual reports on the results of that supervision to both bodies.

8. Monitor compliance with Chapter VII of the Law on Credit Institutions on prudential restrictions applicable to the Company's operations.

9. Review, examine and assess the effectiveness and efficiency of the Company's internal control system, internal audit, risk management and early warning mechanisms.

10. Examine accounting books, other documents and the management and operation of the Company when considered necessary or in the following cases:

    - According to the resolutions and decisions of the General Meeting of Shareholders;
    - At the request of the State Bank of Vietnam, a major shareholder or a group of major shareholders in accordance with law. The examination shall be conducted within 07 working days of receipt of the request. Within 15 days after completing the examination, the Board of Supervisors shall report and explain the matters examined to the requesting organizations or individuals.

11. Promptly notify the General Meeting of Shareholders and the Board of Directors upon finding that a Manager or Executive of the Company has violated law, the Company's Charter or internal regulations, or a resolution or decision of the General Meeting of Shareholders or the Board of Directors; require the person to stop the violation immediately and take any applicable remedial measures.

12. Compile and maintain a list of founding shareholders for the 05 years from the date on which they became founding shareholders, shareholders holding at least 01% of charter capital, and affiliated persons of members of the Company's Board of Directors and Board of Supervisors, the Chief Executive Officer and shareholders holding at least 01% of charter capital; retain and update the list.

13. Request that the Board of Directors hold an extraordinary meeting or convene an Extraordinary General Meeting of Shareholders in accordance with the Law on Credit Institutions and the Company's Charter. Convene a General Meeting of Shareholders in place of the Board of Directors within 30 days if the Board of Directors fails to convene the meeting as required by Clause 3, Article 140 of the Law on Enterprises.

14. Convene an Extraordinary General Meeting of Shareholders if the Board of Directors makes a decision that seriously violates the Law on Credit Institutions or exceeds its authority, or in other cases specified in the Company's Charter.

15. Appoint, relieve from duty, discipline and suspend, and determine the salaries and other benefits of, persons holding positions in the Internal Audit Department.

16. Promptly report to the State Bank of Vietnam any violations under Clauses 8, 11 and 14 of

this Article, and any violations concerning shareholding limits and affiliated persons under the Law on Credit Institutions.

17. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement or improve the organizational structure for management, supervision and operation of the Company's business.

18. Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of the Company.

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

20. Recommend that the General Meeting of Shareholders approve the list of audit organizations eligible to audit the Company's financial statements, and arrange for an approved audit organization to examine the Company's operations if deemed necessary.

21. Ensure coordination with the Board of Directors, Chief Executive Officer and shareholders.

22. Witness the Board of Directors count the votes and prepare the minutes of vote counting if requested by the Board of Directors when shareholders' written opinions are solicited to adopt a resolution of the General Meeting of Shareholders.

23. The Head of the Board of Supervisors shall preside over the election of a meeting chair by the General Meeting of Shareholders if the Chairman of the Board of Directors is absent or temporarily unable to work and the remaining Board of Directors members fail to elect a chair. In that case, the person receiving the most votes shall chair the meeting.

24. Other duties and powers under law, the Company's Charter and resolutions of the General Meeting of Shareholders.

Article 57. Meetings of the Board of Supervisors

1. The Board of Supervisors shall meet at least once every quarter, with at least two-thirds (2/3) of its members attending. The minutes shall be detailed and clear. The minute-taker and the members of the Board of Supervisors attending the meeting shall sign the minutes. The minutes shall be retained to establish the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors may require members of the Board of Directors, the Chief Executive Officer and representatives of the approved audit organization to attend and respond to matters requiring clarification.

3. Meetings of the Board of Supervisors may be held at the Company's head office or another location designated by the Board of Supervisors. Meetings may be held in person, online or by other electronic means.

4. An extraordinary meeting of the Board of Supervisors may be convened to promptly address unexpected matters at the request of:

   a. The Chairman of the Board of Directors;

   b. At least two-thirds of the members of the Board of Directors;

   c. The Head of the Board of Supervisors;

   d. A member of the Board of Supervisors;

   e. The Chief Executive Officer;

f. The Director of the provincial or municipal branch of the State Bank of Vietnam where the Company has its head office;

g. Other cases as prescribed by law.

