CÔNG TY CỔ PHẦN ĐIỆN LỰC GELEX
M.S.D.N: 0107647109 - C.T.C.P
THÀNH PHỐ HÀ NỘI

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

DRAFT

CHARTER

ON THE ORGANIZATION AND OPERATION GELEX ELECTRICITY JOINT STOCK COMPANY

(Amended and supplemented according to Resolution of the 2026Annual General Meeting of Shareholders No. 02/2026/GE/NQ-DHDCD, dated April 08, 2026)

Hanoi, 08 April 2026

TABLE OF CONTENTS

CHAPTER I.

TERM DEFINITION IN THE CHARTER

Article 1. Term definition

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

a) *Charter capital* means the total par value of shares sold or subscribed for at the time of incorporation of the Joint Stock Company and as provided for in Article 6 of this Charter;

b) *Voting capital* means the share capital, the holder of which has the voting rights on matters within the competence of the General Meeting of Shareholders;

c) *Enterprise Law* means the Enterprise Law No. 59/2020/QH14, enacted by the 14th National Assembly of the Socialist Republic of Vietnam at its XIV session on June 17, 2020, and any amendments or supplements thereto;

d) *Securities Law* means the Securities Law No. 54/2019/QH14, enacted by the 14th National Assembly of the Socialist Republic of Vietnam at its 8th session on November 26, 2019, and any amendments or supplements thereto;

đ) *Viet Nam* is The Socialist Republic of Vietnam;

e) *The date of establishment* is August 29, 2016 on which the Company was issued the Enterprise Registration Certificate for the first time;

i) *The Company* is Gelex Electricity Joint Stock Company;

g) *A subsidiary* is any company in which the Company owns more than 50% (fifty percent) of the charter capital or the total number of common shares, or has the right to directly or indirectly appoint a majority or all of the members of the Board of Directors, General Director/Director of such company, or has the right to amend the Articles of Association of such company.

h) *An affiliate* is a company in which the Company directly or indirectly holds at least 20% of the voting rights but is not a subsidiary of the Company or in other cases as prescribed by relevant laws.

i) *The company's executives* are the General Director, Deputy General Directors, and Chief Accountant.

j) *Company management* includes the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Directors, and Chief Accountant.

k) *Related parties* are individuals or entities as defined in Clause 46, Article 4 of the Securities Law and Clause 23, Article 4 of the Enterprise Law.

l) *A shareholder* is an individual or organization that owns at least one share of the Company.

m) *A founding shareholder* is a shareholder who owns at least one common share and has signed the company's founding shareholder list.

o) *An independent member of the Board of Directors* is a member who meets the criteria and conditions as prescribed in Clause 2, Article 155 of the Enterprise Law;

p) *The term of operation i*s the duration of the Company's operation as stipulated in Article 2 of these Articles of Association and any extension thereof as approved by the Company's General Meeting of Shareholders;

q) *The stock exchange* means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to any provision or other document shall include any amendment, supplement or replacement thereof.

3. The headings (Articles and Sections of this Charter) are used for convenience only and shall not affect the meaning or interpretation of this Charter.

CHAPTER II.

NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS ADDRESS, TERM OF OPERATION AND SEAL OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices, business address andterm of operation of the company

1. The Company is a Joint Stock Company with legal personality in accordance with the current laws of Vietnam, established and governed by the Enterprise Law, the Securities Law, and other applicable laws of the Socialist Republic of Vietnam.
2. Company Name:
   - Company Name in Vietnamese: **CÔNG TY CỔ PHẦN ĐIỆN LỰC GELEX**
   - Company Name in foreign language: **GELEX ELECTRICITY JOINT STOCK COMPANY**
   - Abbreviation: **GELEX ELECTRIC., JSC**
3. Company headquarters:

   Headquarters Address: No. 52 Le Dai Hanh, Hai Ba TrungWard, Ha Noi City, Viet Nam.

   Tel: 024.73012344

   Email: ge@gelex-electric.com Website: Gelex-electric.com
4. The Company may establish or terminate branches and representative offices in accordance with the law.
5. Unless terminated earlier as provided for in these Articles of Association, the Company's term shall be perpetual from the date of incorporation.

Article 3. The Company seal

1. The seal may be a physical seal made by an engraving workshop or a digital signature as prescribed by the law on electronic transactions.
2. The Board of Directors shall decide the type, quantity, form, and content of the Company's seal, as well as that of its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with the law and the Company's regulations on the management and use of the seal.

CHAPTER III.

THE COMPANY BUSINESS OBJECTIVES AND OPERATION SCOPE

Article 4. The Company business lines and objectives

1. The Company business line:

No	BUSINESS LINE	CODE
1	Manufacture of plastic products	2220
2	Manufacture of metal structures	2511
3	Manufacture of other metal products not elsewhere classified	2599
4	Manufacture of communication equipment	2630
5	Manufacture of measuring, testing, navigating and controlling instruments	2651
6	Manufacture of electric motors, generators, transformers, electrical distribution and control equipment *Details: Production of special energy generation, distribution and transmission equipment, generators, switchboards and exchanges, relays and industrial controls.*	2710
7	Manufacture of various types of electrical conductors.	2733
8	Manufacture of household electrical appliances *Details: Production of small electrical appliances and household electrical appliances, household vacuum cleaners, household fans, household washing machines, household floor cleaning machines, ironing equipment, household cooking equipment, household refrigerators, freezers, other major household appliances without electricity, such as dishwashers, water heaters, garbage disposals. This group includes appliances powered by electricity, gas or other energy sources*	2750
9	Manufacture of other electrical equipment *Details: Manufacturing electrical equipment for industrial and agricultural use. Manufacturing single-phase and three-phase electrical measuring instruments (for both DC and AC currents) for low, medium,*	2790 (Main)

	and high voltage levels up to 500 kV.	
10	Repair, maintenance of machinery and equipment	3312
11	Repair, maintenance of electronic and optical equipment	3313
12	Repair, maintenance of Electronic equipment *Details: Manufacturing single-phase and three-phase electrical measuring instruments (for both DC and AC currents) for low, medium, and high voltage levels up to 220 kV.*	3314
13	Repair, maintenance of other equipment	3319
14	Installation of industrial machines and equipment	3320
15	Generation of electricity from non-renewable energy sources (*Excluding: Electricity generation from nuclear energy; national power transmission and system dispatching)*	3511
16	Generation of electricity from renewable energy sources *Excluding: Transmission and dispatch of the national power system*	3512
17	Transmission and distribution of electricity *Details:* - *Power generation activities* - *Wholesale electricity trading* - *Retail electricity trading* *Excluding: Transmission and dispatch of the national power system*	3513 (Articles 3, 6 and 7 of Decree No. 61/2025/NĐ-CP)
18	Electrical construction *Excluding: Construction and operation of multi-purpose hydropower plants and nuclear power plants of special socio-economic significance*	4221
19	Construction of water supply and drainage systems	4222
20	Construction of telecommunications and information systems	4223
21	Construction of hydraulic works Excluding: Construction and operation of multi-purpose hydropower	4291

	plants and nuclear power plants of special socio-economic significance	
22	Construction of mining works	4292
23	Construction of processing and manufacturing facilities	4293
24	Electrical system installation	4321
25	Installation of other construction systems	4329
26	Wholesale of other home appliances *Details: Wholesale of household electrical appliances, lamps and lighting equipment.* *Excluding: Exercising the right to export, import, and distribute goods listed in the catalog of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, import, and distribute.*	4649
27	Wholesale of electronic and telecommunications equipment and parts *Excluding: Exercising the right to export, import, and distribute goods listed in the catalog of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, import, and distribute.*	4652
28	Wholesale of other machinery, equipment and spare parts *Details:* - *Wholesale of office machinery and equipment, except computers and peripheral equipment;* - *Wholesale of office furniture;* - *Wholesale of transportation equipment except automobiles, motorcycles, bicycles;* - *Wholesale of industrial robots;* - *Wholesale of electrical wiring, switches and other installation equipment for industrial use;* - *Wholesale of other electrical equipment such as electric motors, transformers;* - *Wholesale of machine tools for working all materials;* - *Wholesale of other machinery and equipment not elsewhere classified for industrial, commercial, marine and other services;* - *Wholesale of computer numerically controlled machine tools;*	4659

	- *Wholesale of computer controlled machinery for the textile and clothing industry;* - *Wholesale of measuring instruments and equipment.* *Excluding: Exercising the right to export, import, and distribute goods listed in the catalog of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, import, and distribute.*	
29	Wholesale of solid, liquid, and gaseous fuels and related products. *Excluding crude oil and refined petroleum products*.	4671
30	Wholesale of metals and metal ores. *Details:* - *Wholesale of iron ores and non-ferrous metal ores;* - *Wholesale of iron, steel and non-ferrous metals in primary forms;* - *Wholesale of iron, steel, and non-ferrous metal products. (Excluding buying and selling gold bullion, precious metals)*	4672
31	Wholesale trade of other specialized products, not elsewhere classified *Details:* - *Wholesale of industrial chemicals such as aniline, printing ink, essential oils, industrial gases, adhesives, dyes, synthetic resins, methanol, paraffin, fragrances and flavors, soda, industrial salts, acids, and sulfur;* - *Wholesale of primary plastics;* - *Wholesale of rubber;* - *Wholesale of textile fibers...;* *Excluding: Exercising the right to export, import, and distribute goods listed in the catalog of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, import, and distribute.*	4679
32	Retail sale of household appliances, furniture, lamps and lighting equipment, and other household goods not elsewhere classified *Details:* *Retail specializing in the following items:* - *Retail sale of furniture, beds, tables, chairs, and similar household furnishings;* - *Retail sale of lamps and lighting equipment;* - *Retail sale of household utensils and cutlery; pottery, porcelain and glassware;*	4759

	- *Retail sale of products of wood, wicker, bamboo, rattan, cane or similar materials;* - *Retail sale of household appliances;* - *Retail sale of musical instruments;* - *Retail sale of security systems, such as locks and safes, without installation or maintenance services.* *Excluding: Exercising the right to export, import, and distribute goods listed in the catalog of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, import, and distribute.*	
33	- Retail intermediary service activities	4790
34	Information technology infrastructure, data processing and storage and related activities. *Excluding: Provision of leased information infrastructure; Information security testing and evaluation services.*	6310
35	Other Information services Not Elsewhere Classified. *Details:* - *Telephone-based information services;* - *Information retrieval services under contract or on a fee basis.* *Excluding: Information security testing and evaluation services*.	6399
36	Architectural and related engineering consulting activities *Details:* - *Construction planning and design: As stipulated in Clause 7, Article 1 of Decree 100/2018/ND-CP amending, supplementing, and abolishing some regulations on conditions for business investment in the field under the management of the Ministry of Construction;* - *Construction planning and design:(Clause 8, Article 1 of Decree 100/2018/ND-CP amending, supplementing, and abolishing some regulations on conditions for business investment in the field under the management of the Ministry of Construction), including;* *+ Architectural design;* *+ Structural design for civil and industrial works;* *+ Mechanical and electrical system design;*	7110

	+ Water supply and drainage system design; *+ Transportation infrastructure design and construction; Agricultural and rural infrastructure design and construction; Civil engineering design and construction;* *- Construction planning and design:(Clause 9, Article 1 of Decree 100/2018/ND-CP amending, supplementing, and abolishing some regulations on conditions for business investment in the field under the management of the Ministry of Construction);* *- Procurement consulting (Decree 63/2014/ND-CP detailing the implementation of a number of articles of the Investment Law on contractor selection);* *- Project management (Clause 9, Article 1 of Decree 100/2018/ND-CP amending, supplementing, and abolishing some regulations on conditions for business investment in the field under the management of the Ministry of Construction).*	

2. Company Objectives

The Company's objectives are to maximize profits and enhance shareholder value, provide stable employment, increase returns to shareholders, contribute to state budget, and foster the Company's sustainable growth and development.

Article 5. The Company business and operation scope.

1. The Company is authorized to conduct any business that is not prohibited by law. The Company's business lines are specified in these Articles of Association and are published on the National Business Registration Portal.

2. The General Meeting of Shareholders shall decide on any change or expansion of the Company's business scope in accordance with the law.

CHAPTER IV.

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital

The company's charter capital is: **3.659.999.560.000 VND** (*In words: Three trillion six hundred fifty-nine billion nine hundred ninety-nine million five hundred sixty thousand Vietnamese Dong).*

Number of shares: **365.999.956 shares** (*In words: Three hundred sixty-five million nine hundred ninety-nine thousand nine hundred fifty-six shares*)
Share type: Common shares.

Par value per share: 10,000 VND/share *(In words: Ten thousand Vietnamese Dong per share).*

Article 7. Capital contribution ratio of the Company's founding shareholders

1. The capital contribution ratios of the founding shareholders of the Company are as follows:

GELEX GROUP JOINT STOCK COMPANY	Contributes VND 2,779,947,200,000, equivalent to 277,994,720 shares, accounting for 79.95% of the Company's charter capital.
Mr. Pham Minh Hieu	Contributes VND 26,400,000, equivalent to 2,640 shares, accounting for 0.001% of the Company's charter capital.
Ms. Tong Thi Phuong Dung	Contributes VND 26,400,000, equivalent to 2,640 shares, accounting for 0.001% of the Company's charter capital.

2. The Company's charter capital may be contributed in the form of cash, freely convertible foreign currency, gold, land use rights, intellectual property rights, technology, know-how, and other assets as permitted by law at the time.

Article 8. Increase and decrease of the charter capital

1. The Company may amend its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

2. The Company may offer shares to increase its charter capital in the following forms: offering shares to existing shareholders, private placement, public offering, and other forms as permitted by law at the time.

3. The Company may reduce its charter capital in the following cases:

   a. Upon a resolution of the General Meeting of Shareholders, the Company shall return a portion of the contributed capital to shareholders in proportion to their shareholdings in the Company if the Company has been operating continuously for more than two years from the date of business registration and ensures that all debts and other liabilities are fully paid after the repayment to shareholders;

   b. The Company purchases issued shares as prescribed in Articles 132 and 133 of the Enterprise Law;

   c. The charter capital is not fully and timely paid by shareholders as prescribed in Article 113 of the Enterprise Law.

Article 9. Information of the Company's founding shareholders

1. Gelex Group Joint Stock Company

- Business Registration Certificate No. 0100100512, issued by the Business Registration

Office, Hanoi Department of Planning and Investment, and subject to subsequent amendments;

- Headquarters Address: No. 52 Le Dai Hanh, Hai Ba Trung Ward, Ha Noi City, Viet Nam;

2. Mr. Pham Minh Hieu

- Nationality: Vietnamese
- Address: No 91 Hang Bac, Hoan Kiem ward, Ha Noi City, Viet Nam;

3. Ms. Tong Thi Phuong Dung

- Nationality: Vietnamese
- Address: 124 Ngo Quyen, Ha Dong ward, Ha Noi City, Viet Nam;

Article 10. Type of shares

1. The Company shall have common shares. The holders of common shares shall be common shareholders.
2. Common shares shall be offered first to existing shareholders in proportion to their respective holdings of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any remaining unsubscribed shares shall be disposed of as determined by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons, provided that the terms and conditions are not less favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise or in the case of shares sold through a securities exchange by auction.
3. The Company may issue preferred shares. Holders of preferred shares are known as preferred shareholders. Preferred shares include:
   a. Voting preferred shares;
   b. Dividend preferred shares;
   c. Redeemable preferred shares.
   d. Other preferred shares as stipulated in the Company's Charter and securities laws.
4. Only organizations authorized by the Government and founding shareholders are entitled to hold preferred voting shares. Voting privileges of founding shareholders shall be valid for a period of three years from the date the Company is granted a Business Registration Certificate. After that period, the preferential voting shares of the founding shareholders shall be converted into ordinary shares.
5. The persons entitled to purchase preferential dividend shares, redeemable preference shares, and other preference shares shall be as prescribed in the Company's Charter or as determined by the General Meeting of Shareholders.

