

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness



CHARTER
DESIGN AND CONSTRUCTION JOINT STOCK COMPANY NO.1
(DECOFI)

Ho Chi Minh city, June 10, 2026

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CHAPTER I

DEFINITIONS OF TERMS

Article 1. Interpretation of terms

1. In this Charter, the term below shall be construed as follows:
 - a. **Company** as defined herein is CONG TY CO PHAN XAY DUNG VA THIET KE SO 1 (DECOFI);
 - b. **Charter Capital** is the total aggregate par value of shares which have been sold or subscribed for upon the establishment of the enterprise, as specified in Article 6 of this Charter;
 - c. **Voting capital** means the share capital in respect of which the holder is entitled to vote on matters falling under the authority of the General Meeting of Shareholder;
 - d. **Law on Enterprises** means the Law on Enterprises No.59/2020/QH 1 4 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;
 - e. **Law on Securities** means the Law on Securities No.54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019 and its amendments and supplements;
 - f. **Vietnam** is the Socialist Republic of Vietnam;
 - g. **Establishment date** is the date on which the Company's first Business Registration Certificate is granted;
 - h. **Executives** of the Company are the General Director, Deputy General Directors, Chief Accountant;
 - i. **Managers** of the Company include: Chairman of the Board of Directors "BOD Chairman" and BOD members; General Director;
 - j. **Related person** means any individual or organization defined in Clause 46, Article 4 of the Law on Securities and Clause 23. Article 4 the Law of Enterprise;
 - k. **Shareholder** means any individual or organization owning at least one (01) share of the Company;
 - l. **Major shareholder** means a shareholder is defined in Clause 18, Article 4 of the Law on Securities;
 - m. **Operation term** means the Company's operating period as stipulated in Article 2 herein;
 - n. **Stock Exchange** means the Vietnam Stock Exchange, the official trading place for stocks, bonds and other securities in which the shares of the Company are listed.
2. In this Charter, any reference to the regulation or document shall include any amendments or replacements.
3. The headings (Chapter, Article herein) shall be used for convenience only without affecting the Charter's contents.

CHAPTER II

NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, OPERATION TERM AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branch, representative office, business location, operation term of the company

1. Name of the Company:
 - Name in Vietnamese : **CONG TY CO PHAN XAY DUNG VA THIET KE SO 1**
 - Name in English : **DESIGN AND CONSTRUCTION JOINTSTOCK COMPANY No.1**
 - Trade name : **Công ty Cổ phần Xây dựng và Thiết kế số 1 DECOFI dịch**
 - Abbreviated name : **DECOFI**
2. The Company is a joint stock company with a legal status as prescribed by the current laws of Vietnam.
3. Registered office of the Company:
 - Address trụ sở : **28 Mac Dinh Chi , Sai Gon Ward, HCM city**
 - Phone : **(84-28) 38230276**
 - Fax : **(84-28) 38225050**
 - E-mail : **bantgd@decofi.vn**
 - Website : **www.decofi.vn**
4. A Branch and a Representative office may be established in the business area to carry out the Company's operation objectives as decided by the Board of Director and to the extent permitted bt law.
5. The Company's operation term starts from the Establishment date is indefinite, except for case of termination ahead of time according to Clause 2 Article 68 herein.

Article 3. Legal representative of the Company

1. Legal representative of the Company is the General Director.
2. Rights and duties of the Legal representative of the Company are under the law and this Charter. The Legal Representative of the Company must reside in Vietnam. Upon exiting Vietnam, the Legal Representative must provide a written authorization to another individual residing in Vietnam to exercise the rights and perform the obligations of the Legal Representative. In this case, the Legal Representative remains personally liable for the performance of the authorized rights and obligations.
3. Upon the expiration of the authorization period specified in Clause 2 of this Article, if the Legal Representative has not returned to Vietnam and no other authorization has been

made, the authorized person shall continue to exercise the rights and perform the obligations of the Company's Legal Representative until the Legal Representative returns to work, or until the Board of Directors decides to appoint another person as the Legal Representative of the enterprise.

4. In the event that the Legal Representative is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and perform the obligations of the Legal Representative, or in cases where the Legal Representative is deceased, missing, facing criminal prosecution, kept in temporary detention, serving an imprisonment sentence, serving administrative sanctions at a compulsory detoxification establishment or a compulsory educational establishment, has limited or lost civil act capacity, has difficulties in perceiving or controlling their behavior, or is banned by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the Board of Directors shall appoint another person to serve as the Legal Representative of the Company.
5. The court and other competent procedural authorities have the right to appoint a legal representative to participate in the proceedings in accordance with the law.
6. Powers and Obligations of the Legal Representative.
 - a. To represent the Company in exercising rights and performing obligations arising from the Company's transactions; to represent the Company in the capacity of an applicant for resolution of civil matters, plaintiff, defendant, or person with related rights and obligations before Arbitration, Courts, and other rights and obligations in accordance with the law;
 - b. To exercise assigned rights and perform assigned obligations in an honest and prudent manner and to the best of their ability to ensure the legitimate interests of the Company;
 - c. To be loyal to the interests of the Company; not to abuse their position or title, or use information, know-how, business opportunities, or other assets of the enterprise for personal gain or to serve the interests of other organizations or individuals;
 - d. To provide timely, complete, and accurate notice to the Company regarding enterprises in which they or their related persons are owners or hold shares or contributed capital in accordance with the provisions of the Law on Enterprises.
7. Other rights and obligations as prescribed by law, this Charter, and the Company's internal regulations.”

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS AND BUSINESS OPERATION OF THE COMPANY

Article 4. The Company's operational objectives

1. Business line of the Company:

<i>STT</i>	<i>Business line</i>	<i>Code</i>
1	Architectural and related engineering consulting activities; Details: Design, cost estimation, and construction of civil and industrial works.	7110 (Main)

	Construction investment consulting; design and cost estimate appraisal. Construction supervision. Basic construction quality inspection	
2	Specialized design activities	7410
3	Technical inspection and analysis	7120
4	Real estate business, land use rights belonging to the owner, user or lessee.	6810
5	Demolition	4311
6	Site preparation	4312
7	Electrical system installation	4321
8	Installation of other building systems	4329
9	Construction finishing	4330
10	Other specialized construction activities	4390
11	Wholesale of machinery, equipment and other machine parts	4659
12	Road freight transport	4933
13	Manufacture of building materials from clay	2392
14	Manufacture of metal components	2511
15	Mechanical processing; metal treatment and coating	2592
16	Construction of residential buildings	4101
17	Construction of non-residential buildings	4102
18	Construction of railway infrastructure	4211
19	Construction of road infrastructure	4212
20	Construction of other civil engineering works	4299
21	Installation of water supply and drainage systems, heating and air conditioning systems	4322
22	Construction of electrical works	4221
23	Construction of water supply and drainage systems	4222
24	Construction of telecommunications and communication infrastructure	4223

25	Construction of other public utility works	4229
26	Wholesale of other construction materials and installation equipment	4673
27	Manufacture of concrete and concrete products, cement and gypsum	2395
28	Leasing of construction machinery and equipment without operators	77302
29	Construction of hydraulic works	4291
30	Construction of mining works	4292
31	Construction of processing and manufacturing works	4293
32	Intermediary services for specialized construction	4340

And other business lines in accordance with the provisions of law and as approved by the General Meeting of Shareholders of the Company.

- Operational objectives of the Company: The Company is established to mobilize and utilize capital effectively for the development of registered business and production lines, with the objectives of the maximizing profits, increasing dividends for shareholders, creating stable employment for employees, contributing to the State budget , and developing to the Company.

Article 5. Scope of business and business operation of the company

- The Company is allowed to plan and conduct all business activities in accordance with the Charter, and other business line as permitted by the law and approved by the GMS, and registered, noticed the change of business registration details to the business registration authority, and announced such changes on the National Business Registration Portal.
- In case the Company engages in conditional business lines, the Company must satisfy all business requirements as prescribed by law.

CHAPTER IV

CAPITAL, SHARES, FOUNDING SHAREHOLDS

Article 6. Capital, shares and share structure

- The Company's Charter capital is : **593.586.800.000 Vietnam dong** (*Five hundred and ninety-three billion, five hundred and eighty-six million, eight hundred thousand Vietnam dong*).

The Company's Charter capital is divided into **59.358.680 shares** (*Fifty – nine million, three hundred and fifty – eight thousand, six hundred and eighty shares*)

- The Company may change the charter capital when being approved by the GMS and in accordance with the provision of laws .

3. As of the date of approval of this Charter, the shares of the Company are **ordinary shares**. The rights and obligations of shareholders holding each class of shares are stipulated in Article 12 and Article 18 of this Charter.
4. Various types of preference shares may be issued by the Company after obtaining the GMS's approval and in accordance with the provision of law. Rights and obligation of shareholders are specified in Article 13, Article 14, Article 18 in this Charter.
5. The ordinary shares must be prioritized for sale to the existing shareholders in proportion to their proportion of ordinary shares in the Company, unless otherwise determined by the GMS. The number of shares not subscribed fully by the shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such number of shares to the Company's shareholders or other people according to the conditions and manner that the Board of Directors deems appropriate, but must not sell such shares under conditions more favorable than those offered to the existing shareholders, unless otherwise agreed by the GMS.
6. The Company may purchase shares it issued in the manner specified in the current Charter and prescribed by the law.
7. Other types of securities may be issued by the Company in accordance with the law.

Article 7. Share certificate

1. Share certificates are issued to the Company's shareholders corresponding to the number of shares and class of shares owned.
2. A share is a type of security certifying the legal rights and interests of its holder in a portion of the Company's share capital. A share must contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 (thirty) days from the closing date of the offering as stipulated in the Company's share issuance plan (or such other period as prescribed by the issuance terms) and securities laws, the share owner shall be granted a share certificate. The shareholder shall not be required to pay any costs to the Company for the printing of share certificate.
4. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a new share certificate by the Company upon the request of such shareholder. Such request from the shareholder must include the following contents:
 - Information regarding the lost, damaged, or otherwise destroyed share certificate ;
 - An undertaking to be responsible for any disputes arising from the re-issuance of the new share certificate.

In this case, the shareholder shall be responsible for paying all costs related to the re-issuance of such share certificate to the Company.

Article 8. Other securities certificates

Bond certificates or other securities certificate of the Company(except for letters of offer, provision certificates and similar documents) are issued with the Company's seal and the Company's Legal representative's signature.

Article 9. Share transfer

1. All shares shall be freely transferable unless otherwise provided by law.

2. Shares shall be transferred in accordance with the regulations of the laws on securities and the securities market, as well as the regulations of the Stock Exchange and the Vietnam Securities Depository and Clearing Corporation (VSDC).
3. Shares that have not been fully paid for shall not be transferable and shall not be entitled to related benefits, such as the right to receive dividends, the right to receive shares issued to increase share capital from owner's equity, and the right to purchase newly offered shares.

