



HẢI PHÁT
VƯƠN TẦM CAO MỚI



CHARTER OF HAI PHAT INVESTMENT JOINT STOCK COMPANY



Hanoi, October, 21st, 2023

TABLE OF CONTENTS

INTRODUCTION	4
CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER	4
Article 1. Definition of Terms.....	4
CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND THE LEGAL REPRESENTATIVE OF THE COMPANY	5
Article 2. Name, form, head office, branches, representative offices, term of operation	5
Article 3. The legal representative of the company	6
CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY	7
Article 4. Business Objectives of the Company	7
Article 5. Scope of Business and Activities of the Company	12
CHAPTER IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS	12
Article 6. Charter capital, shares, founding shareholders	12
Article 7. Share Certificates	13
Article 8. Other Securities Certificates	13
Article 9. Transfer of Shares	14
Article 10. Share Repurchase (in the case of enterprise establishment registration).....	14
CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL	15
Article 11. Organizational Structure, Governance, and Control.....	15
CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS	15
Article 12. Rights of Shareholders	15
Article 13.	17
Article 14. The General Meeting of Shareholders	18
Article 15. Rights and Obligations of the General Meeting of Shareholders	20
Article 16. Authorization to Attend the General Meeting of Shareholders	23
Article 17. Variation of Rights.....	23
Article 18. Convening, Agenda, and Notice of the General Meeting of Shareholders.....	24
Article 19. Conditions for Proceeding with the General Meeting of Shareholders	26
Article 20. Order and Procedures for Conducting the General Meeting of Shareholders and Voting	27
Article 21. Forms and Conditions for Adoption of Resolutions by the General Meeting of Shareholders.....	30

Article 22. Authority and Procedures for Obtaining Written Opinions of Shareholders to Adopt Resolutions of the General Meeting of Shareholders	31
Article 23. Minutes of Meeting and Resolutions of the General Meeting of Shareholders	33
Article 24. Request for Annulment of the Resolution of the General Meeting of Shareholders.....	34
CHAPTER VII. THE BOARD OF DIRECTORS.....	35
Article 25. Nomination and Candidacy for Members of the Board of Directors.....	35
Article 26. Composition and Term of Office of Members of the Board of Directors	36
Article 27. Powers and Duties of the Board of Directors	37
Article 28. Remuneration, Salaries, and Other Benefits of Members of the Board of Directors.....	40
Article 29. Chairperson of the Board of Directors.....	41
Article 30. Meetings of the Board of Directors	41
Article 31. Committees under the Board of Directors	44
Article 32. Corporate Governance Officer.....	45
CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES	45
Article 33. Organizational Structure and Management Apparatus	45
Article 34. Company Executives	46
Article 35. Appointment, Removal, Duties and Powers of the General Director.....	46
CHAPTER IX. SUPERVISORY BOARD	48
Article 36. Nomination and Candidacy of Members of the Supervisory Board.....	48
Article 37. Composition of the Supervisory Board.....	48
Article 38. Chairperson of the Supervisory Board.....	49
Article 39. Rights and Duties of the Supervisory Board.....	49
Article 40. Meetings of the Supervisory Board	50
Article 41. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Supervisory Board	51
CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR AND OTHER EXECUTIVES	51
Article 42. Duty of Care.....	51
Article 43. Duty of Honesty and Avoidance of Conflicts of Interest	52
Article 44. Liability for Damages and Compensation	53
Article 45. Right to Inspect Books and Records.....	53
CHAPTER XII. EMPLOYEES AND TRADE UNION	54
Article 46. Employees and Trade Union.....	54
CHAPTER XIII. PROFIT DISTRIBUTION.....	55

Article 47. Profit Distribution	55
CHAPTER XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING REGIME	55
Article 48. Bank accounts	55
Article 49. Fiscal year	56
Article 50. Accounting Regime	56
CHAPTER XV. ANNUAL REPORTS, FINANCIAL STATEMENTS, AND DISCLOSURE OBLIGATIONS	56
Article 51. Annual, Semi-Annual, and Quarterly Financial Statements	56
Article 52. Annual reports	57
CHAPTER XVI. AUDIT OF THE COMPANY	57
Article 53. Audit	57
CHAPTER XVII. SEAL	57
Article 54. Seal	57
CHAPTER XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION	57
Article 55. Dissolution of the Company	57
Article 56. Liquidation	58
Article 57. Internal Dispute Resolution	59
CHAPTER XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER	59
Article 58. The Company's Charter	59
CHAPTER XXI. EFFECTIVE DATE	60
Article 59. Effective Date	60

INTRODUCTION

This Charter has been amended and supplemented pursuant to Resolution No. 02/2023/NQ-ĐHĐCĐ dated 21 October 2023 of the 2023 Annual General Meeting of Shareholders.

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definition of Terms

1. In this Charter, the following terms shall be construed as follows:
 - a. **“Charter Capital”** means the total par value of shares that have been sold or registered for subscription as provided in Article 6 of this Charter;
 - b. **“Voting Capital”** means the share capital under which the holder is entitled to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;
 - c. **“Law on Enterprises”** means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2020;
 - d. **“Law on Securities”** means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 26 November 2019;
 - e. **“Viet Nam”** means the Socialist Republic of Viet Nam;
 - f. **“Date of Establishment”** means the date on which the Company was first granted its Enterprise Registration Certificate;
 - g. **“Executives of the Company”** means the General Director, Deputy General Directors, and the Chief Accountant of the Company;
 - h. **“Managers of the Company”** means the Chairperson of the Board of Directors, members of the Board of Directors, and the Executives of the Company;
 - i. **“Related Person”** means any individual or organization prescribed in Clause 46, Article 4 of the Law on Securities;
 - j. **“Independent Member of the Board of Directors”** means a member of the Board of Directors who satisfies the conditions set out in Clause 2, Article 155 of the Law on Enterprises;

- k. **“Non-Executive Member of the Board of Directors”** means a member of the Board of Directors who is not an Executive of the Company;
 - l. **“Term of Operation”** means the duration of operation of the Company as provided in Article 2 of this Charter;
 - m. **“Stock Exchange”** means the Viet Nam Stock Exchange;
 - n. **“Company”** means Hai Phat Investment Joint Stock Company or Hai Phat;
 - o. **“General Meeting”** means a meeting of the General Meeting of Shareholders.
2. In this Charter, any reference to any provision or document shall include any amendment, supplement, or replacement thereof.
 3. Headings (of Chapters or Articles of this Charter) are included for convenience of reference only and shall not affect the interpretation of this Charter.
 4. Words or terms defined in the Law on Enterprises or the Law on Securities (unless inconsistent with the subject matter or context) shall have corresponding meanings in this Charter.

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

Article 2. Name, form, head office, branches, representative offices, term of operation

1. Name of the Company
 - Vietnamese name: CÔNG TY CỔ PHẦN ĐẦU TƯ HẢI PHÁT.
 - English name: HAI PHAT INVESTMENT JOINT STOCK COMPANY.
 - Abbreviated name: HAI PHAT INVEST.
2. The Company is a joint stock company with the legal entity status in accordance with the prevailing laws of Viet Nam.
3. Registered Head Office of the Company
 - Head office address: 5th Floor, CT3 Building, The Pride, An Hung New Urban Area, La Khe Ward, Ha Dong District, Hanoi City, Viet Nam.
 - Telephone: 024.3208.0666.
 - Fax: 024.3208.0566.

- Email: info@haiphat.com.vn.
 - Website: www.haiphat.com.vn.
4. The Company may establish, amend, or terminate branches and representative offices within its business locations to carry out the Company's operational objectives, in accordance with the decisions of the Board of Directors and within the limits permitted by law.
 5. Unless terminated earlier pursuant to Clause 2, Article 55 of this Charter, the term of operation of the Company shall commence from the Date of Establishment and shall be indefinite.

Article 3. The legal representative of the company

1. The Company shall have one Legal Representative. The Chairperson of the Board of Directors shall be the Legal Representative of the Company.
2. The powers and duties of the Legal Representative are as follows:
 - a. The Legal Representative of the Company is the individual who represents the Company in exercising and performing the rights and obligations arising from the Company's transactions, and who represents the Company as plaintiff, defendant, or person with related rights and obligations before Arbitration and Courts.
 - b. The Legal Representative of the Company shall have the following responsibilities:
 - To exercise the assigned rights and obligations in a honest, prudent, and best manner to ensure the lawful interests of the Company;
 - To remain loyal to the interests of the Company; not to use information, know-how, business opportunities of the Company, nor abuse his/her position and authority, nor use the assets of the Company for personal gain or for the benefit of any other organization or individual;
 - To promptly, fully, and accurately notify the Company of the fact that such Legal Representative and his/her Related Persons own or hold controlling stakes or capital contributions in other enterprises.
 - c. To be personally liable for any damage caused to the Company arising from any breach of the obligations provided in Clause 2 of this Article.
 - d. To perform other rights and obligations in accordance with this Charter and applicable laws.

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

Article 4. Business Objectives of the Company

1. Business Objectives of the Company

- (i) To become a leading real estate investment group in Viet Nam.
- (ii) To maximize profits, provide stable employment for employees, ensure the lawful rights and interests of shareholders, enhance investment value, and contribute to the State budget.