A request shall be in writing and state the purpose and matters within the authority of the Board of Supervisors to be discussed and decided.

5. The Head of the Board of Supervisors shall convene and hold an extraordinary meeting of the Board of Supervisors within fifteen (15) working days of receiving a request under Clause 4 of this Article. If the Head fails to convene the meeting after two successive requests, the Board of Directors and members of the Board of Supervisors shall immediately report in writing to the provincial or municipal branch of the State Bank of Vietnam where the Company has its head office and hold a meeting of the Board of Supervisors to address the matters. At the same time, they shall decide on the relief from office or removal of the Head, elect a qualifying member of the Board of Supervisors as Head, or ask the Board of Directors to convene an Extraordinary General Meeting of Shareholders to address any outstanding matters and difficulties. Within 10 days of adopting a decision to relieve or remove the Head of the Board of Supervisors, the Company's Board of Directors shall submit a written report and relevant documents to the State Bank of Vietnam.

6. A meeting of the Board of Supervisors shall be held five (05) days after notice is sent to its members. The notice shall be in Vietnamese and specify the agenda, time and location. It shall be accompanied by the materials necessary for the matters to be discussed and voted on and by ballots for members unable to attend. Those members shall send their ballots to the Board of Supervisors before the meeting.

7. A meeting of the Board of Supervisors may proceed if at least two-thirds of its members attend in person or through another member authorized to act on their behalf. If the first call of a regular meeting does not result in the required quorum, the Head of the Board of Supervisors shall notify the Board of Directors and request that an Extraordinary General Meeting of Shareholders be convened within thirty (30) days for shareholders to consider the status of the members of the Board of Supervisors.

8. Voting:

a. Each member attending a meeting of the Board of Supervisors has one vote. A member who cannot attend may authorize another member eligible to vote to do so on their behalf in writing;

b. A member of the Board of Supervisors who has an interest in a matter submitted to the Board for decision may not vote on that matter, be counted toward the quorum or accept authorization from another member to vote on that matter;

c. If a question arises at a meeting about a member's interest or right to vote and the member does not voluntarily resolve it by waiving their right to vote, the matter shall be referred to the meeting chair. The chair's decision is final and conclusive unless the nature or extent of the member's interest is unknown;

d. Any member of the Board of Supervisors related to a contract stated at Point r, Clause 3, Article 67 and Clause 9, Article 70 of the Law on Credit Institutions shall be deemed to have a material interest in such contract.

9. A decision of the Board of Supervisors is adopted if approved by a majority of members entitled to vote at the meeting. In a tie, the vote of the Head of the Board of Supervisors, or of the member authorized by the Head to chair the meeting in the Head's absence, is decisive.

10. If the Board of Supervisors seeks written opinions to adopt a decision, the decision has the same effect as a decision adopted at a duly convened and duly held meeting, provided that:

    a. A majority of the members of the Board of Supervisors entitled to vote on the matter consent in writing;

    b. The number of members entitled to vote in writing meets the quorum requirements for a meeting of the Board of Supervisors.

11. Meetings of the Board of Supervisors shall be fully recorded in the minutes book. The minutes shall be in Vietnamese and signed by all members who attended, who shall be jointly responsible for their accuracy and truthfulness. The meeting chair shall arrange for the minutes to be prepared and sent to members of the Board of Supervisors. The minutes are conclusive evidence of the proceedings unless a complaint concerning their contents is made within ten (10) days after they are sent.

Article 58. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors

Remuneration, bonuses and other benefits of members of the Board of Supervisors shall be subject to the following provisions:

1. Members of the Board of Supervisors shall receive salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses and other benefits and the annual operating budget of the Board of Supervisors. Remuneration shall be calculated based on the number of working days required to perform a member's duties and the applicable daily rate.

2. Members of the Board of Supervisors shall be reimbursed for reasonable meal, accommodation, travel and independent consulting expenses. Total remuneration and expenses shall not exceed the Board of Supervisors' annual operating budget approved by the General Meeting of Shareholders unless the General Meeting of Shareholders decides otherwise.

3. Salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with corporate income tax law and other applicable law and recorded as separate items in the Company's annual financial statements.

CHAPTER X: CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 59. Organization of the Management Structure

The Company's management system must ensure that the management structure is accountable to the Board of Directors.