Article 10. Redeemed shares

1. Where a shareholder fails to fully and punctually pay the amount payable for the subscribed shares, the Board of Directors shall notify such shareholder and shall have the right to require the shareholder to pay the outstanding amount together with interest accrued thereon and any costs incurred by the Company as a result of such failure to make full and timely payment.
2. The aforesaid notice of payment must clearly specify a new deadline for payment (which shall be at least seven (07) days from the date the notice is sent), the place of payment, and shall state that, if the payment is not made in accordance with the notice, the shares in respect of which payment remains outstanding shall be subject to forfeiture.
3. The Board of Directors shall have the right to forfeit shares that have not been fully paid for on time in the event that the requirements specified in the aforementioned notice are not met.
4. Forfeited shares shall be considered as shares available for offer. The Board of Directors may directly or authorize the sale, redistribution, or disposal of such forfeited shares to the former owner of the forfeited shares or to other parties under such terms and in such manner as the Board of Directors deems appropriate.
5. A shareholder holding forfeited shares shall cease to be a shareholder with respect to such shares, but shall remain liable to pay all related amounts, plus interest at the interest rate of a joint-stock commercial bank at the time of forfeiture as decided by the Board of Directors, from the date of forfeiture until the date of actual payment. The Board of Directors shall have the full authority to decide on the enforcement of full payment for the value of the shares at the time of forfeiture.
6. A notice of forfeiture shall be sent to the holder of the shares subject to forfeiture prior to the time of forfeiture. The forfeiture shall remain effective notwithstanding any error or omission in the delivery of such notice.

CHAPTER V

ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational structure, governance and control

Organizational structure, governance and control includes :

1. The General Meeting of Shareholders.
2. The Board of Directors, The Board of Supervisors.
3. The General Director.

CHAPTER VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Ordinary Shareholders' rights

1. Those who hold ordinary shares have the following rights:
 - a. To attend and speak in the GMS and exercise the right to vote directly at the GMS or through an authorized representative or remote voting in writing or via an electronic system or other forms as prescribed by law. Each original share has one vote;
 - b. To receive dividends at a rate as determined by GMS;
 - c. To be given priority in subscribing for new shares offered for sales in proportion to the number of ordinary shares they own;
 - d. To freely transfer their shares to others, except in cases where the shares are in a period of restricted transfer according to regulations on offering or issuing additional shares or in other cases as prescribed by law;
 - e. To check, review and extract information from the List of shareholders with voting rights and request for correction of any inaccurate information;
 - f. To check, review and extract information from the Article, the minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;
 - g. To receive a part of the remaining assets in proportion to the shares contributed to the Company if the Company dissolves or goes bankrupt;
 - h. To request the Company to repurchase such shareholder's shares in the cases provided for in Article 132 of the Law on Enterprises;
 - i. To be treated equally: Each share of the same class shall confer upon its holder equal rights, obligations and benefits. In the event that the Company offers additional classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders ;
 - j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the provisions of law;
 - k. To have their lawful rights and interests protected; and to request the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
 - l. To have other rights as agreed herein and other relevant provisions of law.
2. Shareholders or a group of shareholders owning 05% or more of the total ordinary shares shall have the following rights:
 - a. To request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

- b. To examine, search, and extract from the minute book, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions required to be approved by the Board of Directors, and other documents, excluding those related to the Company's trade secrets and business;
 - c. To request the Supervisory Board to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. Such request must be made in writing and shall include the following details: full name, contact address, nationality, and legal identification number of the individual for individual shareholders; name, enterprise identification number or legal identification number of the organization, and address of the head office for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the group of shareholders, and the ownership ratio of the total shares of the Company; the issues to be inspected and the purpose of the inspection;
 - d. To propose issues to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least 03 (three) working days before the opening date. The proposal must clearly state the shareholder's name, the number of shares of each class held by the shareholder, and the issues proposed to be included in the meeting agenda;
 - e. Other rights as prescribed by law.
3. Shareholders or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors and the Supervisory Board. The nomination of candidates for the Board of Directors and the Supervisory Board shall be conducted as follows:
- a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the participating shareholders of the group 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 shareholders or group of shareholders specified in this Clause shall be entitled to nominate one or more candidates for the Board of Directors and the Supervisory Board, as determined by the General Meeting of Shareholders. In case the number of candidates nominated by the shareholders or the group of shareholders is lower than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders .

Article 13. Dividend preference shares and the right of Shareholders owning dividend preference shares

- 1. A dividend preference share is a share for which dividend is paid at a rate higher than that paid on an ordinary share, or at an annual fixed rate. Annual dividends include fixed dividends and bonus dividends, at which the former is not dependent on the Company's business results. The fixed dividend rate and method for determination of bonus dividends are recorded on the share certificate of dividend preference share.
- 2. Dividend preference shareholders shall have the right as follows:

- a. Receive dividends as prescribed in Clause 1 of this Article;
 - b. To receive a proportion of remaining assets corresponding to their holding upon the Company's dissolution or bankruptcy after the Company has paid all debts and redeemable preferred shares;
 - c. To have other rights in the same way as ordinary shareholders, except for the cases specified in Clause 3 of this Article.
3. Shareholders holding dividend preference shares shall not have the right to vote, attend meetings of the General Meeting of Shareholders, or nominate candidates to the Board of Directors and the Board of Supervisors, except in the case provided for in Clause 4 of this Article.
 4. A resolution of the General Meeting of Shareholders on matters that adversely affect the rights and obligations of shareholders holding dividend preference shares shall only be adopted if it is approved by shareholders attending the meeting representing at least seventy-five percent (75%) of the total dividend preference shares, or by shareholders representing at least seventy-five percent (75%) of the total dividend preference shares in the case where the resolution is passed by way of written opinion solicitation.

Article 14. Redeemable preference shares and the right of Shareholders owning redeemable preference shares

1. A redeemable preference share is a share which shall be redeemed by the Company at any time at the holder's request, or in accordance with the conditions stated on the share certificate of redeemable preference share.
2. Redeemable preference shareholders have similar rights to those ordinary shareholders, except in the case provided for in Clause 3 of this Article.
3. Redeemable preference shareholders don't have rights such as the right to vote, attend the GMS and nominate candidates to the Board of Directors, the Board of Supervisors, except in the case provided for in Clause 4 and 5 of this Article.
4. Redeemable preference shares may be converted into ordinary shares subject to a resolution of the General Meeting of Shareholders.
5. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of redeemable preference shares shall only be passed if approved by shareholders holding 75% or more of the total redeemable preference shares present at the meeting, or if approved by shareholders holding 75% or more of the total redeemable preference shares in case the resolution is passed by way of collecting written opinions.

Article 15. Offering shares for sale

1. An offering of shares means the Company increasing the number of shares and classes of shares authorized to be offered in order to increase its charter capital.
2. The offering of shares may be conducted in the following forms: offering to existing shareholders, public offering, and private placement of share.
3. The Company's offering of shares shall be carried out in accordance with the provisions of the laws on securities.

4. The Company shall register the change of its charter capital within ten (10) days from the date of completion of the share offering.
5. The Board of Directors shall determine the timing and method of and offering price for the number of shares which may be offered for sale. The offering price must not be lower than the market price at the time of offering or the most recently recorded value in the books of shares except for the following cases:
 - a. Shares are offered initially to people other than founding shareholders;
 - b. Shares are offered to all shareholders in proportion to the respective numbers of shares they currently hold in the Company;
 - c. Shares are offered to brokers or underwriters. In this case, any specific discount or discount rate must be approved by the Board of Directors.

Article 16. Issue of bond

1. The Company may issue bonds, convertible bonds and other classes of bonds in accordance with the law.
2. The plan for a private offering of convertible bonds and a private offering of bonds with warrants must be approved by the General Meeting of Shareholders. The voting for the resolution approving the issuance plan shall be conducted in accordance with the provisions of the Law on Enterprises.
3. The Board of Directors shall have the authority to approve the plan for a private offering of non-convertible bonds without warrants, but must report such approval to the General Meeting of Shareholders at the nearest meeting; the report must be accompanied by the relevant documents and the bond offering dossier .

Article 17. Shareholders' obligations

1. To pay in full and on time the number of shares subscribed under the commitment.
2. Not be entitled to withdraw the paid-up capital made in form of ordinary shares unless otherwise those shares are bought back by the Company or another person. If a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the shares withdrawn and damage occurred.
3. To comply with the Charter and the Regulations of the Company.
4. To follow any decisions of the GMS and the Board of Director.
5. To secure the information provided by the company specified in the Charter and the Laws; only use the provided information to implement and protect legal rights and benefits; prohibit from spreading or copying, sending the information provided to other organizations, individuals by the company.
6. To participate in the GMS and exercise the right to vote directly or through the following methods:
 - a. Attend and vote in person at the meeting;
 - b. Authorize another individual or organization to attend and vote at the meeting;

- c. Attend and vote via online conference, electronic voting, or other electronic means ;
 - d. Send voting ballots to the meeting via mail, fax, or email.
7. To bear personal responsibility when representing the Company in any form to do one of the following acts:
 - a. To violate the laws;
 - b. To conduct business activities and other transactions for self-interest or for the interests of other organizations or individuals;
 - c. To pay off undue debts when there is a financial danger facing the Company.
 8. To implement other obligations in accordance with the Laws on Enterprises and the Charter.

Article 18. Redemption of shares at the request of shareholders

1. A shareholder voting against the re-organization of the Company or against a change to the shareholders' rights and obligations stipulated herein may demand the Company to redeem his/her shares. The request must be in writing and sent to the Company within ten (10) days from the date on which the GMS passes any decision on the matters specified herein.
2. The Company must redeem shares at the shareholder's request as stipulated in Clause 1 of this Article at the market price or agreed by the Company and shareholders within ninety (90) days from the date of receipt of request. In case no agreement on the price is reached, such shareholder may sell shares to other people or the parties may request valuation by a professional valuation organization. The Company shall introduce at least three (03) valuation organizations for the shareholder to select from and such selection shall be the final decision.

Article 19. Redemption of shares by decision of the Company

The Company may redeem no more than thirty percent (30%) of the total number of ordinary shares sold, and part or all of the dividend preference shares sold in accordance with the following provisions:

1. The Board of Directors shall have the right to decide on redemption of more than ten percent (10%) of the total number of shares of each class already sold within each period of twelve (12) months. In other cases, the redemption of shares is decided by the GMS;
2. The price for redemption of shares is decided by the Board of Directors. The price for redemption of ordinary shares shall not be higher than the market price at the time of redemption, subject to the exception in Clause 3 of this Article. For other classes of shares, if there are not any other agreement between the Company and the relevant shareholders, the price for redemption shall not be lower than the market price;
3. The Company may redeem shares of each shareholder in proportion to the number of shares each holds in the Company in the following order:
 - a. The decision to redeem shares of the Company shall be notified by a method guaranteed to reach all shareholders within thirty (30) days from the date on which such decision is passed. The notice must include the name and address of the Company's head office, the total number and classes of shares to be repurchased, the repurchase price or the principles for determining the repurchase price, the procedures

and time limit for payment, and the procedures and time limit for shareholders to sell their shares to the Company;

- b. The shareholders who agree to have their shares redeemed must send an offer to sell their shares by a method guaranteed to reach the Company within thirty (30) days from the date of notice. The written consent to sell shares must include the full name, contact address, and legal identification number of the individual shareholder; or the name, enterprise identification number or legal identification number of the organization, and the head office address for institutional shareholders; the number of shares held and the number of shares agreed to be sold; the payment method; and the signature of the shareholder or the shareholder's legal representative. The Company shall only redeem offered shares within the above mentioned time-limit.