2. The business lines and sectors of the Company are as follows:

No	Field name	Code
1.	Construction of all types of buildings (CPC Code 512)	4100
2.	Construction of railway and road works (CPC Code 513)	4210
3.	Construction of other civil engineering works. Details: <i>Civil, industrial, transportation, and irrigation construction; construction of power lines and substations up to 35KV.</i>	4290
4.	Electrical installation (CPC Code 5163) Details: <i>Installation of power lines and substations up to 35KV, lighting systems, and urban signal systems.</i>	4321
5.	Wastewater treatment services (CPC Code 9401) Details: <i>Wastewater treatment services. For security reasons, access to certain geographic areas may be restricted.</i>	3700
6.	Demolition (CPC Code 511)	4311
7.	Site preparation (excluding demining and blasting) (CPC Code 511)	4312
8.	Other specialized construction activities (CPC Codes 511, 515, 518) Details: - <i>Construction of building foundations, including piling,</i>	4390

No	Field name	Code
	<p><i>moisture testing, water testing, waterproofing, and footing;</i></p> <ul style="list-style-type: none"> - <i>Removal of non-manufactured steel, bending steel, masonry and stone placement;</i> - <i>Roofing of buildings;</i> - <i>Erection of scaffolding and site preparation by dismantling or demolishing construction works, excluding rental of scaffolding and land;</i> - <i>Removal of chimneys and industrial boilers;</i> - <i>Activities requiring specialized skills, such as climbing and using relevant equipment, e.g., working at height on tall structures;</i> - <i>Underground works;</i> - <i>Construction of outdoor swimming pools;</i> - <i>Steam cleaning, sand blasting, and similar exterior works on buildings;</i> - <i>Rental of cranes with operators.</i> 	
9.	<p>Architectural and related technical consultancy (CPC Codes 6871, 8672)</p> <p>Details:</p> <ul style="list-style-type: none"> - <i>Consulting and reviewing construction design;</i> - <i>Reviewing cost estimates and total estimates;</i> - <i>Preparing bidding documents and evaluating bids; preparing investment projects and total cost estimates for civil, industrial, transportation, irrigation, and technical infrastructure construction works;</i> - <i>Supervision of construction and completion of road works; supervision of civil, industrial, transportation, irrigation, and technical infrastructure construction; supervision of installation of water supply and environmental technology equipment; supervision of installation of electrical systems in civil and industrial works;</i> 	7110

No	Field name	Code
	<p><i>(Conditions as required by law)</i></p> <ul style="list-style-type: none"> - <i>Architectural consultancy services including: architectural design, structural design of civil and industrial works, road construction design, survey and design of transportation works, design of water supply and environmental systems in construction works, design of electrical systems in industrial works.</i> 	
10.	Installation of water supply, drainage, heating, and air conditioning systems (CPC Code 5161)	4322
11.	<p>Installation of other building systems (CPC Codes 514, 516) Details:</p> <ul style="list-style-type: none"> - <i>Installation of other equipment not belonging to electrical systems, irrigation systems, heating and air-conditioning, or industrial machinery in construction and civil engineering;</i> - <i>Installation of industrial equipment in construction and civil engineering works.</i> 	4329
12.	Finishing of construction works (CPC Code 517)	4330
13.	<p>Real estate business, rights to land use owned, leased, or used</p> <p>Details: <i>Real estate business (excluding investment in cemetery infrastructure for transferring land-use rights with infrastructure).</i></p>	6810
14.	<p>General wholesale (CPC Code 622) Details: <i>Carrying out wholesale distribution (without establishing wholesale premises) of goods in accordance with the law (excluding export, import, and distribution of goods on the list of items that foreign investors or foreign-invested economic organizations are prohibited from exporting, importing, or distributing under the law).</i></p>	4690

No	Field name	Code
15.	Retail trade not elsewhere classified (CPC Code 632) Details: <i>Carrying out retail distribution (without establishing retail premises) of goods in accordance with the law (excluding export, import, and distribution of goods on the list of items that foreign investors or foreign-invested economic organizations are prohibited from exporting, importing, or distributing under the law).</i>	4799
16.	Other remaining business support services not elsewhere classified Details: <i>Carrying out export and import rights in accordance with the law (excluding export, import, and distribution of goods on the list of items that foreign investors or foreign-invested economic organizations are prohibited from exporting, importing, or distributing under the law).</i>	8299
17.	Intra-urban and suburban passenger road transport (excluding bus transport) (CPC Codes 7121, 7122) Details: <i>Taxi transport.</i> <i>(100% of joint venture drivers must be Vietnamese citizens)</i>	4931
18.	Other passenger road transport (CPC Codes 7121, 7122) Details: <i>Interprovincial and intraprovincial passenger transport by coach.</i> <i>(100% of joint venture drivers must be Vietnamese citizens)</i>	4932
19.	Freight transport by road (CPC Code 7123) <i>(100% of joint venture drivers must be Vietnamese citizens)</i>	4933
20.	Inland water passenger transport (CPC Code 7221)	5021
21.	Inland water freight transport (CPC Code 7222)	5022
22.	Short-term accommodation services (CPC Code 64110) Details: <i>Hotels</i>	5510
23.	Food and beverage service activities (CPC Codes 642, 643) Details: <i>Restaurants and mobile catering services</i>	5610
24.	Investment consultancy (<i>excluding legal and financial consultancy</i>)	6619
25.	Project management consultancy, contract supervision	6619

No	Field name	Code
	services (CPC Code 8660)	
26.	Manufacture of construction wood products	1622
27.	Manufacture of other wood products; manufacture of products from bamboo, rattan, straw, and woven materials <i>(Not permitted at the Company's head office)</i>	1629
28.	Manufacture of motors, generators, transformers, electrical distribution and control equipment <i>(Not permitted at the Company's head office)</i>	2710
29.	Manufacture of electrical wiring devices <i>(Not permitted at the Company's head office)</i>	2733
30.	Manufacture of lighting equipment <i>(Not permitted at the Company's head office)</i>	2740
31.	Manufacture of household electrical appliances <i>(Not permitted at the Company's head office)</i>	2750
32.	Manufacture of jewelry and related items Details: - <i>Manufacture of precious and semi-precious stones, including industrial stones and restored or synthetic precious or semi-precious stones;</i> <i>Manufacture of jewelry using precious or base metals plated with precious metals, or combined with precious or semi-precious stones, or synthetic metals with precious or semi-precious stones, or other metals.</i> <i>(Not permitted at the Company's head office)</i>	3211
33.	Direct support activities for road transport Details: <i>Car or truck parking lots, garages, bicycle and motorbike parking areas</i>	5225
34.	Real estate consulting, brokerage, auctioning of real estate and land-use rights Details: <i>Real estate brokerage, real estate consultancy, real estate management, real estate trading floors</i>	6820

Article 5. Scope of Business and Activities of the Company

1. The Company is entitled to carry out all business activities in the sectors and lines of business specified in this Charter, provided that such activities have been registered, any changes in registration content have been notified to the business registration authority, and published on the National Business Registration Portal. *(In the case that the Company conducts business in conditional investment sectors, the Company must satisfy all business conditions as required by the Law on Investment and relevant specialized laws.)*
2. The Company may also conduct business in other sectors and lines of business permitted by law and approved by the General Meeting of Shareholders

CHAPTER IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Charter Capital of the Company is **VND 3,041,685,810,000** (Three thousand forty-one billion, six hundred eighty-five million, eight hundred ten thousand Vietnamese Dong). The total Charter Capital of the Company is divided into 304,168,581 (Three hundred four million, one hundred sixty-eight thousand, five hundred eighty-one) shares, with a par value of VND 10,000 per share.
2. The Company may adjust its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
3. As of the date of approval of this Charter, all shares of the Company are common shares. The rights and obligations of shareholders holding common shares are stipulated in Articles 12 and 13 of this Charter.
4. The Company may issue preferred shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
5. The names, addresses, number of shares, and other information regarding the founding shareholders, as required by the Law on Enterprises, are set out in Appendix No. 01 attached to this Charter. This Appendix forms an integral part of this Charter.
6. As of the date of approval of this Charter, all restrictions on common shares held by founding shareholders are removed. Common shares must be offered first to existing shareholders in proportion to their respective ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed by shareholders shall be decided by the Board of Directors of

the Company. The Board of Directors may distribute such shares to shareholders or others on terms no more favorable than those offered to existing shareholders, except as otherwise approved by the General Meeting of Shareholders.

7. The Company may repurchase shares issued by itself in the manner prescribed in this Charter and under current laws.
8. The Company may issue other types of securities in accordance with applicable laws.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.
2. A share is a type of security that certifies the legal rights and interests of the holder in a portion of the share capital. Each share certificate must contain all information as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within a maximum period of two (2) months from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations and applicable laws, or within two (2) months (or other period as specified in the share issuance terms) from the date of full payment for the shares as stipulated in the Company's share issuance plan, the holder of such shares shall be issued a share certificate. Shareholders are not required to pay the Company for the cost of printing the share certificate.
4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be entitled to request the Company to reissue the share certificate. The shareholder's request must include the following:
 - a. Information regarding the share certificate that has been lost, damaged, or otherwise destroyed;
 - b. A commitment to assume responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates of the Company shall be issued bearing the signature of the Legal Representative and the seal of the Company..

Article 9. Transfer of Shares

1. All shares are freely transferable unless otherwise stipulated in this Charter, the terms and conditions of share issuance, or applicable law. Listed shares or shares registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid for shall not be transferred and shall not entitle the holder to related rights, including the right to receive dividends, the right to receive shares issued for capital increase from the Company's equity, the right to subscribe for newly offered shares, and other rights as prescribed by law.

Article 10. Share Repurchase (in the case of enterprise establishment registration)

1. In the event that a shareholder fails to pay in full and on time the amount due for the subscription of shares, the Board of Directors shall notify and shall have the right to require such shareholder to pay the remaining amount together with interest thereon and to be responsible for the total par value of the subscribed shares with respect to the Company's financial obligations, including any costs incurred by the Company due to non-payment in full.
2. The payment notice shall specify the new payment deadline (minimum seven (07) days from the date of sending the notice), the payment location, and shall clearly state that if payment is not made as required, the unpaid shares shall be subject to repurchase.
3. The Board of Directors shall have the right to repurchase the shares that have not been fully and timely paid if the requirements set out in the notice are not fulfilled.
4. Shares that are repurchased shall be treated as shares eligible for offering under Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or by authorization sell or redistribute such shares under the terms and conditions deemed appropriate by the Board of Directors.
5. Shareholders holding repurchased shares shall forfeit their shareholder status with respect to those shares but shall remain liable for the total par value of the subscribed shares concerning the Company's financial obligations, including payment of related amounts and interest determined by the Board of Directors at the time of repurchase, from the date of repurchase until the date of actual payment. The Board of Directors shall have full authority to enforce the payment of the full value of the shares at the time of repurchase.