6. Each share of the same class grants its holder equal rights, obligations, and benefits.
7. Common shares cannot be converted into preferred shares. Preferred shares can be converted into common shares pursuant to a resolution of the General Meeting of Shareholders.
8. The Company may purchase shares previously issued by the Company in the manner prescribed by these Articles of Association and applicable law.
9. The Company may issue other types of securities as prescribed by law.

Article 11. Stocks

1. Shareholders of the Company may be issued shares corresponding to the number and type of shares held in accordance with the law and these Articles of Association.
2. Shares are certificates issued by the Company or book entries or electronic data confirming the ownership of one or more shares of the Company. Shares may be registered or bearer. Shares must contain the main contents as prescribed in Clause 1, Article 121 of the Enterprise Law, specifically including the following contents:
   a. The Company’s name and Headquarters Address;
   b. The Enterprise Code
   c. Number of shares and type of shares
   d. The par value of each share and the total par value of the shares stated on the share certificate:
   e. The full name, contact address, nationality, ID card number, Citizen ID, Passport, or other legal personal verification of the shareholder who is an individual; the name, address of the head office, the decision number of establishment or business registration code of the shareholder who is an organization;
   f. The signature of the Legal Representative and the seal of the Company;
   g. Registration number in the company's shareholder registry and the date of share issuance;
   h. Other contents as prescribed in Articles 116, 117 and 118 of the Enterprise Law for preferred shares.
3. In case of errors in the content and form of shares issued by the Company, the rights and interests of the shareholder shall not be affected. The legal representative of the Company shall be jointly and severally liable for any damages caused by such errors to the Company.
4. Within a period of 03 (three) months from the date of complete submission of the application for the transfer of share ownership as prescribed by the Company or from the date of full payment for the purchased shares as prescribed in the Company's share issuance plan or other term as prescribed in the issuance regulations, the shareholder may be issued shares.

Shareholders are not required to pay the company for the cost of printing shares.

5. In the event that shares are lost, destroyed, or damaged in any other manner, shareholders are entitled to a replacement from the company upon request. The shareholder's request must include the following information:

   a. Details of the shares that have been lost, damaged, or destroyed

   b. The shareholder shall be liable for any disputes arising from the issuance of replacement shares

      The shareholder shall bear pay the Company all related costs

   The replacement shares shall only reflect the number of shares held by the shareholder at the time of issuance and shall supersede all previously issued shares. For the avoidance of doubt, upon the reissuance of shares to a shareholder in such circumstances by the Company, all previously issued shares held by such shareholder shall be deemed to be cancelled in their entirety.

   A shareholder requesting the reissuance of shares in such circumstances shall be liable for the information provided to the Company and shall bear full responsibility for any issue, conflict of interest or dispute between the Shareholder and any third party arising out of or in connection with the cancellation of such shares; and the shareholder shall indemnify the Company against all losses, damages, costs, charges and expenses arising out of or in connection with any such issue, conflict of interest or dispute

6. The provisions of this Article regarding the issuance of shares shall not apply to shares of the Company listed and traded on a securities trading system that are centrally deposited at the Vietnam Securities Depository and that the shareholder has registered for deposit with a legal depository member in Vietnam.

Article 12. Shareholder Register

1. The company must establish and maintain a share register from the date of issuance of its business registration certificate. The share register may be in paper form, electronic data, or both, recording the ownership of shares of the company's shareholders.

2. The shareholder register must include the following principal contents:

   a. The Company's name and Headquarters Address;

   b. Total number of shares authorized for issuance, type of shares authorized for issuance, and number of shares authorized for issuance of each type;

   c. Total number of shares issued of each type and total amount of contributed equity.

   d. The full name, contact address, nationality, ID card number, Citizen ID, Passport, or other legal personal verification of the shareholder who is an individual; the name, Enterprise Code or the decision number of establishment or business registration code, headquarters

Address of the shareholder who is an organization;

e. The number of shares of each type held by each shareholder and the date of registration of the shares.

3. The Company's share register or Securities Holder List (or equivalent document) is maintained by Vietnam Securities Depository and Clearing Corporation (VSDC). Shareholders have the right to inspect, search, extract, and copy their own name and contact information in the share register during the Company's or VSDC's business hours.

4. In the event that a shareholder changes their registered information, they must promptly notify the Company so that the information can be updated or adjusted in the share register or Securities Holder List (or equivalent document) of the Company at VSDC. The Company shall not be held liable for any failure to contact a shareholder due to the shareholder's failure to notify the Company of a change of address.

Article 13. Voting preference shares and voting rights of preference shareholders

1. Voting preferred shares are shares that carry more voting rights than common shares. The number of votes attached to each voting preferred share is as specified in the Company's Articles of Association.

2. Shareholders holding voting preferred shares have the following rights:

a. To vote on matters within the competence of the General Meeting of Shareholders with the number of votes as prescribed in Clause 1 of this Article;

b. Other rights as common shareholders, except as provided in Clause 3 of this Article.

3. Shareholders holding preferred voting shares may not transfer such shares to others, except in cases of transfer pursuant to a legally effective judgment or decision of a court or by inheritance.

Article 14. Dividend preferred shares and rights of shareholders owning preferred shares

1. Dividend preferred shares are shares that are paid dividends at a higher rate than the dividend rate of common shares or at a fixed annual rate. Annual dividends consist of a fixed dividend and a bonus dividend. The fixed dividend is independent of the Company's business results. The specific fixed dividend rate and the method for determining the bonus dividend are stated on the preferred dividend shares.

2. Shareholders holding dividend preferred shares have the following rights:

a. To receive dividends at the rate specified in Clause 1 of this Article;

b. To receive the remaining assets in proportion to their shareholding in the Company after the Company has paid off all debts, and to have their preferred shares redeemed when the Company is dissolved or bankrupt;

c. Other rights as common shareholders, except as provided in Clause 3 of this Article.

3. Shareholders holding preferred shares with dividend preference shall have no voting rights, no right to attend the General Meeting of Shareholders, and no right to nominate members of the Board of Directors or the Board of Supervisors, except as provided for in Clause 6, Article 148 of the Enterprise Law.

Article 15. Redeemable preference shares and rights of redeemable preference shareholders

1. Redeemable preferred shares are shares that the Company shall repurchase at the request of the shareholder or in accordance with the terms and conditions specified in the share certificate.

2. Holders of redeemable preferred shares shall have the same rights as common shareholders, except as otherwise provided in clause 3 of this Article.

3. Shareholders holding redeemable preferred shares shall have no voting rights, no right to attend the General Meeting of Shareholders, and no right to nominate members of the Board of Directors or the Board of Supervisor.

Article 16. Common shares of founding shareholders

1. The founding shareholders shall jointly subscribe for at least 20% of the total number of common shares offered for sale at the time of business registration and shall pay in full for the subscribed shares within ninety (90) days from the date on which the Company is granted a Business Registration Certificate.

2. Within ninety (90) days from the date on which it is granted a Business Registration Certificate, the Company shall notify the business registration authority of the capital contribution. The notice must include the following principal contents:

   a. Name and address of the headquarters, No and date of issue of the headquarters Enterprise Registration Certificate;

   b. Total number of common shares authorized for offering, number of common shares subscribed by the founding shareholders;

   c. For individual founding shareholders: full name, contact address, nationality, Citizen Identification Card number, Identity Card number, Passport number, or other valid personal identification; for organizational founding shareholders: name, registered address, nationality, enterprise code or business registration number, head office; the number of shares subscribed, the number of shares and the value of shares paid, and the type of assets contributed as share capital by each founding shareholder.

   d. Total number of shares and the value of paid-up shares of the founding shareholders;

   e. Full name and signature of the Legal Representative of the Company.

   The legal representative of the Company shall be personally liable for any damages caused to the Company or to third parties due to any delay in notification or any untrue, inaccurate, or incomplete notification.

3. In the event that a founding shareholder fails to fully pay for the subscribed shares, the unsubscribed shares of such founding shareholder shall be disposed of in one of the following manners:

   a. The remaining founding shareholders shall subscribe for the remaining shares in proportion to their respective shareholdings in the Company;

   b. One or more founding shareholders have fully subscribed for their shares;

   c. Other persons who are not founding shareholders have fully subscribed for the remaining shares; such subscribers shall automatically become founding shareholders of the Company. In this case, founding shareholders who have not yet subscribed for their shares as registered shall cease to be shareholders of the Company.

   Suppose the founders have not contributed the full amount of registered shares. In that case, they shall be jointly and severally liable for the debts and other liabilities of the Company to the extent of the value of the uncontributed shares.

4. If the founders do not subscribe for all of the offered shares, the remaining shares must be offered for sale and sold within three years from the date the Company is granted a Business Registration Certificate.

5. Within three years from the date the Company is granted a Business Registration Certificate, the founders shall have the right to transfer their shares to other founders freely and may only transfer their common shares to persons who are not founders with the approval of the General Meeting of Shareholders. In this case, the shareholder intending to transfer the shares shall not have the right to vote on the transfer of such shares.

6. Restrictions on common shares held by founding shareholders shall be removed after a period of three years from the date on which the Company is granted a Business Registration Certificate. The limitations of this provision shall not apply to shares acquired by founding shareholders after the incorporation of the company and shares transferred by founding shareholders to persons who are not founding shareholders of the Company.

Article 17. Sale and transfer of shares

1. The Board of Directors shall decide the timing, method, and price of share sales. The selling price of shares shall not be lower than the market price at the time of offering or the book value of the shares at the most recent valuation, except in the following cases

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

   b. Shares sold to all shareholders in proportion to their existing shareholdings in the Company;

c. Shares sold to brokers or underwriters. In this case, the specific discount or discount rate must be approved by the General Meeting of Shareholders;

d. Other cases and the discount levels in those cases shall be determined by the Company's General Meeting of Shareholders.

2. A rights issue to existing shareholders is a case where the Company issues additional shares and is entitled to offer and sell such shares to all shareholders in proportion to their existing shareholdings in the Company. The procedure for offering shares to existing shareholders shall comply with the provisions of the Securities Law and other relevant laws.

3. Shares shall be freely transferable, except as provided in Clause 3, Article 120 of the Enterprise Law. The transfer shall be executed by a contract in the usual manner or through a transaction on the securities market when the Company is listed or registered for trading. In the case of transfer by contract, the transfer document must be signed by the transferor and the transferee or their authorized representatives. The transferor shall remain the owner of the relevant shares until the name of the transferee is registered in the share register. In the case of transfer through a securities market transaction, the procedures and the recording of ownership shall be carried out in accordance with the provisions of securities law.

4. In the event of the death of an individual shareholder, the heir(s) under the will or by law of such shareholder shall become a shareholder of the Company.

5. In the case where there is no heir, or the heir(s) refuse to inherit or are deprived of the right to inherit the shares of a deceased individual shareholder, such shares shall be disposed of in accordance with the provisions of the civil law.

6. A shareholder has the right to donate a part or all of their shares in the Company to another person; and to use their shares to settle debts. In this case, the recipient of a gift of shares or the party receiving a debt settlement in shares shall become a shareholder of the Company.

7. In the event a shareholder transfers some shares, the old shares shall be cancelled and, upon the shareholder's request, the Company shall issue new shares to reflect the transferred shares and the remaining shares. The provisions of this Clause shall not apply to shares of the Company listed or traded on a centralized securities market and where shareholders have registered their shares for custody in a securities custody account opened at a legal securities depository member in Vietnam.

8. The recipient of shares as provided for in this Clause shall only become a shareholder of the Company from the time at which their information as prescribed in Clause 2, Article 122 of the Enterprise Law is fully recorded in the share register. The provisions of this Clause shall not apply to shares of the Company listed or traded on a centralized securities market and where shareholders have registered their shares for custody in a custody account opened at a legal securities depository member in Vietnam.

9. Shares that have not been fully paid up shall not be transferred and shall not be entitled to

related rights such as the right to dividends, the right to receive shares issued to increase the company's equity, the right to subscribe for newly issued shares, and other rights as prescribed by law.

Article 18. Issuance of bond

1. The Company has the right to issue bonds, convertible bonds, and other types of bonds in accordance with the law.
2. The issuance conditions, the authority to approve the bond issuance plan of the Company, and other related matters shall be governed by the provisions of these Articles of Association and the relevant laws on corporate bond issuance.
3. In the event the Company issues convertible bonds into shares, the procedures shall be carried out in accordance with the Securities Law and other relevant laws. The Company shall register the change in charter capital within 10 days from the date of completion of the conversion of bonds into shares.

Article 19. Purchase of shares and bonds

Unless otherwise provided by laws governing the Company's operations, shares and bonds of the Company may be purchased with Vietnamese Dong, freely convertible foreign currencies, gold, the value of land use rights, the value of intellectual property rights, technology, technical know-how, and other assets as prescribed in the Company's Charter and must be paid in full at one time.

Article 20. Purchase of Shares at the Shareholders' Request

1. A shareholder who votes against a resolution on the reorganization of the Company or a change in the rights or obligations of shareholders as stipulated in the Company's Charter shall have the right to request the Company to purchase their shares. Such a request must be made in writing, stating the shareholder's name, address, the number of shares of each class, the proposed selling price, and the reason for the request. The request must be submitted to the Company within ten days from the date on which the General Meeting of Shareholders approves the resolution on the matters stipulated in this Clause.
2. The company shall repurchase shares at the request of a shareholder as prescribed in Clause 1 of this Article at market price or at a price determined in accordance with the principles stipulated in the Company's Charter within ninety days from the date of receipt of the request. In case the parties cannot agree on the price, they may request a professional valuation organization to conduct a valuation. The company shall introduce at least three professional valuation organizations for the shareholder to choose from, and such choice shall be final. The shareholder shall bear the costs associated with the aforementioned valuation.

Article 21. Purchase of Shares at the Company's Decision

The Company has the right to repurchase up to 30% of the total number of common shares issued, or a portion or all of the dividend preferred shares issued, in accordance with the following provisions:

1. The Board of Directors has the authority to decide to repurchase up to 10% of the total number of shares of each class offered within a 12-month period. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders;
2. The Board of Directors shall 1 determine the purchase price of the shares. For common shares, the purchase price shall not exceed the market price at the time of purchase, except as provided in Clause 3 of this Article. For other types of shares, unless otherwise agreed upon by the Company and the relevant shareholder, the purchase price shall not be lower than the market price;
3. The Company may purchase shares from individual shareholders in proportion to their shareholdings in the Company in accordance with the following procedures:
   a. The Company's decision to repurchase shares shall be notified by a method that ensures it reaches all shareholders within 30 days from the date on which such decision is adopted. The notice shall include the Company's name, registered office address, the total number and type of shares to be repurchased, the purchase price or the pricing principles for the repurchase, the procedures and deadline for payment, and the procedures and deadline for shareholders to offer their shares to the Company.
   b. Shareholders agreeing to sell back their shares must send a written notice of their agreement to sell their shares by a method ensuring delivery to the Company within 30 days from the date of the notice. Such notice must contain the full name, contact address, personal legal document number of an individual shareholder; the name, enterprise code or organization 's personal legal document number and head office address of an organizational shareholder; the number of shares owned and the number of shares agreed to be sold; the method of payment; and the signature of the shareholder or the legal representative of the shareholder. The Company may only repurchase the shares within the above-mentioned period.