Article 20. Payment conditions and dealing with the redeemed shares

1. The Company may only pay the shareholders for redeemed shares in accordance with Articles 19 and 20 herein if, after such redeemed shares are paid for, the Company shall still be able to satisfy in full its debts and other property obligations.
2. The shares redeemed in accordance with Articles 19 and 20 herein shall be considered shares not yet sold. Unsold shares are shares that are authorized to be offered but have not yet been paid for to the Company. The company shall register to decrease charter capital equivalent to total par value shares redeemed within ten (10) days from on which the redeemed shares are completely paid .
3. The share certificates certifying the ownership of redeemed shares must be destroyed immediately after the corresponding shares are paid for in full . The BOD Chairman and General Director must be jointly responsible for any damage caused to the company by failure to destroy or delayed destruction of share certificates .
4. After the redeemed shares are fully paid for, if the total value of assets recorded in the accounting books of the Company is reduced by more than ten percent (10%), the Company must notify all creditors thereof within fifteen (15) days from the date on which the redeemed shares are fully paid for .

Article 21. Payment of dividends

1. Dividends paid to preference shares shall be in accordance with the conditions applied separately to each type of preference shares.
2. Dividends paid to ordinary shares shall be determined on the basis of the net profit performed and payment for dividends shall be sourced from profits retained by the Company.. The Company shall pay dividends of ordinary shares when the following conditions are fully met: *The Company has fulfilled its tax obligations and other financial obligations in accordance with the law; The Company has appropriated the company's funds and compensated previous losses in accordance with the law and this Charter; The Company still ensures the payment of all debts and other liabilities due immediately after paying all the dividends.*
3. Dividends may be paid in cash, shares of the Company or other assets proposed by the BOD and approved by the GMS. If the payment is made in cash, it must be made in Vietnamese dong and in accordance with the payment methods stipulated in this Charter.

4. Dividends must be paid in full within **06 (six) months** from the date of the closing of the Annual General Meeting of Shareholders.

The Board of Directors shall prepare a list of shareholders entitled to receive dividends and determine the dividend rate for each share, the deadline, and the method of payment at least **30 (thirty) days** prior to each dividend payment.

The notification regarding dividend payment shall be sent to shareholders at the addresses registered in the share register by a method ensuring delivery at least **15 (fifteen) days** before the date of payment. Such notification must clearly state:

The Company's name and the address of its head office;

The full name, contact address, nationality, and legal identification number of the individual shareholder;

The name, enterprise identification number or legal identification number, and head office address of the institutional shareholder;

The number of shares of each class held by the shareholder;

The dividend rate per share and the total dividend amount to be received;

The time and method of payment; and

The full name and signature of the Chairperson of the Board of Directors and the Legal Representative of the Company.

5. In the event that a shareholder transfers their shares during the period between the record date for the list of shareholders and the dividend payment date, the transferor shall be the party entitled to receive dividends from the Company.
6. Issuance of shares as a form of dividend payment shall be conducted in accordance with the laws on securities. The Company must register the increase in its charter capital equivalent to the total par value of the shares used for dividend payment within **10 (ten)** days from the date on which the dividend payment is completed.

Article 22. Collection of payment for redeemed shares or dividend

If the payment of redeemed shares is contrary to the provisions of Clause 1, Article 21 herein or the dividend payment is contrary to the provisions of Article 22 herein, the shareholders shall be obliged to return to the Company the money and other property received. If a shareholder fails to repay the Company, such shareholder shall be responsible for the debts and other liabilities of the Company to the extent that the amount and assets paid to the Shareholder are not refundable.

Article 23. General meeting of shareholders

1. The General Meeting of Shareholders is the highest body of the Company. The annual GMS shall be held (01) once a year. The GMS shall be held annually within four (04) months from the end of the fiscal year. At the request of the Board of Directors, the business registration office may extend that time-limit, but not beyond six (06) months as from the end of the fiscal year. In addition to the Annual General Meeting, the General Meeting of Shareholders may be convened as an extraordinary meeting. The venue of the General Meeting of Shareholders shall be determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. Members of the Board of Directors and members of the Board

of Supervisors must attend the Annual General Meeting of Shareholders in order to respond to shareholders' questions at the meeting (if any). In cases of force majeure where they are unable to attend, the members of the Board of Directors and the Board of Supervisors must submit a written report to the Board of Directors and the Board of Supervisors. The Annual General Meeting of Shareholders shall decide on matters in accordance with the provisions of law and this Charter, in particular approving the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the Company's Annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary GMS in the following cases:
 - a. The Board of Directors considers it necessary to do so in the interests of the Company;
 - b. When the number of remaining members of the Board of Directors is less than the number as prescribed by the law;
 - c. A shareholder or a group of shareholders stipulated in Clause 2 Article 115 of the Enterprise Law and Clause 2 Article 12 of this Charter requires convening a GMS by a written proposal. The written proposal must clearly state reasons and purposes of the meeting with signatures of the relevant shareholders (the written proposal can be made in many copies with signatures of all shareholders with related documents);
 - d. As requested by the Supervisory Board;
 - e. Other cases prescribed by law.
4. Convening an extraordinary GMS:
 - a. The Board of Directors must convene the General meeting of shareholders within a time limit of thirty (30) days as from the date on which the number of remaining members of the Board of Directors is as stipulated in in point b, Clause 3 of this Article or any requirements stipulated in Point c, and d Clause 3 of this Article is received. In that case, if the Board of Directors fails to convene a General Meeting of Shareholders as required, the Chairman of the Board of Directors and the members of the Board of Directors shall compensate the Company for any resulting damages;
 - b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the Supervisory Board shall, within the next 30 (thirty) days, replace the Board of Directors to convene the General Meeting of Shareholders. If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, it shall be liable to compensate the Company for any damages arising therefrom;
 - c. In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders as stipulated in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening and conducting the meeting and issuing resolutions of the General Meeting of Shareholders. All costs incurred from convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d. The procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Law on Enterprises.

Article 24. Rights and duties of the GMS

1. The GMS has the following rights and obligations:
 - a. To pass the development direction of the Company;
 - b. To decide on the classes of shares and the total number of shares of each class to be offered; to decide on the annual dividend rate for each class of shares;
 - c. Election, dismissal, removal and replacement of BOD and BOS members;
 - d. To decide on the investment or sale of assets valued at 35% or more of the total asset value as recorded in the Company's most recent financial statements;
 - e. To decide to amend or supplement the company's charter;
 - f. To approve the audited annual financial statements;
 - g. To decide on the repurchase of more than 10% of the total issued shares of each class;
 - h. To review and handle violations by members of the Board of Directors and the Supervisory Board that cause damage to the Company and the Company's shareholders;
 - i. Reorganization and dissolution (liquidation) of the Company;
 - j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - k. To approve the Internal Corporate Governance Regulations, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Supervisory Board;
 - l. the list of independent audit firms; decide on the independent audit firms inspecting the Company's operations; dismissal an auditor is approved when deemed necessary;
 - m. Other issues in accordance with laws.
2. The annual GMS is entitled to discuss and approve:
 - a. Annual business plan of the Company;
 - b. Audited annual financial statements;
 - c. Board of Directors' report on the governance and performance of the Board of Directors and each member;

- d. The Supervisory Board's report on the Company's business results, the performance of the Board of Directors, and the General Director;
 - e. The report on performance of the Board of Supervisors and each member;
 - f. Dividend payment for each class of share;
 - g. Number of Members of the Board of Directors, and the Board of Supervisors;
 - h. Election, dismissal, removal and replacement of BOD and BOS members;
 - i. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j. Approve the list of independent audit firms; decide on the independent audit firms inspecting the Company's operations;
 - k. Supplement and amendment to the Charter;
 - l. The classes of shares and the number of newly issued shares for each class, and the transfer of shares by founding shareholders within the first 03 (three) years from the date of establishment;
 - m. Division, separation, consolidation, merger or transformation of the Company;
 - n. Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
 - o. Decision on investment or sale of assets with a value of at least thirty-five percent (35%) of total value of assets recorded in the latest financial statements of the Company;
 - p. Redemption of more than ten percent (10%) of total sold shares of each class;
 - q. The Company enters into contracts with persons specified in Clause 1, Article 167 of the Law of Enterprise with a value equal to or greater than twenty percent (20%) of total value of assets recorded in the latest financial statements of the Company;
 - r. To approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities;
 - s. To approve the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;
 - t. Other issues in accordance with this Charter and other regulations of the Company.
3. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

Article 25. Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend on their behalf, or attend via any of the methods specified in Clause 3, Article 144 of the Law on Enterprises.

In the event that more than one authorized representative is appointed, the specific number of shares and votes authorized to each representative must be clearly determined.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The Proxy Authorization Document shall be prepared in accordance with 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 and scope of authorization; The term of authorization; and The signatures of both the authorizing party and the authorized party. The authorized person attending the General Meeting of Shareholders must submit the written authorization upon registration for the meeting. In the event of re-authorization (sub-authorization), the attendee must also present the original written authorization from the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company) If the attorney on behalf of the authorizer signs the appointment of representative, the appointment in this case shall be considered valid only if the appointment of representation is presented with the power of attorney or a valid copy of such power of attorney (if not previously registered with the Company).
3. The voting ballots of the Proxy within the scope of authorization shall remain valid upon the occurrence of any of the following cases:
 - a. The appointer (the authorizer) is deceased, has limited civil act capacity, or has lost civil act capacity;
 - b. The appointer has cancelled the appointment of authorization;
 - c. The appointer has cancelled the authority of the person performing the authorization.

This provision shall not apply if the Company receives written notice of any of the aforementioned events before the opening of the General Meeting of Shareholders or before the reconvened meeting.

Article 26. Change of rights

1. The change or cancellation of special rights associated with a class of preference share shall be effective when approved by a shareholder representing at least sixty-five percent (65%) of all voting of shareholders attending the meeting. GMS's resolution on contents which disadvantage rights and obligations of shareholders holding preference shares shall only approved if the number of attending shareholders holding the same class of preference shares holding at least seventy-five percent (75%) of voting rights of the above preference shares or shareholders holding the same class of preference shares at least seventy-five percent of voting rights of the above preference shares in case of approving resolution by the method of giving opinions in writing.
2. The organization of a meeting of shareholders holding a preference shares to approve the change of rights shall be valid only when there are at least two (02) shareholders (or their authorized representatives), and holds at least one third (1/3) of the par value of such shares issued. In case there are not enough quorum as mentioned above, the meeting shall be reorganized within thirty (30) days thereafter and the holders of such shares (regardless of the number of people and number of shares) that are present in person or through an authorized representative shall be deemed to be a sufficient quorum.

At the meetings of shareholders holding preference shares mentioned above, those holding shares of that class who are present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the above-mentioned meetings;

3. Such separate meetings are conducted according to the same procedure as the provisions of Article 28, 29 and 30 of the Charter.
4. The special rights attached to the classes of shares with preferential rights in respect of some or all of the matters related to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class, unless otherwise specified by the terms of the share issue.