6. The repurchase notice shall be sent to the holders of the shares prior to the repurchase date. The repurchase shall remain effective even in the event of errors or negligence in sending the notice.

CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational Structure, Governance, and Control

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

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

CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. A shareholder is an owner of the Company and shall have rights and obligations corresponding to the number and types of shares owned. A shareholder shall only be liable for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company.
2. Ordinary shareholders shall have the following rights:
 - a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly at such meetings or through an authorized representative, or to vote remotely;
 - b. To receive dividends at a rate determined by the General Meeting of Shareholders;
 - c. To freely transfer fully paid shares in accordance with this Charter and applicable laws;
 - d. To have the pre-emptive right to subscribe for newly issued shares in proportion to their respective shareholding percentage, in accordance with this Charter and relevant laws;
 - e. To examine, inspect, and extract their personal information in the register of shareholders and request correction of inaccurate information in accordance with the law and Company regulations;

- f. To examine, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders as prescribed by law and the Company;
 - g. Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets (if any) in proportion to their shareholding;
 - h. To request the Company to repurchase their shares in cases provided under Article 132 of the Law on Enterprises;
 - i. To be treated equally. Each share of the same class shall entitle the shareholder to equal rights, obligations, and benefits. Where the Company issues preferred shares, the rights and obligations attached thereto must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j. To fully access periodic and extraordinary information disclosed by the Company in accordance with the law;
 - k. To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors as provided by the Law on Enterprises;
 - l. Other rights prescribed by law and this Charter.
3. A shareholder or a group of shareholders holding 5% (five percent) or more of the total ordinary shares shall have the following rights:
- a. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;
 - b. To examine, inspect, and extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, and contracts or transactions required to be approved by the Board of Directors, except documents relating to the Company's trade secrets, business secrets, and documents already disclosed in accordance with the law;
 - c. To request the Supervisory Board to conduct inspections of specific matters related to the management and administration of the Company when deemed necessary. The request must be made in writing, specifying: full names, permanent addresses, nationality, identity card/citizen ID/passport or other lawful personal identification for individuals; name, enterprise code or establishment decision number, and head

- office address for organizational shareholders; number of shares and date of share registration of each shareholder; total number of shares held by the group; shareholding ratio; matters requested for inspection; and purpose of inspection;
- d. To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and submitted to the Company no later than 03 working days prior to the opening date of the meeting. The proposal must specify the shareholder's name, number and types of shares held, the proposed matters, and supporting documents;
- e. Other rights provided by law and this Charter.
4. A shareholder or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. Nomination shall be conducted as follows:
- a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the grouping arrangement to other shareholders attending the meeting before the opening of the General Meeting of Shareholders;
- b. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this Clause shall have the right to nominate one or several persons as candidates for the Board of Directors and the Supervisory Board in accordance with the resolution of the General Meeting of Shareholders. If the number of nominees proposed by the shareholder or group of shareholders is fewer than the number to which they are entitled, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, or other shareholders.
5. Other rights as prescribed in the Company's Charter and by applicable laws.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To make full and timely payment for the shares they have committed to subscribe.
2. Not to withdraw contributed capital in the form of ordinary shares from the Company in any manner, except where such shares are bought back by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital in contravention of this provision, that shareholder and any person with related interests in the Company shall be jointly liable for the

- Company's debts and other property obligations within the value of the withdrawn shares and for any damages arising.
3. To comply with the Company's Charter and its internal management regulations.
 4. To comply with the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
 5. To provide an accurate address when registering for share subscription. In case a shareholder changes their permanent or contact address, they must promptly notify the Company for updating the shareholder register. The Company shall not be liable for any failure to contact the shareholder due to the shareholder's failure to provide updated address information.
 6. To keep confidential all information provided by the Company in accordance with the Charter and the law; such information shall only be used for exercising and protecting their lawful rights and interests; it shall not be disseminated or copied, nor sent to other organizations or individuals.
 7. To attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person or organization to attend and vote at the meeting;
 - c. Attending and voting via online meeting, electronic voting or other electronic forms;
 - d. Sending voting ballots to the meeting via mail, fax or email.
 8. To bear personal liability when acting on behalf of the Company in any form to perform any of the following acts:
 - a. Violating the law;
 - b. Conducting business or transactions for self-interest or for the benefit of other organizations or individuals;
 - c. Making payment of undue debts in the face of financial risks to the Company.
 9. Other obligations as prescribed in this Charter and by law.

Article 14. The General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the supreme decision-making body of the Company. The Annual General Meeting of Shareholders shall be convened once (01) every year and within four (04) months from the end of the fiscal year. The Board of Directors may decide to

extend the time limit for holding the Annual General Meeting of Shareholders when necessary, but the extension shall not exceed six (06) months from the end of the fiscal year. In addition to the Annual General Meeting of Shareholders, Extraordinary General Meetings of Shareholders may be convened. The venue of the General Meeting of Shareholders shall be determined as the place where the Chairperson attends the meeting and must be located within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, particularly the approval of the annual financial statements and the budget for the next fiscal year; the Company's annual business plan; the Board of Directors' report on corporate governance and the performance of the Board of Directors and each of its members; and the dividend level for each type of share. In case the auditor's report on the Company's annual financial statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.
3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary for the interests of the Company;
 - b. The number of remaining members of the Board of Directors or the Supervisory Board is fewer than the minimum required by law;
 - c. At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises. The request for convening the General Meeting of Shareholders must be made in writing, stating the reasons and purposes of the meeting, bearing sufficient signatures of the requesting shareholders, or prepared in multiple copies that collectively contain all required signatures;
 - d. At the request of the Supervisory Board;
 - e. Other cases as prescribed by law and this Charter.
4. Convening an Extraordinary General Meeting of Shareholders:

- a. The Board of Directors must convene the General Meeting of Shareholders (in any form permitted by law) within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the minimum required by law, or from the date on which a request under Points c and d, Clause 3 of this Article is received; the Board of Directors must convene the General Meeting of Shareholders within sixty (60) days from the date on which the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in this Charter.
- b. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the following thirty (30) days, the Supervisory Board shall convene the General Meeting of Shareholders in place of the Board of Directors, in accordance with Clause 3, Article 140 of the Law on Enterprises
- c. If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, then within the following thirty (30) days, the shareholder or group of shareholders making the request under Point c, Clause 3 of this Article shall have the right to convene the General Meeting of Shareholders in place of the Board of Directors and the Supervisory Board, in accordance with Clause 4, Article 140 of the Law on Enterprises. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and issuing resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include costs incurred by shareholders attending the meeting, including accommodation and travel expenses
- d. The procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises

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

1. The General Meeting of Shareholders shall have the following rights and obligations:
 - a. To approve the development orientation of the Company;
 - b. To approve the annual financial statements;

- c. To determine the annual dividend for each class of shares in accordance with the Law on Enterprises and the rights attached to such class of shares. The dividend rate shall not exceed the rate proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders;
- d. To approve the number of members of the Board of Directors and the Supervisory Board;
- e. To approve the list of independent auditing firms; to decide the independent auditing firm to conduct audits of the Company's operations; to dismiss the independent auditors when deemed necessary;
- f. To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
- g. To determine the budget or total remuneration, bonuses and other benefits for members of the Board of Directors and the Supervisory Board and to approve the remuneration report of the Board of Directors and the Supervisory Board;
- h. To decide on amendments and supplements to the Company's Charter, except for adjustments to the charter capital based on the results of share offerings or the issuance of additional shares within the number of shares permitted for offering or based on the conversion or swap of convertible or exchangeable securities issued by the Company. Amendments to the Charter in such cases shall be decided by the Board of Directors;
- i. To decide on the types of shares and the total number of shares of each type to be offered and to authorize the Board of Directors to determine the details of plans related to the issuance and offering of shares of the Company, including offering and/or issuance plans (private placement or public offering), capital use plans, debt repayment plans, swap plans or depository receipt issuance plans; to decide the annual dividend rate for each class of shares;
- j. To approve plans for the issuance of convertible bonds and bonds with warrants;
- k. To decide on the division, separation, consolidation, merger, or conversion of the Company;
- l. To decide on the reorganization and dissolution of the Company;
- m. To review and resolve violations committed by members of the Board of Directors or the Supervisory Board that cause damage to the Company or its shareholders;

- n. To decide on investment, investment transactions, investment plans, investment projects, and sale of assets valued at 50% or more of the total asset value recorded in the Company's latest financial statements;
 - o. To decide on the repurchase of more than 10% of the total shares of each class issued;
 - p. To approve internal corporate governance regulations; regulations on the operation of the Board of Directors and the Supervisory Board;
 - q. To approve the Company's annual business plan;
 - r. To approve the report of the Board of Directors on corporate governance and the performance of the Board of Directors and each member of the Board of Directors;
 - s. To approve the self-assessment report of the Supervisory Board and each member of the Supervisory Board;
 - t. To approve and ratify contracts and transactions between the Company and related parties in accordance with:
 - Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020, specifically:
 - + Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director, other managers who are not shareholders, and individuals or organizations related to such persons;
 - + In cases where loans or guarantees are granted to organizations related to members of the Board of Directors, Supervisory Board, General Director, or other managers and the Company and such organization operate under a parent-subsidary model, the transaction shall be approved by the Board of Directors;
 - + Other transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP;
 - u. To decide on other matters as prescribed by law and this Charter.
2. When necessary, the General Meeting of Shareholders may, on its own or upon proposal of the Board of Directors, delegate and authorize the Board of Directors to decide and implement a number of matters under the authority of the General Meeting of Shareholders as provided in this Article.

