CÔNG TY CỔ PHẦN DNP HOLDING
M.S.D.N 3600662561 - C.T.C.P
THÀNH PHỐ HỒ CHÍ MINH

DNP HOLDING JOINT STOCK COMPANY

No.: 22/2026/ DNP-CBTT

SOCIALIST REPUBLIC OF VIET NAM
Independence - Freedom – Happiness

Ho Chi Minh City, November 20th, 2026

EXTRAORDINARY INFORMATION DISCLOSURE

To: - State Securities Commission

- Hanoi Stock Exchange

1. Name of Organization: **DNP HOLDING JOINT STOCK COMPANY**

- Stock symbol: DNP
- Address: Tasco Building, 220 Bis Nguyen Huu Canh Street, Thanh My Tay Ward, Ho Chi Minh City, Vietnam.
- Telephone number: 0251.3836843

2. Disclosure Information:

On November 19, 2026, DNP Holding Joint Stock Company updated its Charter (following the completion of a change to its head quarter address, in accordance with Resolution No. 02/2026/NQ-ĐHĐCĐ of the 2026 Annual General Meeting of Shareholders).

3. This information has been published on the company's website on November 20th, 2026 at the following link: https://dnpcorp.vn/ir

We hereby commit that the information published above is true and take full legal responsibility for the content of the published information.

REPRESENTATIVE OF THE ORGANIZATION
LEGAL REPRESENTATIVE

(signed)

TRINH KIEN

CÔNG TY CỔ PHẦN DNP HOLDING
Digitally signed by CÔNG TY CỔ PHẦN DNP HOLDING
DN: C=VN, CN=CÔNG TY CỔ PHẦN DNP HOLDING, L=Biên Hoà, Đồng Nai, ST=HÀ NỘI, UID=MST:3600662561
Reason: I am the author of this document
Location:
Date: 2026.11.20 18:26:43+07'00'
Foxit PDF Reader Version: 2026.1.1

SOCIAL REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

_____

CHARTER

ON THE ORGANIZATION AND OPERATION OF

DNP HOLDING JOINT STOCK COMPANY

- 2026 -

TABLE OF CONTENTS

I. DEFINITIONS OF TERMS IN THE CHARTER 5

Article 1. Definitions 5

II. COMPANY NAME, LEGAL FORM, HEAD OFFICE, LEGAL REPRESENTATIVE, BRANCHES, REPRESENTATIVE OFFICES AND TERM OF OPERATION 6

Article 2. Company name, legal form, head office, branches, representative offices, business locations and term of operation 6

III. OBJECTIVES AND SCOPE OF THE COMPANY'S BUSINESS AND OPERATIONS 6

Article 3. Objectives of the Company 6

Article 4. Scope of business and operation of the Company 9

IV. CHARTER CAPITAL, SHARES AND SHAREHOLDERS 9

Article 5. Charter capital, shares and shareholders 9

Article 6. Share certificate 10

Article 7. Other securities certificates 10

Article 8. Securities registration and share transfers 10

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL 11

Article 9. Organizational and management structure 11

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS 11

Article 10. Rights of shareholders 11

Article 11. Obligations of shareholders 12

Article 12. The General Meeting of Shareholders 13

Article 13. Powers and duties of the General Meeting of Shareholders 14

Article 14. Authorized representatives 15

Article 15. Change of rights in relation to preference shares 16

Article 16. Convening, agenda and notice of the General Meeting of Shareholders 16

Article 17. Conditions for holding the meeting of the General Meeting of Shareholders 18

Article 18. Procedures for holding and voting at the General Meeting of Shareholders 19

Article 19. Adoption of decisions of the General Meeting of Shareholders 20

Article 20. Authority and procedure for written shareholder consultation 21

Article 21. Minutes of General Meeting of Shareholders 23

Article 22. Request for annulment of decisions of the General Meeting of Shareholders 24

VII. BOARD OF DIRECTORS 24
Article 23. Composition and terms of office of the Board of Directors 24
Article 24. Powers and duties of the Board of Directors 26
Article 25. Chairperson and Vice Chairpersons of the Board of Directors 28
Article 26. Meetings of the Board of Directors 29
Article 27. Audit Committee of the Board of Directors 31
Article 28. Person in charge of corporate governance 32
VIII. MANAGEMENT SYSTEM, LEGAL REPRESENTATIVE, GENERAL DIRECTOR, EXECUTIVE BOARD, CHIEF ACCOUNTANT AND COMPANY SECRETARY 33
Article 29. Management system 33
Article 30. Powers and duties of the Company's General Director/Legal Representative 33
Article 31. Executive Board 34
Article 32. Chief Accountant 35
Article 33. Secretary of the Board of Directors 36
IX. MANAGEMENT PRINCIPLES FOR MEMBERS OF THE BOARD OF DIRECTORS, THE EXECUTIVE BOARD AND OTHER EXECUTIVES 36
Article 34. Duty of care 37
Article 35. Duty of honesty and avoidance of conflicts of interest 37
Article 36. Liability for loss and indemnification 38
X. THE RIGHTS TO INSPECT BOOKS AND DOCUMENTS OF THE COMPANY. 38
Article 37. Right to inspect books and records 38
XI. EMPLOYEES, LABOUR UNION AND OTHER SOCIAL UNIONS 39
Article 38. Employees and trade union 39
Article 39. Other unions 39
XII. PROFIT DISTRIBUTION 39
Article 40. Dividends 39
Article 41. Other issues in relation with profit distribution 40
XIII. BANK ACCOUNTS, RESERVES, FINANCIAL YEAR AND ACCOUNTING SYSTEM 40
Article 42. Bank account 40
Article 43. Reserve to supplement Charter Capital and other funds 40
Article 44. Financial Year 41

Article 45. Accounting system..... 41
XIV. ANNUAL REPORTS, DISCLOSURE OBLIGATIONS AND PUBLIC ANNOUNCEMENTS 41
Article 46. Annual, half-yearly and quarterly reports 41
Article 47. Disclosure and public announcements 42
XV. AUDIT OF THE COMPANY 42
Article 48. Audit 42
XVI. SEAL 42
Article 49. Seal 42
XVII. SUBSIDIARIES, AFFILIATED COMPANIES 42
Article 50. Subsidiaries, affiliated companies 42
XVIII. TERMINATION OF OPERATION AND LIQUIDATION 43
Article 51. Termination of operation 43
Article 52. Deadlock among members of the Board of Directors and/or shareholders 43
Article 53. Liquidation 43
XIX. SETTLEMENT OF INTERNAL DISPUTES 44
Article 54. Settlement of internal disputes 44
XX. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER 44
Article 55. Supplementation and amendment of the Charter 44
XXI. EFFECTIVENESS 44
Article 56. Repeal of previous charters 44
Article 57. Effective date 45
Article 58. Signing the Charter 45

INTRODUCTION

This Charter has been adopted in accordance with Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, and other relevant regulations.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definitions

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

a. "Company" means DNP Holding Joint Stock Company.

b. "Charter" means the Charter on the Organization and Operation of DNP Holding Joint Stock Company.

c. "Charter Capital" means the aggregate par value of the shares sold, as provided in Article 5 of this Charter.

d. "Shareholder" means any organization or individual holding at least one share in the Company.

e. "Board of Directors" or "BOD" means the Company's Board of Directors.

f. "Major Shareholder" means a shareholder as defined in Clause 18 of Article 4 of the Law on Securities.

g. "Law on Enterprises" means Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments, supplements and implementing instruments.

h. "Law on Securities" means Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its amendments, supplements and implementing instruments.

i. "Manager" means a manager of the Company, including the Chairperson and members of the Board of Directors, the General Director and the Deputy General Directors.

j. "Executive" means the Company's General Director, Deputy General Director(s) and Chief Accountant.

k. "Related Person" means any individual or organization specified in Clause 23 of Article 4 of the Law on Enterprises or Clause 46 of Article 4 of the Law on Securities.

l. "Vietnam" refers to the Socialist Republic of Vietnam.

1.2 References in this Charter to any provision, legal instrument or other document include any amendments and replacement instruments.

1.3 Chapter and Article headings are for ease of reference and do not affect the substance of this Charter.

1.4 Terms defined in the Law on Enterprises or the Law on Securities have the same meanings in this Charter unless inconsistent with the subject or context.

II. COMPANY NAME, LEGAL FORM, HEAD OFFICE, LEGAL REPRESENTATIVE, BRANCHES, REPRESENTATIVE OFFICES AND TERM OF OPERATION

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

1. Company’s name:

- Vietnamese name: CÔNG TY CỔ PHẦN DNP HOLDING
- English name: DNP HOLDING JOINT STOCK COMPANY
- Abbreviated name: DNP HOLDING
- Stock Code: DNP

2. The Company is a joint stock company with legal personality under applicable Vietnamese law. Its predecessor was a state-owned enterprise that underwent equitization.

3. Registered head office of the Company:

- Address: Tasco Building, 220 Bis Nguyễn Hữu Cảnh, Thạnh Mỹ Tây Ward, Ho Chi Minh City, Vietnam.

4. The Company has one Legal Representative, who is the General Director. If the outgoing General Director ceases to hold office before the Board of Directors appoints a successor, the Chairperson of the Board of Directors shall act in place of the Company's Legal Representative, make decisions, sign documents and exercise all powers and discharge all responsibilities of the Company's Legal Representative. This substitution shall last no more than 30 days from the date the outgoing General Director ceases to hold office. Within that 30-day period, the Board of Directors shall formally appoint a new General Director and register the appointment with the competent state authority in accordance with applicable law.

5. The Company may establish subsidiaries, invest in or contribute capital to affiliated companies, establish branches and representative offices, and set up agency networks and business locations to pursue its objectives to the extent permitted by law.

6. The Company's term of operation begins on its date of establishment and continues indefinitely unless terminated early under Articles 51 and 52 of this Charter.