Article 27. Convening the GMS, agenda and notice to the GMS

1. The GMS shall be convened by the Board of Directors or convened under the cases specified in Clause 3, Article 24 of this Charter.
2. The person who convenes the GMS must perform the following tasks:
 - a. To make a list of shareholders entitled to attend the meeting at the meeting no earlier than ten (10) days before the date of sending the invitation to the GMS. The Company must disclose information regarding the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 (twenty) days prior to the record date.
 - b. To formulate the agenda, the meeting contents;
 - c. To prepare documents;
 - d. Draft resolution of the GMS according to the planned agenda of the meeting;
 - e. To determine the time and venue of the GMS;
 - f. To inform and send the notice of GMS to all shareholders entitled to attend the meeting;
 - g. To carry out other tasks for the meeting.
3. The notice of GMS must be sent to all shareholders and simultaneously published on the media of the Stock Exchange, on the website of the Company. The notice of GMS must be sent at least twenty-one (21) days prior to the GMS meeting date (starting from the date on which the notice is duly sent or dispatched, charged according to the postmark of sender). The GMS meeting agenda, documents related to issues to be voted on at the GMS must be sent to shareholders or/and posted on the Company's website. In case none of document is attached to the notice of GMS, the meeting notice must clearly state any website address for shareholders to access, includes:
 - a. Meeting agenda and document;
 - b. List and information of candidates in the case of electing members of the Board of Directors and members of the Supervisory Board;
 - c. Ballots;
 - d. Draft resolutions for each issue in Chapter 1 to be presented at the meeting

4. .A shareholder or a group of shareholders mentioned in Clause 2 Article 12 herein may recommend items to be included in the agenda of the GMS. The recommendation must be made in writing and sent to the Company at least three (03) working days before the opening of the GMS. The recommendation must include the shareholder's full name, the number and class of shares held by that shareholder, and contents recommended to be included in the agenda
5. The convener of the GMS shall only reject a proposal related to Clause 4 of this Article in case of one of the following cases :
 - a.The recommendation is not submitted in a manner inconsistent with the provisions of Clause 4 herein;
 - b. At the time of recommendation, shareholders or groups of shareholders do not have at least five percent (05%) of common shares as prescribed in Clause 2 Article 12 herein;
 - c.The recommended issue is not within the jurisdiction of the General Meeting of Shareholders for discussion and approval;
 - d. Other cases as prescribed by law.

In the case, the convener of the GMS reject a proposal related to Clause 4 herein, the convener must respond in writing and state the reason no later than two (02) working days prior to the GMS meeting date.

6. The Board of Directors/GMS convener shall approve and put the recommendations as prescribed in clause 4 of this Article into the meeting's tentative program and agenda, other than the cases stated in clause 5 of this Article; the recommendation shall be officially add to the meeting's program and agenda if approved by the GMS .

Article 28. Conditions for conducting the GMS

1. The GMS shall be conducted when the number of attending shareholders more than fifty percent (50%) of shares with voting rights;
2. In the event that the first meeting fails to meet the conditions for convocation as stipulated in Clause 1 of this Article, The GMS must be reconvened within thirty (30) days from the intended date of the first (01) GMS. The reconvened GMS can only take place when the number of shareholders and authorized representatives represent at least 33 % of total voting shares.
3. In the event that the second meeting fails to meet the conditions for convocation as stipulated in Clause 2 of this Article, it may be reconvened for the third time (03) within twenty (20) days from the intended date of the second (02) meeting; in this case, the third GMS shall be held regardless of the number of attending shareholders or authorized representatives.

Article 29. Procedures for conducting and voting at the GMS

1. Before the opening of the meeting, the Company must carry out procedures for registration of shareholders until all the attending shareholders have fully registered, as follows:
 - a. When conducting the shareholder registration, the Company shall issue to each shareholder or authorized representative with voting right a voting card on which the

registration number, the shareholder's full name, the authorized representative's full name and the number of votes of those shareholders;

- b. Shareholders, authorized representatives of institutional shareholders, or authorized proxies who arrive after the commencement of the meeting are entitled to register immediately upon arrival and, subsequently, may participate and vote at the GMS. The Chairperson shall not be required to pause the proceedings to accommodate late registrations; furthermore, the validity of any matters already voted upon prior to such registration shall remain unaffected .
2. The election of the chairman, secretary, and vote-counting committee is regulated as follow:
 - a. The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the GMS convened by the Board of Director. If the BOD Chairman is absent or temporarily unable to work, the remaining members shall elect one of them to preside over the meeting under the majority rule. If none of such persons is able to preside over the GMS, If none of such persons is able to preside over the GMS , the Head Board of Supervisor shall facilitate the election of the GMS Chairperson with the highest number of votes;
 - b. Except as provided in point a of this clause, the person who signs to convene a GMS shall facilitate the election of GMS Chairperson and the person with the highest votes shall be appointed as Chairperson of the meeting;
 - c. Chairperson shall appoint one or multiple individuals to be the meeting's secretary;
 - d. The GMS shall elect one or multiple individuals to the counting committee at the request of the Chairperson. In the event of an election for the Board of Directors or the Supervisory Board, members of the Vote Counting Committee shall be prohibited from simultaneously serving as candidates for these positions
 3. The meeting agenda and contents must be approved by the GMS in the opening session. The agenda must specify in detail the time applicable to each issue in the contents of the agenda for the meeting.

Only the GMS shall have the authority to amend the meeting agenda that was previously distributed with the notice of convocation, as stipulated in Clause 3, Article 28 of this Charter.
 4. The Chairperson reserves the right to take necessary and reasonable measures to conduct the meeting in an orderly manner according to the approved agenda, and that it accurately reflects the wishes of the majority of the attendees.
 - a. To arrange seats at the GMS venue;
 - b. To ensure safety for the attendees present at the venue of the meeting;
 - c. To create favorable condition for the Shareholders to attend (or continue to attend) the GMS.

The person convening the GMS reserves the rights to change the above measures and apply all measure deemed necessary. The applicable measures may be the issuance of admission or use other form of option.

5. The General Meeting of Shareholders shall discuss and cast votes on each individual matter presented in the meeting agenda. Voting shall be conducted by categorizing votes as in favor, **against, or abstentions** (no opinion)

Voting Mechanics and Order

Voting shall be carried out via voting cards and/or ballots. The collection and counting process shall be executed as follows:

- Voting cards "in favor" of the resolution shall be collected first;
- Voting cards "against" the resolution shall be collected thereafter;
- Finally, the total number of affirmative and dissenting votes shall be tallied to determine the final decision.

Announcement of Results

The results of the vote count shall be officially announced by the Chairperson immediately prior to the closing of the meeting

Vote Counting Committee

The General Meeting shall elect the individuals responsible for counting or supervising the vote count based on the nomination of the Chairperson. The total number of members of the Vote Counting Committee shall be determined by the GMS upon the recommendation of the Chairperson.

6. Any shareholder or person authorized to attend the meeting who arrives after the opening of the meeting shall be registered and shall have the right to participate in voting immediately after registration. In this case, the effectiveness of any voting contents already conducted beforehand shall not be affected.
7. The convener or chairperson of the GMS shall have the following rights:
 - a. To require all people attending the meeting to be checked or subject to other legal and reasonable security measures;
 - b. To request a competent body to maintain order during the meeting; to expel from the GMS anyone who fails to comply with the Chairperson's right to control the meeting, who intentionally disrupts or prevents normal progress of the meeting.
8. The Chairperson is authorized to adjourn the GMS (even if a quorum has been reached) for a period not exceeding 03 (three) working days as from the date of the proposed opening of the GMS. Such adjournment or a change of venue may only be exercised under the following circumstances:
 - a. The participants do not have convenient seats at the venue of the GMS;
 - b. The media at the meeting location does not guarantee shareholders to attend the meetings, discuss and vote;
 - c. There is a participant that disrupts the order and threatens to obstruct the fair and legal progress of the meeting.
9. In case the Chairperson adjourns or suspends the GMS against Clause 8 of this Article, the GMS shall elect another person from the attendees to replace the Chairperson in

conducting the meeting until its completion, and the effectiveness of voting contents at such meeting shall not be affected.

10. If any of the above measures are taken at the GMS, the GMS convener upon determining the venue of the meeting, may:
 - a. Notify that the GMS shall be conducted at the place stated in the notice and the Chairperson is present (“Primary meeting venue”);
 - b. Arrange and organize for the shareholders or authorized representatives who cannot attend the GMS under this Article or the persons who wish to participate in a location other than the primary location of the meeting can also attend the GMS .

It is not required to present measures under this Article in detail s in the notice on organization of GMS.

11. Unless otherwise required by circumstances, every shareholder shall be deemed to be present at the principal venue of the General Meeting of Shareholders.
12. In cases where the Company utilizes modern technology to conduct the General Meeting of Shareholders in a virtual/online format, the Company shall be responsible for ensuring that shareholders are able to attend, participate, and vote via electronic voting or other electronic means, in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 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. .

Article 30. Methods of adopting Resolutions of the GMS

1. The GMS shall adopt resolutions within its power via voting in the meeting or written ballot.
2. The Board of Directors shall have the authority to solicit written opinions from shareholders to approve the matters specified in Clause 2, Article 25 of this Charter at any time, if deemed necessary in the best interest of the Company. The contents of the ballot, the methods and procedures for sending, receiving, and counting ballots, and the recording of minutes must strictly comply with the provisions of Article 149 of the Law on Enterprises. In the event that a resolution is passed by collecting written opinions, the resolution of the General Meeting of Shareholders shall be approved if it receives the affirmative vote of shareholders representing more than fifty percent (50%) of the total voting shares.

Article 31. Conditions for approval of the GMS Resolutions

1. Article The GMS resolution on the following matters shall be passed upon approved by more than sixty-five percent (65%) of total voting shares of all Shareholders who attend and vote at the meeting, except as provided in clauses 3, 4 and 6 of this Article :
 - a. Class of shares and total number of shares of each class;
 - b. Changes of business lines, business fields;
 - c. Change of the Company’s organizational structure;
 - d. Projects of investment or sale of assets with a value of thirty-five percent (35%) or more of total value of assets recorded in the latest financial statements of the Company;

- e. Reorganization and dissolution of the Company;
 - f. Other matters as prescribed by law.
2. Any Resolution on other issues of the GMS shall be adopted when being approved by a number of shareholders representing at least fifty percent (50%) of total voting shares of all Shareholders who attend and vote at the meeting, except as otherwise provided in Clause 1, 3, 4 and 6 of this Article.
 3. Voting to elect BOD and BOS members must be implemented by the method of cumulative voting, whereby each shareholder shall have as his total number of votes the total number of shares he owns multiplied by (x) the number of members to be elected to the Board of Directors, and the Board of Supervisors; each shareholder shall have the right to accumulate all his votes for one or more candidates. Elected BOD and BOS members shall be determined by the number of votes received in descending order, starting from those with the most votes until the required number of elected members is reached. If there are at least two (02) candidates with the same number of votes, the GMS shall vote among those with equal votes or make the choice in accordance with criteria specified in the Election Regulations
 4. In the event that a resolution is passed via the written opinion solicitation method. Resolution of the GMS shall be adopted when being approved by a number of shareholders representing at least fifty percent (50%) of total voting rights of all Shareholders who attend and vote at the meeting.
 5. Resolutions of the General Meeting of Shareholders must be published on the Company's website within 24 (twenty-four) hours from the time of their approval.
 6. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of shareholders holding preferred shares shall only be passed if it is approved by shareholders holding at least 75% of the total issued preferred shares of the same class present at the meeting, or if it is consented to by shareholders holding at least 75% of the total issued preferred shares of the same class via written opinion solicitation.
 7. The GMS's Resolutions adopted with 100% of the voting shares are lawful and valid even the process and procedure for such adoption fails to comply with the law and the Charter.