Article 16. Authorization to Attend the General Meeting of Shareholders

1. A shareholder or the authorized representative of an institutional shareholder may attend the meeting in person or authorize one or several individuals or organizations to attend the meeting, or attend the meeting through one of the forms prescribed in Clause 10 Article 20 of this Charter.
2. The authorization for an individual or organization to attend the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of authorization, the scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party. The authorized representative attending the General Meeting of Shareholders must submit the power of attorney upon registration for the meeting. The form of power of attorney shall be published together with the meeting materials of the General Meeting of Shareholders.
3. The voting ballots of the authorized representative, within the authorized scope, remain valid even in the following case:
 - a. The authorizing shareholder has died, has limited legal capacity, or has lost legal capacity;
 - b. The authorizing shareholder has revoked the authorization;
 - c. The authorizing shareholder has revoked the authority of the authorized representative.

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

Article 17. Variation of Rights

1. Any variation or cancellation of special rights attached to a class of preferred shares shall be valid only when approved by shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of preferred shares shall be passed only if it is approved by holders of such preferred shares attending the meeting who own at least 75% of the total outstanding preferred shares of that class, or by holders of at least 75% of

the total outstanding preferred shares of that class in case the resolution is adopted in the form of written ballots.

2. A meeting of holders of a class of preferred shares to approve the above variation of rights shall be valid only when there are at least two (02) shareholders (or their authorized representatives) present, holding at least one-third (1/3) of the par value of all outstanding shares of that class. If the required quorum is not met, the meeting shall be reconvened within thirty (30) days, and the holders of preferred shares of that class who are present in person or through their authorized representatives (regardless of the number of people or the number of shares represented) shall be deemed to constitute a valid quorum. At such meetings of preferred shareholders, the holders of preferred shares of that class present in person or through their authorized representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.
3. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions of Articles 19, 20, and 22 of this Charter.
4. Unless otherwise provided for in the share issuance terms, the special rights attached to classes of preferred shares regarding some or all matters related to the distribution of profits or assets of the Company shall not be varied by the issuance of additional shares of the same class.

Article 18. Convening, Agenda, and Notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders may be convened in accordance with Points b and c, Clause 4, Article 14 of this Charter.
2. The person convening the General Meeting of Shareholders shall perform the following tasks:
 - a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend shall be made no more than ten (10) days prior to the date of sending the meeting notice. The Company must disclose information on the record date for finalizing the list of shareholders entitled to attend the meeting at least 20 days before the record date;
 - b. Prepare the agenda and contents of the meeting;

- c. Prepare meeting materials;
 - d. Prepare draft resolutions of the General Meeting of Shareholders based on the expected contents of the meeting;
 - e. Determine the time and venue of the meeting;
 - f. Provide notice and send the meeting notice to all shareholders entitled to attend the meeting;
 - g. Perform other tasks necessary for the meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholders' registered contact address, and shall concurrently be disclosed on the Company's website, and on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the meeting must send the meeting notice to all shareholders in the list of shareholders entitled to attend no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is duly sent or dispatched). The meeting agenda and documents related to the matters to be voted on shall be sent to shareholders and/or published on the Company's website. In cases where the meeting materials are not attached to the meeting notice, the notice must clearly state the web link to all meeting materials for shareholders' access, including:
- a. The meeting agenda and documents to be used at the meeting;
 - b. The list and detailed information of candidates in case of election of members of the Board of Directors or the Supervisory Board;
 - c. Voting ballots;
 - d. Draft resolutions for each item on the agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 3, Article 12 of this Charter shall have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than three (03) working days before the opening date of the meeting. The proposal must clearly state the full name, permanent address, nationality, identity card number/citizen ID/passport or other lawful identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for organizational shareholders; number and class

of shares held; and the proposed issue(s) to be included in the agenda..

5. The person convening the General Meeting of Shareholders may refuse proposals under Clause 4 of this Article if:
 - a. The proposal is not made in accordance with Clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not own at least 5% of ordinary shares as prescribed in Clause 3, Article 12 of this Charter;
 - c. The proposed issue does not fall under the authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and this Charter;
6. The person convening the General Meeting of Shareholders must accept and include proposals under Clause 4 of this Article in the expected agenda and contents of the meeting, except for cases specified in Clause 5 of this Article; such proposals shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for Proceeding with the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total voting shares.
2. In case the first meeting does not satisfy the conditions to proceed as stipulated in Clause 1 of this Article, the notice of the second meeting shall be sent within thirty (30) days from the intended date of the second meeting (unless the person convening the meeting decides otherwise). The second General Meeting of Shareholders may proceed only when the attending shareholders represent at least 33% of the total voting shares.
3. In case the second meeting does not meet the conditions to proceed as stipulated in Clause 2 of this Article, the notice of the third meeting must be sent within twenty (20) days from the intended date of the second meeting (unless the person convening the meeting decides otherwise). The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by the attending shareholders.
4. At the request of the Chairperson of the meeting, the General Meeting of Shareholders shall have the right to change the meeting agenda attached to the

meeting notice in accordance with Clause 3, Article 18 of this Charter.

Article 20. Order and Procedures for Conducting the General Meeting of Shareholders and Voting

1. Before opening the meeting, the Company must conduct shareholder registration and continue the registration process until all eligible shareholders present have completed their registration, in the following order:
 - a. Upon registration, the Company shall provide each shareholder or authorized representative entitled to vote with a voting card, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by casting votes in favor, against, or abstaining. At the meeting, votes in favor of a resolution shall be collected first, followed by votes against; the total number of votes in favor or against shall then be counted to determine the result. The vote-counting results shall be announced by the Chairperson before the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising the vote counting upon the Chairperson's proposal. The number of members of the vote-counting committee shall be decided by the General Meeting based on the Chairperson's proposal.
 - b. Shareholders, authorized representatives of institutional shareholders, or proxy holders arriving after the meeting has been opened may register immediately and thereafter participate and vote at the meeting. The Chairperson shall not be required to suspend the meeting for latecomers to register, and the validity of matters already voted on shall not be affected
2. The election of the Chairperson, secretary, and vote-counting committee shall be conducted as follow:
 - a. The Chairperson of the Board of Directors shall act as the Chairperson of the meeting or may authorize another member of the Board of Directors to chair the General Meeting convened by the Board of Directors. If the Chairperson is absent or temporarily unable to perform the duty, the Standing Vice Chairperson of the Board of Directors shall chair the meeting. If the Standing Vice Chairperson is also absent or temporarily unable to perform the duty, the remaining members of the Board shall elect one among them to chair the meeting by majority vote;

- b. Except for the case specified at Point a of this Clause, the person who signs the notice convening the General Meeting shall preside over the meeting for the purpose of electing the Chairperson. The person receiving the highest number of votes shall become the Chairperson;
 - c. The Chairperson shall appoint one or more persons to act as secretary of the meeting;
 - d. The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the Chairperson's proposal.
3. The program and agenda of the meeting must be approved by the General Meeting of Shareholders at the opening session. The program must specify clearly and in detail the time allocated for each item of business.
4. The Chairperson has the right to take necessary and reasonable measures to conduct the General Meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.
- a. Arranging seating at the meeting venue;
 - b. Ensuring safety for all participants at the venue;
 - c. Facilitating shareholders' attendance (or continued attendance) at the meeting. The person convening the meeting has full authority to modify the above measures and to implement any other necessary actions, including issuing entry passes or using other selection methods.
- The Chairperson's decisions regarding the meeting order, procedures, or events arising outside the agenda shall be final.
5. The General Meeting shall discuss and vote on each item of the agenda. Voting shall be carried out with votes in favor, against, or abstaining. The vote-counting results shall be announced by the Chairperson before the closing of the meeting.
6. Shareholders or proxy holders arriving after the meeting has been opened may still register and are entitled to vote immediately after registration; in such cases, the validity of matters already voted upon shall remain unchanged.
7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders shall have the following rights:
- a. To require all attendees to undergo security checks or other lawful and reasonable security measures;

- b. To request competent authorities to maintain order at the meeting; to expel individuals who do not comply with the Chairperson's instructions, intentionally disturb order, obstruct the proper conduct of the meeting, or fail to comply with security requirements.
8. The Chairperson shall have the right to postpone the meeting for no more than three (03) working days from the scheduled opening date, and may postpone or change the venue only in the following cases:
 - a. The venue does not have sufficient convenient seating for all attendees;
 - b. Communication facilities at the venue do not ensure shareholders can participate, discuss, and vote;
 - c. Attendees obstruct, disturb order, or risk preventing the meeting from being conducted in a fair and lawful manner.
9. If the Chairperson postpones or suspends the meeting contrary to Clause 8 of this Article, the General Meeting shall elect another attendee to act as Chairperson and continue conducting the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid.
10. If the Company applies modern technology to organize the General Meeting through direct meetings, online meetings, electronic voting, hybrid meetings, or other electronic methods, the Company must ensure that shareholders can participate and vote electronically as prescribed in Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP. A shareholder shall be deemed to have attended and voted at the General Meeting in any of the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend and vote at the meeting;
 - c. Attending and voting via online conference, electronic voting, hybrid methods, or other electronic means;
 - d. Sending voting ballots to the meeting via mail, fax, or email.
11. The Board of Directors shall have the authority to decide the form of organizing the General Meeting of Shareholders, whether in-person, online, electronic voting, hybrid, or other electronic methods. The specific meeting format shall be decided by the Board of Directors and notified to shareholders at least 21 days prior to the opening date of the General Meeting.

The Board of Directors shall promulgate the Regulations on organizing online

meetings, hybrid meetings, electronic voting, or other electronic forms in accordance with this Charter and relevant laws.

Article 21. Forms and Conditions for Adoption of Resolutions by the General Meeting of Shareholders.