III. OBJECTIVES AND SCOPE OF THE COMPANY'S BUSINESS AND OPERATIONS

Article 3. Objectives of the Company

1. Business lines of the Company:

No.	Business line	Code
1	Manufacture of plastic products. *Details: Manufacture of plastic pipes, fittings and plastic products.*	2220 (primary)
2	Manufacture of wearing apparel (except fur apparel). *Details: Manufacture of garments for export.*	1410
3	Printing (excluding printing on and coating metal packaging and printing on yarn, textile, garment or knitwear products). The Company may operate only upon satisfying the statutory business conditions. *The Company prints only on its own plastic products and does not carry out printing activities governed by Decree No. 195/2013/NĐ-CP dated 21 November 2013 or Decree No. 25/2018/NĐ-CP dated 28 February 2018 amending and supplementing Decree No. 60/2014/NĐ-CP dated 19 June 2014.*	1811
4	Services related to printing (excluding printing on and coating metal packaging and printing on yarn, textile, garment or knitwear products).	1812
5	Manufacture of other chemical products not elsewhere classified. *Details: Manufacture of matches.*	2029
6	Manufacture of concrete and articles of concrete, cement and plaster. *Details: Manufacture of construction materials using new technology.*	2395
7	*Construction of residential buildings.* *Details: Construction of prefabricated houses.*	4101
8	Construction of non-residential buildings. *Details: Construction of civil works.*	4102
9	Construction of roads. Details: Construction of transport infrastructure.	4212
10	Construction of water supply and drainage works. Details: Construction of irrigation works.	4222

No.	Business line	Code
11	Construction of other civil engineering works. Details: Construction of industrial works.	4299
12	Demolition.	4311
13	Site preparation.	4312
14	Electrical installation.	4321
15	Installation of water supply, drainage, heating and air-conditioning systems. *Details: Construction of water, water supply and drainage works.*	4322
16	Other specialized wholesale not elsewhere classified. *Details: Wholesale of supplies and raw materials for enterprise production.*	4669
17	Freight transport by road. Details: Road transport services.	4933
18	Architectural and related engineering consultancy activities. *Details:* *- Architectural consultancy, including design and drafting for construction works, urban development planning and landscape architecture.* *- Supervision of basic construction works.* *- Architectural design of civil and industrial works.* *- Design of transport, irrigation, water supply and drainage works.* *- Design of technical infrastructure works (including wastewater treatment, solid waste treatment and irrigation systems).*	7110
19	Specialized design activities.	7410

2. Objective of operation of the Company:

a. Invest in and develop production and business activities in sectors and business lines permitted by law.

b. Subject to its available resources, the Company may invest, contribute capital, cooperate, collaborate, form joint ventures or join with participants in any economic sector to conduct production and business in its registered lines, improve its performance and benefit its employees, shareholders, the Company and society. The Company may develop additional

production, business and service lines as its actual circumstances and the law permit.

Article 4. Scope of business and operation of the Company

1. The Company may plan and carry out all business operations in accordance with the business lines of the Company published on the national enterprise registration portal and this Charter, with the provisions of effective laws and implement appropriate measures to achieve the objectives of the Company

2. The Company may carry out business operations in other business lines permitted by the law.

IV. CHARTER CAPITAL, SHARES AND SHAREHOLDERS

Article 5. Charter capital, shares and shareholders

1. The Charter Capital of the Company at the time of adoption of this Charter is VND 1,409,748,460,000 (one trillion four hundred and nine billion seven hundred and forty-eight million four hundred and sixty thousand Vietnamese dong).

2. The total Charter Capital of the Company is divided into 140,974,846 shares (one hundred and forty million nine hundred and seventy-four thousand eight hundred and forty-six shares) with a par value of VND 10,000 (ten thousand Vietnamese dong) per share.

3. The Company may make adjustments to its charter capital if they are ratified by the General Meeting of Shareholders and conformable with the provisions of law

4. Shares of the Company on the date of ratification of this Charter are ordinary shares only. The Company may issue other preference shares after the General Meeting of Shareholders approves and in accordance with the provisions of law. The rights and obligations of shareholders holding each type of shares are regulated in Article 10 hereof.

5. Shares of the Company are registered in Vietnam Securities Depository. The list of shareholders issued by Vietnam Securities Depository at the closing date will be stored at Company’s head office in accordance with the laws.

6. The Company's predecessor was a state-owned enterprise that underwent equitization more than three years before this Charter was adopted. The provisions governing the Company's founding shareholders have therefore ceased to apply.

7. ordinary shares shall be offered with priority to existing shareholders in proportion to the rate of their ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise. The number of unsubscribed shares shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to the subjects under the conditions and ways which the Board of Directors think appropriate, but may not sell such shares under a more favorable condition than that offered to existing shareholders unless the General Meeting of Shareholders decides otherwise or the shares are sold through the Stock Exchange by the auction method

8. The Company may repurchase shares it has issued, including redeemable preference

shares, as provided in this Charter and applicable law. Ordinary shares repurchased by the Company are treasury shares and may be offered for sale by the Board of Directors in accordance with this Charter, the Law on Securities and other relevant implementing instruments.

9. The Company may issue other securities with the unanimous written approval of the General Meeting of Shareholders and in accordance with the laws on securities and the securities market.

Article 6. Share certificate

1. All Company shares are registered with the Vietnam Securities Depository. If a shareholder does not deposit their securities or withdraws them from the depository, the Company shall issue a Share Certificate to that shareholder at the request of the Vietnam Securities Depository, in accordance with applicable law.

2. A Share Certificate must bear the Company's seal and the signature of the Company's Legal Representative in accordance with the Law on Enterprises. A Share Certificate must state the number and class of shares held by the shareholder, the full name of the holder and the other particulars required under Clause 1 of Article 121 of the Law on Enterprises.

3. The Company has registered all issued shares for listing on the Stock Exchange. All purchases, sales and transfers of ownership of the Company's shares shall be carried out in accordance with the Law on Securities.

4. If a Share Certificate is lost, torn, burnt, damaged or destroyed, the shareholder may request a new Share Certificate, provided that the shareholder produces evidence of ownership as required by the Company, reimburses the Company for all related costs and undertakes to assume responsibility for any disputes arising from the reissuance. The Company shall issue a replacement Share Certificate fifteen days after receiving the complete application.

5. Regardless of Clause 4 of Article 6 above, shareholders whose shares have not been deposited must keep their Share Certificates safely and protect them against tearing, damage, smudging or fading. They are solely responsible for safekeeping. The Company bears no liability if a Share Certificate is stolen or used for fraud.

Article 7. Other securities certificates

Bond certificates and other securities certificates of the Company shall be issued bearing its seal and the specimen signature of its Legal Representative unless the terms of issue provide otherwise. Offer letters, temporary certificates and similar documents are excluded.

Article 8. Securities registration and share transfers

1. Shares of the Company are registered in Vietnam Securities Depository

2. Shares are transferable in accordance with the Law on Securities and regulations on the market of Stock Exchange, unless otherwise provided in laws, this Charter and resolutions of General Meeting of Shareholders/Board of Directors.

3. Shares that are not fully paid may not be transferred or carry related rights, including rights to dividends, shares issued to increase share capital from owners' equity, subscription to newly offered shares and other rights provided by law.

4. In case the Company delisting on Stock Exchange, the Board of Directors shall provide the procedure to transfer the share ownership of the Company's shares.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 9. Organizational and management structure

Organizational structure, management and control of the Company include:

a. General Meeting of Shareholders;

b. The Board of Directors and its Audit Committee.

c. Executive Board;

d. The subsidiaries and affiliated companies or the Company which is contributed by the Company. The approval authority on contribution (or fresh establishment) in the subsidiaries and affiliated companies are belonged to the Board of Directors or Legal Representative, depends on the amount of contribution. The Board of Directors is entitled to appoint authorized contribution representatives of the Company in the subsidiaries and affiliated companies.

e. The Board of Directors has authority to establish and dissolve Branches and Representative Offices of the Company at the Legal Representative's proposal.

f. The Legal Representative has authority to establish, dissolve and restructure departments, divisions, workshops and other units of the Company and to design the organizational model and issue policies for the Company's Agents.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 10. Rights of shareholders

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and class of shares they hold. A shareholder's liability for the Company's debts and other property obligations is limited to the capital that shareholder has contributed.

2. holders of ordinary shares shall have the following rights:

a. Exercise the right to attend and vote in person, through an authorized representative or by any other means consistent with law, this Charter and the Company's rules in force from time to time. Each ordinary share carries one vote.

b. Receive dividends as specified by the General Meeting of Shareholders;

c. Freely transfer fully paid shares in accordance with this Charter and applicable law, except where this Charter, the law or a resolution of the General Meeting of Shareholders or Board of Directors provides otherwise.

d. Have the priority to purchase newly offered shares corresponding to the ratio of ordinary shares they own;

e. Access the list of shareholders entitled to participate in the General Meeting of Shareholders and request modification of incorrect information;

f. Review, search, extract or photocopy the charter of the Company, minutes and Resolutions of the General Meeting of Shareholders;

g. On dissolution of the Company, receive a share of its remaining assets in proportion to their shareholding after the Company has paid its creditors and holders of other classes of shares in accordance with the law.

h. Request the Company to repurchase their shares in cases prescribed in Article 129 of the Law on Enterprises;

i. Other rights as prescribed by the law and this Charter.

3. A shareholder or group of shareholders holding at least 5% of the total ordinary shares has the following rights:

a. To request the convening of a General Meeting of Shareholders in the cases specified in Clause 3 of Article 115 and Article 140 of the Law on Enterprises.

b. To inspect and obtain extracts from the minutes book and resolutions of the Board of Directors, interim and annual financial statements prepared under the Vietnamese accounting system, contracts and transactions requiring the Board of Directors' approval, and other documents, except documents concerning the Company's trade secrets or business secrets.

c. Other rights as prescribed by this Charter.

4. A shareholder or group of shareholders holding at least 10% of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the applicable provisions of this Charter.

5. The rights of shareholders holding other classes of shares shall be specified by resolution of the General Meeting of Shareholders.

Article 11. Obligations of shareholders

Shareholders shall have the following obligations:

1. Comply with the Charter and internal regulations; comply with the decisions of the General Meeting of Shareholders and the Board of Directors

2. Duly and fully pay for the subscribed shares as prescribed by the regulations;

3. Provide complete and accurate information when subscribing for shares and update that information when it changes during the period of share ownership.

4. Shareholders may withdraw capital contributed in the form of ordinary shares only if the Company or another person purchases those shares. A shareholder who withdraws part or all of their contributed share capital in breach of this clause and persons with related interests in the Company are jointly liable for the Company's debts and other property obligations to the extent of the value of the shares withdrawn and for any resulting loss.

5. Take personal responsibilities when perform one of the following acts in the name of the Company in any form:

a. Violate the law;

b. Conduct business activities or other transactions for personal benefits or serving the benefits of other organizations and individuals;

c. Pay debts not yet due in case of financial risks that may affect the Company.

6. Keep information provided by the Company confidential in accordance with this Charter and the law. Use that information solely to exercise and protect their lawful rights and interests. Disseminating, copying or sending the information provided by the Company to other organizations or individuals is strictly prohibited.

7. Perform other obligations under the law and this Charter.

Article 12. The General Meeting of Shareholders

1. The General Meeting of Shareholders is the Company's highest decision-making body. An annual General Meeting of Shareholders shall be held once a year, within four months after the end of the financial year. If necessary, the Board of Directors may extend that period, provided that the meeting is held within six months after the end of the financial year.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue in Vietnam. The annual General Meeting of Shareholders shall decide matters prescribed by law and this Charter.

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

a. The Board of Directors deems it necessary for the benefits of the Company;

b. The number of remaining members of the Board of Directors falls below the statutory minimum.

c. A shareholder or group of shareholders specified in Clause 3 of Article 10 of this Charter may request a General Meeting of Shareholders by written petition. The petition must state the reason and purpose of the meeting and be signed by the shareholders concerned. The petition may be signed in counterparts to obtain all required signatures.

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

4. Call for Irregular General Meeting of Shareholders

a. The Board of Directors shall convene a General Meeting of Shareholders within 30 days of the date on which the number of remaining members of the Board of Directors falls to the level specified in Point b of Clause 3 of Article 12 of this Charter or the date on which it receives a request under Points d or e of Clause 3 of Article 12 of this Charter.

b. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a Clause 4 this Article then within the next 30 days, the shareholder or groups of shareholders requesting the meeting prescribed in Point d Clause 3 this Article may replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 6 Article 136 of the Law on Enterprises;

c. The Company shall reimburse all costs of convening and holding the General Meeting of Shareholders. This reimbursement excludes expenses incurred by shareholders in attending the meeting, including accommodation, meals and travel.