Article 32. Authority and formalities to get shareholders' written ballot for approval of General meeting shareholders resolutions

The authority and formalities of written ballot shall be directly implemented by the Company in accordance with the following provisions:

1. The Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, including in the following cases:
 - a. Amendments and supplements to the contents of the Company Charter;
 - b. The Development Direction (Orientation) of the Company;
 - c. Types of shares and the total number of shares of each type;
 - d. Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;

- e. Decisions on investments or the sale of assets with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statements;
 - f. Reorganization or dissolution of the Company
2. The BOD must prepare written opinion forms, draft resolution of the GMS and documents explaining that draft resolution and submit documents to the shareholders having voting right at least 10 days before the deadline of receiving opinion forms. The preparation of the list of shareholders to whom opinion forms are sent shall be carried out in accordance with the provisions of Point a, Clause 2, Article 28 of this Charter. Request and method of sending the receiving opinion forms and attached documents are in accordance with Clause 3 Article 28 herein.
 3. An opinion form must contain the following main contents:
 - a. Name, head office address, number, date of issue of business registration certificate ;business registration place of the Company;
 - b. Purpose of collecting written opinions;
 - c. Full name, permanent address, nationality, ID card number, passport number or other lawful identity document of the shareholder being an individual; name, enterprise code or number of establishment decision, head office address of the shareholder being the organization or ID card number, passport number or other lawful identity document of the authorized representative for an organizational shareholder; number of shares of each class and number of shareholder's votes ;
 - d. Issue on which it is necessary to obtain opinions in order to pass a resolution;
 - e. Voting options including "for", "against" or "abstained" on each consulted issue;
 - f. Time-limit within which the completed written opinion form must be returned to the Company;
 - g. Full name and signature of the BOD Chairman.
 4. The shareholders may send completed written opinion form to the Company in the following manner:
 - a. By post: Any completed written opinion form must bear the signature of a shareholder being an individual, and of the authorized representative or of the legal representative of a shareholder being an organization. The opinion forms which are returned to the Company must be in a sealed envelope and no one shall be permitted to open the envelope prior to counting of the votes;
 - b. By email : The opinion forms sent to the Company by e-mail must be kept confidential until the time of counting of votes.
 - c. The opinion forms sent to the Company after the deadline specified in the opinion sheet content or opened in the case of mailing and disclosed in case of sending an email shall be invalid. The opinion forms not sent shall be considered to be a vote not participating in the vote.
 5. The BOD shall organize the vote counting and make a minutes of vote counting in the presence of the Board of Supervisors or shareholders that do not hold managerial

positions in the Company in accordance with the provisions of Article 45 herein. The minutes of counting of votes shall contain the following basic particulars:

- a. Name, head office address, number of issue of business registration certificate ;
- b. Purpose of collection of written opinions and issues on which it is necessary to obtain written opinions in order to pass a decision;
- c. The number of shareholders and total number of votes casted, in which it is necessary to distinguish the number of valid votes, invalid votes and the method of sending votes, together with an appendix listing the shareholders participating in the vote;
- d. Total number of votes for, against and abstentions on each issue voted upon;
- e. Decisions which have been passed and corresponding affirmative vote rate;
- f. Full name and signature of the BOD Chairman, the vote counter and the vote counting supervisor.

The BOD members, vote counters and vote counting supervisors are jointly responsible for the truthfulness, accuracy of the minutes of vote counting; jointly responsible for damages caused by the decisions passed due to the untruthful, incorrect counts of votes.

6. The minutes of vote counting must be published on the Company's website within twenty-four hours from the date of completion of vote counting
7. Any completed written opinion forms, minutes of votes counting, full text of any passed resolution and related documents sent with all of the written opinion forms must be archived at the Company's head office .
8. A resolution shall be passed by way of collecting written opinions if it is approved by a number of shareholders owning more than 50% of the total aggregate number of voting shares of all shareholders with voting rights; such resolution shall have the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

Article 33. Minutes of General Meeting of Shareholders

1. The GMS meetings minutes must be tape-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, containing the following primary contents:
 - a. Name, head office address, and enterprise code;
 - b. Time and location of the General Meeting of Shareholders;;
 - c. Agenda and contents of the meeting;
 - d. Full names of the chairperson and the secretary;
 - e. A summary of the meeting proceedings and opinions expressed at the GMS regarding each matter included in the meeting agenda;
 - f. The number of shareholders and the total number of votes of the attending shareholders; an appendix listing the registered shareholders and their representatives attending the meeting, with the corresponding number of shares and votes;
 - g. Total number of votes for each voting issue, clearly specifying the voting method, the total number of valid, invalid, affirmative, negative, and abstention votes, and the corresponding percentage of the total votes of attending shareholders;

- h. Matters that have been passed and the corresponding percentage of approving votes;
 - i. Full names and signatures of the chairperson and the secretary. In the event that The chairperson or Secretary refuses to sign the minutes, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all contents as stipulated in this Clause. The meeting minutes shall clearly state the refusal of the chairperson or the secretary to sign.
2. The GMS meeting minutes must be completed and passed before the conclusion of the meeting. The Chairperson and Secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the minutes.
3. Both Vietnamese and foreign language versions of the minutes are equally valid; however, the Vietnamese version shall prevail in the event of any discrepancy.
4. The minutes of the General Meeting of Shareholders, the full text of adopted resolutions, the appendix listing registered shareholders with their signatures, proxy authorization documents, all attachments to the minutes (if any), and relevant documents enclosed with the meeting notice shall be publicly disclosed in accordance with the laws on information disclosure in the securities market and must be kept at the Company's head office.

Article 34. Request for cancellation of GMS's decision

Within ninety (90) days from the day on which the GMS minutes or the minutes of votes counting is received, the shareholder or group of shareholders mentioned in Clause 2 Article 12 of this Charter may request a Cour or Arbitration tribunal to consider canceling the GMS' Resolution or part of the resolution content in the following cases:

1. The order and procedures for convening and making decisions at the GMS are not conformable with the Law on Enterprises and the Company's Charter, except for the case specified in Clause 7, Article 32 herein.
2. The decisions' contents contravene the law or the Company's Charter.

CHAPTER VII
BOARD OF DIRECTORS

Article 35. Nominations and Candidacy for the Board of Directors

1. In case the candidates have been determined in advance, information about BOD candidates shall be included in the GMS meeting documents and announced at least ten (10) days prior to the opening of the GMS on the Company's website for shareholders' consideration before voting. Any BOD nominees must have written commitments to the truthfulness, accuracy and reasonableness of published personal information and commit to honestly perform duties if elected as a BOD member. Any information related to BOD candidates shall be published, at least including:
 - a. Full name, date of birth;
 - b. Professional qualifications and education;
 - c. Working process;

- d. Other management positions (including positions on the Board of Directors and Board of Members of other companies);
 - e. Benefits related to the Company (if any);
 - f. Other information (if any);
2. Shareholders or groups of shareholders owning ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and this Charter
 3. In the event that the number of candidates for the BOD remains insufficient after the nomination and self-nomination process as required by Clause 5, Article 115 of the Law on Enterprises and Clause 2 of this Article, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with this Charter, the Internal Regulations on Corporate Governance, and the Operational Regulations of the BOD. The nomination of additional candidates by the incumbent BOD must be clearly announced prior to the voting for the election of members of the BOD at the GMS, as required by law .
 4. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law.

Article 36. Composition and term of office of BOD members

1. The BOD shall have a minimum of 5 (five) members and a maximum of 11 (eleven) members. The specific number of Board members in each period shall be decided by the General Meeting of Shareholders..
2. The term of a BOD member shall not exceed five (05) years; BOD members may be re-elected for an unlimited number of terms. An individual shall be only elected to be an independent member of the BOD no more than 2 consecutive terms . If all BOD members end the term at the same time, these members continue to be the BOD members until the new members replace and take over the tasks
3. The composition of the Board of Directors of the Company must comply with the following requirements:
 - a. The number of Non-Executive Members of the Board of Directors must comply with the following requirements:
 - i. At least one (01) non-executive member if the Board of Directors consists of three (03) to five (05) members;
 - ii. At least two (02) non-executive members if the Board of Directors consists of six (06) to eight (08) members;
 - iii. At least three (03) non-executive members if the Board of Directors consists of nine (09) to eleven (11) members.

The Company shall strictly limit the number of members of the Board of Directors who concurrently hold executive positions within the Company to ensure the independence of the Board of Directors

- b. At least one-fifth (1/5) of the total number of Board members must be independent members in the event that the Company is a listed company:

4. A member of the Board of Directors shall cease to hold their position in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. Any changes, new appointments, re-appointments, or removals of members of the Board of Directors must be publicly disclosed in accordance with the laws on information disclosure in the securities market.
6. Members of the BOD are not required to be shareholders of the Company.
7. A member of the Board of Directors may concurrently serve as a member of the Board of Directors or the Board of Members of a maximum of five (05) other companies.

Article 37. Powers and duties of the BOD

1. The Board of Directors is the management body of the Company, having full authority to act in the name of the Company to decide and exercise the rights and perform the obligations of the Company, except for those rights and obligations within the jurisdiction of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:
 - a. To decide on the strategy, medium-term development plans, and annual business plans of the Company;
 - b. To recommend the types of shares and the total number of authorized shares of each type;
 - c. To decide on the sale of unsold shares within the limit of authorized shares of each type, and to decide on raising additional capital in other forms;
 - d. To decide on the selling price of the Company's bonds; and to decide on the selling price of the Company's shares when authorized by the General Meeting of Shareholders;
 - e. To decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
 - f. To decide on investment plans and investment projects within its authority and limits as prescribed by law;
 - g. To decide on market development, marketing, and technology solutions;
 - h. To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138; Clause 1 and Clause 3, Article 167 of the Law on Enterprises; and Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 (as amended by Clause 84, Article 1 of Decree 245/2025/ND-CP);

- i. To elect, dismiss, or remove the Chairperson of the Board of Directors; to appoint, dismiss, sign contracts with, or terminate contracts of the General Director and other key managers as specified in the Company Charter; to decide on salaries and other benefits for such managers; to appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders of other companies, and to decide on the remuneration and other benefits of such representatives;
 - j. To supervise and direct the General Director and other managers in the day-to-day business operations of the Company;
 - k. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises;
 - l. To approve the agenda and documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to pass resolutions;
 - m. To submit the annual audited financial statements to the General Meeting of Shareholders.
 - n. To recommend the dividend payment rate; to decide on the timeline and procedures for dividend payments or the handling of losses incurred during business operations;
 - o. To recommend the reorganization or dissolution of the Company; or to request the bankruptcy of the Company;
 - p. To decide on the issuance of the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders; to decide on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors and the Company's Regulations on Information Disclosure;
 - q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, and this Charter.
3. The Board of Directors must report its performance results to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, which provides detailed regulations on the implementation of several articles of the Law on Securities, and any subsequent amending or supplementing documents.

Article 38. Remuneration, salary, and other benefits of the BOD members

1. The Company has the right to pay remuneration and bonuses to the BOD members based on business results and efficiency.
2. Members of the Board of Directors (excluding authorized alternate representatives) shall receive remuneration for their work in their capacity as Board members. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be distributed among the Board members as agreed

upon within the Board of Directors, or divided equally if no such agreement can be reached.