Article 60. Executives of the Company

1. The Board of Directors shall appoint, relieve from office, remove, discipline and suspend

Executives, and determine their salaries, bonuses and other benefits.

2. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the Chief Executive Officer. The Chief Executive Officer shall be appointed for a term not exceeding 05 years, shall be the highest-ranking Executive of the Company, and shall be accountable to the Board of Directors for the exercise of his or her rights and performance of obligations. Where the position of Chief Executive Officer becomes vacant, the Board of Directors shall appoint a replacement within 90 days from the date on which the vacancy arises.

3. The salaries, bonuses and other benefits of Executives shall be determined on the basis of their positions, scope of responsibilities, performance of assigned duties and the results and efficiency of business operations, in accordance with the salary and bonus policies issued by the competent authority and applicable law.

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

Article 61. Criteria and Conditions for Executives of the Company

1. The Chief Executive Officer must fully meet the following criteria and conditions:
   a. Not be subject to any prohibition on holding office under this Charter;
   b. Meet the professional ethics requirements prescribed by the Governor of the State Bank of Vietnam;
   c. Meet one of the following conditions: (i) have at least 05 years of experience as an Executive of a credit institution; (ii) have at least 05 years of experience as a Chief Executive Officer (Director) or Deputy Chief Executive Officer (Deputy Director) of an enterprise whose equity is at least equal to the statutory capital applicable to the corresponding type of credit institution and at least 05 years of direct work experience in finance, banking, accounting or auditing; or (iii) have at least 10 years of direct work experience in finance, banking, accounting or auditing;
   d. Reside in Vietnam while in office.
2. Deputy Chief Executive Officers, the Chief Accountant, branch directors and Chief Executive Officers (Directors) of subsidiaries must meet all of the following criteria and conditions:
   a. Not be subject to any prohibition on holding office under this Charter;
   b. Meet one of the following conditions: (i) hold a university degree or higher in finance, banking, economics, business administration, law, accounting, auditing or another discipline in the professional field of the position to be held; or (ii) hold a university degree or higher in a discipline outside the above fields and have at least 03 years of direct work experience in banking, finance or the professional field of the position to be held;
   c. Reside in Vietnam while in office;
   d. The Chief Accountant must also meet the criteria and conditions prescribed by the law on accounting.

Article 62. Duties and Powers of the Chief Executive Officer

1. Decide on matters within the Chief Executive Officer's authority relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors.
2. Organize the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
3. Execute contracts, transactions and other documents on behalf of the Company within the scope of the functions, duties and authority of the Chief Executive Officer under this Charter, the provisions of the Charter and the Company's internal regulations, and/or as authorized by the Legal Representative.
4. Organize the implementation of the Company's business plan and investment plan.
5. Recommend and submit proposals on the Company's management structure to the Board of Directors or the General Meeting of Shareholders for decision within their respective authority.
6. Recommend the Company's internal management regulations.
7. Appoint, relieve from office and remove Managers and Executives of the Company, except for positions within the authority of the General Meeting of Shareholders or the Board of Directors.
8. Determine salaries, bonuses and other benefits for employees of the Company, including Managers whom the Chief Executive Officer has authority to appoint.
9. Recruit employees.
10. Recommend plans for the use of profits, payment of dividends or treatment of operating losses.
11. Establish and maintain an effective internal control system.
12. Prepare the financial statements and submit them to the Board of Directors or report them to the competent authority for approval. Be responsible for the accuracy and truthfulness of the financial statements, statistical reports, final accounts and other financial information.
13. Issue, within the scope of the Chief Executive Officer's authority, internal rules and regulations, as well as operational processes and procedures for the business management and management information systems.
14. Report on the Company's operations and business results to the Board of Directors, the Board of Supervisors, the General Meeting of Shareholders and the competent state authorities.
15. Decide to take measures beyond the Chief Executive Officer's authority in the event of a natural disaster, enemy action, fire or other incident, take responsibility for the decision and promptly report it to the Board of Directors.
16. Request that the Board of Directors hold an extraordinary meeting.
17. Other duties and powers as prescribed by law, the Company's Charter and decisions of the Board of Directors.