Article 13. Powers and duties of the General Meeting of Shareholders

1. The annual General Meeting of Shareholders may discuss and ratify the following issues:

a. Annual business plan of the Company;

b. Audited annual financial statement;

c. Report of the Board of Directors on management and working results of Board of Directors and each member of Board of Directors;

d. The dividend for each class of shares.

e. Other issues in authority.

2. The annual or extraordinary General Meeting of Shareholders, or the General Meeting of Shareholders by written consultation, shall decide the following matters:

a. The Company's annual business plan and any adjustments or supplements to the annual business plan approved by the annual General Meeting of Shareholders.

b. Ratification of the annual financial statement;

c. The dividend annually paid to each type of shares is in accordance with the Law on Enterprises and the rights attached to such type of shares. This dividend is not higher than the dividend proposed by the Board of Directors after the consultation with the shareholders at the General Meeting of Shareholders

d. Determine the number of members of the Board of Directors and elect, remove and replace its members.

e. Approve the list of independent audit firms, select the independent audit firm to review the Company's operations and dismiss the independent auditor where necessary.

f. Determine the budget or aggregate remuneration, bonuses and other benefits for the Board of Directors.

g. Supplementation and amendment of the Charter;

h. The classes of shares and the total number of shares of each class authorized to be offered.

i. Division, separation, consolidation, merger or conversion of the Company.

j. Dissolution (liquidation) of the Company.

k. Investigate and take action regarding breaches by the Board of Directors that cause losses to the Company and its shareholders.

l. Decide on investments or sales of assets with a value of at least 35% of the Company's total assets as recorded in its latest financial statements. For this clause, the latest financial statements are the Company's financial statements prepared no more than 90 days before the date of the decision.

m. Decisions on repurchase of more than 10% of the total shares of each type;

n. Contracts entered into by the Company or its branches with the persons (individuals or organizations) specified in Clause 1 of Article 167 of the Law on Enterprises, where the contract value is at least 35% of the total value of the assets of the Company and its branches as recorded

in the Company's latest quarterly financial statements.

o. Except as otherwise provided by law, the General Meeting of Shareholders may delegate the duties and powers within its authority under this Article to the Board of Directors and/or the Legal Representative and/or members of the Executive Board.

p. Other issues provided in this Charter and company's regulations;

3. The shareholders are not entitled to vote in the following cases:

a. Contracts specified in Point o of Clause 2 of Article 13 of this Charter where the shareholder or a Related Person of that shareholder is a party to the contract.

b. The repurchase of shares of that owned by shareholder or his/her related person, except the case where the repurchase of shares is made in proportion to the ownership of all shareholders or the repurchase is made through the mode of order-matching transactions on the Stock Exchange or tender offer in accordance with law provisions

4. All Resolutions and issues put on the meeting agenda must be discussed and voted at the General Meeting of Shareholders

Article 14. Authorized representatives

1. Shareholders entitled to attend a General Meeting of Shareholders may attend in person or by authorized representative. If more than one representative is appointed, the number of shares and votes assigned to each representative must be specified.

2. An appointment of a representative to attend a General Meeting of Shareholders must be made in writing. The instrument of authorization shall be prepared in accordance with civil law and/or the Company's rules, must state the name of the authorized individual or organization and the number of shares covered by the authorization, and must comply with the following requirements:

a. If the individual shareholder is the authorizer, the power of attorney must bear signatures of that shareholder and the person authorized to attend the meeting; In the meeting which is convened by the Board of Directors, the Board of Directors can provide written regulations specifying procedure of authorization via phone, fax or email, provided that such authorization can be reconfirmed and recorded.

b. If the authorized representative of the shareholder is an organization and such organization authorize another person to attend to meeting, the power of attorney must bear signatures of the authorized representative, the Legal Representative of authorized shareholders and the person authorized to attend the meeting.

c. In other cases, the power of attorney must bear signatures of the Legal Representative of the shareholder and the person authorized to attend the meeting;

The person authorized to attend the General Meeting of Shareholders shall submit the power of attorney before entering the meeting room.

3. If a lawyer signs an instrument appointing a representative on behalf of the appointing person, the appointment is valid only if the appointment instrument is presented together with the lawyer's authority or a valid copy of it, unless that authority has already been registered with the Company.

4. Except for cases specified in Clause 3 this Article, the ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs:

a. The authorizer has passed away, is restricted his/her legal capacity or loses his/her legal capacity;

b. The authorizer has cancelled the authorization;

c. The authorizer has cancelled the competence of the authorized person.

This provision does not apply in cases the Company receives a notice on one of the aforementioned events 48 hours before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 15. Change of rights in relation to preference shares

1. A resolution of the General Meeting of Shareholders that adversely alters the rights or obligations of holders of preference shares may be adopted only if approved by attending preference shareholders holding at least 75% of the total preference shares of the same class or, where the resolution is adopted by written consultation, by preference shareholders holding at least 75% of the total preference shares of that class.

2. Unless the terms for issuance of shares provided otherwise, the special rights attached to such preference shares applicable to some or all of the issues related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type

Article 16. Convening, agenda and notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders or the General Meeting of Shareholders is convened in accordance with the cases specified in Point b or c Clause 4 Article 12 this Charter.

2. The convener of the General Meeting of Shareholders shall conduct the following tasks:

a. Prepare the list of shareholders entitled to attend and vote at the General Meeting of Shareholders. The list shall be drawn up no more than ten (10) days before the date on which the meeting invitations are sent.

b. Determine the time and location for organization of the general meeting;

c. Announce the meeting and send notice of the General Meeting of Shareholders to all shareholders entitled to attend no later than twenty-one (21) days before the meeting date.

The following documents shall accompany the invitation to the General Meeting of Shareholders or be posted on the Company's website no later than 21 days before the meeting date:

- Meeting agenda, documents used in the meeting and Draft Resolution applicable to each issue in the meeting agenda;
- A list and specific information of the candidates in cases of election of members of the Board of Directors (in cases the nominees is determined before hand);
- Ballots;

3. Notice of General Meeting of Shareholders.

a. Notice of General Meeting of Shareholders can be sent to shareholders via hand delivery or postal delivery (registered or recorded mail) to the registered address of the shareholders (or the address provided by the shareholders specifying to receive notification). In case the shareholders has provided Company in written form the email or fax number, the notice of General Meeting of Shareholders can be sent through such fax number or email. The notice of General Meeting of Shareholders must be published on Company's website, State Securities Commission and Stock Exchange.

b. The notice of General Meeting of Shareholders published on Company's website is deemed to be sent and received by the shareholders in the following circumstances: (i) shareholder does not provide fixed address, or (ii) shareholder, whose address does not contain enough information so that the Company cannot send the notice; or (iii) the notice which had been delivered unsuccessfully due to lack of recipient at the proper address at the time of receipt and was returned to the Company.

c. Notice of the General Meeting of Shareholders must be sent to every shareholder on the list of shareholders entitled to attend no later than twenty-one (21) days before the meeting date, calculated from the date on which the notice is duly dispatched or transmitted, posted with postage paid or deposited in a mailbox.

In cases there are no documents attached to the invitations to the General Meeting of Shareholders, the meeting invitations must include the website address so that the shareholders can access the documents, including:

- Meeting agenda and documents used in the meeting;
- A list and specific information of the candidates in cases of election of members of the Board of Directors (in cases the nominees is determined before hand);
- Ballots;
- Form of appointment of authorized person to attend the meeting;
- Draft Resolution applicable to each issue in the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 3 Article 10 this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days prior to the opening date of the General Meeting of Shareholders. The proposal must include full names, permanent addresses, nationality, citizen identification card numbers or ID card numbers, passport numbers or other valid identity papers for natural persons holding shares; names, company numbers or establishment decision numbers, main business addresses for organizations holding shares; the number and type of shares they are holding and the contents of the proposal to be included in the meeting agenda

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

a. The proposal is not sent in due time or with inadequate and improper contents;

b. At the time of submission, the shareholder or group of shareholders holds less than 5% of the ordinary shares.

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

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

6. Board of Directors have to prepare draft Resolution applicable to each issue in the meeting agenda.

7. Decisions adopted at a General Meeting of Shareholders attended in person or by proxy by shareholders representing 100% of the total voting rights are lawful and effective even if the procedures for convening the meeting, the contents of the agenda or conducting the meeting did not comply with the applicable requirements.

Article 17. Conditions for holding the meeting of the General Meeting of Shareholders

1. The General Meeting of Shareholders may proceed if the shareholders attending represent more than 50% of the total voting shares.

2. If a quorum is not present within 30 minutes after the scheduled opening time, the meeting must be reconvened within 30 days of the date scheduled for the first General Meeting of Shareholders. The reconvened meeting may proceed only if the attending shareholders and their authorized representatives represent at least 33% of the voting shares.

3. In case the second-time convened General Meeting of Shareholders fails to be held due to insufficient number of participants required within thirty (30) minutes after the time set for the opening of the meeting, the third-time convened General Meeting of Shareholders can be held within twenty (20) days from the intended date of the re-convened General Meeting of Shareholders. In this case, the meeting shall be held regardless of the number of voting rights of the attending shareholders or authorized persons and is considered to be valid and has the right to decide all issued proposed to be approved at the first-time convened General Meeting of Shareholders

4. As requested by the chairperson of the meeting, only the General Meeting of Shareholders may decide on the changes to the agenda accompanying the meeting invitation as provided in Clause 3 Article 16 of this Charter

5. Shareholder can attend the General Meeting of Shareholders via one of the following methods:

a. Attend and vote at the General Meeting of Shareholders in person at a physical meeting, by online meeting, by electronic voting or by other electronic means.

b. Send a voting ballot to the Board of Directors by registered mail, fax or email no later than one day before the meeting opens. For registered mail, the vote-counting committee of the General Meeting of Shareholders may open the shareholder's ballot. For fax or email, the Board of Directors shall keep the shareholder's vote confidential and hand the data and information over to the vote-counting committee.

c. Authorize other persons to attend the General Meeting of Shareholders. In case the organization shareholder does not have contribution representative in the Company, such organization shareholder have the right to authorize other person to attend the General Meeting of Shareholders.

Article 18. Procedures for holding and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must carry out the procedures for registration of shareholders and must continue to carry out the registration until all of the shareholders entitled to attend the meeting have completed their registration.

2. When carrying out the registration of shareholders, the Company shall issue to each shareholder or authorized representative with voting right a voting card on which bear the registration number and full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder. The voting cards can be encrypted or digitalized so that the voting and/or vote counting can be casted via computer software or digital tools.

Voting and counting shall follow one of these methods: (i) count votes for the resolution first, then votes against and finally abstentions, (ii) use software and digital technology, or (iii) use another method under the meeting rules and/or unanimously approved by the General Meeting of Shareholders. On the meeting chair's proposal, the General Meeting of Shareholders shall elect the persons responsible for counting or supervising the count and decide the size of the vote-counting committee.