3. The total amount paid to each Board member—including remuneration, expenses, commissions, share options, and other benefits received from the Company, its subsidiaries, affiliated companies, and other companies where the Board member acts as a representative of the capital contribution—must be disclosed in detail as a separate item in the Company's annual financial statements and annual report.
4. The BOD members holding managerial positions or BOD members working in the Subcommittees, Committees of the BOD, or performing other tasks deemed as beyond their normal scope of responsibility by the BOD may be paid further remuneration in the form of remuneration package for each time, and salary, commission, share of profits or otherwise decided by the BOD.
5. The BOD members shall be entitled to be paid for all the expenses of traveling, meal, accommodation and other reasonable expenses incurred upon performing duties in the role of BOD members, including all the expenses arising from their attendances to the BOD meetings or Subcommittees of the BOD.
6. Members of the Board of Directors may be provided with liability insurance purchased by the Company upon the approval of the General Meeting of Shareholders. This insurance shall exclude coverage for liabilities of Board members arising from violations of the law or the Company Charter

Article 39. Chairman of the Board of Directors

1. The BOD Chairman is elected, dismissed, or removed from office by the Board of Directors from among its members .
2. The BOD Chairman must not concurrently hold the position of General Director.
3. The BOD Chairman shall have the following rights and obligations:
 - a. To prepare working plans and programs of the Board of Directors;
 - b. To prepare the agenda, contents, documents for the meeting; convene and chair the BOD meetings;
 - c. To organize the adoption of BOD's resolutions and decisions ;
 - d. Supervise the implementation of BOD's resolutions and decisions ;
 - e. Convene and preside over the General Meeting of Shareholders meeting;
 - f. To have other rights and obligation according to the Enterprise Law.
4. The BOD Chairman shall be responsible for ensuring that the Board of Directors submits the following documents to the shareholders at the GMS: the annual financial statements; the Company's annual report on operations; the independent audit report; and the review report of the Board of Directors.
5. In the event that The BOD Chairman submits a resignation or is dismissed or removed from office, the Board of Directors shall elect a replacement within a period of ten (10) days from the date of receipt of the resignation letter or the date of such dismissal or removal

6. In case the BOD Chairman is absent or unable to perform his/her duties, another member shall be authorized in writing by the Chairman to exercise his rights and obligations. In case the BOD Chairman resigns or is dismissed

the event that the Chairman of the Board of Directors is unavailable or unable to perform their duties due to death, disappearance, detention, imprisonment, serving administrative penalties at compulsory rehabilitation or education facilities, being a fugitive from their place of residence, being restricted in or having lost civil act capacity, having difficulties in perception or behavioral control, or being prohibited by a Court from holding specific positions, practicing certain professions, or performing certain work, the remaining members of the Board shall elect one of their own to serve as the Chairman. This election shall be conducted based on the principle of a majority vote of the remaining members, and such appointment shall remain in effect until a new decision is issued by the Board of Directors. .

Article 40. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 (seven) working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall vote by majority to select 01 (one) person among them to convene the meeting of the Board of Directors
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings
3. The BOD Chairman shall convene an extraordinary meeting of the Board of Directors in the following circumstances:
 - a. Upon the request of the Supervisory Board or an independent member of the Board of Directors;
 - b. Upon the request of the General Director or at least five (05) other executive managers;
 - c. Upon the request of at least two (02) members of the Board of Directors.
 - d. When deemed necessary for the benefit of the Company
4. The proposal referred to in clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Directors to decide..
5. The BOD Chairman shall convene a meeting of the BOD within 07 (seven) working days from the date of receipt of the request specified in Clause 3 of this Article. In the event that the BOD Chairman fails to convene a meeting as requested, they shall be held liable for any damages incurred by the Company; the requester(s) 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 Board of Directors meeting must send a notice of the meeting no later than 03 (three) working days prior to the date of the meeting. The meeting notice must specify the exact time and location of the meeting, as well as the agenda of matters to be discussed and decided. The meeting notice

must be accompanied by the documents to be used at the meeting and the members' voting ballots.

The meeting notice may be sent via written invitation, telephone, fax, electronic means, or any other method stipulated by this Charter, provided that it is ensured to reach the contact address of each member of the Board of Directors registered with the Company .

7. The Chairperson of the BOD or the person convening the meeting shall send the meeting notice and accompanying documents to members of the Supervisory Board in the same manner as to the members of the BOD. Members of the Supervisory Board shall have the right to attend meetings of the Board of Directors and to participate in discussions, but shall not have the right to vote .
8. A meeting of the BOD shall be conducted when at least 3/4 (three-quarters) of the total number of members attend. In the event that a meeting convened in accordance with this Clause does not have the required number of members in attendance, it shall be reconvened for the second time within 07 (seven) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the BOD members attend .
9. The BOD members are considered to have attended and cast votes at a Bod meeting if they:
 - a. Attend and vote directly at the meeting;
 - b. Authorize others to attend the meeting as specified in Clause 11 of this Article ;
 - c. Attend and vote through teleconference or other similar forms;
 - d. Send their votes via mail, email; send voting opinions via email;
 - e. Send their votes by other means.
10. The BOD members may send their votes to the meeting by mail or email. Any votes sent to the meeting by mail must be put in sealed envelopes and given to the BOD Chairman at least one (01) hour before the opening time. The votes shall be opened in front of all participants in the meeting.
11. Voting.
 - a. With the exception of provisions in point b clause 11 of this Article, each BOD member or an authorized person attending the BOD meeting shall have one (01) vote and the same voting rights;
 - b. Any BOD member shall not be allowed to vote for issues related to contracts , transactions or proposals in which such member or any his/her related person has the interest or such interest is or may be in conflict with the Company' s interest. Any BOD member may not be counted in the quorum of BOD meeting for discussing decisions which that member has to right to vote for;
 - c. Under the provisions of Point d of this C lause , any problems arising in a BOD meeting related to the interests of a BOD member or the right to vote for a member not resolved by voluntarily waiving the voting rights of the relevant BOD members shall be forwarded to the Chairperson for further decision. Any judgment of the Chairperson in relation to this matter shall be the final decision unless the nature or scope of interests of the Board Members concered has not been fully disclosed ;

- d. A BOD member who benefits from a contract specified at Point a, b and c, Clause 7, Article 56 of the Charter shall be considered to have significant interests in that contract .
12. A BOD member who directly or indirectly benefits from a contract or transaction signed or is expected to be signed with the Company and knows that he or she has any interest shall be required to disclose the nature and content of such rights at the meeting where the Board of Directors first considers the issue of this contract or transaction. If a BOD member does not know himself and his related person has an interest at the time of signing a contract or transaction with the Company, this member shall have to disclose related interests at the first BOD meeting after learning that he/she has an interest or shall have an interest in the related transaction or contract .
13. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf, provided that such authorization is approved by a majority of the Board members.
14. If the BOD meeting is held in the form of an online conference among B OD members, all or some members in different places attending the meeting may:
 - a. Listen to each other B OD member participating in the meeting;
 - b. Speak to all other attending members at the same time.

They may involve in discussions directly by telephone or other means of communication including whether the use of this means takes place at the time of ratification of the Charter or later) or a combination of these methods (. The BOD members p articipating in such a meeting shall be considered to be "present " at the meeting. The meeting venue held according to this provision shall be the place where the largest number of BOD members is present or where the Chairperson is present..

Any decisions passed in a properly organized and conducted during a teleconference shall be effective at the conclusion of the meeting but must be confirmed by signatures of all present BOD members in the meeting minutes

15. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the attending members. In case the number of votes is equal, the final decision shall rest with the side that has the opinion of the Chairperson of the Board of Directors.
16. Board resolutions and decisions adopted by way of written opinions shall be passed if approved by a majority of the Board members who have the right to vote. Such resolutions shall have the same effect and validity as those passed by the Board members at a meeting duly convened and held in the ordinary course.
17. In the event that the Chairperson or the Secretary (the minutes-taker) refuses to sign the meeting minutes, such minutes shall still be valid if they are signed by all other members of the Board of Directors who attended and approved the minutes, and if the minutes contain all required information as specified in Points a, b, c, d, e, f, g, and h, Clause 1, Article 158 of the Law on Enterprises. The minutes must clearly state that the Chairperson or the Secretary refused to sign. The persons signing the minutes shall be jointly and severally liable for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The Chairperson and the Secretary shall be personally liable for any

damages caused to the enterprise resulting from their refusal to sign the minutes, in accordance with the Law on Enterprises, the Company Charter, and relevant laws

18. The Chairperson of the Board of Directors is responsible for circulating the minutes of the Board meetings to all members. Such minutes shall serve as authentic evidence of the proceedings conducted at those meetings, unless an objection to the content of the minutes is raised within 10 (ten) days from the date of circulation. The minutes of Board meetings shall be prepared in Vietnamese, in a detailed and clear manner, and must include the full names and signatures of the Chairperson, the Secretary, the person recording the minutes, and all attending Board members. The minutes must be archived in accordance with the law and this Charter. The Chairperson and the minute-taker shall be held responsible for the truthfulness and accuracy of the contents of the Board meeting minutes.

Article 41. Subcommittees of the Board of Directors

1. The Board of Directors may establish and delegate powers to sub-committees. The members of a sub-committee may include one or more members of the Board of Directors and one or more external members, as determined by the Board of Directors. In exercising their delegated powers, such sub-committees must comply with the regulations set forth by the Board of Directors. These regulations may adjust or permit the inclusion of individuals who are not members of the Board of Directors in the aforementioned sub-committees and grant them the right to vote as members of the sub-committee, provided that (a) the number of external members must be less than one-half of the total number of sub-committee members, and (b) resolutions of the sub-committees shall only be effective if the majority of the members present and voting at the meeting are members of the Board of Directors.
2. The implementation of decisions by the BOD, by a sub-committee of the BOD, or by any person serving as a member of a sub-committee of the Board of Directors shall be deemed legally valid even in cases where there may have been irregularities in the election or appointment of such sub-committee members or members of the Board of Directors.

Article 42. Officer in charge of corporate governance

1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to assist with corporate governance activities within the Company. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with the provisions of Clause 5, Article 156 of the Law on Enterprises..
2. The officer in charge of corporate governance must not concurrently work for the audit firm in charge of auditing the Company's financial statements .
3. Officer in charge of corporate governance shall have the following rights and obligations:
 - a. To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and handling matters related to the relationship between the Company and its shareholders;
 - b. To prepare for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders upon the request of the Board of Directors or the Supervisory Board;
 - c. To provide advice on meeting procedures;

- d. To attend meetings;
- e. To advise on procedures for drafting resolutions of the BOD in compliance with the provisions of law;
- f. To provide financial information, copies of the minutes of BOD meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
- g. To supervise and report to the BOD on the Company's information disclosure activities;
- h. To serve as the primary contact point for interested stakeholders;
- i. To maintain the confidentiality of information in accordance with the provisions of the law and this Charter;
- j. To perform other rights and obligations as prescribed by law.

CHAPTER VIII

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 43. Organizational structure

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and operates under the leadership of the Board of Directors. The Company shall have one General Director, Deputy General Directors, a Chief Accountant, and other positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be effected by a duly adopted resolution of the BOD.

Article 44. Executives of the Company

1. The Executive Officers of the Company shall include the General Director (CEO), the Deputy General Director, and the Chief Accountant .
2. Upon the proposal of the General Director and subject to the approval of the Board of Directors, the Company may recruit additional Executive Officers in such numbers and possessing such qualifications as are consistent with the Company's management structure and regulations prescribed by the Board of Directors. Executive Officers shall be responsible for assisting the Company in achieving its operational and organizational objectives .
3. The General Director shall be entitled to a salary and bonuses. The specific amounts and terms of the General Director's salary and bonuses shall be determined by the Board of Directors.
4. The salaries of Executive Officers shall be recorded as business operating expenses of the Company in accordance with corporate income tax laws. Such remuneration must be presented as a separate line item in the Company's Annual Financial Statements and must be reported to the GMS at its Annual General Meeting.

Article 45. Appointment, dismissal and powers of the General Director

1. The Board of Directors shall appoint one (01) member of the BOD or hire another individual to serve as the General Director. The Board shall execute an employment

contract specifying the salary, bonuses, benefits, and other related terms. Information regarding the General Director's salary, allowances, and benefits must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's Annual Report

2. The General Director is the person in charge of managing the day-to-day business operations of the Company. The General Director shall be subject to the supervision of the Board of Directors and shall be accountable to the Board of Directors and to the law for the performance of assigned rights and obligations .