Article 22. Payment Terms and Handling of Purchased Shares

1. The Company may only pay for the repurchased shares to shareholders as prescribed under Articles 132 and 133 of the Enterprise Law if, immediately after full payment for the repurchased shares, the Company is still able to ensure full payment of all debts and other property obligations.
2. The repurchased shares as prescribed under Articles 132 and 133 of the Enterprise Law shall be considered as unissued shares as prescribed under Clause 4 Article 112 of the Enterprise Law. The Company must register a reduction in its charter capital corresponding to the total par value of the repurchased shares within 10 days from the date of completion of the share repurchase payment, unless otherwise provided by securities law.

3. Shares confirming the ownership of repurchased shares shall be destroyed immediately upon full payment for the corresponding shares. The Chairman of the Board of Directors and the General Director shall be jointly and severally liable for any damages caused by the failure to destroy or the delay in destroying the shares.
4. After full payment for the repurchased shares, if the total value of the assets recorded in the Company's accounting books decreases by more than 10%, the Company shall notify all creditors within 15 days from the date of full payment for the repurchased shares.

Article 23. Dividend Payment

1. Dividends on preferred shares shall be paid in accordance with the specific terms and conditions applicable to each class of preferred shares.
2. Dividends on common shares shall be determined based on the net profit earned and the amount of dividends to be paid from the Company's retained earnings. A joint stock company may only pay dividends to shareholders when the following conditions are met:
   a. The Company has fulfilled its tax obligations and other financial obligations as prescribed by law;
   b. The Company has set up the required company funds and fully covered any previous losses as stipulated by law.
   c. Immediately after the full payment of the declared dividends, the Company must ensure the full payment of all due debts and other property obligations.

   Dividends may be paid in cash, in shares of the Company or in other assets as stipulated in the Company's Charter. If paid in cash, the payment must be made in Vietnamese Dong and in accordance with the payment methods prescribed by law.

   Dividends must be paid in full within six months from the end of the annual general meeting of shareholders.
3. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend amount per share, the payment deadline, and the payment method at least 30 days prior to each dividend payment.
4. If a shareholder transfers their shares between the end of the shareholder list compilation and the dividend payment date, the transferor shall be the recipient of the dividend from the Company.
5. In the case of dividend payment in shares, the Company shall carry out the procedures for issuing shares to pay dividends to shareholders in accordance with securities law. The Company must register an increase in its charter capital corresponding to the total par value of the shares used to pay dividends within 10 days from the date of completion of the dividend payment.

Article 24. Recovery of Payment for Purchased Shares or Dividends

In the event that the repurchased shares are paid for in violation of Clause 1, Article 134 of the Enterprise Law or dividends are paid in violation of this Charter, shareholders shall return to the Company the amount of money or other assets received; in the event that shareholders are unable to return the amount to the Company, all members of the Board of Directors shall be jointly and severally liable for the Company's debts and other liabilities to the extent of the value of the amount of money or assets paid to the shareholders that have not been recovered.

CHAPTER V.

ORGANIZATION STRUCTURE, MANAGEMENT AND CONTROL

Article 25. Organization structure, management and control

Organization structure, management and control of the Company includes:

1. General meeting of shareholders,
2. Board of directors,
3. Board of Supervisors, and
4. General director

Article 26. The Company's Legal Representative

1. The Company has one (1) legal representative. General Director is the Legal Representative of the Company.
2. The legal representative of the Company is an individual who represents the company in exercising the rights and obligations arising from the company's transactions, and represents the company as a claimant, defendant, or party with interests or obligations in civil proceedings before an Arbitration Tribunal or Court, and other rights and obligations as prescribed by law.
3. The legal representative of the Company must reside in Vietnam and, when leaving Vietnam, must authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the legal representative. In this case, the legal representative shall remain liable for the exercise of the authorized rights and obligations.
4. If the authorized period expires and the company's legal representative has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the company's legal representative within the scope of the authorization until the company's legal representative returns to work at the company or until the Board of Directors decides to appoint another person as the company's legal representative.
5. If the company's legal representative is absent from Vietnam for more than 30 (thirty) days

without authorizing another person to exercise the rights and duties of the company's legal representative, or if the legal representative dies, goes missing, is being prosecuted, is under arrest, is serving a prison sentence, is subject to administrative sanctions at a compulsory rehabilitation facility, a compulsory education facility, is limited or has lost civil capacity, has difficulty in understanding or controlling their behavior, or is prohibited by the court from holding a position, practicing a profession, or doing a certain job, the Board of Directors shall appoint another person as the legal representative of the company.

Article 27. Obligations of the Company Manager

1. Members of the Board of Directors, the General Director, and other managers shall have the following obligations:

   a. To exercise the rights and perform the duties assigned in accordance with the provisions of the Enterprise Law, relevant laws, the Company's Charter, and resolutions of the General Meeting of Shareholders;

   b. To exercise the rights and perform the duties assigned honestly, diligently, and to the best of their ability to ensure the maximum legitimate interests of the Company and its shareholders;

   c. To be loyal to the interests of the Company and its shareholders; not to abuse their position, duties, and to use the Company's information, know-how, business opportunities, and other assets for personal gain or to serve the interests of other organizations or individuals;

   d. To promptly, fully and accurately notify the Company of the contents stipulated in Clause 2, Article 164 of the Enterprise Law;

   e. Other responsibilities as prescribed by the Enterprise Law and the Company's Charter.

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

CHAPTER VI.

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 28. Rights of Common Shareholders

1. Common shareholders have the following rights:

   a. To attend and speak at general meetings of shareholders and exercise voting rights directly or through authorized representatives or in other forms as prescribed by the Company's Charter, law, and in accordance with the Company's implementation conditions; each common share has one vote;

The English version of this Charter is provided for informational purposes only. In the event of any discrepancy between the English version and the Vietnamese version, the Vietnamese version of the Charter shall prevail.

b. To receive dividends at the level decided by the General Meeting of Shareholders;

c. To have the preferential right to purchase newly offered shares in proportion to the number of common shares held by each shareholder in the Company;

d. To freely transfer their shares to others, except as provided for in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law and other relevant laws;

e. To review, search, and extract information about their own name and contact information in the Shareholder Register and to request the correction of any inaccurate information;

f. To review, search, extract, or copy the Company's Articles of Association, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g. Upon dissolution or bankruptcy of the Company, shareholders shall be entitled to receive a portion of the remaining assets in proportion to their shareholding after the Company has settled all debts (including obligations to the State, taxes, and fees) and paid shareholders holding other classes of preferred shares as prescribed by law;

h. Other rights as prescribed by law and by these Articles of Association.

2. Shareholders or a group of shareholders holding 5% or more of the total number of common shares shall have the following rights;

   a. To review, search, and extract minutes and resolutions of the Board of Directors, interim and annual financial statements, contracts, transactions that must be approved by the Board of Directors, and other documents related to the Company's trade secrets and business secrets;

   b. To request the convening of a General Meeting of Shareholders in the cases prescribed in Clause 3 of this Article;

   c. To request the Supervisor Board to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be made in writing and must include: full name, contact address, nationality, and <u>personal legal document number </u>for individual shareholders; name, registered office address, nationality, and <u>Enterprise code or the organization's legal document number</u> for organizational shareholders; the number of shares and the date of registration of shares for each shareholder, the total number of shares held by the group of shareholders and the ownership ratio in the total number of shares of the Company; the matter to be verified and the purpose of the verification;

   d. Other rights as prescribed by law and by these Articles of Association.

3. A shareholder or a group of shareholders as prescribed in Clause 2 of this Article shall have the right to request a General Meeting of Shareholders to be convened in the following cases:

a. Board of Directors has seriously violated the rights of shareholders, the duties of a manager, or has made decisions beyond its authorized powers;

b. The term of Board of Directors has exceeded six months without a new Board of Management being elected.

The request must be made in writing and must include: full name, contact address, and personal legal document number for individual shareholders; name, Enterprise code, or the organization 's legal document number, headquarters address for organizational shareholders; the number of shares and the date of registration of shares for each shareholder, the total number of shares held by the group of shareholders and the ownership ratio in the total number of shares of the Company; basis and reasons for requesting to convene a meeting of the General Meeting of Shareholders. Attached to the convocation request, there must be documents and evidence of the Board of Directors' violations, the extent of such violations, or decisions exceeding their authority. The shareholder or group of shareholders shall be fully liable before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority in requesting the convening of a General Meeting of Shareholders.

4. Shareholders or groups of shareholders holding 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors and the Board of Supervisors in accordance with the following regulations:

a. Common shareholders have the right to pool their voting rights to nominate candidates for the Board of Directors, specifically as follows:

- A shareholder or group of shareholders holding 10% of the total voting shares shall have the right to nominate one (01) candidate;
- A shareholder or group of shareholders holding more than 10% but less than 30% of the total voting shares shall have the right to nominate up to two (02) candidates;
- A shareholder or group of shareholders holding from 30% to less than 40% of the total voting shares shall have the right to nominate up to (03) candidate;
- A shareholder or group of shareholders holding from 40% to less than 50% of the total voting shares shall have the right to nominate up to (04) candidate;
- A shareholder or a group of shareholders holding 50% or more of the total voting shares shall have the right to nominate a maximum of five (05) candidates, or a maximum number of candidates equal to the number of members of the Board of Directors to be elected.

b. Common shareholders have the right to pool their voting rights to nominate candidates for the Board of Supervisors, specifically as follows:

- A shareholder or group of shareholders holding 10% but less than 30% of the total voting shares shall have the right to nominate one (01) candidate;

- A shareholder or group of shareholders holding from 30% but less than 50% of the total voting shares shall have the right to nominate up to two (02) candidates;
- A shareholder or a group of shareholders holding 50% or more of the total voting shares shall have the right to nominate a maximum of three (03) candidates or a maximum number of candidates equal to the number of members of the Board of Supervisors to be elected.

If the total number of candidates for the Board of Directors and the Board of Supervisors nominated or self-nominated is still insufficient, the incumbent Board of Directors and the incumbent Board of Supervisors may nominate additional candidates or appoint nominating organizations as prescribed in the Company's Charter, the Company's Internal Governance Regulations, and the Board of Supervisors' Operating Regulations. Any nomination of candidates for the Board of Directors or the Board of Supervisors by the incumbent Board of Directors or the incumbent Board of Supervisors must be clearly announced prior to the General Meeting of Shareholders voting to elect members of the Board of Directors or the Board of Supervisors as prescribed by law.

5. An organization that is a shareholder owning at least 10% of the total outstanding common shares of the Company is entitled to authorize up to 5 proxy representatives as prescribed in Clauses 1, 3, 4, and 5 of Article 14 of the Enterprise Law.

Article 29. Obligations of Shareholders

1. To pay in full and on time for the committed shares.
2. No shareholder shall withdraw, in any form, the common shares contributed to the Company’s capital, except in cases where the shares are purchased by the Company or another party. In the event a shareholder withdraws, in part or in full, their contributed common shares in violation of this provision, such shareholder and any related party of the Company shall be jointly and severally liable for the Company’s debts and other liabilities to the extent of the value of the withdrawn shares and for any resulting damages.
3. To comply with the Company's Charter and Internal Management Regulations.
4. To implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential all information provided by the Company as prescribed in the Company's Charter and the law; to use the provided information only to exercise and protect one's lawful rights and interests; strictly prohibit the dissemination or copying, sending of information provided by the Company to other organizations or individuals
6. Ordinary shareholders shall be personally liable if, in the name of the Company, they

engage in any of the following acts:

f. Violating the law;

g. Conducting business and other transaction for personal gain or to serve for the interests of other individuals or organizations.

h. Prepaying debts before the Company faces potential financial risks.

7. To attend the General meeting of Shareholders and exercise voting rights through the following methods:

a. Attending and voting directly at the meeting;

b. Authorizing another person to attend and vote at the meeting;

c. Attending and voting through online meeting, electric voting or other electronic forms;

d. Sending voting ballots to the meeting via mail, email.

e. Other obligations under the law.

Article 30. Changes in Rights

1. Any change or cancellation of the special rights attached to a type of preferred shares shall be effective when approved by at least 65% of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of shareholders holding preferred shares shall only be passed if approved by at least 75% of the preferred shareholders of that class present at the meeting or, in the case of a resolution passed by written ballot, if approved by at least 75% of the preferred shareholders of that class.

2. A meeting of shareholders holding a type of preferred shares to approve the aforementioned changes shall be valid only if attended by at least 02 shareholders (or their legal proxies) holding at least one-third of the par value of the issued shares of that type. If there are not enough representatives as mentioned above, the meeting shall be reconvened within the following 30 days, and those holding shares of that class (regardless of the number of persons and shares) who are present in person or by proxy shall be considered to constitute the required quorum. At meetings of shareholders holding the aforementioned preferred shares, shareholders of that class present in person or by proxy may request a secret ballot. Each share of the same class shall have equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be similar to those provided for in this Charter.

4. Unless otherwise provided in the terms of issuance of the shares, the special rights attached to a class of preferred shares with respect to any or all matters relating to the distribution of the Company's profits or assets shall not be altered by the Company's issuance of additional shares of the same class.

Article 31. General meeting of shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the supreme decision-making body of the Company.
2. The General Meeting of Shareholders has the following rights and obligations:
   a. To approve the Company's development orientation;
   b. To decide on the type of shares and the total number of shares of each type that may be offered for sale; and to determine the annual dividend rate for each type of share.
   c. To elect, dismiss, or remove members of the Board of Directors and the Board of Supervisors;
   d. To decide on investments or sales of assets with a value equal to or greater than 35% of the total assets as recorded in the Company's most recent consolidated financial statements;
   e. To amend the Company's Articles of Association;
   f. Approval the annual financial statements;
   g. To approve the acquisition of more than 10% of the total issued shares of each class;
   h. To review and handle violations committed by members of the Board of Directors and the Board of Supervisors that cause damages to the Company and its shareholders;
   i. To decide on the reorganization or dissolution of the Company;
   j. To decide on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
   k. To approve the list of approved auditing firms; to decide on the auditing firm approved to audit the Company's operations, and to dismiss the independent Supervisor when deemed necessary.
   l. Other rights and obligations under the law.

Article 32. Meeting of the General Meeting of Shareholders

1. The Annual General Meeting of Shareholders shall be held once a year. In addition to the annual general meeting, Extraordinary General Meetings may be convened. The venue of the General Meeting of Shareholders shall be located within the territory of Vietnam. In the event that the General Meeting of Shareholders is held simultaneously at multiple locations, the venue of the General Meeting shall be deemed to be the location where the chairperson is present.
2. The Annual General Meeting of Shareholders shall be held within four months from the end of the fiscal year. The Board of Directors may decide to extend this period, but not for more than six months from the end of the fiscal year.