3. Shareholders who attend after the opening of the meeting may register immediately and has the right to attend and vote at the meeting after registration. The Chairperson does not have the responsibilities to pause the meeting for late attendees to register and the effect of the issues previously voted shall remain unchanged.

4. The Chairperson of the Board of Directors shall chair any General Meeting of Shareholders convened by the Board of Directors. In the Chairperson's absence, the meeting shall be chaired by a Vice Chairperson or, failing that, by a member elected by the Board of Directors. Where the Board of Directors did not convene the meeting, the convener shall preside over the election of the meeting chair.

The Chairperson is entitled to appoint one or more secretaty of the meeting.

The Chairperson is entitled to nominate the member of vote counting committee in order to grant ratification from the General Meeting of Shareholders.

5. The meeting chair's decision on the order of business, procedure or any event arising outside the agenda of the General Meeting of Shareholders is final.

6. The Chairperson of the meeting may postpone the meeting, even in case participants attended surpassed the required threshold, to another time and at another place, at his/her sole discretion, without ratification from General Meeting of Shareholders, in the following circumstances: (a) the attendees cannot have proper seats in the place of meeting; (b) the action of attendees lead or potentially lead the meeting into the state of disorder; or (c) such postpone is essential so that the meeting can be held duly. Moreover, the Chairperson can postpone the meeting upon acceptance/request of General Meeting of Shareholders with sufficient participants attended. Periods of postponing is at most 3 days from the planned date of meeting. The re-opening meeting shall only decide the issued proposed to be approved at the postponed General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

7. If the meeting chair postpones or suspends the General Meeting of Shareholders in breach of Clause 6 of Article 18 of this Charter, the General Meeting of Shareholders shall elect another attendee to preside for the remainder of the meeting. The validity of the voting at that meeting remains unaffected.

8. The chairperson is entitled to take necessary actions to control the meeting in an orderly and legally manner; or so that the meeting reflects the demands of the majority of participants

9. The convener of the General Meeting of Shareholders has the rights to request all attended shareholders or authorized person to undergo inspection or other legitimate, reasonable security measures. If there is someone refuses to comply with the regulations on inspection or the abovementioned security measures, the convener may reject or expel such shareholder or representative from attending the meeting after considering carefully.

10. The Board of Directors, after considering carefully, may carry out appropriate methods to:

a. Arrange the number of attendees at the main the meeting place of the General Meeting of Shareholders;

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

c. Enable shareholders to attend (or keep on attending) the meeting.

The Board of Directors may change the measures stated above and apply any measures it considers necessary, including issuing admission cards or using other methods of selection.

11. Where the above measures are used at a General Meeting of Shareholders, the Board of Directors may, when determining the venue:

a. Notify that the meeting shall be held at the place stated in the invitation and the chairperson of the meeting is there ("Main venue of the meeting");

b. Arrange and organize so that the shareholders or authorized representatives who cannot attend the meeting according to this Article or the persons who wish to participate in another location other than the main venue of the meeting can also attend the meeting;

The meeting notice need not specify the details of the arrangements made under this Article.

12. In this Charter (unless otherwise required by the context), all shareholders are considered attending the meeting at the main venue.

Annually, the Company shall hold the General Meeting of Shareholders at least once. The annual General Meeting of Shareholders shall not be held in the form of gathering opinions in writing.

Article 19. Adoption of decisions of the General Meeting of Shareholders

1. Decisions of the General Meeting of Shareholders may be adopted at a meeting or by written consultation.

a) Determine the classes of shares and total number of shares of each class authorized to be offered.

b) Paying dividend and dividend yield;

c) Report of the Board of Directors on management and working results of Board of Directors and each member of Board of Directors;

d) Approve the report on the Company's operations and results for the year, including the financial statements, and approve the Company's operating objectives and plans for no more than the following three years.

e) Elect, relieve from office and dismiss members of the Board of Directors.

f) Decisions on repurchase of more than 10% of the total shares of each type;

g) Making investment decisions or decisions on sale of assets valued at 35 or more percent of the total value of assets recorded in the latest financial statements of the Company; Latest financial statements herein referring to the financial statements issued at most 90 days before the date of decision.

h) Changes or additions to business lines and areas of business.

i) Supplementation and amendment of the Charter;

j) Changes to the Company's organizational structure, merger, consolidation, reorganization or dissolution of the Company.

k) Other issues provided in this Charter and related legal provisions.

2. The decision of General Meeting of Shareholders is applied the following ratifying rules:

a) Matters specified in Points a, g, i and j of Clause 1 of this Article shall be approved by shareholders representing at least 65% of the total votes of all shareholders attending the meeting, or by more than 50% of the total voting rights where shareholders are consulted in writing.

b) Other matters shall be approved by shareholders holding more than 50% of the total votes of all shareholders attending the meeting, or by more than 50% of the total voting rights where shareholders are consulted in writing.

3. The voting on election of the members of the Board of Directors shall be implemented by the method of cumulative voting, whereby each shareholder has his/her total number of the votes equal to the total number of shares he/she/it owns multiplied by the number of members to be elected to the Board of Directors. [Eg. Shareholder A owns 100 shares with voting right, the Company expected perform election for 5 members of the Board of Directors, thus, shareholder A have 100 multiplies by 5 equals to 500 votes in election of Board of Directors, regardless the number of candidates is either more or less than 5 persons]. Each shareholder may accumulate all or part of his/her/its votes for one or more candidates.

The elected members of the Board of Directors shall be determined according to the number of votes for from high to low, starting from the candidate with the highest number of votes for until sufficient members as provided in the Company charter are elected. If two or more candidates gain the same number of votes for the last member of the Board of Directors, re-election shall be carried out among the candidates with the same number of votes or the selection shall be carried out according to the election regulations or the negotiation between the candidates leads to the result that one of the candidates decides to withdraw, in such circumstances, the withdrawal must be confirmed in writing by the withdrawer and recorded by the vote counting committee.

4. When the General Meeting of Shareholders votes to approve transactions with insider shareholders under Article 167 of the Law on Enterprises, the insider shareholders and their Related Persons have no right to vote on those transactions.

Article 20. Authority and procedure for written shareholder consultation

The authority and procedure for consulting shareholders in writing to adopt decisions of the

General Meeting of Shareholders are as follows:

1. The Board of Directors may consult shareholders in writing to adopt any decision of the General Meeting of Shareholders whenever it considers this necessary in the interests of the Company.

2. The Board of Directors shall prepare the written voting form, the draft decision of the General Meeting of Shareholders and explanatory materials for the draft decision. The form, draft decision and explanatory materials must be sent to shareholders within a reasonable time for consideration and voting, and no later than ten (10) days before the deadline for returning the forms. The requirements and procedures for sending the voting form and accompanying materials shall be as specified in Clause 3 of Article 16 of this Charter.

3. The written voting form shall contain:

a. Name, enterprise ID number, headquarters address;

b. Purpose of the written consultation;

c. For an individual shareholder, their full name, permanent address, nationality and citizen identity card, passport or other lawful personal identification number. For a corporate shareholder or its authorized representative, their name, permanent address, nationality and establishment decision or business registration number. The form shall also state the shareholder's number of shares in each class and number of votes.

d. The issue that need voting to ratify the decision;

e. Voting options of "For," "Against" and "Abstain."

f. Deadline for submitting the completed written voting form to the Company;

g. Full name and signature of the Chairperson of the Board of Directors or the Company's Legal Representative and the seal of the Company.

4. The completed written voting form must bear the signature of the shareholder who is a natural person, of the Legal Representative or authorized representative of the authorized organization.

Every written voting form sent to the Company must be put into sealed envelopes and none allowed to open it before counting written voting forms sent to the Company after the deadline written therein or had been opened are all invalid

The written voting forms sent to registered address of shareholders correctly but the shareholders did not sent it back to the Company timely or the written voting forms couldn't be sent to the shareholders (due to their registered address can't be located, or incomplete, or incorrect,…) are all invalid.

5. The Chairperson of the Board of Directors and the Legal Representative shall arrange the counting of votes and prepare the vote-counting minutes in the presence of a representative of the Audit Committee or a shareholder who is not an Executive of the Company. The vote-counting minutes must contain the following principal particulars:

a. Name, enterprise ID number, date and place of issuance, headquarters address;

b. Purposes and issues that need voting to ratify the Resolution;

c. The number of shareholders and total number of votes casted, in which separate the numbers of valid and invalid votes, annexed the detailed list of shareholders who casted the votes;

d. The total votes for, against and abstaining on each matter.

e. The ratified issues;

f. Full name and signature of the Chairperson of the Board of Directors, the Company's Legal Representative, the vote counter and the vote counting supervisor.

Those participating in the vote count are jointly responsible for the integrity and accuracy of the vote-counting minutes and jointly liable for losses arising from decisions adopted as a result of a dishonest or inaccurate vote count.

6. The vote counting record shall be sent to all shareholders within 15 days from the completion date of vote counting. If the Company has a website, the vote counting record may be posted on such website instead of being sent to shareholders within 24 hours from the completion time of vote counting.

7. Completed written voting forms, the vote counting record, ratified Resolutions and relevant documents enclosed with written voting forms shall be kept at the Company's headquarter;

Article 21. Minutes of General Meeting of Shareholders

1. The minutes of the General Meeting of Shareholders must contain all particulars required under Clause 1 of Article 150 of the Law on Enterprises.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting closes. The minutes shall be prepared in Vietnamese in accordance with the Law on Enterprises and this Charter and shall be signed by the meeting chair and secretary. An English version may also be prepared. In the event of a discrepancy, the Vietnamese text shall prevail. If the meeting chair and secretary refuse to sign, the minutes must record that refusal and shall be signed by the other members of the Board of Directors attending the meeting.

3. On the basis of the minutes and the matters approved by the General Meeting of Shareholders, the meeting chair shall issue the corresponding resolutions on the date the minutes are approved.

The resolution of the General Meeting of Shareholders becomes effective from the date of ratifying or the effective date clearly mentioned in the resolution.

4. The minutes and resolutions of the General Meeting of Shareholders must be published on the website of the Company within 24 hours or sent to all shareholders within 15 days from the date of ratification.

5. The minutes of the General Meeting of Shareholders shall be regarded as evidence of the jobs conducted at the General Meeting of Shareholders unless there are objections about the content of the minutes in accordance with the specified procedures within ten (10) days after sending the minutes.

6. All minutes, resolutions, lists of shareholders attending, ballots, vote-counting minutes and other documents relating to the General Meeting of Shareholders shall be kept at the Company's head office.

Article 22. Request for annulment of decisions of the General Meeting of Shareholders

Within 90 days after receiving the minutes of the General Meeting of Shareholders or the minutes recording the results of written consultation, any shareholder, member of the Board of Directors or the General Director may request a court or arbitral tribunal to review and set aside a decision of the General Meeting of Shareholders in any of the following cases:

1. The procedures for convening the General Meeting of Shareholders or consulting shareholders in writing seriously violate the Law on Enterprises and this Charter.