The General Director must manage the Company's daily business operations in accordance with the provisions of the law, this Charter, the employment contract signed with the Company, and the resolutions and decisions of the Board of Directors.

In the event that the management activities violate the provisions of this Clause and cause damage to the Company, the General Director shall be held legally liable and must compensate the Company for such damages

3. The term of office of the General Director shall not exceed five (05) years, and the General Director may be re-appointed for an unlimited number of terms. The General Director must satisfy all standards and conditions as prescribed by law and Clause 5, Article 162 of the Law on Enterprises.

4. The General Director shall have the following rights and obligations::

- a. **Implementation of Resolutions:** To implement resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business and investment plans as approved by the Board of Directors and the General Meeting of Shareholders;

- b. **Operational Decision-Making:** To decide on all matters not requiring a resolution of the Board of Directors, including:

Signing financial and commercial contracts on behalf of the Company;

Organizing and managing the day-to-day production and business operations of the Company in accordance with best management practices.;

- c. **Management Personnel Proposals:**To propose the number and categories of management personnel required for recruitment to the Board of Directors for appointment or dismissal to ensure effective management; and to advise the Board of Directors on deciding the salary, remuneration, benefits, and other terms of employment contracts for such management personnel

- d. **Labor and Workforce Management:** To consult with the Board of Directors in deciding the total headcount, salary levels, allowances, benefits, appointments, dismissals, and other terms related to the employment contracts of the Company's employees;

- e. **Submission of Business Plans:** No later than October 20th of each year, the General Director shall submit to the Board of Directors for approval a detailed business plan for the following fiscal year, ensuring such plan satisfies requirements for a matching budget and aligns with the Company's five (05) year financial plan ;

- f. **Proposals for Improvement:** To propose measures to enhance the Company's operations and management efficiency;

- g. Preparation of Financial Estimates: To prepare the Company's long-term, annual, and quarterly financial estimates (hereinafter referred to as the "Estimates") to serve the long-term, annual, and quarterly management activities in accordance with the business plan. The annual Estimates—which include the projected balance sheet, income statement, and cash flow statement for each fiscal year—must be submitted to the Board of Directors for approval and must contain all information required by the Company's internal regulations;
 - h. General Compliance: To perform all other activities in accordance with the provisions of this Charter, the internal regulations of the Company, the resolutions of the Board of Directors, the General Director's employment contract, and the prevailing laws.
5. The Board of Directors may dismiss the General Director upon the affirmative vote of a majority of the members of the Board of Directors who are entitled to vote and are present at the meeting. In such an event, the Board of Directors shall appoint a new General Director to serve as a replacement.

Article 46. Company Secretary

When deemed necessary, the Chairman of the Board of Directors shall appoint a Company Secretary to assist the Board of Directors and the Chairman of the Board of Directors in performing their duties and authorities in accordance with the law and this Charter of the Corporation:

The Company Secretary shall have the following rights and obligations

1. To assist in organizing the General Meeting of Shareholders and meetings of the Board of Directors; to take minutes of such meetings;
2. To assist members of the Board of Directors in exercising their assigned rights and obligations;
3. To assist the Board of Directors in applying and implementing corporate governance principles of the Corporation;
4. To assist the Company in establishing shareholder relations and protecting the lawful rights and interests of shareholders;
5. To assist the Company in complying with the obligations regarding information disclosure, transparency, and administrative procedures;
6. The Company Secretary is responsible for maintaining information confidentiality in accordance with the law and this Charter.

Article 47. Salary, and other benefits of the General Director

1. The Company is entitled to pay remuneration and bonuses to the General Director based on the business results and performance of the Company.
2. The General Director shall be entitled to receive salary and bonuses. The salary shall be determined based on the employment contract signed between the General Director and the Company. The bonuses shall be determined based on work performance. The salary and bonuses of the General Director shall be decided by the Board of Directors.
3. The salary and bonuses of the General Director shall be recorded as business expenses of the Company in accordance with the provisions of the laws 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 General Meeting.

4. The General Director performs duties beyond the ordinary scope of his/her responsibilities, he/she may be paid additional remuneration or allowances in the form of a lump-sum payment for each assignment, salary, commission, a percentage of profits, or in other forms as decided by the Board of Director
5. The General Director shall be entitled to reimbursement of all travel, accommodation, subsistence and other reasonable expenses incurred in the performance of his/her duties.

CHAPTER IX

THE BOARD OF SUPERVISORS

Article 48. Nominations and Candidacy for the Board of Supervisors

1. The nomination and candidacy of members of the Supervisory Board shall be conducted in a manner similar to the provisions stipulated in Clause 1, Article 36 of this Charter.
2. Shareholders or groups of shareholders holding 10% or more of the total number of common shares shall have the right to nominate candidates for the Supervisory Board.
3. In the event that the number of candidates for the Supervisory Board obtained through nomination and self-candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination process in accordance with the provisions of this Charter, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced prior to the General Meeting of Shareholders' voting on the election of members of the Supervisory Board, in accordance with the provisions of the law.

Article 49. Composition and term of office of BOS

1. The Supervisory Board shall consist of three (03) members. The term of office for a member of the Supervisory Board shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. In the event that the terms of office of all current members expire simultaneously and new members have not yet been elected, the existing members shall continue to perform their rights and obligations until new members are elected and take office.
2. Members of the Supervisory Board must satisfy the standards and conditions prescribed by Article 169 of the Law on Enterprises and shall not fall under any of the following categories:
 - a. Working in the accounting or finance department of the Company;
 - b. Being a member or employee of an independent auditing firm that has performed the audit of the Company's financial statements during the three (03) preceding consecutive years..
3. The General Meeting of Shareholders shall have the authority to dismiss or remove a member of the Supervisory Board in accordance with the provisions set forth in Article 174 of the Law on Enterprises.

4. Any changes, new appointments, re-appointments, or removals of members of the Supervisory Board must be publicly disclosed in accordance with the laws governing information disclosure in the stock market.

Article 50. Head of the Board of Supervisory

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be conducted based on the majority principle. More than half of the members of the Supervisory Board must be permanent residents in Vietnam. The Head of the Supervisory Board must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or other majors relevant to the Company's business operations.
2. Rights and obligations of the Head of the Supervisory Board:
 - a. To convene meetings of the Supervisory Board;
 - b. To request the Board of Directors, the General Director, and other executive managers to provide relevant information for reporting to the Supervisory Board;
 - c. To prepare and sign the reports of the Supervisory Board after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

Article 51. Powers and duties of the BOS

1. To propose and recommend that the General Meeting of Shareholders approve the list of accredited auditing organizations to audit the Company's financial statements; to decide on the accredited auditing organization to inspect the Company's operations; and to dismiss accredited auditors when deemed necessary;
2. To be held accountable to shareholders for its supervisory activities;
3. To supervise the Company's financial situation and the compliance with the law by members of the Board of Directors, the General Director, and other managers;
4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders;
5. Upon detecting any violation of the law or the Company Charter by members of the Board of Directors, the General Director, or other executives, the Supervisory Board must provide written notice to the Board of Directors within forty-eight (48) hours, demanding that the violator cease such violation and implement remedial measures;
6. To develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, providing detailed regulations on the implementation of several articles of the Law on Securities;
8. To have the right to access Company records and documents kept at the head office, branches, and other locations; to have the right to visit the workplaces of managers and employees during working hours;

9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company. The Company Secretary must ensure that all copies of financial information, other information provided to Board members, and copies of Board meeting minutes are provided to the members of the Supervisory Board at the same time they are provided to the Board of Directors;
10. Other rights and obligations as prescribed by law and this Charter.

Article 52. Meetings of the Supervisor Board

1. The Supervisory Board shall have the authority to issue its own internal regulations regarding the conduct of its meetings and its operational procedures;
2. The Supervisory Board shall meet at least two (02) times per year. A meeting of the Supervisory Board shall be considered valid if at least two-thirds (2/3) of its members are in attendance; Minutes of the Supervisory Board meetings shall be recorded in detail and with clarity. The secretary (or the person responsible for recording) and all members of the Supervisory Board attending the meeting must sign the minutes; All meeting minutes must be archived to establish and verify the individual responsibility of each member of the Supervisory Board.
3. Right to Request Attendance: The Supervisory Board shall have the right to request members of the Board of Directors, the General Director, and representatives of the approved independent auditing firm to attend its meetings and respond to matters requiring clarification.

Article 53. Remuneration, salary, and other benefits of the BOS

1. Members of the Supervisory Board shall be entitled to salaries, remuneration, bonuses, and other benefits as determined by the General Meeting of Shareholders (GMS). The GMS shall determine the total budget for salaries, remuneration, bonuses, other benefits, and the annual operating budget for the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses incurred for food, accommodation, travel, and the use of independent consultancy services. The aggregate amount of such remuneration and expenses shall not exceed the total annual operating budget approved by the GMS, unless otherwise resolved by the GMS.
3. The salaries and operating expenses of the Supervisory Board shall be recorded as business operating expenses of the Company, in accordance with the laws on Corporate Income Tax (CIT) and other relevant regulations. These costs must be presented as a separate line item in the Company's Annual Financial Statements.

CHAPTER X

RESPONSIBILITIES OF MEMBER OF BOARD OF DIRECTORS, SUPERVISORY BOARD, GENERAL DIRECTOR, EXECUTIVES

Article 54. Duty of care

The BOD and BOS members, General Director and other Executives shall be responsible for performing their duties , including those as the members of Subcommittees, Committees in an honest manner and in a way that is believed to be for the Company's best interest and with a degree of caution that a prudent person would normally do when taking on an equal position and in similar circumstances .

Article 55. The responsibility to be honesty and avoidance of conflicts of interest

1. The BOD and BOS members, the General Manager , and other management personnel must disclose their related interests in accordance with the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other Management Officers, and their Related Persons shall only use information obtained through their positions to serve the interests of the Company. They are prohibited from using business opportunities that could benefit the Company for personal purposes; and they must not use information obtained through their positions for personal gain or to serve the interests of any other organization or individual;
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers shall have the obligation to notify the Board of Directors and the Supervisory Board in writing of any transactions between: The Company, its subsidiaries, or any other company in which the Company holds a controlling interest of 50% or more of the charter capital; and the aforementioned individuals themselves or their related persons, as prescribed by law

For any transactions mentioned above that require approval by the General Meeting of Shareholders (GMS) or the Board of Directors, the Company must publicly disclose the resolutions concerning such transactions in accordance with the regulations on information disclosure within the securities market.

4. The Company shall not grant loans or provide guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director, other executive officers, or any related persons to the aforementioned individuals, unless otherwise resolved by the General Meeting of Shareholders (GMS).
5. Members of the Board of Directors shall be prohibited from voting on any transaction that benefits themselves or their related persons, in accordance with the Law on Enterprises and this Charter.
6. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons shall not use or disclose "insider information" to any third party for the purpose of executing related transactions.
7. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other Executive Officers, and

any individuals or organizations related to such persons shall not be rendered void in the following circumstances:

- a. For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statements, the material 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, and other executives, must be reported to the Board of Directors and approved by a majority vote of the members of the Board of Directors who have no related interests;
- b. For transactions with a value exceeding 35%, or transactions resulting in a cumulative transaction value within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the most recent financial statements: the material terms of such transactions, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, must be disclosed to the shareholders and approved by the General Meeting of Shareholders via the voting ballots of shareholders who have no related interests.