The Annual General Meeting shall discuss and approve the following:

a. The annual financial statements;

b. Report of the Board of Directors on corporate governance and the performance of the Board of Directors and each member of the Board.

c. Report on <u>The activities of independent member of the Board of Directors and the evaluation results of each independent member</u> regarding the performance of the Board of Directors

d. Report of the Board of Supervisors on the Company's business results, the performance of the Board of Directors, and the General Director.

e. Self-assessment report on the performance of the Board of Supervisors and each Supervisor.

f. Dividend per share for each class of shares;

g. Annual business plan of the Company;

h. Other matters within the authority.

3. Members of the Board of Directors and members of the Board of Supervisors must attend the Annual General Meeting of Shareholders to answer shareholders' questions at the meeting (if any); in case of force majeure, members of the Board of Directors and members of the Board of Supervisors must report in writing to the Board of Directors and the Board of Supervisors. In case the company's annual financial statements have material exceptions, adverse opinions, or disclaimers, the company must invite representatives of the audit organization approved to audit the company's financial statements to attend the Annual General Meeting of Shareholders, and the approved representatives of the audit organization shall be responsible for attending the Annual General Meeting of Shareholders of the company.

4. The Board of Directors shall convene an extraordinary general meeting of shareholders in the following cases:

a. When the Board of Directors deems it necessary for the benefit of the Company.

b. The number of remaining members of the Board of Directors and the Board of Supervisors is less than the minimum required by law;

c. At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 28 of these Bylaws;

d. At the request of the Board of Supervisors;

e. Other cases as prescribed by law and these Bylaws.

5. The Board of Directors shall convene a General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors and the

Board of Supervisors is as prescribed in Point b, Clause 4 or upon receipt of a request as prescribed in Point c and Point d of this Clause.

6. In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Clause 5 of this Article, the Chairman of the Board of Directors and the members of the Board of Directors shall be legally liable and shall be liable for any damages incurred by the Company.

7. In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Clause 4 of this Article, within the following 30 days, the Board of Supervisors shall, in place of the Board of Directors, convene a General Meeting of Shareholders in accordance with the provisions of the Enterprise Law.

8. In case the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed in Clause 7 of this Article, the Board of Supervisors shall be legally liable and shall be liable for any damages incurred by the Company.

9. In case the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed in Clause 7 of this Article, the shareholder or group of shareholders, as regulated in Clause 2 of Article 28 of this Articles of Association have the right to convene a General Meeting of Shareholders in accordance with the provisions of the Enterprise Law.

10. The convener shall compile a list of shareholders entitled to attend the General Meeting of Shareholders, provide information and resolve complaints related to the list of shareholders, prepare the agenda and content of the meeting, prepare documents, draft resolutions of the General Meeting of Shareholders in accordance with the expected content of the meeting, a list and detailed information of candidates in the case of election of members of the Board of Directors, Supervisors, determine the time and place of the meeting, send notices of the meeting to each shareholder entitled to attend as prescribed by the Enterprise Law, and other tasks to serve the meeting.

11. The costs of convening and holding the General Meeting of Shareholders as prescribed in Clause 5, Clause 7, and Clause 9 of this Article shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders in attending the General Meeting of Shareholders, such as accommodation and travel expenses.

Article 33. List of Shareholders Entitled to Attend the General Meeting of Shareholders

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no more than 10 days prior to the date of sending the notice of the General Meeting of Shareholders.

2. The Company shall publicize information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the final registration date

3. Shareholders have the right to inspect, search, extract, and copy the names and contact information of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; to request the amendment of any inaccurate information or the supplementation of necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders.

Article 34. Agenda and Content of the General Meeting of Shareholders

1. The Board of Directors shall convene both the annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 4, Article 32 of this Article of Association.
2. The convener of the General Meeting of Shareholders shall perform the following tasks:
   a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The establishment and announcement of information on the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders shall be carried out in accordance with Article 33 of these Articles of Association;
   b. Prepare the agenda and content of the General Meeting;
   c. Prepare documents for the General Meeting;
   d. Draft resolutions for each issue on the agenda.
   e. Determine the time and place for holding the General Meeting.
   f. Notify and send the Notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.
   g. Other tasks to serve the General Meeting.
3. Shareholders or a group of shareholders as prescribed in Clause 2, Article 28 of these Regulations have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 3 working days prior to the opening day. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, or equivalent information to the proposed issue to be included in the meeting agenda.
4. The person convening the General Meeting of Shareholders shall only have the right to reject a proposal as prescribed in Clause 3 of this Article (at the latest 2 working days prior to the opening day of the General Meeting of Shareholders, a written reply must be given stating the reasons) if one of the following circumstances exists:
   a. The proposal is not submitted in accordance with the provisions of Clause 3 of this Article;
   b. At the time the proposal is made, the shareholder or group of shareholders does not hold at least 5% of the common shares as prescribed in these Articles of Association

c. The proposed matter is not within the authority of the General Meeting of Shareholders to decide;

d. Other cases as prescribed by law and these Bylaws;

5. The person convening the General Meeting of Shareholders must accept and include the proposal as prescribed in Clause 3 of this Article in the proposed agenda and content of the meeting, except as prescribed in Clause 4 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 35. Notice of General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders shall send a notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 (twenty-one) days prior to the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or dispatched).

   The notice of meeting shall include the name, registered office address, and business registration number; the name and contact address of the shareholder; the time and place of the meeting; and other requirements for attendees.

   The notice shall be sent by a method that ensures delivery to the shareholders' addresses; at the same time, it shall be posted on the Company's website and the information shall be disclosed to the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading.

2. Attached to the notice of the meeting shall be the meeting agenda, voting ballots, documents to be used at the meeting, and draft resolutions for each item on the agenda.

   In case the Company has an electronic information website, the sending of meeting documents as prescribed in Clause 2 of this Article may be replaced by posting on the Company's electronic information website. In this case, the notice of meeting must clearly state the location and the method of downloading the documents.

Article 36. Right to Attend the General Meeting of Shareholders

1. A shareholder, a shareholder's authorized representative who is an organization, may directly attend or authorize in writing one or more other individuals or organizations to attend the meeting or vote through one of the forms prescribed in Clause 3 of this Article.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders must be made in writing. The power of attorney shall be made in accordance with the Company's form or a form in accordance with the provisions of civil law and shall clearly state the name of the authorizing individual or organization, the name of the authorized individual or organization, the scope of authority, the term of authority, the content of the authority and the number of shares authorized, the signature of the authorizing

party, the authorized party, and the seal if it is an organization (if the organization has a seal).

The authorized person attending the General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting. In case of re-delegation, the attendee must additionally present the original or a certified copy of the original authorization document of the shareholder or the legal representative of the shareholder who is an organization.

3. A shareholder shall be deemed to have attended and voted at the General Meeting of Shareholders in the following cases:

   a. Attending and voting directly at the meeting;

   b. Authorizing another individual or organization to attend and vote at the meeting;

   c. Attending and voting through online meeting, electric voting or other electronic forms;

   d. Sending voting ballots to the meeting via post, email.

4. The vote of a proxy within the scope of their authorization shall remain valid in one of the following cases:

   a. The principal has passed away, is limited in civil capacity, or has lost civil capacity;

   b. The principal has revoked the authorization.

   c. The principal has revoked the authority of the person authorized to act.

   This clause shall not apply in the event that the Company receives notice of any of the above events prior to the commencement of the General Meeting of Shareholders or before the meeting is reconvened.

5. The Company shall be exempt from any legal liability in relation to any fraudulent or forged proxy (if any). The resolutions of the General Meeting of Shareholders that have been passed shall remain in force in the event of any fraudulent or forged proxy.

Article 37. Conditions for Holding the General Meeting of Shareholders

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

2. If the first meeting does not meet the requirements as prescribed in Clause 1 of this Article, the second invitation notice shall be sent within 30 days from the proposed date of the first meeting. The second convened General Meeting of Shareholders shall be held when the shareholders attending the meeting represent from 33% of the total voting shares;

3. If the second meeting does not meet the requirements to be held as prescribed in Clause 2 of this Article, the third invitation notice shall be sent within 20 days from the proposed date of the second meeting. In this case, the General meeting of shareholders shall be held regardless of the total number of votes cast by the shareholders attending the meeting.

4. Only the General meeting of shareholders has the authority to change the meeting agenda

that has been attached to the meeting notice as prescribed in Article 142 of the Enterprise Law.

Article 38. Procedures for Conducting the Meeting and Voting at the General Meeting of Shareholders

Procedures for Conducting the Meeting and Voting at the General Meeting of Shareholders will be as follows:

1. Before the commencement of the meeting, shareholder registration for the General Meeting of Shareholders must be carried out, and registration must continue until all shareholders with the right to attend the meeting have completed their registration in the following order: When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card bearing the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder. Ballots can be encoded to serve the purpose of computer software vote counting. The General Meeting of Shareholders discusses and votes on each issue in the agenda.
2. The election of the chairperson, secretary and ballot committee of the General Meeting of Shareholders shall be regulated as follows:
    a. The Chairman of the Board of Directors shall chair the General Meeting of Shareholders convened by the Board of Directors or authorize another member of the Board of Directors to chair the meeting; in case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority vote; if no chairperson is elected, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect a chairperson for the meeting, and the person with the highest number of votes shall chair the meeting;
    b. In other cases, the person who signs the notice convening the General Meeting of Shareholders shall preside over the election of the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting;
    c. The chairman shall appoint one or more persons to act as secretaries to record the minutes of the General Meeting of Shareholders;
    d. The General Meeting of Shareholders shall elect one or more persons to the counting committee as proposed by the chairman of the meeting.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders right at the opening session. The agenda must specify the time allotted for each item on the agenda;
4. The chair has the authority to take any necessary and reasonable measures to conduct the meeting in an orderly and efficient manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees;

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting shall be conducted by a show of hands for approval, disapproval, or abstention. The results of the vote count shall be announced by the chairperson or the counting committee before the closing of the meeting.
6. Shareholders or their proxies who arrive after the meeting has commenced may register and participate in the voting immediately after registration In this case, the validity of the votes previously cast shall not be affected;
7. The convener of the meeting or the Chairman of the General Meeting of Shareholders has the right to:
   a. Require all attendees to undergo inspection or other lawful and reasonable security measures;
   b. To request the competent authority to maintain order at the meeting; to expel any person who fails to comply with the presiding officer's authority, intentionally disrupts the order, obstructs the normal progress of the meeting, or fails to comply with security screening requirements from the General Meeting of Shareholders;
8. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date of the meeting, and may only postpone the meeting or change the meeting location in the following cases:
   a. The meeting venue does not have enough convenient seating for all attendees;
   b. There is an attendee who obstructs, disturbs the order, and risks causing the meeting to be conducted unfairly and illegally.
   c. The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate, discuss, and vote.
9. In the event that the chairperson postpones or suspends the General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among those attending the meeting to replace the chairperson in presiding over the meeting until its conclusion; all resolutions adopted at such meeting shall be valid.
10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders can attend, vote, and cast their votes through online meetings, electronic voting, or other electronic forms as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of 1 the Securities Law.

Article 39. Form of Adopting Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall approve decisions within its competence by way of a meeting or a written poll.
2. Resolutions of the General Meeting of Shareholders on the following matters must be approved by way of a vote at a meeting of the General Meeting of Shareholders:
   a. Approval the annual financial statements;
   b. Reorganization or dissolution of the Company
3. A resolution of the General Meeting of Shareholders adopted at a meeting shall be valid when the following conditions are met:
   a. It is approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except as provided for in Clause b, c, Clause 3, Clause 5 and Clause 7 of this Article;
   b. For resolutions on the type of shares and the total number of shares of each type; changing the business lines and fields; changing the company's organizational structure; restructuring, dissolving the company; investment projects or selling assets with a value of 35% or more of the total asset value recorded in the company's latest consolidated financial statements, it must be approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting;
   c. The voting for members of the Board of Directors and the Board of Supervisors shall be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the total number of shares held multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and the shareholder has the right to cast all of their votes for one or more candidates. The elected members of the Board of Directors or Supervisors shall be determined based on the number of votes received, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is reached. In case there are 2 or more candidates receiving the same number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the election regulations or the Company's Charter.
4. A resolution of the General Meeting of Shareholders adopted by 100% of the total number of voting shares shall be valid even if the procedures for convening the meeting and adopting the resolution violate the provisions of the Enterprise Law and the Company's Charter.
5. If a resolution is adopted through a written poll, the decision of the General Meeting of Shareholders shall be considered adopted if it is approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote.
6. The resolution of the General Meeting of Shareholders must be notified to shareholders

entitled to attend the General Meeting of Shareholders within 15 days from the date of adoption In case the Company has an electronic information website, the sending of the resolution may be replaced by posting on the Company's electronic information website.

7. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of shareholders holding preferred shares shall only be passed if approved by at least 75% of the preferred shareholders of that class present at the meeting or, in the case of a resolution passed by written ballot, if approved by at least 75% of the preferred shareholders of that class.

Article 40. Authority and Procedures for Obtaining Written Consent of Shareholders to Adopt Resolutions Of the General meeting of Shareholders

Authority and Procedures for Obtaining Written Consent of Shareholders to Adopt Resolutions Of the General meeting of Shareholders will be conducted according to the following methods:

1. In cases stipulated in Clause 2, Article 39 of these Statutes and except for cases where the Annual General Meeting of Shareholders must be held in the form of a direct meeting, the Board of Directors has the right to take shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders at any time if it deems necessary for the benefit of the Company;
2. The Board of Directors must prepare ballots, draft resolutions of the General Meeting of Shareholders and explanatory documents for the draft resolutions and send them to all shareholders with voting rights at least 10 days before the deadline for receiving ballots.
3. The opinion poll must include the following principal contents:
    a. Name, Headquarters Address and the Enterprise Code;
    b. Purpose of the poll;
    c. Full name, contact address, nationality, and identification number of an individual shareholder; name, business registration number or identification number of an organization, address of the head office of the shareholder, or full name, contact address, nationality, and identification number of an individual representing an organizational shareholder; number of shares of each type and number of voting rights of the shareholder;
    d. The matter to be voted on for decision-making;
    e. Voting options, including approval, disapproval, and no opinion
    f. Deadline for submission to the Company or the expiration date for receiving returned opinion ballots;
    g. Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may submit their completed ballot to the Company in one of the following

ways:

a. By post. The completed ballot must bear the signature of the individual shareholder, their authorized representative, or the legal representative of the shareholder if it is an organization. The ballot submitted to the Company must be enclosed in a sealed envelope and may not be opened by anyone prior to the vote count.

b. By email. Ballots submitted to the Company via email must be kept confidential until the vote count.

   Ballots returned to the Company after the deadline specified in the ballot or which have been opened in the case of a mailed ballot and disclosed in the case of emailed ballots are invalid. Ballots that are not returned are considered as not participating in the vote;

5. The Board of Directors shall organize the ballot counting and prepare a counting report under the witnessing and supervision of the Supervisor Board or of the shareholders who do not hold any management positions in the Company. The voting record must include the following principal contents:

   a. Name, Headquarters Address and the Enterprise Code;

   b. Purpose and matters to be voted on for resolution approval;

   c. Number of shareholders with the total number of voting shares participating in the vote, including the distinction between valid and invalid votes, and the method of sending ballots along with an appendix listing shareholders participating in the vote;

   d. Total number of votes in favor, against, and abstaining for each issue;

   e. Issues that have been passed and the corresponding voting ratio.

   f. Full name and signature of the Chairman of the Board of Directors, the ballot-counting supervisor, and the ballot counters.