CHAPTER XI: RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 63. Right to Inspect Books and Records

1. Ordinary shareholders have the right to inspect and obtain extracts from the books and

records, as follows:

a. Ordinary shareholders have the right to inspect and obtain extracts of names and contact addresses from the list of shareholders with voting rights; request correction of inaccurate information about themselves; and inspect, obtain extracts from and copy the Company's Charter, the minutes book of meetings of the General Meeting of Shareholders, and the decisions and Resolutions of the General Meeting of Shareholders.

b. A shareholder or group of shareholders holding 05% or more of the total ordinary shares has the right to inspect and obtain extracts from the minutes book, Resolutions and decisions of the Board of Directors, the mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to the approval of the Board of Directors, and other documents, except documents relating to the Company's trade secrets or business secrets.

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

3. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other Executives have the right to inspect the Company's register of shareholders, list of shareholders and other books and records for purposes related to their offices, provided that such information is kept confidential.

4. The Company shall keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, the Resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents required by law at its head office or another location, provided that the shareholders and the business registration authority are notified of the location where the documents are kept.

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

CHAPTER XII: EMPLOYEES AND TRADE UNION

Article 64. Employees and Trade Union

1. The Chief Executive Officer shall prepare a plan for approval by the Board of Directors on matters relating to recruitment, termination of employment, salaries, social insurance, benefits, rewards and discipline for employees and Executives of the Company.

2. The Chief Executive Officer shall prepare a plan for approval by the Board of Directors on matters relating to the Company's relations with trade unions, in accordance with the best management standards, practices and policies, the practices and policies set out in this Charter, the Company's regulations and applicable law.

CHAPTER XIII: INTERNAL CONTROL SYSTEM AND INTERNAL AUDIT

Article 65. Internal Control System and Internal Audit

1. Internal Control System

   a. The internal control system comprises the Company's mechanisms, policies, processes, internal regulations and organizational structure, established in accordance with the Law on Credit Institutions, Circular No. 14/2023/TT-NHNN and other relevant laws, and implemented to control, prevent, detect and promptly address risks and satisfy the applicable requirements. The internal control system encompasses senior management oversight, internal control, risk management and internal audit.

   b. The Company shall establish an internal control system that meets the following requirements:

      (i) Ensure effective and safe operations and the safe and effective protection, management and use of assets and resources;

      (ii) Ensure that financial and management information systems provide accurate, reasonable, complete and timely information;

      (iii) Comply with the law and the Company's internal rules, processes and regulations;

      (iv) Be appropriate to the scale, circumstances and complexity of the Company's business operations;

      (v) Have sufficient financial, human and information technology resources to ensure its effectiveness;

      (vi) Establish and maintain a culture of control and standards of professional ethics for the Company.

   c. The State Bank of Vietnam has the right to request the Company to hire an independent audit organization to evaluate part or all of the Internal Control System when deeming it necessary.

   d. The Company shall establish its internal control system and use technology in its internal control activities in accordance with the regulations of the Governor of the State Bank of Vietnam.

   e. Discussions and conclusions on the internal control system at meetings of the Board of Directors, the Board of Supervisors, the Risk Management Committee and the Personnel Committee must be recorded in minutes, clearly stating the views on which each member agreed or disagreed.

   f. The independent assessment of Internal Control System shall be carried out in accordance with the State Bank of Vietnam's regulations on independent audit of the Company.

2. Internal Audit

   a. The Internal Audit Department shall be established under the Board of Supervisors to perform the Company's internal audit functions;

   b. The Internal Audit Department shall independently and objectively review and assess the adequacy of and compliance with the Company's internal mechanisms, policies, processes and regulations, and make recommendations to improve the effectiveness of its systems, processes and regulations so that the Company operates safely, efficiently and in accordance with the law;

c. Internal audit results must be promptly reported to the Board of Supervisors and sent to the Board of Directors and the Chief Executive Officer of the Company.