2. Procedures for making decisions and contents of the decisions contravene the law or the Charter.

VII. BOARD OF DIRECTORS

Article 23. Composition and terms of office of the Board of Directors

1. The number of members of the Board of Directors is at least five (05) people and at most eleven (11) people. The exact number of members shall be decided by the General Meeting of Shareholders. Term of Board of Directors is five (05) years. Term of members of Board of Directors shall not exceed five (05) years; the members can be re-elected without term limit. The total number of independent members of the Board of Directors must comprise at least 1/3 of the total members of the Board of Directors. At the time of re-electing Board of Directors, the General Meeting of Shareholders shall decide the number of members of Board of Directors.

2. Members of the Board of Directors must satisfy the following criteria and conditions:

a. Have full civil act capacity and not be prohibited from managing an enterprise under Clause 2 of Article 17 of the Law on Enterprises.

b. Possessing professional qualifications and experience in business administration of the Company and not necessarily being a shareholder of the Company, unless otherwise provided in this Charter.

c. A member of the Board of Directors of the Company shall not concurrently act as a member of the Board of Directors of more than 05 other companies.

3. Beside the abovementioned criteria, Independent members of the Board of Directors must also meet the following criteria and conditions:

a. Not currently work for the Company, its parent company or any of its subsidiaries and not have worked for any of them during at least the preceding three years.

b. Not currently being received salaries and remuneration from the Company, except the allowance enjoyed by members of the Board of Directors under regulations.

c. Have no spouse, biological or adoptive parent, biological or adopted child, or full sibling who is a Major Shareholder of the Company or a Manager of the Company or its subsidiary.

d. Not being a person directly or indirectly owning at least 1 percent of the total number of voting shares of the Company;

e. Not have served as a member of the Company's Board of Directors or Supervisory Board

during at least the preceding five years, except where appointed for two consecutive terms.

f. An individual may be elected as an independent member of a company's Board of Directors for no more than two consecutive terms.

g. A candidate for independent membership of the Board of Directors must also meet the other requirements under applicable law.

4. Shareholders may stand for election or nominate candidates to the Board of Directors based on their holdings of voting shares. A shareholder or group of shareholders holding 10% to less than 20% of the voting shares may nominate one (1) candidate, 20% to less than 30% may nominate two (2) candidates, 30% to 40% may nominate up to three (3) candidates, 40% to less than 50% may nominate up to four (4) candidates, 50% to less than 65% may nominate up to six (6) candidates, and 65% or more may nominate the full number of candidates.

5. Shareholders holding less than 10% of the voting shares may pool their voting rights to nominate candidates to the Board of Directors in accordance with Clause 2 of Article 23 above.

6. If nominations and self-nominations do not produce enough candidates for the Board of Directors, the incumbent Board of Directors may nominate additional candidates or arrange nominations under a procedure established by the Company. The nomination procedure or method used by the incumbent Board of Directors must be clearly disclosed and approved by the General Meeting of Shareholders before the election.

7. The General Meeting of Shareholders shall relieve a member of the Board of Directors from office in any of the following cases:

a. The member no longer meets the standards and conditions under Article 155 of the Law on Enterprises.

b. The member submits a resignation and it is accepted.

c. Any other case specified in this Charter.

8. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in any of the following cases:

a. The member fails to participate in the activities of the Board of Directors for six consecutive months, except in the event of force majeure.

b. Any other case specified in this Charter.

9. Where it considers it necessary, the General Meeting of Shareholders may replace, relieve from office or dismiss a member of the Board of Directors in circumstances other than those specified in Clauses 7 and 8 of this Article.

10. The Board of Directors shall convene a General Meeting of Shareholders to elect additional members to the Board of Directors in any of the following cases:

a. The number of members of the Board of Directors decreases as specified in Clause 4 of Article 12 of this Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date on which its membership decreases by more than one-third.

b. The number of independent members of the Board of Directors falls below the proportion

required by Clause 1 of Article 23 of this Charter.

c. Except in the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace a member who has been relieved from office or dismissed at its next meeting.

11. The election, resignation, removal from office or dismissal of members of the Board of Directors shall be announced and disclosed in accordance with the Law on Enterprises and the laws on securities and the securities market.

Article 24. Powers and duties of the Board of Directors

1. The Company's business and affairs shall be managed or directed by the Board of Directors. The Board of Directors has full authority to exercise all powers on behalf of the Company except those reserved for the General Meeting of Shareholders.

2. The Board of Directors has obligation to supervise the performance of Legal Representative and Executive Board of the Company.

3. Rights and obligations of the Board of Directors are regulated by law provisions, the Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

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

b. Recommend the classes of shares and the total number of shares of each class authorized to be offered.

c. Decide on offering new shares within the number of shares of each type which may be offered for sale; to decide on raising additional funds in other forms (included but not limited to non-convertible bonds);

d. Decide on the selling prices of shares and bonds of the Company;

e. Decide on share repurchases under Clause 1 of Article 133 of the Law on Enterprises.

f. Make investment decisions or decisions on sale of assets valued from 25% to below 35% of the total value of assets recorded in the latest financial statements of the Company; Latest financial statements herein referring to the financial statements issued at most 90 days before the date of decision.

g. Approve transactions with the persons specified in Clause 1 of Article 167 of the Law on Enterprises with a value of at least 25% but less than 35% of the total value of assets recorded in the latest financial statements.

h. Approve purchase, sale, borrowing, lending, pledge, mortgage, guarantee, security and other contracts, and matters concerning compensation for losses arising from the Company's transactions or operations, with a value of at least 35% of the total value of assets recorded in the Company's latest financial statements. This provision excludes contracts and transactions specified in Point d of Clause 2 of Article 138 and Clauses 1 and 3 of Article 167 of the Law on Enterprises.

i. Appoint authorized representatives to exercise the Company's ownership rights in shares or capital contributions in other companies.

j. Decide on the establishment, dissolution and restructuring of the Company's Branches, Representative Offices and Workshops.

k. Appoint, relieve from office and dismiss the Chairperson and members of the Audit Committee of the Board of Directors.

l. Elect, relieve from office and dismiss the Chairperson of the Board of Directors.

m. Appoint, relieve from office and dismiss the General Director, enter into and terminate the General Director's contract, and determine the General Director's salary and other benefits.

n. Appoint, relieve from office and dismiss the person in charge of corporate governance and the Secretary of the Board of Directors. The Company's Legal Representative shall enter into or terminate employment contracts with those officeholders pursuant to the decisions of the Board of Directors.

o. Approve the Company's internal management regulations upon the proposal of the Executive Board.

p. Approve the agenda and contents of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or carry out written consultation for the General Meeting of Shareholders to ratify.

q. Recommend dividend yield to be paid; decide on the time limit and procedures for payment of dividends or for dealing with losses incurred in the business operation; decide the usage of Company’s funds in accordance with the funds’ purposes decided by the General Meeting of Shareholders;

r. Suggest the issuance of convertible bonds and warrant-linked bonds;

s. Submit annual final financial statements to the General Meeting of Shareholders;

t. Recommend consolidation, merger, reorganization, dissolution or filing for bankruptcy of the Company.

u. Other rights and obligations provided in law and this Charter, company’s regulation and decisions of General Meeting of Shareholders;

v. Within the scope of Clause 2 of Article 53 of the Law on Enterprises, and except for matters requiring the approval of the General Meeting of Shareholders under Clause 2 of Article 138 and Clauses 1 and 3 of Article 167 of the Law on Enterprises, the Board of Directors shall decide on the performance, amendment and cancellation of contracts having a value of at least 35% of the total value of assets recorded in the Company's latest financial statements.

w. Decide on the establishment of subsidiaries, capital contributions to other companies and the purchase or sale of shares or capital interests in other companies established in Vietnam or abroad, with a value of at least 35% of the total value of assets recorded in the Company's latest financial statements.

x. Valuation of assets contributed to the Company not in cash related to the issuance of stocks or bonds of the Company including gold, land use rights, intellectual property rights, technology and know-how technology

y. Business matters or transactions that the Board of Directors determines require its approval within the scope of its powers and responsibilities.

z. Except as otherwise provided by law, the Board of Directors may delegate the duties and powers within its authority under this Article to its Chairperson and/or the Legal Representative and/or members of the Executive Board.

4. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically on the supervision of the Executive Board and other executives in the financial year.

5. Unless otherwise provided by law, the Board of Directors may authorize subordinate employees and/or other Managers to act as representatives and carry out work on behalf of the Company.

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

7. The total amount of remunerations for members of the Board of Directors must be published in detail in the annual report of the Company and remuneration of the member of the Board of Directors must be shown separately in the annual financial statements of the Company.

8. A member of the Board of Directors who holds an executive position, serves on a committee of the Board of Directors or performs other work that the Board of Directors considers outside the ordinary duties of a Board member may receive additional remuneration in the form of a lump sum for each assignment, a salary, a commission, a share of profits or another form determined by the Board of Directors.

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

Article 25. Chairperson and Vice Chairpersons of the Board of Directors

1. The Board of Directors shall elect a Chairperson and one or more Vice Chairpersons from among its members. The Board of Directors may remove the persons it has elected from their positions as Chairperson or Vice Chairperson.

2. The Chairperson of the Board of Directors shall convene and chair the General Meeting of Shareholders and meetings of the Board of Directors and shall have the other rights and responsibilities under this Charter and the Law on Enterprises. A Vice Chairperson has the Chairperson's rights and duties when delegated by the Chairperson, provided that the Chairperson has informed the Board of Directors of their absence, or must be absent due to force majeure or is unable to perform their duties. If the Chairperson has not designated a Vice Chairperson to act in these circumstances, the remaining Board members shall do so. If both the Chairperson and a Vice Chairperson are temporarily unable to perform their duties, the Board of Directors may appoint another Board member to act as Chairperson by an absolute majority vote.

3. The Chairperson of the Board of Directors shall ensure that the Board of Directors provides shareholders at the General Meeting of Shareholders with the annual financial statements, the Company's operating report, the audit report and the Board of Directors' review report.

4. In addition to the powers and duties stated above, the Chairperson of the Board of Directors

shall exercise any other powers delegated by the General Meeting of Shareholders or the Company's Board of Directors.

5. If both the chairperson and the Vice Chairperson resign or are dismissed, the Board of Directors have to elect substitutes within 10 days.

Article 26. Meetings of the Board of Directors

1. The first meeting of each term of the Board of Directors shall be held within seven working days after the election of the Board for that term ends. The member receiving the highest number or percentage of votes shall convene the meeting. If more than one member receives the highest number or percentage of votes, the elected members shall choose one of them to convene the meeting by majority vote. At the first meeting of the term, the Board of Directors shall elect its Chairperson by plurality, without requiring an absolute majority.

2. The Chairperson may convene a meeting when it is deemed necessary, but at least one meeting shall be held for every quarter

3. The Chairperson of the Board of Directors shall convene the meeting of the Board of Directors and must not delay without plausible reason, when one of the following subjects proposes in writing to present the purpose of the meeting and the issues to be discussed

a. General Director or at least five (05) other executive persons;

b. Independent members of the Board of Directors;

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

4. Meetings of the Board of Directors under Clause 3 of Article 26 shall be held within seven working days after a meeting is requested. If the Chairperson of the Board of Directors declines to convene the requested meeting, the Chairperson is liable for any resulting loss to the Company. The persons requesting the meeting under Clause 3 of Article 26 may themselves convene it.