1. The General Meeting of Shareholders shall adopt resolutions within its authority through voting at a meeting or by obtaining shareholders' opinions in writing. All matters within the authority of the General Meeting may be approved by either of these methods, regardless of the nature of the matter. The Company may use programs, computer software, or modern information technology services to facilitate shareholders' voting..
2. Except as provided in Clauses 3, 4, and 5 of this Article and Clause 6 Article 148 of the Law on Enterprises, resolutions of the General Meeting of Shareholders shall be adopted when approved by more than 50% of the total voting shares of all shareholders present and voting at the meeting.
3. Election of members of the Board of Directors and of the Supervisory Board shall be conducted by cumulative voting as provided in Clause 3 Article 148 of the Law on Enterprises. Accordingly, each shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors. The shareholder may allocate all or part of his/her total votes to one or several candidates. The elected members of the Board of Directors or the Supervisory Board shall be determined based on descending vote count, starting from the candidate receiving the highest number of votes until the required number of members specified in the Company's Charter is reached. If two or more candidates receive the same number of votes for the final position of the Board of Directors or the Supervisory Board, re-voting shall be conducted among such candidates, or selection shall be made based on the criteria stated in the election regulations.
4. Except for resolutions adopted by collecting written opinions of shareholders as provided in Clause 5 Article 21 and Article 22 of this Charter, the following matters must be approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders present and voting at the General Meeting:
 - a. Types of shares and the total number of shares of each type;
 - b. Amendments to business lines and business sectors;
 - c. Selection or change of the organizational structure of the Company as prescribed by

the Law on Enterprises;

- d. Decisions on investment, investment transactions, investment plans, investment projects, and sale of assets valued at fifty percent (50%) or more of the total asset value recorded in the latest financial statements of the Company;
 - e. Reorganization or dissolution of the Company.
5. Where a resolution is adopted in the form of obtaining written opinions of shareholders, the resolution of the General Meeting of Shareholders shall be adopted if approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote.
 6. Resolutions of the General Meeting of Shareholders adopted with 100% of the total voting shares are lawful and valid even if the order and procedures for convening the meeting and adopting such resolutions violate the provisions of the Law on Enterprises or this Charter..

Article 22. Authority and Procedures for Obtaining Written Opinions of Shareholders to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

1. The Board of Directors shall have the authority to obtain written opinions of shareholders to adopt all matters under the authority of the General Meeting of Shareholders at any time it deems necessary for the interests of the Company, regardless of the nature of the matter to be adopted.
2. The Board of Directors must prepare voting ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions. The Board of Directors must ensure that such ballots and documents are sent or disclosed to shareholders within a reasonable period of time for review and voting, and at least ten (10) days prior to the deadline for receiving the completed ballots. The requirements and methods for sending ballots and related documents shall be implemented in accordance with Clause 3, Article 18 of this Charter.
3. A voting ballot must contain the following principal information:
 - a. Name, registered head office address, and enterprise registration number of the Company;
 - b. Purpose of obtaining written opinions;

- c. Full name, permanent address, nationality, Citizen Identity Card/ID Card/Passport or other lawful personal certification of the shareholder being an individual; name, enterprise registration number or establishment decision number, registered head office address of the shareholder being an organization; or full name, permanent address, nationality, identification documents of the authorized representative of an organizational shareholder; number of shares of each class and corresponding voting rights of the shareholder;
 - d. Matters to be voted on for adoption;
 - e. Voting options, including “for”, “against”, and “abstain” for each matter;
 - f. Deadline for submitting the completed ballots to the Company;
 - g. Full name and signature of the Chairperson of the Board of Directors.
4. Shareholders may submit completed voting ballots to the Company by mail, fax, or email in accordance with the following provisions:
- a. If submitted by mail, the completed ballot must bear the signature of the shareholder being an individual, or the authorized representative/legal representative of the organizational shareholder. The ballot must be placed in a sealed envelope and shall not be opened prior to the vote-counting session;
 - b. If submitted by fax or email, the completed ballot must be kept confidential until the vote-counting session;
 - c. Ballots received after the prescribed deadline or ballots that have been opened (for mail) or disclosed (for fax/email) shall be deemed invalid. Ballots not returned shall be considered as not participating in the vote.
5. The Board of Directors shall count votes and prepare a vote-counting minutes under the supervision of the Supervisory Board or a shareholder who does not hold a managerial position in the Company. The vote-counting minutes must contain the following principal details:
- a. Name, registered head office address, enterprise registration number;
 - b. Purpose and matters subject to written voting;
 - c. Number of shareholders participating in the voting and total voting rights, specifying valid and invalid votes and the method of ballot submission, enclosed with the list of voting shareholders;
 - d. Total votes for, against, and abstentions for each matter;
 - e. Matters adopted;

- f. Full name and signatures of the Chairperson of the Board of Directors, the vote counters, and the supervisors.

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

6. The vote-counting minutes must be sent to shareholders within fifteen (15) days from the conclusion of the vote-counting session. The requirement to send the minutes may be replaced by publication on the Company's website within twenty-four (24) hours from the conclusion of the vote-counting session.
7. Completed ballots, vote-counting minutes, adopted resolutions, and all documents enclosed with the ballots must be archived at the Company's head office.
8. A resolution adopted through written voting shall be approved if it is agreed upon by shareholders or authorized representatives holding more than 50% of the total voting shares of all shareholders entitled to vote, and shall have the same validity as a resolution adopted at a physical General Meeting of Shareholders.
9. Unless otherwise provided by law, in addition to written polling in accordance with this Article, the Board of Directors shall have the authority to obtain written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders through electronic voting services or other electronic means that comply with the regulations on the provision of electronic voting services by the Vietnam Securities Depository and Clearing Corporation ("VSDC").

The procedures for collecting written opinions through VSDC's electronic voting system shall comply strictly with VSDC's regulations.

Article 23. Minutes of Meeting and Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders ("GMS") must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic formats. The minutes shall be made in Vietnamese and may also be made in a foreign language, and must include the following principal contents:
- a. Name, address of the head office, enterprise number;
 - b. Time and venue of the GMS;
 - c. The agenda and contents of the meeting;

- d. Full name of the chairperson and the secretary;
- e. A summary of the proceedings and the statements made at the GMS on each matter on the agenda;
- f. Number of shareholders and total voting shares of shareholders attending the meeting, together with an appendix of the register of shareholders and shareholder representatives attending the meeting, including the number of shares and corresponding votes;
- g. Total number of votes for each matter put to vote, specifying the voting method, total valid and invalid votes, votes for, against, and abstain, and the corresponding percentages based on the total votes of the shareholders attending;
- h. Matters approved and the corresponding voting ratios;
- i. Full names and signatures of the chairperson and the secretary.

If the chairperson or the secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain all the required contents above. The minutes must state clearly the chairperson's or secretary's refusal to sign.

The minutes prepared in both Vietnamese and a foreign language have equal legal effect. In case of inconsistency between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail. .

2. The minutes of the GMS must be completed and approved before the meeting is adjourned. The chairperson and the secretary, or any other person signing the minutes, shall be jointly liable for the truthfulness and accuracy of its contents..
3. The minutes of the GMS must be disclosed on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the conclusion of the meeting.
4. The GMS resolution, minutes of the GMS, the appendix of the register of attending shareholders with signatures, powers of attorney for attendance, and all documents attached to the minutes (if any), together with materials accompanying the notice of meeting, must be disclosed in accordance with securities-market disclosure regulations and must be kept at the Company's head office.

Article 24. Request for Annulment of the Resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the Resolution or the minutes of the General Meeting of Shareholders or the vote-counting minutes of the

solicitation of written opinions of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 3 Article 12 of this Charter shall have the right to request a Court or Arbitration to review and annul the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and adopting the resolution of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises or this Charter, except as provided in Clause 6 Article 21 of this Charter.
2. The contents of the resolution violate the law or this Charter.

CHAPTER VII. THE BOARD OF DIRECTORS

Article 25. Nomination and Candidacy for Members of the Board of Directors

1. In cases where candidates for the Board of Directors have been identified in advance, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review information about the candidates before voting. Candidates for the Board of Directors must provide a written commitment as to the truthfulness, accuracy, and reasonableness of the personal information disclosed and must undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include, at a minimum, the following:
 - a. Full name, date of birth;
 - b. Academic qualifications;
 - c. Professional qualifications;
 - d. Work experience;
 - e. Companies in which the candidate currently holds a position as a member of the Board of Directors or other managerial titles;
 - f. An assessment report on the candidate's contributions to the Company, in cases where the candidate is currently a member of the Board of Directors of the Company;
 - g. Related interests with the Company and its related parties (if any);
 - h. Full name of the shareholder or group of shareholders nominating the candidate (if any);
 - i. Other information (if any) as prescribed in the Company's Charter;

- j. The Company shall be responsible for disclosing information on the companies in which the candidate holds a position as a member of the Board of Directors or other managerial titles, and any related interests of the candidate with such companies (if any).
2. Shareholders or a group of shareholders holding at least 10% of the total number of ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises, the Company's Charter, and the Company's internal regulations.
3. In cases where the number of candidates for the Board of Directors nominated and self-nominated remains insufficient as required under Clause 4 Article 12 of this Charter, the incumbent Board of Directors may nominate additional candidates or organize the nomination process in accordance with the Company's Charter, the internal corporate governance regulations, and the Regulations on the Operation of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors in accordance with the law.
4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2 Article 155 of the Law on Enterprises and the Company's Charter.

Article 26. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors shall consist of a minimum of five (05) members and a maximum of eleven (11) members. The specific number of members of the Board of Directors shall be determined by the General Meeting of Shareholders from time to time.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms. In cases where the terms of office of all members of the Board of Directors end at the same time, those members shall continue to serve until new members are elected to replace them and assume their duties.
3. The composition of the Board of Directors shall be as follows:

- 3.1. The number of non-executive members of the Board of Directors shall account for at least one-third (1/3) of the total number of members of the Board of Directors, or a smaller proportion if prescribed by law.
- 3.2. The number of independent members of the Board of Directors must ensure compliance with the following requirements:
 - a. At least one (01) independent member in cases where the Board of Directors consists of three (03) to five (05) members;
 - b. At least two (02) independent members in cases where the Board of Directors consists of six (06) to eight (08) members;
 - c. At least three (03) independent members in cases where the Board of Directors consists of nine (09) to eleven (11) members.
4. A member of the Board of Directors shall cease to hold office if he/she is dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The election or replacement of members of the Board of Directors must be disclosed in accordance with regulations on information disclosure in the securities market.
6. Members of the Board of Directors are not required to be shareholders of the Company.