   The members of the Board of Directors, the ballot-counting supervisor, and the ballot counters shall be jointly and severally liable for the truthfulness and accuracy of the voting record; they shall be jointly and severally liable for any damages arising from decisions made based on false or inaccurate counting.

6. The vote counting report and resolution must be sent to shareholders within 15 days from the date of completion of the vote counting; In case the Company has an electronic information website, the posting of the vote counting report and resolution on the Company's electronic information website may replace the sending;

7. The returned ballots, the vote counting report, the full text of the adopted resolution and related documents attached to the ballot must be kept at the Company's headquarters;

8. The resolution adopted by written shareholder voting has the same legal effect as the resolution adopted at a General Meeting of Shareholders.

Article 41. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be drawn up in Vietnamese, and may also be in a foreign language, and must include the following main contents:
   a. Name, Headquarters Address and the Enterprise Code;
   b. Time and place of the General Meeting of Shareholders;
   c. The meeting agenda and contents;
   d. Surname, given name of the chairperson and secretary;
   e. Summary of the proceedings of the meeting and the opinions expressed at the General Meeting of Shareholders on each issue in the agenda;
   f. Number of shareholders and total number of votes of shareholders attending the meeting, an appendix to the list of registered shareholders, shareholder representatives attending the meeting with the corresponding number of shares and votes;
   g. The total number of votes cast for each voting matter, specifying the voting method, the total number of valid and invalid votes, the number of votes in favor, against, and abstaining; the corresponding ratio to the total number of votes cast by the shareholders attending the meeting;
   h. Issues that have been passed and the corresponding approval voting ratio.
   i. The full name, and signature of the chairman and secretary. In the event that the chairman or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors who attended the meeting and contain all the contents as prescribed in this clause. The meeting minutes clearly state that the chairperson and secretary refused to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting.
3. Minutes prepared in both Vietnamese and a foreign language have the same legal effect. In case of any discrepancy between the Vietnamese and foreign language versions of the minutes, the Vietnamese version shall prevail.
4. The chairperson and secretary of the meeting, or any other person signing the meeting minutes, shall be jointly and severally liable for the accuracy and truthfulness of the content of the minutes.

The minutes of the General Meeting of Shareholders (and any accompanying documents, if any) must be sent to all shareholders within 15 days from the closing date of the meeting. The sending of meeting minutes may be replaced by posting on the Company's electronic information website.

The minutes of the General Meeting of Shareholders, the appendix of the list of registered shareholders, the full text of the resolutions adopted, and related documents attached to the meeting notice must be disclosed in accordance with the law on securities market information disclosure and kept at the Company's headquarters.

Article 42. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the voting results of the General Meeting of Shareholders, a shareholder or a group of shareholders as defined in Clause 2, Article 28 of these Bylaws shall have the right to request a Court or an Arbitrator to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company's Bylaws; except as provided in Clause 4, Article 39 of these Bylaws.
2. The content of the resolution violates the law or the Company's Article of Association.

CHAPTER VII.

BOARD OF DIRECTORS

Article 43. Nomination and Candidacy for Members of the Board of Directors

1. In cases where the candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's electronic information website, so that shareholders can learn about these candidates before voting. Board of Directors candidates must provide a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors includes:

a. Full name and Date of birth;

b. Qualification

c. Work experience;

d. Other managerial positions (including positions on the board of directors of other companies);

e. Interests related to the Company and its related parties.

The company is responsible for disclosing information about the companies in which the candidate is holding the position of a member of the Board of Directors, other managerial positions, and any related interests of the candidate for the Board of Directors (if any).

2. Shareholders or a group of shareholders holding at least 10% of the total outstanding common shares have the right to nominate and stand for election as a member of the Board of Directors in accordance with the provisions of the Enterprise Law and the Company's Charter.
3. Members of the Board of Directors must meet the standards and criteria as prescribed in Clause 1 and Clause 2, Article 155 of the Enterprise Law and the Company's Charter.

Article 44. Board of Directors

1. The Board of Directors is the governing body of the company, having the full authority to decide and exercise the rights and obligations of the company on behalf of the company, except for the rights and obligations within the competence of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
    a. To decide on the company's strategy, medium-term development plan and annual business plan, as well as the company's annual investment plan targets (including project investment, capital construction investment, fixed asset purchase, financial lease of other contents as prescribed in the company's internal regulations);
    b. To determine the operational objectives based on the strategic objectives approved by the General Meeting of Shareholders.
    c. To elect, remove from office, and dismiss the Chairman of the Board of Directors; to appoint and remove from office, to enter into and terminate contracts <u>with the General Director, Deputy General Directors, Chief Accountant/ Person in charge of Accounting, Chief Financial Officer/ Person in charge of finance, Directors or Heads of branches or representative offices of the Company and to decide on their salaries and other benefits;</u>
    d. Oversees and directs the General Director and other executives in the daily business operations of the Company;
    e. Resolves the Company's grievances against executives and decides on the Company's choice of representatives to resolve issues related to legal proceedings against such executives;
    f. To decide on the company's organizational structure, the establishment of subsidiaries, branches, representative offices, and the contribution of capital, purchase/sale of shares of other businesses; to issue necessary documents to manage the invested capital, manage the representative of the contributed capital of the Company in subsidiaries and other

businesses;

g. To decide on the appointment/termination/cessation of the representative managing the contributed capital of the Company in other businesses, adjust the ratio and/or number of shares/contributed capital represented by the representatives of the capital who have been appointed in other businesses. To determine the remuneration, salary, and other benefits of these individuals;

h. To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;

i. To approve the agenda, content of materials for the General Meeting of Shareholders, to convene the General Meeting of Shareholders or to seek opinions for the General Meeting of Shareholders to approve the decision;

j. To propose the annual dividend rate; decide on the term and procedures for paying dividends or handling losses incurred during business operations;

k. To propose the types of shares to be issued and the total number of shares authorized for offering of each type;

l. To decide on the sale of unsold shares within the authorized number of shares of each type; decide on raising additional capital through other forms;

m. To decide on the repurchase of shares as prescribed in Clauses 1 and 2 of Article 133 of the Enterprise Law;

n. To propose the issuance of convertible bonds and bonds with warrants; deciding on the issuance plan for non-convertible bonds and bonds without warrants;

o. To determine the selling price of the Company's shares and bonds;

p. To present the Company's audited annual financial statements to the General Meeting of Shareholders;

q. To approve purchase, sale, loan, borrowing contracts and other contracts, transactions with a value equal to or greater than 10% of the total asset value as recorded in the Company's latest consolidated financial statements. This regulation does not apply to contracts and transactions under the authority of the General Meeting of Shareholders as prescribed in Articles 65.3 and 65.4 of these Articles of Association and the Enterprise Law.

r. To decide on investments or sales assets with a value of less than 35% of the total assets as recorded in the Company's most recent consolidated financial statements;

s. To decide on market development, marketing, and technology solutions;

t. To execute the rights and obligations of shareholders and equity contributors in joint-stock companies and the Company's equity contributions in accordance with the law;

u. Contents that have been approved in previous General Meetings of Shareholders but have not yet been implemented must be reported by the Board of Directors to the nearest annual General Meeting of Shareholders. In case of any changes in the content that falls within the authority of the General Meeting of Shareholders, the Board of Directors must submit it to the General Meeting of Shareholders for approval at the nearest meeting before implementation.

v. Other rights and obligations are as prescribed by the Enterprise Law, the Securities Law, other relevant laws and the Company's Charter.

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

a. The establishment, dissolution, or termination of the Company's branches or representative offices;

b. The establishment of subsidiaries of the Company;

c. Investments that are not included in the business plan and budget or investments that exceed 10% of the annual business plan and budget.

d. The valuation of non-cash assets contributed to the Company during the Company's share issuance, including gold, land use rights, intellectual property rights, technology, and know-how;

e. The purchase orredemption of no more than 10% of the total number of shares of each type offered within twelve (12) months;

f. The decision to repurchase or redemptionthe Company's shares;

g. Business matters or transactions that the Board of Directors decides on must be approved within the scope of its authority and responsibilities.

4. Unless otherwise provided by law and the Articles of Association, the Board of Directors may delegate authority/devolve/assign to the Chairman of the Board of Directors, the Standing Board of Directors, the Board's subordinate bodies, or the General Director to exercise a portion of the Board of Directors' authority as prescribed in this Article.

5. The Board of Directors is required to report to the General Meeting of Shareholders on the Board's performance as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, which details the implementation of certain provisions of the Securities Law.

6. The Board of Directors adopts decisions by voting at meetings or by written poll. Each member of the Board of Directors has one vote. Each member of the Board of Directors has one vote.

7. In performing its functions and duties, the Board of Directors shall comply with the law, the Company's Charter, and the resolutions of the General Meeting of Shareholders. In the event

that a resolution or decision adopted by the Board of Directors is contrary to the law, the resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who voted in favor of the adoption of such resolution or decision shall be jointly and severally liable for such resolution or decision and shall compensate the Company for any damages; members who opposed the adoption of such resolution or decision shall be exempt from liability. In this case, the company's shareholders have the right to request the Court to suspend the implementation or annul the aforementioned resolution or decision.

Article 45. Term of Office and Number of Directors

1. The Board of Directors shall consist of five (5) members. The term of office of a member of the Board of Directors shall not exceed five (5) years (as specified in the resolution of the General Meeting of Shareholders). A member of the Board of Directors may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for a maximum of two (2) consecutive terms.

2. If all members of the Board of Directors end their terms at the same time, they shall continue to be members of the Board of Directors until new members are elected and take over.

   If any member of the Board of Directors ends their term, that member shall continue to be a member of the Board of Directors until a new member is elected and takes over at the nearest General Meeting of Shareholders or by written consent of shareholders.

3. The composition of the Company's Board of Directors must ensure that at least one (01) member of Board members is non-executive members and, at the same time, must ensure that there is at least one (01) independent member of the Board of Directors. An independent member of the Board of Directors must prepare a report evaluating the Board's activities and has other rights and obligations as prescribed by law, the Company's Articles of Association, and its Regulations.

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

5. A member of the Board of Directors shall cease to be a member of the Board of Directors in the event of being removed, dismissed, or replaced by the General Meeting of Shareholders as prescribed in Article 160 of the Enterprise Law. In the event that a member of the Board of Directors submits a letter of resignation, such resignation shall be subject to the approval of the General Meeting of Shareholders. During the period before the approval of the General Meeting of Shareholders, this member must still comply with the responsibilities and obligations of a member of the Board of Directors.

6. An independent member of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions as stipulated in these Articles of Association, and shall automatically cease to be an independent member of the Board of Directors from

the date on which they fail to meet such standards and conditions. The Board of Directors must announce the case where an independent member of the Board of Directors no longer meets the standards and conditions at the latest general meeting of shareholders or convene a general meeting of shareholders to elect additional or replace the independent member of the Board of Directors within 06 months from the date of receipt of the notification from the relevant independent member of the Board of Directors.

7. The election of members of the Board of Directors must be publicly disclosed in accordance with the law on public disclosure in the securities market.

Article 46. Qualifications and Requirements for Directors

Members of the Board of Directors must meet the following criteria and conditions:

1. Not fall within the category specified in Clause 2, Article 17 of the Enterprise Law;
2. Possess professional qualifications and experience in business administration or the business sector of the Company and are not necessarily shareholders of the Company.
3. A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors or the Members' Council in no more than five (05) other companies.
4. In the case of independent members of the Board of Directors, in addition to the above criteria, they must meet the criteria specified in Article 1.1.0 of these Bylaws.
5. Other criteria and conditions under the law.

Article 47. Chairman of the Board

1. The Board of Directors shall elect from among its members a Chairman of the Board and may elect one or more Vice Chairmen of the Board.
2. The Chairman of the Board shall not concurrently hold the position of General Director, unless otherwise provided by law.
3. The Chairman of the Board has the following rights and obligations:
   a. To establish the agenda and work plan of the Board of Directors;
   b. To prepare the agenda, documents, to convene and preside over meetings of the Board of Directors;
   c. To organize the adoption of resolutions and decisions of the Board of Directors; to supervise the implementation of the resolutions and decisions of the Board of Directors;
   d. To preside over the General Meeting of Shareholders in accordance with the law;
   e. Other rights and obligations as prescribed by the Enterprise Law and these Bylaws.
4. When authorized by the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors or a member of the Board of Directors shall have the same rights and obligations

as the Chairman of the Board of Directors, but only when the Chairman of the Board of Directors has notified the Board of Directors of his/her absence or unavoidable absence due to force majeure or incapacity to perform his/her duties. In the aforementioned case where the Chairman of the Board of Directors fails to appoint a Vice Chairman of the Board of Directors or a member of the Board of Directors does so, the members of the Board of Directors shall appoint a temporary Vice Chairman of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors. In the event that both the Chairman of the Board of Directors and the Vice Chairmen of the Board of Directors are absent or temporarily unable to perform their duties for any reason, the Board of Directors may appoint another person from among them to perform the duties of the Chairman of the Board of Directors by a majority vote.

5. The Chairman of the Board of Directors may be removed or dismissed by a decision of the Board of Directors. In case the Chairman of the Board of Directors submits a resignation letter or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of removal or dismissal.
6. When deemed necessary and not in violation of any legal prohibitions, the Chairman of the Board is authorized, either by specific assignment or by standing delegation, to delegate to the Vice Chair(s) of the Board or to any member of the Board the authority to sign documents on behalf of the Chairman and to exercise the powers, duties, and responsibilities of the Chairman. The Vice Chair(s) of the Board and any member of the Board so authorized shall be responsible to the Chairman of the Board for the performance of the delegated tasks.

Article 48. Board Meetings

1. Election of the Chairman of the Board

In the case where the Board of Directors elects the Chairman of the Board, the Chairman of the Board shall be elected at the first meeting of the Board of Directors for the term of the Board within seven (07) working days from the date of the conclusion of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes or the highest percentage of votes. In the event that more than one (01) member receives the highest number of votes or the highest percentage of votes, the elected members shall vote by majority to choose one (01) person among them to convene a meeting of the Board of Directors.

2. The Chairman of the Board of Directors shall convene regular and ad hoc meetings of the Board of Directors. The Chairman of the Board of Directors may convene a meeting when he/she deems it necessary, but the Board shall meet at least once a quarter.
3. Extraordinary meetings

The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without undue delay, when one of the following subjects requests in writing, stating the purpose of the meeting, the issues to be discussed and decisions within the competence of the Board of

Directors:

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

b. The Board of Supervisors or independent members of the Board of Directors;

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

d. Other cases (if any)

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request as prescribed in Clause 3 of this Article. In case of failure to convene a meeting as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the person requesting the meeting as prescribed in Clause 3 of Article 48 of these Bylaws has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

5. In case of a request from an independent auditing firm to audit the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Meeting location

The meeting of the Board of Directors shall be held at the Company's headquarters or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the consent of the Board of Directors.