5. Where there is a request from the independent audit firm to audit the financial statements of the Company, the Chairperson of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit reports and situation of the Company

6. Meeting venue. Meetings of the Board of Directors shall be held at the Company's registered address or at another address in Vietnam or abroad, as decided by the Chairperson of the Board of Directors.

7. Notice and agenda. The Chairperson of the Board of Directors or the person convening the meeting shall send the meeting notice no later than three working days before the meeting date. The notice must be in writing in Vietnamese and must set out the full agenda, time, venue and matters for discussion. It must be accompanied by the necessary materials on matters to be discussed and voted on and by members' ballots, unless the Board of Directors decides to vote by a show of hands or by another method that does not involve a secret ballot.

The invitation shall be sent by post, fax, email, or other means, as long as they reach the mailing address of every member of the Board of Directors, which is registered with the Company

8. A meeting of the Board of Directors may proceed only if at least three-quarters of its members are present in person or through representatives whose appointment is approved by a majority of the members of the Board of Directors.

If the number of attending members is not sufficient as prescribed, the meeting must be reconvened within 07 days after the first meeting. The second meeting shall be held if there is more than one half (1/2) of the Board members attending the meeting. The Board members may send votes to the meeting via mails, fax or e-mails. Votes sent to the meeting by post must be contained in sealed envelopes and given to the Chairperson of the Board of Directors at least one hour before the opening time. Votes shall be open before every participant.

9. Voting

a. Except for cases specified in Point b Clause 9 Article 26, each member of the Board of Directors or the authorized representative directly present as a natural person at the Board meeting shall have one (01) vote;

b. A member of the Board of Directors may not vote on a contract, transaction or proposal in which that member or a Related Person of that member has an interest that conflicts or may conflict with the Company's interests. The member shall still count toward the quorum required for the Board of Directors to meet on matters on which the member is ineligible to vote.

c. Subject to Point d of Clause 9 of Article 26, if an issue concerning the extent of a Board member's interest or the member's right to vote arises at a meeting and the member does not voluntarily abstain, the matter shall be referred to the meeting chair. The chair's ruling in relation to all other members of the Board of Directors is final unless the nature or extent of the interest of the Board member concerned has not been adequately disclosed.

d. The Board members enjoying benefits from a contract specified in Points a Clause 5, Article 35 of this Charter are considered to receive significant benefits in such contract.

e.

10. Disclosure of interests. A member of the Board of Directors who benefits directly or indirectly from an existing or proposed contract or transaction with the Company and knows of that interest shall disclose its nature and particulars at the meeting at which the Board of Directors first considers the contract or transaction. If a member did not know of their own or a Related Person's interest when the Company entered into the contract or transaction, the member shall disclose the interest at the first meeting of the Board of Directors held after becoming aware that they have or will have an interest in the contract or transaction.

11. Majority voting. The Board of Directors shall adopt resolutions and make decisions with the approval of a majority (more than 50%) of the Board members attending. If votes for and against are equal, the Chairperson's vote is decisive.

12. Convening meeting via conference call or other methods. Board meeting can be held in the form of online conference between members of the Board of Directors when all or some of the members are in different locations, provided that each member attending the meeting can

a. Listen to each of the other Board member to express their opinions in the meeting;

b. If needed, the member can express their opinions with all participants simultaneously

The discussion among members can be carried out directly by telephone or by other means of communication (regardless of the usage of the communication method is happened either before or after the issuance of this Charter) or the combination of all these methods. As provided by this Charter, the Board members participating in such meeting is considered as "present" at the

meeting. The meeting location is held in accordance with this regulation is the location where the group of the largest members of the Board of Directors gather, or where the Chairperson of the meeting is present.

Decisions adopted at a properly convened and conducted meeting by telephone or by other means under Clause 12 of Article 26 have the same effect as decisions adopted at a meeting convened and held in the usual manner.

13. Written consultation. The Board of Directors may adopt resolutions by written consultation. In that case, the Chairperson of the Board of Directors shall send a voting form to all members of the Board of Directors by courier, email, fax or any combination of those methods. A resolution adopted by written consultation requires the approval of a majority of the members of the Board of Directors. It has the same effect as a resolution adopted at a meeting of the Board of Directors convened and held in the usual manner.

14. The meeting minutes of the Board of Directors. The Chairperson of the Board is obliged to transfer the minutes of the Board meeting to the members and the minutes is the true evidence of work that has been carried out in the meetings except there are objections on the content of the minutes within ten (10) days after transfer. The minutes of the Board meetings shall be made in Vietnamese. The minutes must be signed by the chairperson and the minutetaker of the meeting.

15. The Board of Directors may establish committees responsible for development policy, personnel, remuneration and audit. The Board of Directors shall determine the size of each committee, which should have at least three (3) members, including members of the Board of Directors and external members. Independent or non-executive members of the Board of Directors should form a majority of the committee. The Board of Directors shall appoint one of them as committee chair. The committee shall operate in accordance with the Board of Directors' rules. A committee resolution takes effect only if members of the Board of Directors constitute a majority of the members attending and voting in favor at the committee meeting.

Decisions of the Board of Directors, a committee of the Board of Directors or a person acting in the capacity of a committee member shall be implemented in accordance with applicable law and this Charter.

Article 27. Audit Committee of the Board of Directors

1. The Audit Committee is a specialized body of the Board of Directors. The Audit Committee shall have at least two members. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.

2. The Audit Committee adopts decisions by voting at meetings, written consultation or other means specified in this Charter or in the Audit Committee's operating regulations. Each member has one vote. Unless this Charter or the Audit Committee's operating regulations prescribe a higher threshold, a decision is adopted if a majority of the members attending the meeting vote in favor. In the event of a tie, the Chairperson of the Audit Committee has the casting vote.

3. The Audit Committee has the following rights and duties:

- Oversee the integrity of the Company's financial statements and official announcements relating to its financial results.

- Review the internal control and risk management systems.

- Review transactions with Related Persons that are subject to approval by the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring their approval.
- Oversee the Company's internal audit function.
- Recommend the independent audit firm, its remuneration and relevant terms of its engagement to the Board of Directors for endorsement before submission to the annual General Meeting of Shareholders for approval.
- Monitor and assess the independence and objectivity of the audit firm and the effectiveness of the audit process, particularly where the Company uses non-audit services provided by the auditor.
- Monitor the Company's compliance with legal requirements, regulatory requirements and the Company's other internal rules.

4. Powers of the Audit Committee:

- Obtain from the General Director and other Executives all information and documents relating to the Company's operations in the course of inspections and oversight.
- Be allowed to use independent consultants, independent auditors in order to fulfill tasks and functions.
- Propose hiring personnel or assigning Company personnel to support administrative work, convening meetings and drafting reports and documents for the Audit Committee. In that case, the Legal Representative shall decide whether to appoint an assistant or secretary to the Audit Committee upon the proposal of the Chairperson of the Audit Committee.

5. The Board of Directors shall establish procedures and issue documents and policies on the organization and operation of the Audit Committee to ensure that it operates effectively and in accordance with the law.

Article 28. Person in charge of corporate governance

1. The Board of Directors shall appoint at least one person in charge of corporate governance to support effective corporate governance. The Board of Directors shall determine the term of that appointment, which may not exceed five (5) years. The appointee may concurrently serve as Company Secretary under Clause 5 of Article 152 of the Law on Enterprises.

2. Persons in charge of corporate governance shall meet these following criteria:

a. Be knowledgeable about law;

b. Not work for the independent audit firm performing auditing of the Company’s financial statements

c. Other standards as prescribed by the law, this Charter and the decisions of the Board of Directors

3. The Board of Directors may dismiss the person in charge of corporate governance as necessary, in accordance with applicable labor law.

4. Persons in charge of corporate governance shall have the following rights and obligations:

a. Advise the Board of Directors on the organization of convening the General Meeting of Shareholders in compliance with regulations and law and the related work between the Company and shareholders

b. Prepare for the meetings of the Board of Directors and the General Meeting of Shareholders

at the request of the Board of Directors.

c. Advise on the procedures of meetings;

d. Participate in the meetings;

e. Advise on procedures about issuance of resolutions of the Board of Directors in accordance with regulations of law;

f. Provide financial information, copies of meeting minutes of the Board of Directors and other information for members of the Board of Directors;

g. Monitor and report to the Board of Directors on the operation of disclosing information of the Company

h. Ensure the confidentiality of information in accordance with regulations of law and the Charter;

i. Other rights and obligations in accordance with regulations of law and the Charter.

VIII. MANAGEMENT SYSTEM, LEGAL REPRESENTATIVE, GENERAL DIRECTOR, EXECUTIVE BOARD, CHIEF ACCOUNTANT AND COMPANY SECRETARY

Article 29. Management system

The Company shall establish a management system under which its management organization is headed by the Company's General Director/Legal Representative, who is accountable to the Board of Directors.

The Board of Directors appoints, relieves from office and dismisses the General Director/Legal Representative.

The Company's General Director/Legal Representative appoints, relieves from office and dismisses the holders of other management positions in the Company, including Deputy General Directors, the Chief Accountant, Company Counsel, Branch Directors, heads and deputy heads of departments or divisions, workshop supervisors and other managers.

The Company's General Director/Legal Representative has authority to appoint, relieve from office, remove, hire, terminate the employment of and dismiss Company personnel and employees.

Company personnel and employees may also serve as members of the Board of Directors if elected by the General Meeting of Shareholders, regardless of their current positions.

Article 30. Powers and duties of the Company's General Director/Legal Representative

1. The General Director is the Company's Legal Representative. The minutes and resolution of the Board of Directors approving the appointment of the General Director also constitute the decision appointing the Company's Legal Representative.

2. A person barred by law from holding this office may not serve as the Company's General Director/Legal Representative.

3. The Company's General Director/Legal Representative has the following powers and duties:

a. Implementing the resolution of the Board of Directors, General Meeting of Shareholders,

business plan, investment plan of the Company approved, ratified by the Board of Directors, General Meeting of Shareholders.

b. Decide on and execute purchase, sale, borrowing, lending and other contracts with a value of less than 35% of the total value of assets recorded in the Company's latest financial statements. This provision excludes contracts and transactions specified in Clause 1 of Article 167 of the Law on Enterprises.

c. Making investment decisions or decisions on sale of assets valued less than 25% of the total value of assets recorded in the latest financial statements of the Company; Establishment of subsidiaries of the Company, purchase or sale of shares and stakes in other companies established in Vietnam or abroad valued less than 35 of the total value of assets recorded in the latest financial statements of the Company. Latest financial statements herein referring to the financial statements issued at most 90 days before the date of decision

d. Approve transactions with the persons specified in Clause 1 of Article 167 of the Law on Enterprises with a value of less than 25% of the total value of assets recorded in the latest financial statements.

e. Issuing and being responsible to Board of Directors on the salary scales, allowances and other working conditions of the Company.

f. Submit proposals and recommendations to the Board of Directors on salaries, working conditions, terms of employment contracts and other benefits, if any, for positions to which the Board of Directors makes direct appointments.

g. Appoint, relieve from office and dismiss holders of other positions outside the authority of the Board of Directors and enter into employment contracts with all Company employees except the General Director.

h. Proposing the methods on improving the operation and management of the Company;

i. Prepare the Company's long-term and annual budgets (the “Budgets”) for the Company's long-term, annual and quarterly management in accordance with its business plan. The annual Budget for each financial year, including a projected balance sheet, operating results statement and cash flow statement, shall be submitted to the Board of Directors for approval and must contain the information specified in the Company's regulations.

j. Performing other activities as provided in this Charter, Company’s regulations, resolutions of the Board of Directors, labour contract of General Director and laws

4. Reporting to the Board of Directors and shareholders. The Company's General Director/Legal Representative is accountable to the Board of Directors and the General Meeting of Shareholders for exercising the powers and performing the duties assigned to that office and shall report to those bodies upon request.

