

SOCIALIST REPUBLIC OF VIETNAM

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COMPANY CHARTER

SAM HOLDINGS CORPORATION



Hồ Chí Minh City, 07 / 05 / 2025

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CHAPTER I: DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Explanation of Terms

1. In this Charter, the following terms shall be understood as follows:
 - a. **"Charter Capital"** refers to the total par value of shares sold or issued upon the establishment of the company or during its operation, as stipulated in Article 6 of this Charter.
 - b. **"Enterprise Law"** refers to Enterprise Law No. 59/2020/QH14 dated June 17, 2020.
 - c. **"Securities Law"** refers to Securities Law No. 54/2019/QH14 dated November 26, 2019, and Law No. 56/2024/QH15 dated November 29, 2024.
 - d. **"Company"** refers to **SAM HOLDINGS CORPORATION**.
 - e. **"Establishment Date"** refers to the date on which the Company was granted its initial Business Registration Certificate.
 - f. **"Company Executives"** include the General Director, Deputy General Directors, and Chief Accountant.
 - g. **"Related Persons"** refer to individuals and organizations as defined in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law.
 - h. **"Major Shareholder"** refers to a shareholder as defined in Clause 18, Article 4 of the Securities Law.
 - i. **"Operating Term"** refers to the duration stipulated in Article 2 of this Charter.
 - j. **"Vietnam"** refers to the Socialist Republic of Vietnam.
 - k. **"Audit Committee (AC)"** refers to the Audit Committee under the Board of Directors.
2. In this Charter, references to one or more provisions or documents include any amendments or replacements thereof.
3. The headings (chapters, articles) in this Charter are for convenience in understanding the content and do not affect the substance of this Charter.

CHAPTER II: NAME, TYPE, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATING TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Type, Headquarters, Branches, Representative Offices, and Operating Term of the Company

1. **Company Name:**
 - a. Name in Vietnamese: **CÔNG TY CỔ PHẦN SAM HOLDINGS**
 - b. Name in English: **SAM HOLDINGS CORPORATION**
 - c. Abbreviated Name: **SAM HOLDINGS**
2. The Company is a joint stock company with legal entity status in accordance with the laws of Vietnam.
3. **Registered Headquarters:**
 - a. **Address:** 127 Ung Văn Khiêm, Ward 25, Binh Thanh District, Ho Chi Minh City, Vietnam.
 - b. **Phone:** (028) 3512 2919 | **Fax:** (028) 3512 8632
 - c. **Email:** contact@samholdings.com.vn | **Website:** www.samholdings.com.vn
4. The Company may establish branches and representative offices in business locations to fulfill its operational objectives, subject to decisions by the Board of Directors and within the legal framework.
5. Unless terminated as stipulated in Article 51 of this Charter, the Company's operating term shall commence from the establishment date and continue indefinitely.

Article 3. Legal Representative of the Company

1. The Company shall have a maximum of **two (02) Legal Representatives**, namely the **Chairman of the Board of Directors and/or the General Director**.

2. Based on the Company's development strategy and operational needs, the Board of Directors shall determine the number and titles of the Company's Legal Representatives, as follows:
 - a. The Board of Directors may decide that the Company shall have one (01) Legal Representative, appointing either the Chairman of the Board of Directors or the General Director as the Legal Representative; or
 - b. The Board of Directors may decide that the Company shall have two (02) Legal Representatives, appointing both the Chairman of the Board of Directors and the General Director as the Legal Representatives. In this case, both the Chairman of the Board of Directors and the General Director shall have full authority to represent the Company in executing rights and obligations arising from the Company's transactions, as well as other rights and obligations stipulated by law and this Charter.

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

Article 4. Business Objectives of the Company

1. The Company's business sectors include:

Manufacturing and trading various types of cables, telecommunications materials, and civilian cables and materials, as well as wooden bobbins (wooden reels for winding cables); Importing and exporting raw materials, telecommunications cables, and civilian materials for business operations; Manufacturing and trading copper wires and plastic pipes of all types; Leasing office spaces and residential properties (operations outside the province); Investing in and developing urban infrastructure projects, real estate business, golf course operations, accommodation services, and tourism services; Manufacturing and trading telecommunications equipment, magnet wires, copper tubes, copper busbars, and electrical conductors; Engaging in financial investment activities as permitted by law.