7. Notice of Meeting

Notice of the Board of Directors meeting must be sent to all Board members at least three (3) working days prior to the meeting date. In case of an emergency, the notice of the Board of Directors meeting must be sent to all Board members at least one day in advance. The notice of the Board of Directors meeting must fully state the time, location, agenda, and content of the matters to be discussed. Attached to the meeting invitation must be the necessary documents related to the matters to be discussed and voted on at the meeting, as well as the ballots for members.

The notice of the Board of Directors meeting and accompanying documents may be sent by invitation letter, post, telephone, email, electronic means, or other methods as permitted by law.

8. The Chairman of the Board of Directors or the convener shall send the notice of the meeting and accompanying documents to the members of the Board of Supervisors as to the members of the Board of Directors. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

9. Meeting Conditions

A meeting of the Board of Directors shall be held when at least three-quarters (3/4) of the total number of members of the Board are present in person or through a representative (authorized person) if approved by a majority of the Board member

In the event that there are not enough members attending the meeting as required, the meeting shall be reconvened for a second time within seven (07) days from the scheduled date of the first meeting. A second meeting shall be held if more than half (1/2) of the members of the Board of Directors are present.

10. Video conference.

The Board of Directors meeting may be held as a video conference among the members of the Board when all or some of the members are at different locations, provided that each participating member is able to:

a. Hear each other member of the Board participating in the meeting;

b. Speak to all other participating members simultaneously.

Discussions among members may be conducted directly by phone or by other means of communication or a combination thereof. A member of the Board of Directors participating in such a meeting shall be deemed to be "present" at such meeting. The meeting place organized under this provision shall be the place where the majority of the members of the Board of Directors are located, or the place where the Chairperson of the meeting is present.

Decisions made during a meeting conducted via teleconference, which is organized and conducted in a formal manner, shall take effect immediately upon the conclusion of the meeting. The meeting minutes shall be recorded in the minutes of the Board of Directors as prescribed in these Articles of Association.

11. Voting Procedures

A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:

a. Attending and voting directly at the meeting;

b. Authorizing another person to attend and vote on their behalf if approved by a majority of the Board of Directors;

c. Attending and voting through teleconference, electric voting other;

d. Sending voting ballots to the meeting via post or email. In the case of sending ballots to the meeting by post, the ballots must be enclosed in a sealed envelope and must be sent to the Chairman of the Board of Directors at least one (01) hour before the opening of the meeting. Ballots may only be opened in the presence of all meeting attendees.

   In case of sending by email, members of the Board of Directors shall send a photo/scan of the completed ballot from the email address registered with the Company to the requested email address as per the Company's regulations. In this case, the Company must notify the sender of the receipt of such ballot.

12. Voting

    a. Except as provided in Clause 48.12.b of this Clause, each member of the Board of Directors or their direct authorized representative present in person at the Board meeting shall have one (01) vote;

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

    c. Pursuant to Clause d of this Clause, when an issue arises at the meeting that relates to the interests or voting rights of a member of the Board of Directors and such member does not voluntarily waive their voting right, the decision of the chairman shall be final, unless the nature or scope of the interests of the member of the Board of Directors concerned has not been fully disclosed;

    d. A member of the Board of Directors who benefits from a contract as prescribed in Clause 5, Article 65 of these Bylaws shall be deemed to have a material interest in that contract.

13. Disclosure of Interest

    Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been or is about to be entered into with the Company, and who is aware of their interest therein, shall have a duty to disclose such interest at the first meeting of the Board at which the contract or transaction is discussed. In the event that a member of the Board of Directors is unaware of their own or their related parties' interests at the time a contract or transaction is entered into with the Company, such member must publicly disclose the relevant interests at the first meeting of the Board of Directors held after becoming aware of their existing or potential interest in the said transaction or contract.

14. Majority Voting Principle

    The Board of Directors approves decisions and resolutions based on the majority of the Board of Directors present or authorized to attend the meeting (over 50%). In the event of a tie vote, the final decision rests with the Chairman of the Board of Directors.

15. Resolutions may be passed by written ballot.

In addition to in-person meetings, the Board of Directors is authorized to obtain the opinions of members in writing to approve decisions within the Board's authority.

The written opinion solicitation document include the following principal contents: Name, address of the head office, enterprise code; Purpose of the consultation; Full name of the Board of

Directors member; Issues to be consulted for decision-making; Voting options including approval, disapproval, and no opinion for each consulted issue; Deadline for submission to the Company or the expiration date for receiving the completed consultation ballot; Other contents (if necessary); Full name and signature of the Chairman of the Board of Directors.

Written feedback must be signed by the members of the Board of Directors and sent to the Board of Directors no later than 3 days from the date of receipt of the document or as per the requested response deadline stated in the consultation document.

Members of the Board of Directors may submit the completed opinion form to the Company by directly delivering it to the Company's opinion form reception department, by post, or email. Opinion forms submitted after the deadline will be considered invalid.

The Chairman of the Board of Directors shall organize the vote counting and prepare the vote counting minutes. The voting record must include the following principal contents: (i) Name, address of the head office, enterprise code; (ii) Purpose and matters requiring a vote to adopt a resolution; (iii) Number of members of the Board of Directors who participated in the vote/submitted ballots, including the number of valid and invalid votes/ballots, along with a list of members of the Board of Directors participating in the vote (if necessary); (iv) Total number of votes in favor, against, and abstaining on each matter; (v) Matters that have been approved and the corresponding voting ratio; (vi) Other matters (if necessary); (vii) Surname, given name, and signature of the Chairman of the Board of Directors, the person who counted the votes.

The Chairman of the Board of Directors and the ballot counter shall be jointly and severally liable for the truthfulness and accuracy of the voting record; they shall be jointly and severally liable for any damages arising from decisions made as a result of untruthful or inaccurate vote counting.

The resolution, in the form of a written poll, is passed based on the affirmative votes of the majority of the Board of Directors with voting rights. In the event of a tie vote, the final decision rests with the Chairman of of Directors Directors.

The returned ballots, the vote counting report, the adopted resolution and related documents attached to the ballot must be kept at the Company. s headquarters;

A resolution of the Board of Directors passed by written poll has the same effect as a resolution passed at a meeting of the Board of Directors.

Article 49. Minutes of Board Meetings

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded, recorded and stored in other electronic forms. The minutes must be drawn up in Vietnamese and and may also be in a foreign language, and must include the following main contents:

   a. Name, Headquarters Address and the Enterprise Code;

b. The meeting purposes, agenda and contents;

c. Meeting time and location;

d. Full name of each attending member or authorized representative, and their method of attendance;

e. full names of absent members and reasons for absence;

f. Issues discussed and voted on at the meeting;

g. Summary of the statements of each attending member in the order of the meeting;

h. The voting results, clearly indicating members who voted in favor, against, and those who abstained;

i. The issues that were passed and their corresponding voting percentages

j. Signatures of the following:

+ The minutes shall bear the signatures of all members of the Board of Directors present at the meeting and the secretary of the meeting; or

+ The minutes shall be prepared in multiple copies, each copy bearing the signature of at least one member of the Board of Directors present at the meeting; in this case, the minutes of the Board of Directors' meeting may include multiple signatures of one or more members of the Board of Directors, and these signatures shall constitute a single set of minutes of the Board of Directors' meeting; or

+ The minutes shall be signed by the chairperson and the secretary, unless the chairperson or the secretary refuses to sign. However, the minutes shall be valid if all other members of the Board of Directors present at the meeting sign the minutes and if the minutes contain all the required contents as stipulated in sub-clauses (a), (b), (c), (d), (e), (f), (g), and (h) of this Clause. The minutes shall clearly state the fact that the chairperson or the secretary has refused to sign. In the event that the chairperson or the minute taker refuses to sign the meeting minutes, the person who signs the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson and the minute taker shall be personally liable for any damages caused to the Company due to their refusal to sign the meeting minutes as prescribed by the Enterprise Law, the Company's Charter, and relevant laws.

2. The chairman, the minute taker, and all signatories to the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors' meeting minutes.

3. The minutes of the Board of Directors' meeting and the documents used during the meeting shall be kept at the company's headquarters.

4. Minutes may be prepared in both Vietnamese and English and shall have equal legal effect. In the event of any discrepancy between the Vietnamese and English versions of the minutes, the

Vietnamese version shall prevail.

Article 50. Right to Information of Board of Directors Member

1 Members of the Board of Directors have the right to request that the General Director, Deputy General Directors, and other managers within the Company provide information and documents regarding the Company's financial situation and business operations, as well as those of the Company's units.

2 Managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors.

Article 51. Removal, Dismissal, Replacement and Addition of Directors

1. The General Meeting of Shareholders may remove a member of the Board of Directors in the following cases:

   a. The member does not meet the qualifications and conditions as prescribed in Article 155 of the Enterprise Law;

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

2. The General Meeting of Shareholders may remove a member of the Board of Directors in the following cases:

   a. The member does not participate in the activities of the Board of Directors for a continuous period of 6 months, except in force majeure circumstances;

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

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; to remove or dismiss members of the Board of Directors, except as provided for in Clause 1 and Clause 2 of this Article.

4. The Board of Directors shall convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following case:

   a. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders or seek the written opinion of shareholders within 60 days from the date on which the number of members decreases by more than one-third (1/3) to elect additional members to the Board of Directors.

   b. The number of independent members of the Board of Directors has decreased, not ensuring the ratio as prescribed in point b clause 1 Article 137 of the Enterprise Law.

In other cases, at the most recent meeting (or the most recent written poll of shareholders), the General Meeting of Shareholders elects new members to replace members of the Board of Directors who have been dismissed or removed from office.

Article 52. Company governance officer

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance activities at the Company. The person in charge of corporate governance may concurrently hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law.

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

3. The Board of Directors may dismiss the person in charge of corporate governancewhen a majority of the Board members present and entitled to vote approve, and appoint a new person in charge of corporate governanceto replace them.

4. The Company Secretary has the following rights and responsibilities:

a. To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with the regulations and other matters relating to the Company and shareholders;

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

c. To advise on the procedures of the meetings;

d. To attend the meetings.

e. To advise on the procedures for drafting board resolutions in compliance with the law;

f. To provide financial information, copies of board meeting minutes, and other information to board members and supervisors committee members;

g. To monitor and report to the board on the company's information disclosure activities;

h. To serve as the liaison with interested parties;

i. To maintaine confidentiality in accordance with the law and the company's bylaws.

j. Other rights and obligations under the law.

5. The decision regarding the appointment or dismissal of the person in charge of corporate governance must be sent to relevant individuals and departments within the Company, as well as to competent state agencies in accordance with applicable law.

CHAPTER VIII

GENERAL DIRECTOR AND OTHER OFFICERS

Article 53. Organizational Structure

The Company's management system shall ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors as prescribed in these Articles of Association and relevant laws. The Company shall have a General Director, Deputy General Directors, Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by a resolution or decision of the Board of Directors, unless the Board of Directors delegates or authorizes a lower level to appoint.

Article 54. Company Executives

1. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company is authorized to recruit additional management personnel in numbers and with qualifications suitable for the Company's organizational structure and management regulations as prescribed by the Board of Directors. The management personnel of the Company shall be responsible for supporting the Company in achieving its stated operational and organizational objectives.
2. The General Director is paid a salary and bonus. The salary and bonus of the General Director are determined by the Board of Directors, unless the Board of Directors delegates or authorizes a lower level to make the decision.
3. The salary of the executive is included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, is separately stated in the Company's annual financial statements, and must be reported to the Annual General Meeting of Shareholders.

Article 55. General Director

1. The Board of Directors appoints a member of the Board or hires another individual to serve as the General Director.
2. The General Director is responsible for the day-to-day operations of the Company; is subject to the oversight of the Board of Directors; and is accountable to the Board and to the law for the exercise of the powers and duties granted to him or her.

The term of office of the General Director shall not exceed five years; he/she may be reappointed for an unlimited number of terms.

The General Director shall not be a person prohibited by law from holding such position and must meet the standards and conditions as prescribed by law and the Company's Charter.

3. The General Director has the following rights and obligations:
   a. To implement the resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the business plan and investment plan of the Company as approved by the Board of Directors and the General Meeting of Shareholders;
   b. To make decisions on daily business matters that are not within the authority of the Board of Directors; to decide on transactions/contracts that are not within the authority of the

The English version of this Charter is provided for informational purposes only. In the event of any discrepancy between the English version and the Vietnamese version, the Vietnamese version of the Charter shall prevail.

General Meeting of Shareholders or the Board of Directors; to decide on transactions/contracts assigned/authorized/delegated by the General Meeting of Shareholders or the Board of Directors; to organize and manage the daily business operations of the Company in accordance with best management practices.

c. To propose to the Board of Directors a plan for organizational structure and internal management regulations of the Company;

d. To suggest measures to improve the Company's operations and management;

e. To recommend the number of executives and the individuals that the Company needs to recruit for the Board of Directors to appoint or dismiss in accordance with internal regulations, and to recommend the remuneration, salary, and other benefits for the Company's executives for the Board of Directors' decision;

f. To appoint:, dismiss, and remove individuals from their positions within the company, except for those positions under the authority of the Board of Directors;

g. In the fourth quarter of each year, submitting to the Board of Directors for review a detailed business plan for the following fiscal year, based on meeting the requirements of the relevant budget as well as the five-year financial plan;

h. To prepare long-term, annual, and quarterly budgets for the Company (hereinafter referred to as "budgets") to serve the long-term, annual, and quarterly management activities of the Company in accordance with the business plan. The annual budget (including the projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's internal regulations;

i. To propose for dividend payment or loss treatment in business;

j. To make decisions on recruitment of employees, the determination of salaries and other benefits for employees of the company, including the company's executives, shall be within the appointment authority of the General Director;

k. Other rights and obligations shall be as prescribed by law, these Regulations, the Company's internal regulations, the resolutions of the Board of Directors, and the labor contracts signed with the Company.

4. The General Director must manage the Company's daily business operations in accordance with the law, the Company's Charter, the labor contract signed with the Company, and the resolutions and decisions of the Board of Directors. In case of management in violation of this provision that causes damage to the Company, the General Director shall be liable before the law and shall compensate the Company for the damages.

5. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors present at the meeting agree, or when a majority of the

voting members of the Board of Directors agree if the opinion is taken in writing, and appoint a new General Director to replace them. In the case where the General Director is also a member of the Board of Directors, the General Director shall not have the right to vote as prescribed in this Clause.

CHAPTER IX

BOARD OF SUPERVISORS

Article 56. Nomination of Supervisor Committee Members

The nomination and election of members of the Supervisory Board shall follow the procedures outlined in Article 43 of these Bylaws.

Article 57. Board of Supervisors

1. The Board of Supervisors consists of three members; the term of office of a Supervisor shall not exceed five years; a Supervisor may be re-elected for an unlimited number of terms.
2. The Supervisors shall elect one of their members as the Chair of the Board of Supervisors. Elections, removals, and dismissals shall be made by a majority vote. More than half of the members of the Board of Supervisors shall be ordinarily resident in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.
3. Rights and obligations of the Head of the Board of Supervisors:
   a. Convene meetings of the Board of Supervisors;
   b. Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
   c. The Board of Supervisors shall prepare and sign a report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.
4. In the event that the new Board of Supervisors has not been elected at the end of the term, the outgoing Board of Supervisors shall continue to exercise its rights and responsibilities until the new Board of Supervisors is elected and assumes its duties.