5. The Company's General Director/Legal Representative may authorize other members of the Executive Board and other Company managers to exercise one or more of the General Director/Legal Representative's powers and perform one or more of that officeholder's duties on their behalf.

Article 31. Executive Board

1. The Executive Board comprises the General Director and Deputy General Directors. The

Deputy General Directors assist the Company's General Director/Legal Representative. The General Director/Legal Representative directs the Executive Board and may assign other members of the Executive Board to manage, handle or carry out any task or area of the Company's work on their behalf.

2. Before the Company's General Director/Legal Representative makes a decision, the members of the Executive Board shall discuss and agree on the following material matters concerning the Company:

- Making personnel plan of the Company. Determining the number of personnel (managers, employees) of the Company from time to time, provided that the targets of business plan can be reached or overcome. In some specific extent, the number of managers has to be considering on the following basis: (i) Quantity and quality of the managers is adequate for the needs of management workload; (ii) Have the following characteristics: selfless, honest and diligent; (iii) Be responsible for the works/results of the managed units/departments; (iv) Being loyal to the Company.
- Making business plan for the financial years, quarterly and monthly plans.
- Discussing and proposing transanction in relation with the important investment plans, projects or sale of assets valued below 25% of the total value of assets recorded in the latest financial statements of the Company
- Propose personnel for positions within the authority of the Company's General Director/Legal Representative under Article 30 of this Charter.
- Implementing the work in relation with the visions, targets of the year set by the General Meeting of Shareholders and Board of Directors.

3. Depending on the matters under consideration, the Company's General Director/Legal Representative may require the Chief Accountant, Company Secretary, Company Counsel, Branch Directors, heads of Representative Offices, heads of departments, Workshop Directors (supervisors) and other managers to attend meetings on the matters specified in Clause 2 of this Article.

4. Appointment, removal from office, duties and powers of the General Director

a) The Board of Directors shall appoint one of its members or another person as General Director and enter into a contract specifying the General Director's remuneration, salary and other benefits. These amounts and benefits shall be reported to the annual General Meeting of Shareholders, shown separately in the annual financial statements and stated in the Company's annual report.

b) The term of the General Directors shall be at most five (05) years and can be re-appointment. The appointment can be invalid in accordance with the conditions of labour contract. The General Director, who is not prohibited by the laws, has the required criteria and conditions under laws and this Charter.

5. The Board of Directors can dismiss the General Director if approved by majority of attended votes and appoint new General Director.

Article 32. Chief Accountant

1. The General Director/Legal Representative appoints, relieves from office and dismisses the

Chief Accountant. The Chief Accountant is subject to the direct supervision and management of the Company's General Director/Legal Representative.

2. The Chief Accountant has the following duties:

a. Setting and managing the accounting system adequately for the business operation of the Company.

b. Managing and performing every accounting, recording activities of the Company, in compliance with accounting standards and effective laws.

c. Reporting to the General Director and being responsible for complying taxation obligation of the Company as prescribed by laws.

d. Training and improving the experiences of the accountants, updating the effective legal regulations in accounting.

e. In case of requested, The Chief Accountant directly reports to the Board of Directors about financial issues of the Company.

3. The Chief Accountant must not be a Related Person of any member of the Board of Directors or the Audit Committee or of the Company's General Director, and must meet the applicable requirements.

Article 33. Secretary of the Board of Directors

1. Where necessary, the Board of Directors appoints a Secretary of the Board of Directors to assist the Board of Directors and its Chairperson in discharging duties within their authority under the law and this Charter. The Board of Directors may relieve the Secretary from office or dismiss the Secretary.

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

a. Assist in convening meetings of the General Meeting of Shareholders and the Board of Directors, and take minutes of those meetings.

b. Support the members of the Board of Directors in their tasks and duties;

c. Assist the Board of Directors in applying and implementing corporate governance principles.

d. Support the shareholders in the relation with the Company;

e. Support in complying the obligations of information providing and disclosing;

f. Other right and obligation as provided in this Charter;

3. The Secretary of the Board of Directors shall keep information confidential in accordance with the law and this Charter.

4. Except when performing the duties specified in Clause 2 of this Article, the Secretary of the Board of Directors is subject to the General Director's direction and supervision in day-to-day work. The Secretary may concurrently perform other work for the Company as assigned by the General Director.

IX. MANAGEMENT PRINCIPLES FOR MEMBERS OF THE BOARD OF

DIRECTORS, THE EXECUTIVE BOARD AND OTHER EXECUTIVES

Article 34. Duty of care

Members of the Board of Directors, the Company's Legal Representative, the Executive Board and other Executives entrusted with duties shall perform those duties with due care and in the manner they believe to be in the Company's best interests.

Article 35. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, Legal Representative, members of Executive Board and other executives must publish the related interests as prescribed in Article 159 of the Law on Enterprises and other relevant law

2. Members of the Board of Directors, the Company's Legal Representative, the Executive Board and other Executives may not exploit for personal benefit business opportunities that could benefit the Company, or use information obtained through their positions for personal gain or to benefit another organization or individual.

3. Board members, Legal Representative, members of Executive Board and other executives are obliged to inform the Board of Directors of all interests that may conflict with the interests of the Company that they may enjoy through economic entities, transactions or other individual. The abovementioned subjects are only allowed to take the opportunities after other Board members without relevant interests, decides to not interfere such opportunities.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to the Board members, Legal Representative, members of Executive Board, other executives and the persons related to the abovementioned members or legal entity contained their financial interests, except for the public company and such related organizations are companies in the same group or companies operating in a group of companies including parent companies-subsidiaries, corporation, and the relevant laws specified otherwise.

5. The contract or transaction between the Company, subsidiaries, enterprises of which more than 50% charter capital is under control of Company with one or more Board members, General Director, other executives and the persons related to them or the Company, partnership, association, or organization that the Board members, General Director, other executives and the persons related to them are members, or having related financial benefits shall not be disabled in the following cases

a. Regarding contracts valued at 35% or below of the total assets recorded in the latest financial statement, the key contents of the contract or transaction as well as the relationships and interests of the Board members, General Directors, other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the implementation of such contract or transaction in a truthful manner by a majority of votes of the members of the Board of Directors without relevant interests;

b. Regarding contracts valued more than 35% of the total assets recorded in the latest financial statement, the key contents of the contract or transaction as well as the relationships and interests of the Board members, General Directors, other executives have been announced to the shareholders having no relevant benefits with voting rights on that issue, and these shareholders have approved such contract or transaction;

c. The contract or transaction is considered fair and reasonable by an independent consulting organization in all aspects related to the Company's shareholders at the time the transaction or

contract is ratified by the Board of Directors or the General Meeting of Shareholders

6. The Board members, General Directors, other executives and the persons related to the abovementioned members is not allowed to use the information of the Company that is not permitted for publication or disclosure to other people to carry out relevant transactions

7. The senior manager shall not take advantage of his/her position in work to pressure on his/her subordinate to perform activities on the interest of him/herself; do respect the Company's interest, shall not corrupt the Company's assets, shall not perform any activity, in any manner to cover the assets, benefits of the Company into his/her own assets, benefits.

8. The Company shall not provide loans or guarantees to the shareholder, who is individual, and related persons of shareholders, who are individual person.

9. The Company shall not provide loans or guarantees to the related person of shareholders, which is organization, unless the Company and the organization which is the related person of shareholders are companies in the same group or companies operating in a group of companies including parent companies-subsidiaries, corporation, and such transaction must be ratified by the General Meeting of Shareholders, the Board of Directors respectively with their competent authority.

Article 36. Liability for loss and indemnification

1. Members of the Board of Directors or the Audit Committee, the Legal Representative, members of the Executive Board and other Executives who breach the principles specified in Articles 35 and 36 of this Charter are liable for and shall compensate for the loss caused by their breach.

2. The Company shall indemnify a person who was, is or may become a party to any claim, suit or prosecution, including civil and administrative proceedings and excluding suits brought by the Company, if that person is or was a member of the Board of Directors or the Audit Committee, the General Director, another Executive, an employee or an authorized representative of the Company, or is or was serving at the Company's request as a Board member, corporate Executive, employee or authorized representative of the Company. Indemnification is subject to the person having acted honestly, carefully and diligently, in or without conflict with the Company's interests and in compliance with the law, and to there being no evidence that the person breached their duties.

3. Indemnification covers expenses incurred, including legal fees, judgment costs, fines and amounts actually payable or considered reasonable in resolving the proceedings, to the extent permitted by law. The Company may purchase insurance for these persons against such liabilities.

X. THE RIGHTS TO INSPECT BOOKS AND DOCUMENTS OF THE COMPANY

Article 37. Right to inspect books and records

1. Shareholders or groups of shareholders specified in Clause 3 of Article 10 of this Charter may, directly or through lawyer, authorized person, send a written request to check the list of shareholders, minutes of the General Meeting of Shareholders and photocopy or extract such records during working hours at the Company's headquarter. The request for checking made by lawyer or authorized representatives of shareholders must be attached a written authorization of

the shareholders represented by that person or a certified copy of such written authorization.

2. Members of the Board of Directors, General Directors and other executives may check the book of shareholder registration of the Company, the list of shareholders and other books and records of the Company for purposes relating to their positions provided that such information must be kept confidential.

3. The Company shall keep this Charter and amendments and supplements to it, the Business Registration Certificate, regulations, documents evidencing title to assets, minutes and resolutions of the General Meeting of Shareholders and Board of Directors, ballots and corresponding vote-counting minutes, reports of the Board of Directors and Audit Committee, annual financial statements, accounting books and other documents required by law at its head office or at another location, provided that the shareholders and the business registration authority are notified of that location.

4. If the Company has its own website, it shall publish this Charter on that website.

XI. EMPLOYEES, LABOUR UNION AND OTHER SOCIAL UNIONS

Article 38. Employees and trade union

The Company's General Director/Legal Representative shall prepare plans for approval by the Board of Directors on matters concerning recruitment, employment, termination, remuneration, social insurance, benefits, rewards and discipline for the Company's managers and employees.

The Company has to settle the labour union unit as prescribed by effective laws, and setting the relationship between Company and recognized labour union organizations under the best standards, practices and management policies, the practices and policies specified in this Charter, the Company's regulations and effective regulations of law

Article 39. Other unions

Company encourages its managers, employees becoming members of Vietnam Communist Party, Vietnam Communist Youth Union, Women's Union and other social unions, work unions which established under the provision of effective laws.