Article 56. Responsibility for damage and compensation

1. The BOD and BOS members, General Director and other Executives of the Company shall be personally liable for damages caused by their breach of obligations, duty of honest and care, or fail to fulfill their duties with conscientiousness and professional competence, shall be held liable for damages caused by their violations
2. The Company shall indemnify people who have been, are or may become a party involved in claims, lawsuits or prosecutions (including civil, administrative and not the lawsuits initiated by the Company as the petitioner), if the person has been or is a BOD member, a BOS member, General Director, an Executive, an employee or an authorized representative of the Company has been or is acting as required by the Company provided that the person has acted honestly, prudently, diligently in the interests of or not against the Company's best interests on the basis of compliance with the law and without evidence of violating any responsibilities
3. The compensation costs shall cover costs incurred (including attorneys' fees), judgment cost, fines, amounts incurred in practice or considered reasonable in settlement of cases as permitted by the law. The insurance may be purchased by the Company for such people to avoid the compensation liabilities mentioned above.

CHAPTER XI

RIGHT TO INVESTIGATE THE COMPANY'S BOOKS AND DOCUMENTS

Article 57. Right to investigate the company's books and documents

1. An ordinary shareholder shall have the right to investigate the books and documents, details as follows:
 - a. An ordinary shareholder shall have the right to review, search and extract the information of name and contact address in list of shareholders having right to vote;

request to amend their inaccurate information; review, search, extract or cope the Company's Charter, GMS's meeting minutes and resolutions;

- b. A shareholder or group of shareholders holding at least five percent (05%) of total ordinary shares shall have the right to review, search, extract the number of minutes and resolutions, decisions of the BOD, the semi-annual and annual financial statements, contracts, transactions approved by the BOD, except for other documents relating to trade secret, business secret of the Company.
2. In case the request for investigation by the attorney or other authorized representative of a shareholder must be accompanied by the shareholder's power of attorney represented by that person or a notarized copy of power of attorney.
3. The BOD and BOS member, General Director, other Executives shall have the right to investigate the Company's register of shareholders, list of shareholders and other books and documents for purposes relating to its duties provided that this information is kept confidential ; .
4. The Company shall be required to keep the Charter and amendments and supplements, Business registration certificate, regulations, documents proving property ownership, meeting minutes of the GMS and the BOD, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. These regulations must be published on the Company's website..

CHAPTER XII

EMPLOYEES AND TRADE UNION

Article 58. Employees and Trade union

1. The General Director must prepare plans for the Board of Directors to approve matters relating to recruitment, termination, salaries, social insurance, benefits, rewards, and discipline for employees and corporate executives.
2. The General Director must prepare plans for the Board of Directors to approve matters relating to the Company's relationship with trade union organizations in accordance with best standards, practices, and management policies, as well as the practices and policies stipulated in this Charter, the Company's regulations, and current laws.

CHAPTER XIII

PROFIT DISTRIBUTION

Article 59. Profit distribution

1. The General Meeting of Shareholders shall decide on the annual dividend payout ratio and the form of dividend payment from the Company's retained earnings, after the Company has fulfilled its tax obligations and other financial obligations as required by law, fully paid off all due debts and matured financial liabilities, and made all required allocations to the Company's funds.

2. In accordance with the Law on Enterprises, the Board of Directors may decide on the payment of interim dividends if it deems such payment consistent with the Company's profitability.
3. The Company shall not pay interest on any dividend payments or any payments related to a class of shares.
4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in the form of shares, and the Board of Directors shall be the body responsible for executing this decision.
5. In the event that dividends or other payments related to a class of shares are paid in cash, the Company shall make such payments in Vietnamese Dong (VND). Payments may be made directly or through banks based on the bank details provided by the shareholders. In the event that the Company has transferred the funds in accordance with the bank details provided by the shareholder but the shareholder has not received the money, the Company shall not be held liable for the amount transferred to the beneficiary. Dividend payments for shares listed or registered for trading on the Stock Exchange may be executed through securities companies or the Vietnam Securities Depository and Clearing Corporation (VSDC)..
6. Other matters related to profit distribution shall be implemented in accordance with the provisions of the law.

CHAPTER XIV

BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 60. Bank accounts

1. The Company shall be entitled to open one or several accounts at the banks in accordance with the law.
2. Under the competent authority's prior approval, the Company may open bank accounts in accordance with the provisions of law in case of necessity.
3. The Company shall make all payments and accounting transactions through accounts in VND or foreign currency at the banks where the Company opens accounts.

Article 61. Fiscal year

A fiscal year of the Company shall begin on the first day of January (01) every year and ends on the thirty-first (31) of December (12) of the same year. The first fiscal year shall start from the date of issue of the Business Registration Certificate and ends on the thirty-first (31) of December (12) immediately after the date of issue of the Business Registration Certificate.

Article 62. Accounting system

1. Vietnam Accounting System (VAS) or another accounting system approved by the Ministry of Finance shall be used as the Company's accounting system.
2. The Company's accounting books may be made in Vietnamese. The Company shall be required to keep accounting records according to the type of business activities engaged by the Company. These records must be accurate, updated, systematic and may prove and explain the Company's transactions.

3. Vietnam dong (or a freely convertible foreign currency in case of being approved by the competent state agency) may be used as the monetary unit in accounting .

CHAPTER XV

FINANCIAL STATEMENTS, ANNUAL REPORT, INFORMATION DISCLOSURE

Article 63. Annual, semi-annual, and quarterly financial reports

1. Company shall prepare annual financial statements in accordance with the law and the regulations of the State Securities Commission (SSC). These annual financial statements must be audited as stipulated in Article 66 of this Charter and other applicable laws. The Company shall disclose the audited annual financial statements as required by the laws on information disclosure in the securities market and submit them to the competent state authorities .
2. The annual financial statements must include full reports, appendices, and notes as required by the law on corporate accounting. The annual financial statements must provide a truthful and objective reflection of the Company's operational status.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market, and submit them to the competent state authorities.
4. Any organizations and individuals involved shall be entitled to check or copy the audited annual financial statements, semi -annual (06) and quarterly reports during company business hours at the company's head office, and shall pay a reasonable fee for the copying service

Article 64. Annual report

The Company's Annual Report must be prepared and published in accordance with the law on securities and stock marke.

CHAPTER XVI

COMPANY AUDIT

Article 65. Audit

1. The GMS shall appoint an independent audit firm or approve a list of independent audit firms and authorize the BOD to select one of these entities to audit the Company's financial statements for the subsequent fiscal year, based on the terms and conditions agreed upon with the BOD. The Company shall be responsible for preparing and submitting its annual financial statements to the appointed independent audit firm upon the conclusion of the fiscal yea.
2. The independent audit firm shall check, confirm and report on the annual financial statements showing the Company's business results, prepare an audit report for submission to the BOD for a period of three (03) month s from the end date of fi scal year

3. The independent audit report must be attached to the Company's annual financial statements.
4. Any auditors performing the audit shall be allowed to attend all the GMS and receive notices and other information related to the GMS that the shareholders are entitled to receive and express their opinions at the GMS on audit-related issues .

CHAPTER XVII

SEAL

Article 66. Seal of the Company

1. The corporate seal includes a seal made at a professional stamp-making facility or a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the form, quantity, and content of the Company's seal. The content of the seal must display information regarding the Company's Name and Enterprise Identification Number.
3. The Board of Directors, General Director shall use and manage the seal as prescribed by to the company's working regulations and the applicable law .

CHAPTER XVIII

COMPANY DISSOLUTION

Article 67. Company Dissolution

1. The Company may be dissolved in the following cases:
 - a. Voluntary dissolution prior to the scheduled duration pursuant to a resolution or decision of the General Meeting of Shareholders;
 - b. The Company no longer maintains the minimum number of members as prescribed by the Law on Enterprises for a period of 06 (six) consecutive months without completing the procedures for conversion of the enterprise type;
 - c. The Business registration certificate is revoked, unless the Tax Administration Law has other provisions.
2. The dissolution ahead of time shall be decided by the GMS and implemented by the BOD. This dissolution decision must be announced or approved by the competent authority (if required) according to the regulations.
3. Dissolution or termination of operations must be notified and carried out according to the order and procedures specified in Articles 207, 208, 209, 210, 211 and 212 of the Enterprise Law and other provisions of law.

Article 68. Liquidation

1. After a decision on dissolution, the BOD shall be required to establish a Liquidation Committee consisting of (03) three Members. There are two (02) members appointed by the GMS and one (01) appointed by the BOD from one (01) independent audit firm. The Liquidation Committee shall build its own operating regulations. The Liquidation

Committee members may be selected from among the Company's employees or an independent expert. All expenses related to the liquidation shall be paid in advance before the Company's other liabilities.

2. The Liquidation Committee shall be responsible for reporting to the Business Registration Office on the date of establishment and date of commencement of operation. From that point, the Liquidation Committee shall act before the Court and administrative authorities on behalf of the Company in all affairs related to the liquidation .
3. Any proceeds from the liquidation shall be paid in the following order:
 - a. Liquidation expenses;
 - b. Salary, social insurance cost, severance payment and other benefits of the employee according to the collective labor agreement and the labor contract signed;
 - c. Taxes and other taxable amounts payable by the Company to the State;
 - d. Other debts of the Company;
 - e. After paying all the debts from (a) to (d) above, the rest shall be distributed to shareholders. The preference shareholders shall be paid at first.

CHAPTER XIX

INTERNAL DISPUTES RESOLUTION

Article 69. Internal disputes resolution

1. In case of any dispute or complaint relating to the Company's operations or the shareholders' rights and obligations of as provided in the Charter, the Law on Enterprises, other laws or regulations between
 - a. The shareholders with the Company;
 - b. The shareholders with the Board of Directors , General Director or Executives,Related parties shall make every effort to resolve that dispute through negotiation and conciliation. Except for case of disputes related to the BOD or the BOD Chairman, the BOD Chairman shall preside over the settlement of disputes and request each party to present practical factors related to the dispute within thirty (30) working days from the date of arising. In case of any dispute involving the BOD or the BOD Chairman, either party may request the appointment of an independent expert to act as an arbitrator for the resolution process
2. In case of failure to reach any conciliation decision within six (06) weeks from the beginning of mediation process or if the mediator's decision is not accepted by the parties, either party may present that dispute to a competent Court for resolution
3. The parties shall bear their own costs related to the negotiation and mediation. The procedural costs shall be paid according to the dispute settlement Court's decision.



CHAPTER XX

SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 70. Supplements and amendments to the charter

1. Any supplement, amendment to the Charter must be considered and decided by the GMS.
2. In case any provisions of law related to the Company's operations are not mentioned herein or any new provision of law are different from those of this Charter, those new provisions shall prevail and govern the operation of the Company.

CHAPTER XXI

EFFECTIVE DATE

Article 71. Effective date

1. This Charter shall include twenty-one (21) Chapters, seventy-one (71) Articles, approved by the GMS of DECOFI dated ...*Jun 10th*..., 2026
2. This Charter is made into ten (10) copies with the same validity, and used for registration with competent authorities and kept at the Company's Head Office.
3. This is a unique and official Charter of the Company.
4. Any copies or extracts of the Charter shall be valid when signed by the BOD Chairman or at least one-second (1 /2) of total number of the BOD members or the General Director of the Company./

The Company's Legal Representative's Signature

**Mr. NGUYEN MINH TAM
GENERAL MANAGER**