CHAPTER XIV: RESTRICTIONS TO ENSURE OPERATIONAL SAFETY OF THE COMPANY

Article 66. Risk Provisions

1. The Company must establish provisions for operational risks and recognize these provisions as operating expenses.
2. The classification of assets shall comply with the regulations of the Governor of the State Bank of Vietnam.
3. The use of risk provisions does not alter the customers' obligation to repay debts against which risk provisions are used, or the responsibilities of organizations and individuals in connection with those debts. The levels and methods for establishing risk provisions and the use of such provisions to address risks in the Company's operations shall comply with the Government's regulations.
4. In special cases involving socioeconomic or external affairs duties, the Prime Minister shall decide, on a case-by-case basis and on the recommendation of the State Bank of Vietnam, the classification of assets, the levels and methods for establishing risk provisions, and the use of such provisions to address operational risks.
5. If the Company recovers any amounts previously covered by risk provisions, it shall recognize the recovered amounts as revenue.

Article 67. Cases in Which Credit Granting Is Prohibited

The Company shall not grant credit to persons or entities to whom credit may not be granted under the Law on Credit Institutions and other regulations of the State Bank of Vietnam.

Article 68. Credit Restrictions

The Company shall not grant unsecured credit or credit on preferential terms to persons or entities subject to credit restrictions under the Law on Credit Institutions and other regulations of the State Bank of Vietnam.

Article 69. Limits on Capital Contribution and Share Purchase

1. The Company's capital contributions and share purchases must not exceed the maximum limits prescribed by the Governor of the State Bank of Vietnam.
2. The Company is only allowed to use charter capital and reserve funds to contribute capital and purchase shares in accordance with the regulations of the State Bank of Vietnam.

CHAPTER XV: PROFIT DISTRIBUTION

Article 70. Profit Distribution

1. The Company's profits remaining after offsetting prior-year losses in accordance with the Law on Corporate Income Tax and paying corporate income tax shall be distributed in accordance with the Government's regulations.
2. Each year the Company must allocate a portion of its after-tax profits to establish and maintain the following funds:

a. The Reserve Fund for Supplementing Charter Capital or the reserve fund for supplementing allocated capital shall be funded annually at 10% of after-tax profit. The balance of this fund must not exceed the Company's charter capital or allocated capital, as applicable;

b. Financial reserve fund;

c. Other reserve funds as prescribed by law.

3. The Company manages and uses funds in accordance with the law.

4. Dividend Payment

a. On the recommendation of the Board of Directors, the General Meeting of Shareholders shall determine the amount and form of the annual dividend payment from the Company's retained profits. Where the Company is subject to early intervention, the Company shall not pay dividends or returns or distribute after-tax profits remaining after allocations to the funds.

b. Dividends on ordinary shares shall be based on realized net profits and shall be paid from the Company's retained earnings after a decision by the General Meeting of Shareholders. The Company may pay dividends to shareholders only after fulfilling its tax and other financial obligations, making the required allocations to Company funds and fully offsetting prior losses in accordance with the law. Immediately after payment in full of the declared dividends, the Company must remain able to pay all debts and other obligations as they fall due.

c. The Company is not required to pay interest on amounts payable as dividends or other amounts payable in respect of a class of shares.

d. The Board of Directors may recommend that the General Meeting of Shareholders approve payment of all or part of a dividend in shares. The Board of Directors shall implement that decision.

e. Dividends may be paid in cash or in shares of the Company. Additional shares issued for this purpose shall be recorded as fully paid, provided that the value of such shares equals the amount of the equivalent cash dividend. Cash dividends must be paid in Vietnamese dong and may be paid by cheque or payment order sent by post to the shareholder's contact address.

f. Dividends may be paid by bank transfer if the Company has sufficient banking details to transfer the funds directly to the shareholder's bank account. If the Company makes the transfer using the banking details provided by the shareholder, it shall not be liable for any losses arising from the transfer.

g. Dividends on shares registered for trading or listed on a stock exchange may be paid through a securities company or the Vietnam Securities Depository and Clearing Corporation.

h. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a Resolution setting a specific record date for the list of shareholders. Persons registered on that date as shareholders or holders of other securities are entitled to receive dividends, distributions of profits, shares, notices or other documents.

CHAPTER XVI: BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 71. Bank Accounts

1. If the Company accepts deposits, it must open a payment account with the State Bank of Vietnam and maintain the required reserves in that account.
2. The Company will open accounts at Vietnamese commercial banks or at foreign bank branches licensed to operate in Vietnam.
3. Subject to the prior approval of the competent authority, in case of necessity, the Company may open a bank account at a foreign bank in accordance with the provisions of the law on foreign exchange.
4. The Company is allowed to open deposit accounts and loan management accounts for customers.
5. The Company shall make payments and carry out accounting transactions through its Vietnamese dong or foreign currency accounts at banks with which it has opened accounts in accordance with the law.