Article 27. Powers and Duties of the Board of Directors

1. The Board of Directors is the management body of the Company and shall have full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those rights and obligations which fall under the authority of the General Meeting of Shareholders.
2. The powers and duties of the Board of Directors are stipulated by law, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:
 - a. To decide on the Company's strategy, medium-term development plan, and annual business plan;
 - b. To propose the types of shares and the total number of shares to be offered for each type;
 - c. To decide on the sale of shares not yet sold within the number of shares permitted for offering for each type; and to decide on raising additional capital by other methods;

- d. To determine the offering price of the Company's shares and bonds;
- e. To elect, dismiss, or remove the Chairperson of the Board of Directors; to appoint, dismiss, enter into and terminate contracts with executives and managers of the Company, and to decide their salaries, remuneration, bonuses, and other benefits;
- f. To appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies and to determine their remuneration and other benefits;
- g. To supervise and direct the General Director and other managers in managing the Company's day-to-day business operations;
- h. To resolve complaints of the Company against executives, and to decide the appointment of the Company's representative in matters relating to legal procedures involving such executives;
- i. To determine the organizational structure of the Company; to decide on the establishment of subsidiaries, branches, representative offices; and on the contribution of capital and acquisition of shares in other enterprises; to appoint representatives managing the Company's contributed capital or shareholdings in other enterprises;
- j. To propose reorganization or dissolution of the Company; and to request bankruptcy of the Company;
- k. To approve the agenda, contents, and documents of the General Meeting of Shareholders; to convene the General Meeting of Shareholders or to collect written opinions for the adoption of resolutions of the General Meeting of Shareholders;
- l. To propose the annual dividend rate; to decide the time and procedures for dividend payment or to deal with losses arising during business operations;
- m. To issue and offer shares and other types of securities within the authority stipulated in this Charter, by law, or by resolutions of the General Meeting of Shareholders;
- n. To approve plans for bond issuance (except plans for the issuance of convertible bonds or bonds with warrants); to determine the offering prices of shares, bonds, and other securities;
- o. To submit the audited annual financial statements to the General Meeting of Shareholders;
- p. To decide on investments, investment transactions, investment plans, investment projects, and the sale of assets valued at less than 50% of the total value of the Company's assets recorded in the most recent financial statements;

- q. To decide on market development, marketing, and technology solutions;
 - r. To approve the agenda, contents, and documents of the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect written opinions for the adoption of resolutions;
 - s. To approve internal management regulations of the Company, except for regulations under the authority of the General Meeting of Shareholders;
 - t. To approve contracts for purchase, sale, borrowing, lending, and other agreements and transactions of the Company, except for those under the authority of the General Meeting of Shareholders as provided in Article 15 of this Charter, Article 167 of the Law on Enterprises, and applicable laws;
 - u. To appoint and remove persons authorized as commercial representatives and Lawyers of the Company;
 - v. To decide on borrowing and on the performance of mortgages, guarantees, assurances, and indemnifications of the Company, including approval of loans or guarantees granted to organizations related to members of the Board of Directors, the General Director, or other managers where the Company and such organizations belong to the same corporate group or enterprise group (including parent–subsidiary structures and economic groups), except for cases falling under the authority of the General Meeting of Shareholders;
 - w. To decide on investments outside the business plan and budget that exceed 10% of the annual business plan and budget;
 - x. To decide on the valuation of assets contributed to the Company that are not in cash in share or bond issuances, including gold, land use rights, intellectual property rights, technologies, and technical know-how;
 - y. To decide on the repurchase or redemption of up to 10% of the total number of shares of each type offered within twelve (12) months;
 - z. To determine the repurchase or redemption price of the Company’s shares;
 - aa. To exercise other rights and perform other obligations in accordance with this Charter, the Law on Enterprises, the Law on Securities, and other applicable laws (if any).
3. The Board of Directors shall report to the General Meeting of Shareholders on the performance of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/ND-CP.

4. The Board of Directors may delegate or authorize managers and subordinate employees of the Company to decide on, sign documents, and represent the Company in handling matters within the decision-making and approval authority of the Board of Directors in accordance with this Charter.

Article 28. Remuneration, Salaries, and Other Benefits of Members of the Board of Directors

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on the business results and performance of the Company.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to fulfil the duties of a member of the Board of Directors and the remuneration rate per day. The Board of Directors shall determine the remuneration for each member on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the regulations on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors who concurrently holds an executive position, or a member who works on committees of the Board of Directors, or who performs tasks which, in the opinion of the Board of Directors, are beyond the ordinary scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee for each assignment, salary, commission, profit percentage, or in another form as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, meals, and other reasonable expenses incurred in the performance of their duties as members of the Board of Directors, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company with the approval of the General Meeting of Shareholders. Such

insurance shall not cover liabilities arising from violations of law or the Company's Charter by members of the Board of Directors.

Article 29. Chairperson of the Board of Directors

1. The Board of Directors shall elect from among its members a Chairperson and Vice Chairman.
2. The Chairperson of the Board of Directors must not concurrently hold the position of General Director.
3. The Chairperson of the Board of Directors has the following rights and duties:
 - a. Formulate the program and operational plan of the Board of Directors;
 - b. Prepare the program, contents, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
 - c. Organize the adoption of resolutions and decisions of the Board of Directors;
 - d. Supervise the implementation of resolutions and decisions of the Board of Directors;
 - e. Act as the chair of the General Meeting of Shareholders;
 - f. Exercise other rights and duties in accordance with the Law on Enterprises and this Charter.
4. In case the Chairperson of the Board of Directors resigns or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or from the date of removal or dismissal.
5. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and duties of the Chairperson. If there is no authorized person, or if the Chairperson dies, is missing, detained, serving a prison sentence, undergoing administrative handling measures at a compulsory detoxification center or compulsory education center, absconds from residence, has restricted or lost civil act capacity, has difficulty in cognition or behavior control, or is prohibited by a court from holding a position or practicing certain professions, the remaining members shall elect one of them to act as Chairperson of the Board of Directors by majority vote until a new decision of the Board of Directors is made.

Article 30. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the

term of the Board of Directors within seven (07) working days from the end of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member who receives the highest number of votes or the highest voting percentage. In case more than one (01) member receives the same highest number of votes or the same highest voting percentage, the members shall elect one (01) of them by majority vote to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings or collect written opinions of its members.
3. The Chairperson of the Board of Directors shall convene meetings of the Board of Directors in the following cases:
 - a. At the request of the General Director or at least five (05) other managers;
 - b. At the request of the Supervisory Board or an independent member of the Board of Directors;
 - c. At the request of at least two (02) members of the Board of Directors;
 - d. When deemed necessary for the interests of the Company and its shareholders.
4. The request referred to in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and issues to be decided within the authority of the Board of Directors
5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the request referred to in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, he/she shall be responsible for any damage caused to the Company; the requesting person shall have the right to convene the meeting of the Board of Directors in place of the Chairperson.
6. The Chairperson of the Board of Directors or the person convening the meeting must send a notice of invitation to the meeting to all members of the Board of Directors no later than three (03) days prior to the meeting date. The notice must specify the time and place of the meeting, the agenda, matters for discussion and decision. The notice must be accompanied by documents to be used at the meeting and the voting ballots of the members.

The notice of invitation shall be sent by mail, telephone, fax, email, or other means, provided that it reaches the contact address of each member of the Board of Directors as registered with the Company.

7. The Chairperson of the Board of Directors or the person convening the meeting shall send the notice of invitation and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors. Members of the Supervisory Board have the right to attend meetings of the Board of Directors and have the right to discuss but not vote.
8. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members are present.

If the required number of members is not met, the meeting must be reconvened within seven (07) days from the scheduled date of the first meeting. The reconvened meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors are present.
9. A member of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend and vote pursuant to Clause 10 of this Article;
 - c. Attending and voting through online conferences, electronic voting, or other electronic forms;
 - d. Sending a voting ballot to the meeting by mail, fax, or email.
10. In case a voting ballot is sent to the meeting by mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. The voting ballot shall only be opened in the presence of all attendees of the meeting.
11. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of members of the Board of Directors.
12. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of members attending the meeting. In case the votes in favor and against are equal, the final decision shall belong to the side with the vote of the Chairperson of the Board of Directors or the person authorized by the Chairperson to vote.
13. In addition to adopting resolutions of the Board of Directors by voting at meetings, when necessary, the Chairperson of the Board of Directors may decide to collect

written opinions of the voting members of the Board of Directors to adopt resolutions in accordance with the following procedures:

- (i) Send a written request for opinions together with documents related to the adoption of the Resolution to all members of the Board of Directors; and
- (ii) Members of the Board of Directors shall vote as requested by the Chairperson of the Board of Directors stated in the written request for opinions;
- (iii) The Chairperson of the Board of Directors shall appoint a Vote Counting Committee headed by the Chairperson to verify the vote-counting results;
- (iv) Based on the vote-counting results, the Chairperson of the Board of Directors shall, on behalf of the Board of Directors, sign and promulgate the Resolution of the Board of Directors on matters approved by the members. Resolutions adopted in the form of collecting written opinions shall be approved by the majority of members of the Board of Directors entitled to vote. Such resolutions shall have effect and validity as resolutions adopted at a meeting.

14. Resolutions adopted at a meeting of the Board of Directors with 100% of the members of the Board of Directors directly participating (regardless of physical presence, telephone conference, or other communication forms) or represented by proxy shall be valid and effective even if the procedures for convening, the agenda, and the meeting formalities are not conducted in strict accordance with regulations.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish committees to handle matters related to development policy, human resources, remuneration, internal audit, and risk management. The number of members of each committee shall be determined by the Board of Directors and may include both members of the Board of Directors and external members. Independent members of the Board of Directors or non-executive members of the Board of Directors shall constitute the majority of each committee, and one of these members shall be appointed as the Committee Chair by the decision of the Board of Directors. The activities of each committee must comply with the regulations of the Board of Directors. Resolutions of the committee shall only be valid if approved by a majority of members present and voting at a committee meeting.
2. The implementation of decisions of the Board of Directors or its committees must comply with applicable laws and regulations, the Company's Charter, and internal corporate governance regulations.