Article 58. Qualifications and Requirements for the members of Board of Supervisors

1. Members of the Board of Supervisors must meet the following criteria and conditions:
   a. Not fall within the category specified in Clause 2, Article 17 of the Enterprise Law;
   b. Not being a family member of members of the Board of Directors, the General Director, and other managers.
   c. Not working in the accounting or finance department of the Company;

d. Not being a member or employee of an audit organization approved to audit the Company's financial statements for the three years preceding;

e. Not having a family relationship with the business manager of the Company and its parent company; the representative of the business capital, the representative of the state capital at the parent company and at the Company;

f. Other criteria and conditions under the law relevant legal.

2. Members of the Board of Supervisors shall not be managers of the Company. Members of the Board of Supervisors are not required to be shareholders or employees of the Company

Article 59. Rights and obligations of the Board of Supervisors

1. To oversee the Board of Directors and the General Director in the management and operation of the Company; and shall be accountable to the General Meeting of Shareholders for the performance of its assigned duties.

2. To propose and recommend to the General Meeting of Shareholders the approval of a list of audit organizations authorized to audit the Company's financial statements; and shall propose the authorization of an audit organization to conduct an audit of the Company's operations, and the dismissal of an authorized Supervisor when deemed necessary.

3. To examine the reasonableness, legality, fairness, and due care exercised in the management and operation of the business; the systematicity, consistency, and appropriateness of accounting, statistics, and financial reporting.

To assess the completeness, legality, and fairness of the company's annual and semi-annual business reports and financial statements, the management assessment report of the Board of Directors, and to present the assessment report at the annual general meeting of shareholders. To review contracts and transactions with related parties that are subject to the approval of the Board of Directors or the General Meeting of Shareholders, and make recommendations on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders.

4. To review the company's accounting books, records, and other documents, as well as the management and operation of the company whenever deemed necessary or as decided by the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Article 28.2 of these Articles of Association.

5. Upon a request by a shareholder or group of shareholders as stipulated in Article 28.2 of these Articles of Association, the Board of Supervisors shall conduct an inspection within seven (7) working days from the date of receipt of such request. Within fifteen (15) days from the completion of the inspection, the Board of Supervisors shall report the findings of the inspection to the Board of Directors and the requesting shareholder or group of shareholders.

The inspection by the Board of Supervisors as stipulated in this clause shall not hinder the normal operation of the Board of Directors, nor interrupt the business operations of the Company.

6. To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure, management, and business operation of the Company.

7. To supervise the Company's financial situation, compliance with the law in the activities of the Board of Directors, General Director, and other managers. In case of discovering any violation of the law or the Company's Charter by a member of the Board of Directors, the General Director, and other managers of the Company, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and take remedial measures.

8. To exercise the rights and perform the duties assigned in accordance with the of the Enterprise Law, the Company and s Charter, and resolutions of the General Meeting of Shareholders. The Board of Supervisors uses independent consultants to carry out the assigned tasks.

9. The Board of Supervisors may consult with the Board of Directors before reporting conclusions and recommendations to the General Meeting of Shareholders.

10. To review, verify, and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning system of the Company.

11. To attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors' meetings, and other meetings of the Company.

12. To ensure coordination of activities with the Board of Directors, General Director, and shareholders.

13. To develop the Operating Regulations of the Board of Supervisors and submit them for approval to the General Meeting of Shareholders.

14. To report to the General Meeting of Shareholders on the Board's performance as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, which details the implementation of certain provisions of the Securities Law.

15. To exercise other rights and fulfill other obligations as prescribed by the Enterprise Law, Securities Law, Company Charter, the Board of Supervisors' Operating Regulations, and resolutions of the General Meeting of Shareholders.

Article 60. Right to Information of the Board of Supervisors

1. Documents and information must be sent to the Supervisor at the same time and in the same manner as to members of the Board of Directors, including:

a. Notices of meetings, ballots for members of the Board of Directors and accompanying documents;

b. The resolutions and minutes of the General Meeting of Shareholders and the Board of Directors;

c. Reports of the General Director to the Board of Directors or other documents issued by the Company.

2. The Supervisor has the right to access the company's files and documents kept at the headquarters, branches, and other locations; and has the right to visit the workplaces of the company's managers and employees during working hours.

3. The Board of Directors, members of the Board of Directors, General Director, and other managers must provide full, accurate, and timely information and documents on the management, operation, and business activities of the Company at the request of the Board of Supervisors.

Article 61. Obligations of Supervisor Board Members

1. To comply strictly with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in the performance of their assigned duties and powers.

2. To exercise the rights and perform the duties assigned honestly, diligently, and to the best of their ability to ensure the maximum legitimate interests of the Company and its shareholders.

3. To be loyal to the interests of the Company and its shareholders; not to abuse their position, duties, and to use the Company's information, know-how, business opportunities, and other assets for personal gain or to serve the interests of other organizations or individuals;

4. Other obligations under the Enterprise Law.

5. In case of violation of the provisions of Clauses 1, 2, 3, and 4 of this Article causing damage to the Company or others, the Supervisors shall be personally or jointly liable for compensation for such damages. All income and other benefits that an Supervisor Board member directly or indirectly obtains as a result of a violation must be returned to the Company.

6. If it is discovered that an Supervisor has violated their duties in the performance of their assigned duties and powers, a written notification must be sent to the Supervisor Board; the person who has committed the violation must be requested to cease the violation and propose a solution to remedy the consequences.

Article 62. Removal and Dismissal of Supervisors

1. The General Meeting of Shareholders may remove a supervisor in the following cases:

a. The member does not meet the qualifications and conditions of a Supervisor as prescribed in Article 169 of the Enterprise Law;

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

2. The General Meeting of Shareholders may remove a supervisor in the following cases:

a. Failure to complete assigned tasks or duties;

b. Failure to exercise rights and fulfill obligations for a continuous period of six months, except in cases of force majeure;

c. Repeated or serious violations of the Supervisor's duties as prescribed by the Enterprise Law and the Company's Charter;

d. Other cases as resolved by the General Meeting of Shareholders.

Article 63. Meetings of the Board of Supervisors

1. The Board of Supervisors shall meet at least twice a year. A quorum shall be constituted by the presence of at least two-thirds of the members of the Board. Minutes of the Board of Supervisors' meetings shall be detailed and clear. The person taking the minutes and the attending members of the Board of Supervisors shall sign the minutes of the meeting. The minutes of the Board of Supervisors' meetings shall be kept to determine the responsibility of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request that members of the Board of Directors, the General Director and representatives of the audit organization be allowed to attend and answer questions that need to be clarified.

3. Other matters related to the Board of Supervisors, including but not limited to the organization of Board meetings, the conditions for the adoption of resolutions and decisions of the Board, the form of adoption of resolutions and decisions of the Board, etc., shall be regulated and complied with in accordance with the Company's Internal Governance Regulations and the Regulations on the Organization and Operation of the Company's Board of Supervisors.

CHAPTER X

OBLIGATIONS OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER OFFICERS

Article 64. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must publicly disclose their related interests as prescribed by the Enterprise Law and other relevant legal documents.

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

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are obliged to notify in writing the Board of Directors and the Board of Supervisors of any transactions between the Company, subsidiaries, or other companies

in which the Company holds more than 50% of the charter capital, with that same entity or with the related persons of that entity as prescribed by law. For the transactions mentioned above that are approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that benefit such members or their related persons as prescribed by the Enterprise Law and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and related persons of these subjects shall not use or disclose to others any inside information to carry out related transactions.

6. The General Director must not be a related person of the enterprise managers, the Controllers of the Company and its parent company, the State capital representatives, or the enterprise capital representatives at the Company and its parent company, as prescribed in Point d, Clause 46, Article 4 of the Securities Law.

Article 65. Contracts and Transactions Requiring Approval of the General Meeting of Shareholders or the Board of Directors:

1. The provision of loans or guarantees to shareholders, members of the Board of Directors, General Director, other managers who are not shareholders, and individuals or organizations related to these entities is subject to the provisions of Article 293 of Decree 155/2020/ND-CP, as amended and supplemented by Clause 84, Article 1 of Decree No.245/2025/ND-CP and the approval authority under Clauses 2 and 3 of this Article.

2. The company may only carry out the following transactions after being approved by the General Meeting of Shareholders:

a. Providing loans or guarantees to members of the Board of Directors, members of the Board of Supervisor, the General Director, other managers who are not shareholders, and individuals or organizations related to these entities;

   In cases of granting loans or guarantees to related parties of members of Board of Directors, members of the Board of Supervisor, General Director, or other managers, where the company and such organization (except in the case of organizations being shareholders of the public company as prescribed in Clause 2 of this Article) are companies within the same group or companies operating as a group of companies, including parent and subsidiary companies, economic groups, the General Meeting of Shareholders shall approve transactions with a value of 35% or more of the total value of assets as recorded in the most recent consolidated financial statements of the Company.

b. Transactions valued at 35% or more, or transactions that lead to a total transaction value arising within 12 months from the date of the first transaction valued at 35% or more of the total assets recorded on the latest consolidated financial statements between the company and one of the following parties:

- Members of the Board of Directors, members of the Board of Supervisors, General Director, other managers and their related individuals;
- Shareholders, authorized representatives of shareholders holding more than 10% of the total common shares of the company and their related individuals;
- Enterprises related to the subjects specified in Clause 2, Article164 of the Enterprise Law;

c. Any contract, loan transaction, or sale of assets with a value exceeding 10% of the total asset value as stated in the most recent consolidated financial statement between the company and a shareholder owning 51% or more of the total voting shares, or a related party of such shareholder, must be reported.

In the aforementioned cases, the company representative signing the contract must notify the Board of Directors and the Auditor of the related parties involved in the contract or transaction, along with the draft contract or a summary of the transaction's main content. The Board of Directors shall submit the draft contract or an explanation of the transaction's main content to the General Meeting of Shareholders or seek the shareholders' written opinion. In this case, shareholders having interests related to the parties involved in the contract or transaction shall not have the right to vote.

3. The Board of Directors shall approve the following contracts and transactions:

a. Loans or guarantees as prescribed in Point a, Clause2 of this Article, which are not within the competence of the General Meeting of Shareholders;

b. Contracts and transactions as prescribed in Point b, Clause2 of this Article, with a value of less than 35% of the total assets as recorded in the Company's most recent consolidated financial statements;

c. Contracts, transactions, loans, and sales of assets as prescribed in Pointc, Clause2 of this Article, with a value equal to or less than 10% of the total assets as recorded in the Company's most recent consolidated financial statements.

4. In the aforementioned cases, the company representative must notify the Board of Directors, the Supervisors of the related parties involved in the contract or transaction, along with the draft contract or a summary of the transaction's main content. The Board of Directors shall decide on the approval of the contract or transaction within fifteen days from the date of receipt of the notification; members of the Board of Directors who have an interest in the parties to the contract or transaction shall not have the right to vote.

5. The contract or transaction shall be void and handled in accordance with the law if it is entered into or executed without prior approval as prescribed in this Article. The signatory of the contract, shareholders, members of the Board of Directors, and the General Director who are involved shall be jointly and severally liable for any resulting damages and shall return to the

Company any profits obtained from the execution of such contract or transaction.

Article 66. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Board of Supervisor, the General Director, and other executive officers who violate their duties of loyalty and due care, and who fail to fulfill their obligations, shall be liable for any damages caused by such violations.

2. The Company shall compensate any person who has been, is, or may become a party to any claim, suit, or proceeding (including civil, administrative, and non-suit actions initiated by the Company) if such person has been or is a member of the Board of Directors, a member of the Board of Supervisor, the General Director, another executive officer, an employee, or a representative authorized by the Company who has been or is performing duties as authorized by the Company, has acted in good faith and with due care for the benefit of the Company in compliance with the law, and there is no evidence to confirm that such person has breached their duties.

3. Compensation expenses shall include judgment costs, penalties, and actual expenses incurred (including attorneys' fees) in resolving such matters within the permitted legal framework. The Company may purchase insurance for such persons to avoid the aforementioned indemnification liabilities.

CHAPTER XI

BASIS AND METHODS FOR DETERMINING REMUNERATION, SALARY, AND BONUSES FOR MANAGERS AND MEMBERS OF THE BOARD OF SUPERVISORS

Article 67. Remuneration, salary, and other benefits of members of the Board of Directors, General Director, and other managers

1. The company has the right to pay remuneration and salary to members of the Board of Directors, the General Director, and other managers based on business results and efficiency.
2. Remuneration, salary, and other benefits of members of the Board of Directors and the General Director are paid according to the following regulations:

a. Members of the Board of Directors are entitled to a fee for their work and bonuses. The fee for work is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the fee per day. The Board of Directors estimates the remuneration for each member on a consensus basis. The total remuneration of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

b. Members of the Board of Directors shall be reimbursed for reasonable expenses incurred in the performance of their duties, including travel, accommodation, and other necessary expenses;

c. Members of the Board of Directors must promptly and fully report to the Board any remuneration received from subsidiaries, affiliates, and other organizations;

d. The General Director is paid a salary and Cash bonus. The salary and bonus of the General Director are determined by the Board of Directors, unless the Board of Directors delegates or authorizes a lower level to make the decision.

3. The remuneration of each member of the Board of Directors and the salary of the General Director and other managers is included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, is separately stated in the Company's annual financial statements, and must be reported to the Annual General Meeting of Shareholders.

4. Members of the Board of Directors who hold executive positions or serve on Board committees or perform other duties that the Board deems to be outside the ordinary scope of a Board member's duties may be paid additional compensation in the form of a lump sum fee, salary, commission, percentage of profits, or in other forms as determined by the Board.

Article 68. Disclosure of related benefits

1. The Company must compile and update a list of related parties of the Company as prescribed in Clause 23, Article 4 of the Enterprise Law and their corresponding contracts and transactions with the Company.

2. Members of the Board of Directors, Controllers, General Director, and other managers of the Company must declare to the Company their related interests, including:

a. Name, Enterprise Code, Headquarters Address, industry, business line of the enterprise that they own or hold shares; the ratio and time of owning or holding such shares;

b. Name, Enterprise Code, Headquarters Address, industry, business line of the enterprise which their related individuals own, co-own or hold more than 10% of the charter capital.

3. The declaration as prescribed in Clause 2 of this Article must be made within seven working days from the date on which the relevant interest arises; any amendment or supplementation must be declared to the Company within seven working days from the date of the corresponding amendment or supplementation.

4. The maintenance, disclosure, inspection, extraction, and copying of the List of Related Parties and Related Interests as declared and regulated in Clause 1 and Clause 2 of this Article shall be conducted as follows:

a. The company must announce the List of Related Parties and Related Interests to the General Meeting of Shareholders at the annual meeting;

b. The List of Related Parties and Related Interests shall be kept at the company's headquarters; if necessary, a part or all of the content of the List may be kept at the company's branches;

c. Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Board of Supervisor, the General Director and other managers have the right to inspect, extract, and copy a part or all of the declared content during business hours;

d. The Company must facilitate the individuals specified in point c of this Clause to access, view, extract, and copy the list of related parties and related interests of the Company in the quickest and most convenient manner; they must not be obstructed or hindered in the exercise of this right. The procedures for reviewing, extracting, and copying the declaration of related parties and related interests shall be carried out in accordance with the Company's Articles of Association.