Article 72. Fiscal Year

1. The Company's fiscal year begins on January 01 and ends on December 31 of the same year.
2. The Company's first fiscal year will commence from the date of issuance of the License and end on December 31 of the same calendar year.

Article 73. Accounting Regime

1. The Company shall prepare, report, audit and publicly disclose its financial statements in accordance with the law on accounting, the Law on Credit Institutions and the implementing regulations issued by the Ministry of Finance and the State Bank of Vietnam.
2. The Company shall maintain its accounts in accordance with the law on accounting, be legally responsible for the accuracy and truthfulness of its revenues and expenditures and comply with the requirements for invoices and accounting vouchers.
3. The Company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to substantiate and explain the Company's transactions.
4. The Company shall use Vietnamese dong as its accounting currency. If most of its economic transactions are denominated in a particular foreign currency, the Company may choose that currency as its accounting currency, assume legal responsibility for that choice, and notify its tax authority directly responsible for administering its taxes.

Article 74. Financial Regime

The Company is financially autonomous. The Company's financial regime shall comply with the provisions of Law on Credit Institutions and other relevant laws.

CHAPTER XVII: FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION

DISCLOSURE OBLIGATIONS

Article 75. Annual, Semi-annual and Quarterly Financial Statements

1. The Company shall prepare annual financial statements, which must be audited in accordance with the law. The Company shall disclose its audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.
2. The annual financial statements must include all reports, appendices and notes required under the law on corporate accounting and must provide a true and objective account of the Company's operations.
3. The Company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.
4. Within 120 days from the end of the fiscal year, the Company must publicize its financial statements in accordance with the provisions of law, except for the case where the credit institution is under special control.

Article 76. Annual Report

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

Article 77. Information Disclosure and Public Announcements

1. The Company shall make full, accurate and timely periodic and extraordinary disclosures to shareholders and the public concerning its business operations, finances and corporate governance. The Company shall also make full, accurate and timely disclosures of other information likely to affect securities prices and the decisions of shareholders and investors. The information disclosed and the manner of disclosure shall comply with the law, the Company's Charter and other internal regulations issued by the Board of Directors.
2. Information shall be disclosed in a manner that gives shareholders and the public equal access. Disclosures shall use clear, readily comprehensible language and shall not mislead shareholders or investors.
3. The Company shall disclose the following information on its website:
   a. Charter of the Company;
   b. Curricula vitae, educational qualifications and professional experience of members of the Board of Directors, members of the Board of Supervisors and the Chief Executive Officer of the Company;
   c. Annual financial statements approved by the General Meeting of Shareholders;
   d. Annual performance evaluation report of the Board of Directors and the Board of Supervisors;
   e. Other information and documents as prescribed by law.
4. Disclosure of other information shall comply with the law on securities and the securities market.

CHAPTER XVIII: AUDIT

Article 78. Audit

1. At its annual meeting, the General Meeting of Shareholders shall appoint an independent audit firm that meets the requirements of the State Bank of Vietnam to audit the Company for the following fiscal year.
2. Within 30 days of deciding to select an independent audit firm, the Company shall notify the State Bank of Vietnam of the firm selected.
3. The audit report is attached to the Company's annual financial statements.
4. Independent auditors who audit the Company's financial statements may attend meetings of the General Meeting of Shareholders, receive notices and other information relating to those meetings, and speak at the meetings on matters relating to the audit of the Company's financial statements.
5. The Company must have a new independent audit performed if the independent audit firm issues a qualified opinion in its audit report.
6. Specific audits of the Company's operations shall be conducted in accordance with the Law on Credit Institutions, the law on independent audit and the guidance issued by the State Bank of Vietnam.

CHAPTER XIX: SEAL

Article 79. Seal

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall determine the type, number, form and content of the seals of the Company, its branches and representative offices and its other units (if any).
3. The management and use of the Company's seals, digital signatures and means of authentication shall comply with the law and the internal regulations issued by the competent authority of the Company and be consistent with the Company's signing authority and its framework for delegation and authorization.