Article 32. Corporate Governance Officer

1. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support the effective implementation of corporate governance activities. The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate Governance Officer shall not concurrently work for an approved auditing organization conducting the audit of the Company's financial statements.
3. The Corporate Governance Officer shall have the following rights and obligations:
 - a. Advise the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and on matters related to interactions between the Company and its shareholders;
 - b. Prepare Board of Directors and General Meetings of Shareholders as requested by the Board of Directors;
 - c. Advise on meeting procedures;
 - d. Attend meetings;
 - e. Advise on the procedures for drafting Board of Directors' resolutions in compliance with legal regulations;
 - f. Provide financial information, copies of Board of Directors' meeting minutes, and other relevant information to members of the Board of Directors;
 - g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
 - h. Act as the main liaison with stakeholders;
 - i. Maintain confidentiality of information in accordance with legal regulations and the Company's Charter;
 - j. Perform other rights and obligations as prescribed by law and the Company's Charter.

CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organizational Structure and Management Apparatus

The Company's management apparatus shall ensure that the managerial body is accountable to the Board of Directors and operates under the supervision and

direction of the Board of Directors in the day-to-day business operations of the Company.

The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions as appointed by the Board of Directors. The appointment, dismissal, or removal of the aforementioned positions shall be approved by a resolution or decision of the Board of Directors

Article 34. Company Executives

1. The executives of the Company include the General Director, Deputy General Directors, and the Chief Accountant.
2. Upon the recommendation of the General Director and subject to approval by the Board of Directors, the Company may recruit executives in such number and with such qualifications as are appropriate for the organizational structure and management regulations prescribed by the Board of Directors. Executives shall exercise their duties with due care and diligence to support the Company in achieving its operational and organizational objectives.
3. Remuneration, salaries, benefits, and other terms of the employment contract of the General Director shall be determined by the Board of Directors. The employment contracts of other executives shall be determined by the Board of Directors after consultation with the General Director.
4. Salaries of executives shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax, presented as a separate item in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at its annual meeting.

Article 35. Appointment, Removal, Duties and Powers of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the General Director, and shall sign an employment contract specifying remuneration, salary, and other benefits.
2. The General Director shall manage the day-to-day business and operations of the Company; be subject to the supervision of the Board of Directors; and be responsible to the Board of Directors and to the law for the exercise of the rights and performance of the duties assigned to him/her.
3. The term of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms. The appointment may cease to be effective in accordance with the provisions of the employment contract. T

4. The General Director must not be a person prohibited by law from holding such position and must satisfy the criteria and conditions prescribed by law and by this Charter.
 - a. The General Director shall have the following rights and duties: Organize the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders;
 - b. Organize the implementation of the Company's business plan and investment projects;
 - c. Decide on matters relating to the Company's day-to-day business that are not within the authority of the General Meeting of Shareholders or the Board of Directors;
 - d. Propose to the Board of Directors the organizational structure and internal management regulations of the Company;
 - e. Propose measures to improve the Company's operations and management efficiency;
 - f. Recommend to the Board of Directors the number of executives and candidates to be appointed or removed in accordance with internal regulations, and propose remuneration, salaries, and other benefits of executives for decision by the Board of Directors;
 - g. Appoint, dismiss, or remove other managerial positions of the Company, except for positions under the authority of the General Meeting of Shareholders or the Board of Directors;
 - h. Consult with the Board of Directors in deciding the number of employees, their appointment, removal, salaries, allowances, benefits, and other terms of their employment contracts;
 - i. Decide on salaries and other benefits for employees of the Company, including managers within the General Director's appointment authority;
 - j. Recruit employees;
 - k. Recommend plans for dividend payments or remedies for business losses;
 - l. Submit to the Board of Directors for approval the detailed business plan for the next financial year in accordance with budgetary requirements;
 - m. Exercise other rights and perform other duties in accordance with law, this Charter,

the Company's internal regulations, resolutions of the Board of Directors, and the employment contract with the Company.

5. The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of the rights and duties assigned to him/her, and shall report to these bodies upon request.
6. The Board of Directors may dismiss the General Director upon approval by a majority of the members of the Board of Directors entitled to vote who are present at the meeting or by a majority of the members of the Board of Directors entitled to vote through written consultation, and may appoint a new General Director to replace him/her.

CHAPTER IX. SUPERVISORY BOARD

Article 36. Nomination and Candidacy of Members of the Supervisory Board

1. The nomination and candidacy of members of the Supervisory Board shall be conducted in accordance with the provisions set forth in Clause 1 and Clause 2 of Article 25 of this Charter.
2. In the event that the number of candidates for the Supervisory Board, through nomination and candidacy, does not reach the required number, the incumbent Supervisory Board may propose additional candidates or organize nominations in accordance with the Company's internal corporate governance regulations and the Operating Rules of the Supervisory Board. Any additional candidates introduced by the incumbent Supervisory Board must be publicly disclosed before the General Meeting of Shareholders votes to elect the members of the Supervisory Board in accordance with the law.

Article 37. Composition of the Supervisory Board

1. The Supervisory Board of the Company shall comprise from three (3) to five (5) members. The term of office of a member of the Supervisory Board shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must satisfy the standards and conditions stipulated in Article 169 of the Law on Enterprises and must not fall under any of the following cases:
 - a. Working in the accounting or finance department of the Company;
 - b. Being a member or employee of an independent auditing firm that has audited the Company's financial statements in the preceding three (3) consecutive years.

3. Members of the Supervisory Board shall be removed from office in the following cases:
 - a. No longer meeting the standards and conditions for being a member of the Supervisory Board as prescribed in Clause 2 of this Article;
 - b. Submission of a resignation letter that is accepted;
 - c. Other cases as provided for in this Charter.
4. Members of the Supervisory Board shall be dismissed in the following cases:
 - a. Failure to complete assigned tasks or duties;
 - b. Failure to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
 - c. Repeated or serious violations of the duties of a Supervisory Board member as prescribed by the Law on Enterprises and this Charter;
 - d. Other cases as determined by the resolution of the General Meeting of Shareholders.

Article 38. Chairperson of the Supervisory Board

1. The Chairperson of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, removal, and dismissal shall be decided by majority vote. The Supervisory Board must have more than half of its members residing in Vietnam. The Chairperson of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's business operations.
2. The Chairperson of the Supervisory Board shall have the following rights and duties:
 - a. Convene meetings of the Supervisory Board;
 - b. Request the Board of Directors, the General Director, and other executive officers to provide information relevant to the Supervisory Board's reporting;
 - c. Prepare and sign the reports of the Supervisory Board, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

Article 39. Rights and Duties of the Supervisory Board

The Supervisory Board shall have the rights and duties stipulated in Article 170 of the Law on Enterprises, and the following rights and duties:

1. Propose and recommend that the General Meeting of Shareholders approve the list of approved auditing firms to audit the Company's financial statements; decide on the approved auditing firm to conduct reviews of the Company's operations; and dismiss the approved auditors when deemed necessary.
2. Be accountable to the shareholders for its supervisory activities.
3. Supervise the Company's financial status and monitor compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.
4. Ensure coordination of activities with the Board of Directors, the General Director, and the shareholders.
5. In case violations of the law or the Company's Charter by members of the Board of Directors, the General Director, or other executive officers are detected, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request the violating person to cease the violation, and propose measures to remedy the consequences.
6. Develop the Operational Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.
7. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities.
8. Have the right to access the Company's records and documents kept at the head office, branches, and other locations; and have the right to visit the workplaces of the Company's managers and employees during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents relating to the management, administration, and business operations of the Company.
10. Other rights and duties in accordance with law and this Charter.

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice per year, and the minimum number of attending members must be two-thirds (2/3) of the total members of the Supervisory Board. Minutes of the Supervisory Board meetings must be prepared in a detailed and clear manner. The minutes taker and all members of the Supervisory

Board attending the meeting must sign the meeting minutes. All meeting minutes of the Supervisory Board must be archived to determine the responsibilities of each member of the Supervisory Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and the representative of the approved auditing organization to attend the meeting and respond to issues that need clarification.

Article 41. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Supervisory Board

Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board shall be implemented in accordance with the following provisions:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consultancy services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the regulations on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

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

Article 42. Duty of Care

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the responsibility to perform their duties, including duties as members of the committees under the Board of Directors with honesty and due care, and in the best interests of the Company

Article 43. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose their related interests in accordance with Article 164 of the Law on Enterprises and other applicable laws.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons must not appropriate business opportunities that could bring benefits to the Company for personal purposes; and must not use information obtained through their positions for personal gain or for the benefit of another organization or individual.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are required to provide written notice to the Board of Directors regarding any transactions between the Company, its subsidiaries, or other companies in which the Company holds 50% or more of the charter capital, and such members or their related persons, in accordance with the law. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with securities regulations on information disclosure.
4. A member of the Board of Directors shall not vote on any transaction that confers a benefit on that member or that member's related persons, in accordance with the Law on Enterprises and this Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons must not use or disclose insider information to other persons for relevant transactions.
6. Transactions between the Company and one or more members of the Board of Directors, the General Director, other executives, and their related persons shall not be invalidated in the following cases:
 - a. For transactions with a value less than or equal to thirty-five percent (35%) of the total assets stated in the most recent financial statements, the key terms of the contract or transaction and the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, or other executives have been reported to the Board of Directors and approved by the majority vote of the disinterested members of the Board of Directors.
 - b. For transactions with a value greater than thirty-five percent (35%) of the total assets, or transactions that cause the aggregate value of transactions arising within 12 months from the date of the first transaction to reach thirty-five percent (35%) or more of the total assets stated in the most recent financial statements, the key terms

of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, or other executives have been disclosed to the shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who do not have related interests.