Company shall support and shall not prevent the operation of abovementioned organizations in the Company under the golden rule that such operations shall not cause any trouble to Company’s business activities.

XII. PROFIT DISTRIBUTION

Article 40. Dividends

1. As decided by the General Meeting of Shareholders and in accordance with Article 132 of Law on Enterprises, the dividend is sourced from the retained profit of the Company as ratified by the General Meeting of Shareholders basing on the proposal of the Board of Directors.

2. Under the Law on Enterprises, the Board of Directors may decide to pay or advance an interim dividend if it considers the payment consistent with the Company's profitability.

3. At most 6 months from the date of effect of the decision on paying dividend, the dividend

payment shall be exercised.

4. The Board of Directors may request the General Meeting of Shareholders to ratify the payment of all or a part of the dividend in another kind of assets (such as shares or bonds fully paid by Company or issued by another company) and the Board of Directors shall be the executing agency of this decision

5. The Company shall pay any cash dividend or other cash amount relating to a class of shares in Vietnamese dong, in cash or by transfer to the bank account registered by the shareholder with the Company. If the Company makes the transfer using the bank details supplied by the shareholder and the shareholder does not receive the funds, the Company bears no liability for the transferred amount. Dividends to shareholders who have deposited their shares with the Vietnam Securities Depository shall be paid through the Vietnam Securities Depository.

6. With the approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares are to receive dividends in ordinary shares instead of cash. The additional shares issued as dividends shall be recorded as fully paid, and their value must equal the cash dividend that the shareholder would otherwise receive.

7. Under the Law on Enterprises and the Law on Securities, the Board of Directors may adopt a resolution fixing a record date for entitlement. By reference to that date, shareholders or holders of other securities may attend the General Meeting of Shareholders, receive dividends, interest, profit distributions, shares or notices, or exercise other rights determined by the Board of Directors or the General Meeting of Shareholders. The record date may be on or before the date those rights are exercised. This provision does not affect the rights of either party to a transfer of the relevant shares or securities.

Article 41. Other issues in relation with profit distribution

Other issues in relation with the profit distribution are exercised in accordance with the laws and decision of the General Meeting of Shareholders.

XIII. BANK ACCOUNTS, RESERVES, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 42. Bank account

1. The Company shall open at least one bank account in Vietnamese banks or in foreign banks licensed to operate in Vietnam.

2. Under the prior approval of the competent authority, in case of necessity, the Company may open bank accounts in foreign countries according to the provisions of law

3. The Company shall conduct payments and transactions through bank accounts in VND or foreign currencies in the banks that the Company opens accounts. The Company can also conduct other transactions and payment methods as per decisions of the Board of Directors and/or General Director.

Article 43. Reserve to supplement Charter Capital and other funds

Each year, the Company may allocate part of its after-tax profits to a reserve to supplement the Charter Capital in accordance with the law. The annual allocation may not exceed 5% of the Company's annual after-tax profits and shall continue until the reserve reaches 10% of the Charter

Capital.

Pursuant to the actual conditions, annually, the Board of Directors can propose to the General Meeting of Shareholders to ratify the following extraction:

- The allowance and reward fund is capped at 10% of annually profit after taxes of the Company. The fund is used to settle the payments in relations with allowance and reward of managers, employees of the Company. General Director make proposal and the Board of Directors make approval in using the fund.
- The extraordinary reward fund is proposed by the Board of Directors and ratified by the General Meeting of Shareholders in the annual business plan of the Company.
- The investment and development fund may not exceed 10% of the Company's annual after-tax profits. The fund shall be used to expand investment and pursue other opportunities for the Company's long-term benefit. The Board of Directors shall decide how the fund is used.

Article 44. Financial Year

The Company's financial year begins on 1 January and ends on 31 December of the same year. The first financial year begins on the date of issue of the Business Registration Certificate and ends on the first 31 December following that date.

Article 45. Accounting system

1. The Company uses the Vietnamese Accounting System (VAS), or special accounting system approved by the Ministry of Finance

2. The Company shall make accounting journals in Vietnamese and retain accounting documents according to actual business operation of the Company. Such documents must be precise, updated, systematic and adequate to evince and elucidate the Company’s transactions

3. The Company shall perform auditing to the financial statements as prescribed in effective laws.

4. The accounting currency of the Company is Vietnam dong.

XIV. ANNUAL REPORTS, DISCLOSURE OBLIGATIONS AND PUBLIC ANNOUNCEMENTS

Article 46. Annual, half-yearly and quarterly reports

1. The Company shall prepare its annual financial statements and complete their audit within 90 days after the end of the financial year. The annual financial statements shall include a statement of operating results that fairly and objectively reflects the Company's profit or loss for the financial year, a balance sheet that fairly and objectively reflects the Company's operations up to the reporting date, a cash flow statement and notes to the financial statements. If the Company is a parent company, the annual financial statements shall also include a consolidated balance sheet reflecting the operations of the Company and its subsidiaries at the end of each financial year.

2. In case of being listed on Stock Exchange, the Company have to make biannual and quarterly statements as prescribed by Law on Securities.

3. Audited financial statement, quarterly statements, biannual statements of Company must be disclosure on Company's website.

Article 47. Disclosure and public announcements

The Company have to disclose the information in accordance with the laws. The annual financial statements, annual report and other supplement documents must be published and submitted to competent tax agencies and business registration office in accordance with the Law on Enterprises and Law on Securities.

XV. AUDIT OF THE COMPANY

Article 48. Audit

1. The annual General Meeting of Shareholders shall select one or more independent audit firms lawfully operating in Vietnam and qualified to audit the Company's financial statements. The General Meeting of Shareholders may delegate the selection of the audit firm to the Board of Directors.

2. The financial statements and their audit must be completed within the time limits prescribed by this Charter and applicable law. The audit results (audit letter) must be attached to the audited financial statements.

3. If the audit report on the Company's annual financial statements contains material qualifications, the public company may invite a representative of the independent audit firm to attend the annual General Meeting of Shareholders.

XVI. SEAL

Article 49. Seal

1. Seal is an asset of the Company, thus be crafted and used as per decided by the Board of Directors in accordance with the effective laws.

2. The Board of Directors and the Company's Legal Representative shall use and manage the seal in accordance with the Company's rules and applicable law.

XVII. SUBSIDIARIES, AFFILIATED COMPANIES

Article 50. Subsidiaries, affiliated companies

1. The Company is entitled to establish one or more subsidiaries from 100% of its capital or contributing in one or more other companies. Capital contribution in subsidiaries establishment or into other companies is decided by the Board of Directors or Legal Representative, respectively depending on the amount of contribution.

2. The Board of Directors may appoint representatives of the Company's capital interests in subsidiaries and affiliated companies. The Board of Directors may directly appoint managers and Executives of subsidiaries. For affiliated companies in which the Company holds at least 50% of the Charter Capital, the Board of Directors may instruct the Company's capital representatives to nominate and elect their Executives.

3. Each year, the Company's capital representatives in subsidiaries and affiliated companies

in which it holds at least 50% of the Charter Capital shall prepare financial statements in time for consolidation with the Company's financial statements and in accordance with applicable law.

XVIII. TERMINATION OF OPERATION AND LIQUIDATION

Article 51. Termination of operation

1. The Company may be dissolved or cease operations in any of the following cases:

a. Be adjudicated as bankruptcy by the court as prescribed by the law;

b. Be dissolved under the decisions of the General Meeting of Shareholders;

c. Other cases as prescribed by the law.

2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This decision on dissolution must be announced or approved by a competent authority (if required) as prescribed

Article 52. Deadlock among members of the Board of Directors and/or shareholders

Unless otherwise provided by applicable law, shareholders holding half of the outstanding shares entitled to vote in elections to the Board of Directors may petition a court for dissolution of the Company on one or more of the following grounds:

1. The members of the Board of Directors fail to agree in managing the operation of the Company and it leads to the Board of Directors can’t performed its works due to the lack of required votes.

2. The shareholders cannot agree with each other, so that, the required votes for election of members of Boards of Directors cannot reach.

3. There are internal conficts between two or more groups of shareholder, thus, dissolution of the Company will become better option for every shareholders.

Article 53. Liquidation

1. Following a decision to dissolve the Company, the Board of Directors shall establish a three-member Liquidation Committee. Two members shall be appointed from among the Company's shareholders, Managers or employees and one member from an independent audit firm. The Liquidation Committee shall prepare its operating rules. Members may be selected from among Company employees or independent experts. The Company shall pay all liquidation expenses in priority to its other debts.

2. The Liquidation Committee shall report its establishment date and the date it begins operations to the business registration authority. From that time, the Liquidation Committee shall represent the Company before courts and administrative authorities in all matters relating to its liquidation.

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

a. Liquidation costs;

b. Unpaid salaries, social insurance cost of employees;

c. Tax or tax-like payables that the Company have to pay to the State;

d. Loans (if any);

e. Other debts of the Company;

f. After paying all debts under Points (a) to (e) above, the remaining balance shall be distributed to shareholders, with priority given to preference shares.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 54. Settlement of internal disputes

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as stipulated in the Law on Enterprises, other laws, the Charter or regulations stipulating, between:

a. Shareholders and the Company; or

b. Shareholders with the Board of Directors, General Director and other executives;

The parties concerned shall endeavor to resolve the dispute through negotiation and mediation. Unless the dispute concerns the Board of Directors or its Chairperson, the Chairperson of the Board of Directors shall lead the dispute resolution process and require each party to present the relevant facts within 60 working days of the date on which the dispute arose. If the dispute concerns the Board of Directors or its Chairperson, any party may ask the Audit Committee to appoint an independent expert to act as arbitrator in the dispute resolution process.

2. If no settlement is reached within 60 days after mediation begins or if the parties do not accept the mediator's decision, any party may refer the dispute to arbitration or a competent Vietnamese court.

3. Each party shall pay their own costs related to the negotiation and reconciliation procedures. The payment of the costs of the court shall comply with the judgment of the court.

XX. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER

Article 55. Supplementation and amendment of the Charter

1. The General Meeting of Shareholders shall consider and decide on amendments and supplements to this Charter, except adjustments to the Charter Capital resulting from additional sales of new shares within the number authorized to be offered under a resolution of the General Meeting of Shareholders.

2. In case there are provisions of the law related to the Company's operations that have not been mentioned in this Charter or in case there are new provisions of law which are different from the provisions of this Charter, the provisions of such law shall prevail and adjust the operation of the Company

XXI. EFFECTIVENESS

Article 56. Repeal of previous charters

All previous charters of DNP Holding Joint Stock Company and any appendices amending or supplementing them that were previously signed and issued shall cease to have effect on the effective date of this Charter.

Article 57. Effective date

1. This Charter consists of 21 Chapters and 58 Articles. It takes effect on 19 November 2026.

2. This Charter is executed in three originals of equal effect and shall be kept at the Company's office.

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

Article 58. Signing the Charter

The General Director, as the Company's Legal Representative, signs and issues this Charter.

A copy of or extract from this Charter is valid only if signed by the Chairperson of the Board of Directors or the Company's Legal Representative.

LEGAL REPRESENTATIVE

GENERAL DIRECTOR

(signed)

TRỊNH KIÊN