5. Members of the Board of Directors and the General Director, on their own behalf or on behalf of others, to perform any work in any form within the scope of the Company's business activities must explain the nature and content of such work to the Board of Directors and the Board of Supervisor and may only be carried out when approved by a majority of the remaining members of the Board of Directors; if carried out without declaration or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Article 69. Remuneration and other benefits of members of the Board of Supervisors

Remuneration and other benefits of members of the Board of Supervisors shall be determined as follows:

1. Supervisors shall be paid remuneration for their work and shall be entitled to other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total remuneration and annual operating budget of the Board of Supervisor.

2. Board of Supervisor members shall be reimbursed for reasonable expenses for board and lodging, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisor as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The remuneration and operating expenses of the Board of Supervisor shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, relevant laws, and shall be separately stated in the Company's annual financial statements.

CHAPTER XII

RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 70. Right to inspect company books and records

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

a. Ordinary shareholders have the right to review, inspect, and extract information about their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, inspect, extract, or copy the Company's Articles of Association, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. A shareholder or group of shareholders holding 5% or more of the total number of ordinary shares has the right to review, inspect, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In case a representative authorized by a shareholder or group of shareholders requests to inspect books and records, they must attach a power of attorney from the shareholder or group of shareholders they represent or a notarized copy of such power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the right to look up the company's shareholder registry, list of shareholders, and other company books and records for purposes related to their positions, provided that this information must be kept confidential.

4. The Company must keep this Charter and any amendments to the Charter, the Business Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as required by law at the headquarters or another location, provided that shareholders and the Business Registration Agency are notified of the location where these documents are stored.

5. The Company's Charter and any amendments to the Charter must be published on the Company's electronic information website.

CHAPTER XII

EMPLOYEES AND TRADE UNION

Article 71. Employees and trade union

1. If necessary, the General Director shall develop a plan for the Board of Directors to approve matters related to recruitment, termination, wages, social insurance, welfare, rewards and discipline for employees and business executives.

2. If necessary, the General Director shall develop a plan for the Board of Directors to approve matters related to the Company's relationship with labor unions in accordance with best practices, standards, and policies, as well as those practices and policies stipulated in this Charter,

the Company's regulations, and current laws.

CHAPTER XIV

BANK ACCOUNTS, FISCAL YEAR, ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION

Article 72. Bank account

1. The Company may open accounts at Vietnamese banks or at branches of foreign banks operating in Vietnam.

2. With prior approval from the competent authority, if necessary, the Company may open foreign bank accounts in accordance with the law.

3. The Company shall conduct all payments and accounting transactions through Vietnamese dong or foreign currency accounts at banks where the Company has opened accounts.

Article 73. Fiscal year

The fiscal year shall commence on the 1st of January and end on the 31st of December of each year. The first fiscal year shall commence on the date of the first issuance of the Enterprise Registration Certificate and end on the 31st of December of the year in which the Enterprise Registration Certificate was first issued.

Article 74. Accounting System

1. The Company shall apply the enterprise accounting system or any other accounting system as prescribed or approved by the competent authority.

2. The Company shall keep accounting books and records in Vietnamese and preserve accounting records in accordance with accounting laws and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company shall use the Vietnamese Dong as the accounting currency. In case the Company has transactions denominated primarily in a foreign currency, it may choose that foreign currency as the accounting currency, and shall be responsible for such choice before the law and shall notify the tax authority, if it is in accordance with the law.

Article 75. Profit Distribution

1. The General Meeting of Shareholders shall decide on the dividend payment level and the form of dividend payment from the Company's retained earnings.

2. Board of Directors may decide on interim dividend payments if it considers that such interim payments are consistent with the Company's profitability and in accordance with Clause 4, Article 135 of the Enterprise Law;

3. The Company shall not pay interest on any dividend payment or any payment related to a share.

4. Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in cash, in shares of the Company, or in other assets in accordance with the law. Board of Directors shall be responsible for implementing this decision.

5. In cases where dividends or other monetary payments related to a type of share are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the detailed bank account information provided by the shareholders. In the event that the Company has transferred the funds according to the detailed bank account information provided by the shareholder but the shareholder has not received the funds, the Company shall not be held responsible for the amount that the Company has transferred to this shareholder. Dividend payments can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6 Subject to the approval of the General Meeting of Shareholders and in compliance with the law, the Board of Directors may decide and announce that the holders of ordinary shares shall receive stock dividends in lieu of cash dividends. The additional shares issued as stock dividends shall be recorded as fully paid shares based on the value of the stock dividends, which shall be equivalent to the amount of cash dividends that would have been paid.

7 Pursuant to the Enterprise Law and the Securities Law, the Board of Directors shall adopt a resolution to determine a specific record date. As of that date, registered shareholders or holders of other securities shall be entitled to receive cash dividends or stock dividends, and to receive notices or other documents.

8 Other matters related to profit distribution shall be governed by the provisions of law.

Article 76. Fund Establishment and Principles for Handling Losses

1 The establishment of funds shall be decided by the General Meeting of Shareholders in accordance with the provisions of law. Annually, after fulfilling financial obligations to the State, profits shall be distributed in accordance with the provisions of law.

2 In the event of business losses, the General Meeting of Shareholders may decide to promptly address the situation by adopting the following solutions:

a. Using reserves to cover losses in accordance with current regulations;

b. Carrying over a portion of the losses to the following year, and at the same time, the General Meeting of Shareholders must decide on measures to remedy the losses.

CHAPTER XV.

FINANCIAL REPORTING, ANNUAL REPORT, AND INFORMATION DISCLOSURE

Article 77. Annual, Semi-annual, and Quarterly Financial Reports

1. The Company shall prepare annual financial reports, and such annual financial reports shall be audited in accordance with the law. The Company shall publish the audited annual

financial reports in accordance with the regulations on public disclosure of information on the securities market and submit them to the competent state agency if required by law.

2. Annual financial reports shall include all reports, appendices, and explanatory notes as prescribed by the law on enterprise accounting. Annual financial reports shall truthfully and objectively reflect the operating results of the Company.

3. The Company shall prepare and publish the audited semi-annual financial reports that in accordance with the regulations on public disclosure of information on the securities market and submit them to the competent state agency if required by law.

Article 78. Annual Report

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

CHAPTER XVI

COMPANY AUDIT

Article 79. Audit

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one of these entities to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.

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

3. Independent auditors who audit the Company's financial statements shall be entitled to attend the General Meeting of Shareholders and shall have the right to receive notices and other information related to the General Meeting of Shareholders and to express their opinions at the meeting on matters related to the audit of the Company's financial statements.

CHAPTER XII

COMPANY DISSOLUTION

Article 80. Cases and Conditions for Company Dissolution

1. The Company may be dissolved in the following cases:

   a. Pursuant to a resolution or decision of the General Meeting of Shareholders;

   b. The company no longer has the minimum number of shareholders as prescribed by the Enterprise Law for a continuous period of 6 months without carrying out the procedures for converting the business form;

   c. The Business Registration Certificate is revoked, in cases where the Law on Tax Management has other provisions.

d. Other obligations under the law.

2. A company may only be dissolved when it has ensured the payment of all debts and other property obligations and is not involved in a dispute settlement process at a Court or Arbitration.

3. The dissolution of the Company is decided by the General Meeting of Shareholders and implemented by the Board of Management. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 81. Procedures for Company Dissolution

The dissolution of an enterprise shall be carried out in accordance with the following regulations:

1. Approve the decision to dissolve the enterprise. The decision to dissolve the enterprise must include the following essential contents:

   a. Name and Headquarters Address of the Enterprise;

   b. Reason for dissolution

   c. Timeframe, procedures for contract termination, and payment of the enterprise's debts;

   d. Solution for obligations arising from labor contracts;

   e. Surname, given name, and signature of the Chairman of the Board of Directors of the enterprise.

2. The Board of Directors shall directly organize the liquidation of the enterprise's assets.

3. Within seven working days from the date of approval, the dissolution decision and meeting minutes must be sent to the business registration agency, tax authority, employees of the enterprise, and the dissolution decision must be posted on the national business registration portal and publicly posted at the head office and branches of the enterprise.

If the enterprise still has outstanding financial obligations, the dissolution decision must be sent to creditors and other interested parties, along with a notification of the debt settlement plan. The notification must include the creditor's name and address; the amount of debt, the deadline, the place and method of debt payment; and the manner and deadline for resolving the creditor's claims

4. The debts of the enterprise shall be settled in the following order: As stipulated in Clause 3, Article 82 of these Regulations.

5. Within 05 working days from the date of full payment of the enterprise's debts, the legal representative of the enterprise must submit a document for enterprise dissolution to the business registration agency. After 180 days from the date of receipt of the dissolution decision, and if no opinion regarding the enterprise's dissolution or opposition from a relevant party is received in writing or within 05 working days from the date of receipt of a complete and valid dossier, the business registration agency shall update the legal status of the enterprise on the National

Business Registration Database.

Article 82. Liquidation

1. Upon the decision to dissolve the Company, the Board of Directors shall establish a Liquidation Board consisting of three (03) members, of which two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Board shall prepare its own operating regulations. The Liquidation Board shall prepare its own operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts.
2. All costs related to liquidation shall be given priority by the Company for payment before other debts of the Company. The Liquidation Board shall be responsible for reporting to the Business Registration Agency the date of establishment and the commencement date of its operations.
3. Proceeds from the liquidation shall be paid in the following order:

a. Liquidation costs;

b. Amounts owed for salaries, severance pay, social insurance, and other benefits of employees in accordance with the collective labor agreement and signed labor contracts;

c. Tax debts;

d. Other debts of the Company;

The remainder, after payment of all debts from items (a) to (d) above, shall be distributed to the shareholders. Preferred shares shall be given priority in payment.

Article 83. Bankruptcy

Enterprise bankruptcy is carried out in accordance with the provisions of the law on bankruptcy.

CHAPTER XVIII

GENERAL PROVISIONS

Article 84. Resolution of Internal Disputes

1 In case of disputes or claims arising in relation to the Company's operations, the rights and obligations of shareholders as prescribed in the Enterprise Law, the Company's Charter, other legal regulations or agreements between:

(a) Shareholders and the Company;

(b) Shareholders and the Board of Directors, General Director, or other Managers;

the relevant parties shall endeavor to settle such dispute through negotiation and mediation. Except for disputes relating to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to provide information related to the dispute. In case of disputes relating to the Board of Directors or the Chairman of the Board of Directors, the parties shall agree to select an independent expert as a mediator for the dispute resolution process.

2. If negotiation and mediation fail, either party may bring such dispute to arbitration or court in accordance with the law and any agreement between the parties.

3. Each party shall bear its own costs related to the negotiation and mediation procedures. The payment of arbitration or court costs shall be made in accordance with the arbitration award or court judgment.

Article 85. Relationship Between Parent Company and Subsidiary

1. A parent company and a subsidiary have their own separate charters, approved according to the relevant legal procedures, operate independently, and are independently liable before the law and their shareholders/owners;

2. The parent company will support the subsidiary by identifying and providing a general development orientation based on maximizing the subsidiary's strengths.

3. Cooperation, commercial support, and investment activities between the parent company and the subsidiary are determined on the basis of commercial terms for the best interests of both parties and in accordance with the law.

4. The parent company appoints and authorizes its authorized capital representative to manage the parent company's shares/capital contribution in the subsidiary company and to manage the use of the parent company's capital in the subsidiary company in accordance with the parent company's internal regulations. These capital representatives may concurrently hold management positions in the subsidiary company in accordance with the nomination, election, and appointment procedures that comply with the subsidiary company's Articles of Association and the law.

5. The rights and obligations of the parent company's authorized representative at the subsidiary company are determined by the law and the regulations issued by the parent company from time to time. The authorized representative of the parent company is responsible for complying with the aforementioned regulations, the bylaws of the subsidiary, and all relevant laws.

6. The parent company exercises its authority in the subsidiary through its representative as a member of the Board of Directors/Executive Board or by exercising its shareholder voting rights at the General Meeting of Shareholders of the subsidiary (either by meeting or in writing).

7. The parent company has the right to manage, inspect, and supervise the use of its capital in the subsidiary and has the right to support the subsidiary in one, some, or all aspects of the subsidiary's governance and management with the aim of improving operational efficiency and/or

promoting the growth of the subsidiary's production, business, and investment. The subsidiary and/or the authorized representative of the parent company shall provide the parent company (or its designated personnel) with all necessary and relevant information and documents of the subsidiary to serve the aforementioned purposes of management, inspection, supervision, and support. The parent company and its designated personnel shall be responsible for keeping confidential all information and documents received, except in cases where such information or documents are publicly disclosed or when provided at the request of a competent state agency, an auditing firm, consultants, financiers, or in other cases as prescribed by law.

8. The parent company shall send inspection teams and participate in inspection teams on the management and use of the parent company's capital at its subsidiaries. The scope of the audit includes: Review of the management and use of the parent company's capital contribution in the subsidiary; review of the implementation of the parent company's directives on matters reported or requested by the capital representative; review of the performance of other duties and obligations of the representative as stipulated in the parent company's charter, the subsidiary's charter, and the parent company's internal regulations on the management of capital representatives; review of aspects of business operations if deemed necessary or as approved/agreed upon between the parent company and the subsidiary, in accordance with applicable law. In addition, the parent company has the right to request/propose that the Audit Committee of the subsidiary review specific issues related to the management and operation of the subsidiary in its capacity as a controlling shareholder. The audit activities are conducted periodically after the audit report is issued or conducted unexpectedly, irregularly when necessary. The capital representative is responsible for cooperating and facilitating the parent company to carry out the audit activities as prescribed in this Clause.

9. The parent company of the Company is allowed to conduct internal audits on all aspects of the Company's operations to support the Company in timely detecting, remedying, and preventing potential risks. Enforcement measures may include: Sending an independent working group, or in coordination with the Company's Control Board or internal audit department, to conduct audits; organizing training sessions to improve the quality of internal audits at the Company; and other measures that are consistent with international practices and standards. Management levels at the Company shall create the best possible conditions to facilitate the aforementioned audits.

10. The parent company and the subsidiary shall have other rights and obligations as prescribed in these Articles of Association, the Articles of Association of the parent company, and relevant provisions of the Enterprise Law, Investment Law, and other relevant laws.

11. For the purposes of this provision, the parent company means the parent company of the Company and the subsidiary means the Company.

Article 86. The Final provision

1. Any amendment or supplement to the Company's Articles of Association must be

approved by the General Meeting of Shareholders.

2. The Enterprise Law, the Securities Law, and the Model Articles of Association under Circular 116/2020/TT-BTC are the bases used to develop and perfect the Company's Articles of Association. In case the law has provisions related to the Company's operations that are not mentioned in these Articles or where any provision of this Charter is inconsistent with the applicable laws, such legal provisions shall prevail and be applied to regulate the Company's operations.

3. These Articles of Association consist of 18 chapters and 86 articles, which were unanimously approved by the Company's General Meeting of Shareholders at the 2026 Annual General Meeting of Shareholders, and the entire content of these Articles of Association was approved to take effect on April 08 2026.

4. These Articles of Association are made in one (01) original copy in Vietnamese and are kept at the Company's headquarters. Copies or extracts of the Company's Articles of Association are valid when signed by the Company's legal representative or by a person authorized by the legal representative.

The Company's Legal Representative

(Sign and seal)

Nguyen Trong Trung