Article 44. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their duties, including the duty of honesty and the duty of care, or who fail to perform their obligations with due diligence and professional competence, shall be liable for any damages caused by their violations.
2. The Company shall indemnify any person who is, was, or may become a party to any complaint, lawsuit, or prosecution (including civil and administrative proceedings and excluding cases initiated by the Company as the plaintiff) if such person is or was a member of the Board of Directors, a member of the Supervisory Board, the General Director, another executive, an employee, or an authorized representative of the Company, and has acted or is acting within the scope of authority granted by the Company, in an honest, careful, and diligent manner for the benefit of the Company, in compliance with the law, and without evidence confirming that such person breached their duties.
3. Indemnity costs include judgment amounts, fines, and amounts actually payable (including attorney fees) arising in connection with the resolution of such proceedings within the limits permitted by law. The Company may purchase insurance for such persons to cover indemnity obligations mentioned above.

CHAPTER XI. RIGHT TO INSPECT CORPORATE BOOKS AND RECORDS

Article 45. Right to Inspect Books and Records

1. Ordinary shareholders shall have the following rights to inspect books and records:
 - a. Ordinary shareholders shall have the right to review, inspect, and extract information regarding their own names and contact details in the list of shareholders entitled to vote; request correction of inaccurate information concerning themselves; review, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders ("GMS"), and resolutions of the GMS.
 - b. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the right to review, inspect, and extract the minutes, resolutions,

and decisions of the Board of Directors (“BOD”); semi-annual and annual financial statements; contracts and transactions subject to approval by the BOD; and other documents except those related to the Company’s trade secrets and business secrets.

2. Where the authorized representative of a shareholder or group of shareholders requests to inspect books and records, such request must be accompanied by a power of attorney from the shareholder(s) or a notarized copy thereof.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers shall have the right to inspect the shareholder register, the list of shareholders, books, and other records of the Company for purposes relating to their positions, provided that such information must be kept confidential.
4. The Company must maintain this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, GMS resolutions and BOD resolutions, minutes of GMS meetings and BOD meetings, reports of the BOD, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at the head office or another location provided that shareholders and the Business Registration Authority are informed of the storage location of such documents.
5. The Company’s Charter must be published on the Company’s website.

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 46. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval regarding matters related to the recruitment and dismissal of employees; salaries; social insurance; welfare; commendation and disciplinary measures applicable to employees and corporate executives.
2. The General Director shall prepare plans for submission to the Board of Directors for approval regarding matters related to the Company’s relationship with trade union organizations in accordance with best management standards, practices, and policies, as well as the practices and policies prescribed in this Charter, the Company’s internal regulations, and applicable laws.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 47. Profit Distribution

1. The General Meeting of Shareholders shall determine the annual dividend payment rate and form of dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or any payments related to any class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividends in shares, and the Board of Directors shall be the body responsible for implementing such resolution.
4. In cases where dividends or other payments relating to any class of shares are made in cash, the Company shall make such payments in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by shareholders. If the Company has transferred funds according to the bank details provided by a shareholder and such shareholder does not receive the funds, the Company shall not be liable for the amount already transferred. Dividend payments for shares listed or registered for trading on a Stock Exchange may be carried out through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific record date for closing the list of shareholders. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or stock dividends, notices, or other documents.
6. Other matters relating to profit distribution shall be carried out in accordance with applicable laws.

CHAPTER XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING REGIME

Article 48. Bank accounts

1. The Company shall open bank accounts at Vietnamese banks or at branches of foreign banks that are legally permitted to operate in Vietnam.
2. With prior approval from competent authorities, the Company may, when necessary, open bank accounts overseas in accordance with applicable laws.

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

Article 49. Fiscal year

The fiscal year of the Company begins on the first day of January and ends on the thirty-first day of December of the same year

Article 50. Accounting Regime

1. The accounting regime applied by the Company shall be the Vietnamese Accounting Standards (VAS), the enterprise accounting regime, or any other specific accounting regime issued by a competent authority and approved by the Ministry of Finance.
2. The Company shall prepare its accounting books in Vietnamese and maintain accounting records in accordance with the laws on accounting and other relevant regulations. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The Company shall use Vietnamese đồng as the accounting currency unit. In cases where the Company's economic transactions arise primarily in a foreign currency, the Company may choose that foreign currency as its accounting currency unit, shall take responsibility before the law for such choice, and must notify the directly managing tax authority.

CHAPTER XV. ANNUAL REPORTS, FINANCIAL STATEMENTS, AND DISCLOSURE OBLIGATIONS

Article 51. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company must prepare its annual financial statements in accordance with the law, and such statements must be audited as required by law. The Company shall disclose the audited annual financial statements in accordance with the legal regulations on information disclosure in the securities market and submit them to the competent state authorities.
2. The annual financial statements must include all reports, appendices, and explanatory notes as required by the laws on corporate accounting. The annual financial statements must present a true and fair view of the Company's operations.
3. The Company must prepare and disclose its reviewed semi-annual financial statements and quarterly financial statements in accordance with legal regulations on information disclosure in the securities market and submit them to the competent

state authorities.

Article 52. Annual reports

The Company must prepare and disclose its Annual Report in accordance with the provisions of the laws on securities and the securities market.

CHAPTER XVI. AUDIT OF THE COMPANY

Article 53. Audit

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to audit the Company's financial statements for the following financial year 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. The independent auditor conducting the audit of the Company's financial statements is entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information relating to such meetings, and express opinions at the meetings on matters related to the audit of the Company's financial statements.

CHAPTER XVII. SEAL

Article 54. Seal

1. The Company's seal includes seals manufactured by licensed seal-engraving service providers or seals in the form of digital signatures in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, 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 applicable laws.
4. The management and custody of the seal shall be conducted in accordance with internal regulations issued by the Company, its branches, or representative offices that use such seal. The Company shall use its seal in transactions as prescribed by law.

CHAPTER XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION

Article 55. Dissolution of the Company

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

- a. Early dissolution pursuant to a resolution of the General Meeting of Shareholders;
 - b. Revocation of the Enterprise Registration Certificate;
 - c. Other cases as prescribed by law.
2. Early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution resolution must be notified to, or approved by, the competent authority (if required) in accordance with applicable regulations.

Article 56. Liquidation

1. At least six (06) months prior to the expiry of the Company's operating term, or after a dissolution resolution has been passed, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. 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 Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company with priority over other liabilities of the Company.
2. The Liquidation Committee shall report to the Business Registration Authority on the date of its establishment and the date it commences operations. From that point onward, the Liquidation Committee shall represent the Company in all matters related to the liquidation before the Court and administrative authorities.
3. The proceeds from the liquidation shall be distributed in the following order:
 - a. Liquidation expenses;
 - b. Salary debts, severance allowances, social insurance obligations, and other benefits of employees under the collective labor agreement and signed labor contracts;
 - c. Taxes;
 - d. Other liabilities of the Company;
 - e. The remaining amount, after settling all liabilities from items (a) to (d) above, shall be distributed to shareholders. Preferred shares shall be paid first.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal Dispute Resolution

1. In the event of any dispute or complaint arising in connection with the operations of the Company or the rights and obligations of shareholders under the Law on Enterprises, other applicable laws, the Company's Charter, or any agreement between:
 - a. A shareholder and the Company;
 - b. A shareholder and the Board of Directors, the Supervisory Board, the General Director, or other executive officers; the parties involved shall endeavor to resolve the dispute through negotiation and conciliation.

Except where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution process and request each party to provide all information related to the dispute within five (05) working days from the date the dispute arises.

In the event the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request the Board of Directors to appoint an independent expert to act as a mediator in the dispute resolution process.

2. If no conciliatory resolution is achieved within six (06) weeks from the commencement of the conciliation process, or if the mediator's proposed solution is not accepted by the parties, either party may refer the dispute to the Economic Arbitration or the Economic Court.
3. Each party shall bear its own costs related to the negotiation and conciliation procedures. Court costs shall be borne in accordance with the decision of the Court.

CHAPTER XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 58. The Company's Charter

1. Any amendment or supplement to this Charter must be reviewed and decided by the General Meeting of Shareholders, except for adjustments to the charter capital carried out in accordance with Point h, Clause 1, Article 15 of this Charter.
2. In cases where legal provisions relating to the operations of the Company are not addressed in this Charter, or where new legal provisions differ from those set forth in this Charter, such legal provisions shall prevail and be applied to regulate the Company's operations.

CHAPTER XXI. EFFECTIVE DATE

Article 59. Effective Date

1. This Charter, comprising 21 Chapters and 59 Articles, was approved under Resolution No. 02/2023/NQ-ĐHĐCĐ dated 21 October 2023 of the 2023 Annual General Meeting of Shareholders.
2. This Charter is the sole and official Charter of the Company.
3. Copies or extracts of the Company's Charter shall be valid only when bearing the signature of the Chairperson of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

“This English translation is provided solely to facilitate the understanding of foreign investors. In the event of any discrepancy or inconsistency between this English translation and the Vietnamese original of the Charter of Hai Phat Investment Joint Stock Company, the Vietnamese version shall prevail and be deemed the official and legally binding text.”

**LEGAL REPRESENTATIVE OF THE COMPANY
CHAIRPERSON OF THE BOARD OF DIRECTORS**

(signed)

Do Quy Hai

ANNEX NO. 01
List of Founding Shareholders

No	Shareholder's name	Address	Number of Shares Owned
1	Do Quy Hai	BT12-08, Van Phu Urban Area, Phu La Ward, Ha Dong District, Hanoi City, Vietnam	40.839.948
2	Nguyen Thi Phuong Mai	No. 12 BT9, Van Phu Urban Area, Phu La Ward, Ha Dong District, Hanoi City, Vietnam	*
3	Le Thi Hoang Anh	Group 36, Trung Tu Ward, Dong Da District, Hanoi City, Vietnam	*
4	Nguyen Hong Thai	No. 24-BT4, Van Quan – Yen Phuc Urban Area, Van Quan Ward, Ha Dong District, Hanoi City, Vietnam	*

Note: (*) indicates founding shareholders who have transferred their shares.