CHAPTER XX: TERMINATION OF OPERATIONS AND LIQUIDATION

Article 80. Early Intervention

1. The State Bank of Vietnam shall consider and decide whether to implement early intervention if one or more of the following circumstances applies to the Company:
    a. The accumulated losses of the Company exceed 15% of the value of charter capital, allocated capital and reserve funds as recorded in its most recent audited financial statements or as determined in the inspection or audit conclusions of a competent state authority, and the Company is in breach of the minimum capital adequacy ratio under Point b, Clause 1, Article 138 of the Law on Credit Institutions;
    b. The Company is rated below average under the regulations of the Governor of the State Bank of Vietnam;

c. The Company breaches the liquidity ratio for 30 consecutive days;

d. The Company breaches the minimum capital adequacy ratio for 06 consecutive months;

e. The Company experiences mass withdrawals and a report is submitted to the State Bank of Vietnam.

2. The Company shall immediately implement the requirements and restrictive measures specified in the written notice issued by the State Bank of Vietnam. If the Company fails to implement such requirements or restrictive measures, the State Bank of Vietnam shall apply one or more additional restrictive measures specified in Clause 2, Article 157 of the Law on Credit Institutions.

3. Where necessary, the State Bank of Vietnam shall require the Company to engage an independent audit firm to audit its financial statements and assess its financial position as the basis for preparing a remedial plan.

Article 81. Reporting and Special Control

1. The State Bank of Vietnam may consider and decide to place the Company under special control in any of the following cases:

a. The Company is subject to early intervention and has no remedial plan to submit to the State Bank of Vietnam or fails to revise its remedial plan as required in writing by the State Bank of Vietnam;

b. The Company is subject to early intervention and is unable to implement the remedial plan within the prescribed period;

c. At the end of the period for implementing the remedial plan, the credit institution has failed to remedy the circumstances that gave rise to early intervention;

d. The Company experiences mass withdrawals that threaten the safety of the credit institution system;

e. The Company's capital adequacy ratio is lower than 04% for a period of 06 consecutive months;

f. The Company is being dissolved and is unable to pay its debts in full in the course of liquidating its assets.

2. From the date on which the Company is placed under special control, its shareholders shall report on the use of their shares or contributed capital interests and may not transfer or use them as collateral, except as required by a competent state authority.

3. From the date on which the Company is placed under special control, the outstanding principal and interest on the Company's refinancing loans from the State Bank of Vietnam shall be converted into outstanding principal and interest on special loans and shall continue to be governed by the refinancing arrangements applicable to those loans.

4. Where necessary to protect the safety of the credit institution system and maintain public order and safety in dealing with the Company under special control, the Government shall decide whether to apply special measures on the recommendation of the State Bank of Vietnam and report its decision to the National Assembly at its next session.

Article 82. Reorganization of the Company

The Company may be reorganized by division, separation, consolidation, merger,

change of legal form or conversion to another type of non-bank credit institution, subject to the written approval of the State Bank of Vietnam.

Article 83. Bankruptcy of the Company

The bankruptcy of the Company shall be governed by Articles 188, 189, 190 and 203 of the Law on Credit Institutions and the law on bankruptcy.

Article 84. Dissolution and Termination of Operations

1. The Company may be dissolved or cease operations in any of the following cases:
   a. Upon expiry of its term of operation, the Company does not request an extension or, having requested an extension, fails to obtain the written approval of the State Bank of Vietnam;
   b. The Company has its license revoked;
   c. The Company voluntarily dissolves, provided that it can pay all of its debts and has the written approval of the State Bank of Vietnam;
   d. The Company is subject to early intervention or special control and another credit institution assumes all of its debt obligations.
2. The procedures for dissolution of the Company will be carried out in accordance with the provisions of the Law on Credit Institutions and relevant laws.

Article 85. Extension of the Term of Operation

1. At least 07 months before the Company's term of operation expires, the Board of Directors shall convene a meeting of the General Meeting of Shareholders to allow shareholders to vote on extending that term upon the recommendation of the Board of Directors.
2. The term of operation shall be extended if the extension is approved by shareholders representing at least 65% of the total votes of all shareholders attending the meeting of the General Meeting of Shareholders.

Article 86. Liquidation of the Company

1. At least six months before the end of the Company's term of operation, or after a decision to dissolve the Company is made, the Board of Directors shall establish a Liquidation Board comprising 03 members, of whom 02 shall be appointed by the General Meeting of Shareholders and 01 shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Board shall prepare its operating regulations. Its members may be selected from among Company employees or independent experts. The Company shall pay all liquidation expenses before its other liabilities.
2. The Liquidation Board shall notify the business registration authority of the date it was established and the date it commenced operations. From that point, the Liquidation Board shall represent the Company in all matters relating to its liquidation before courts and administrative authorities.
3. The Company conducts liquidation under the supervision of the State Bank of Vietnam.
4. The proceeds from the liquidation will be paid in the following order:
   a. Liquidation expenses;
   b. Salary arrears, severance allowances, social insurance and other benefits of employees

under the signed collective labor agreements and labor contracts;

c. Taxes and other tax-like payments due from the Company to the State;

d. Loans (if any);

e. Other liabilities of the Company;

f. Any balance remaining after payment of all debts in items (a) through (e) above shall be distributed to the shareholders. Holders of preferred shares shall have priority in payment.

5. Upon dissolution or termination of operations under Article 202 of the Law on Credit Institutions, the Company shall liquidate its assets in accordance with Article 204 of the 2024 Law on Credit Institutions.

CHAPTER XXI: SETTLEMENT OF INTERNAL DISPUTES

Article 87. Settlement of Internal Disputes

1. If a dispute or complaint arises concerning the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, the Law on Credit Institutions, the Company's Charter, other laws or agreements, and is between:

   a. Shareholders and the Company;

   b. Shareholders and the Board of Directors, the Board of Supervisors, the Chief Executive Officer or another Executive.

   The parties concerned shall endeavor to resolve the dispute through negotiation and mediation. Except where the dispute involves the Board of Directors or the Chairman, the Chairman shall preside over the dispute resolution process and require each party to present information relating to the dispute within 30 working days from the date on which the dispute arises. Where the dispute involves the Board of Directors or the Chairman, either party may request or appoint an independent expert to mediate the dispute resolution process.

2. If no decision is reached within eight (08) weeks of the start of mediation, or if the parties do not accept the mediator's decision, any party may refer the dispute to a court or arbitral tribunal with jurisdiction under the law.

3. Each party shall bear its own negotiation and mediation costs. Court or arbitration costs shall be allocated in accordance with the judgment or award.

CHAPTER XXII: INFORMATION AND CONFIDENTIALITY

Article 88. Periodic Information

1. The Company is allowed to exchange information with other credit institutions about banking and financial activities and customers in accordance with the provisions of law.

2. The Company shall submit reports and provide information on its business operations and personnel to the State Bank of Vietnam as the State Bank of Vietnam requires.

Article 89. Confidentiality Obligations

1. Employees of the Company and Affiliated persons shall not disclose any state secrets or

business secrets of the Company of which they become aware.

2. The Company may refuse a request from an organization or individual for information about customers' deposits or assets or about the Company's operations, unless a competent state authority requests that information in accordance with the law or the customer consents.

CHAPTER XXIII: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 90. Amendments and Supplements to the Charter

1. The General Meeting of Shareholders shall consider and decide on amendments and supplements to this Charter.
2. If any law governing the Company's operations addresses a matter not covered by this Charter, or if a new provision of law differs from a provision of this Charter, the relevant provision of law shall apply and govern the Company's operations.

CHAPTER XXIV: EFFECTIVE DATE

Article 91. Effective Date

1. This Charter comprises 24 Chapters and 91 Articles. The General Meeting of Shareholders of VietCredit unanimously adopted this Charter pursuant to Resolution No. ...../2026/VietCredit-NQ dated ..... and approved the effectiveness of the Charter in its entirety.
2. This Charter is made in 10 originals of equal validity, which shall be kept at the Company's head office.
3. This Charter is the sole and official charter of the Company.
4. Copies or extracts of the Company's Charter shall be valid if signed by the Chairman or by at least one-half (1/2) of the total number of members of the Board of Directors.
5. This Charter takes effect from the date of signing.

LEGAL REPRESENTATIVE
OF THE COMPANY
CHAIRMAN