2. The Company's objective is to continuously expand its business activities in the areas listed in Clause 1 of this Article and other industries permitted under the Enterprise Law. The Company aims to:

Maximize its profit sources, Ensure benefits for shareholders, Improve working conditions and enhance employees' income and living standards, and Fulfill tax obligations and other financial responsibilities following the law.

3. If any business objective requires regulatory approval, the Company will only execute it after obtaining the necessary approvals.

Article 5. Business Scope and Operations of the Company

1. The Company is authorized to plan and conduct all business activities within its registered business sectors, as published on the National Business Registration Portal and in this Charter, in compliance with current laws and taking appropriate measures to achieve its objectives.
2. The Company may engage in other business sectors permitted by law and approved by the General Meeting of Shareholders.

CHAPTER IV: CHARTER CAPITAL AND SHARES

Article 6. Charter Capital and Shares

1. The Company's current charter capital is VND 3,799,609,710,000 (In words: Three trillion seven hundred ninety-nine billion six hundred nine million seven hundred ten thousand dong). The total charter capital is divided into 379,960,971 shares with a par value of VND 10,000 per share.
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with legal regulations.
3. As of the adoption of this Charter, all Company shares are ordinary shares. The rights and obligations of shareholders holding ordinary shares are stipulated in Articles 12 and 13 of this Charter.
4. The Company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in compliance with legal regulations.

5. Ordinary shares shall be offered to existing shareholders first in proportion to their ownership ratio, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed to by existing shareholders shall be allocated at the discretion of the Board of Directors. The Board of Directors may distribute such shares to other parties under conditions and methods it deems appropriate, provided that the shares are not sold under more favorable conditions than those offered to existing shareholders, except in cases where shares are sold through a stock exchange via auction.
6. The Company may repurchase its own issued shares in accordance with the methods stipulated in this Charter and applicable laws. Shares repurchased by the Company shall be classified as treasury shares, which the Board of Directors may re-sell in accordance with the Securities Law, relevant guiding documents, and the provisions of this Charter.
7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
8. The maximum foreign ownership in the Company shall be 49% of the charter capital. This percentage may be adjusted in accordance with legal regulations, decisions of competent authorities, or resolutions of the General Meeting of Shareholders.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.
2. Shares may be issued in the form of certificates, book-entry records, or electronic data, confirming the ownership of one or more shares in the Company. Share certificates must include the details required under Clause 1, Article 121 of the Enterprise Law.
3. Within 30 days from the date of submitting a complete application for share ownership transfer in accordance with the Company's regulations, or within 2 months (or a longer period as specified in the issuance terms) from the date of full payment for the purchase of shares, shareholders shall be issued share certificates. Shareholders shall not be required to pay any costs related to the issuance of share certificates.
4. If a shareholder partially transfers shares from a share certificate, the original share certificate shall be canceled, and the Company shall issue new share certificates reflecting the remaining and transferred shares (free of charge).
5. If a share certificate is lost, destroyed, or damaged, the shareholder may request a replacement certificate, provided they present evidence of ownership and pay all related fees to the Company.
6. Shareholders shall be solely responsible for safeguarding their share certificates. The Company shall not be liable for lost or fraudulently used certificates.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates issued by the Company must bear the signature of the Legal Representative and the Company's seal.

Article 9. Transfer of Shares

1. All shares shall be freely transferable, except as otherwise stipulated in this Charter and applicable laws. Listed shares and shares registered for trading on stock exchanges shall be transferred in accordance with securities and stock market regulations.
2. Unpaid shares may not be transferred and shall not be entitled to dividends, bonus shares, rights offerings, or other shareholder benefits as per legal regulations.

Article 10. Share Redemption

1. If a shareholder fails to fully and timely pay for shares, the Board of Directors shall notify and require the shareholder to pay the outstanding amount along with interest and any costs incurred due to non-payment.

2. The notice shall specify a new payment deadline (at least seven (07) days from the date of notification), the payment location, and a statement that failure to comply will result in share redemption.
3. The Board of Directors has the authority to redeem unpaid shares if the shareholder fails to comply with the payment request.
4. Redeemed shares shall be considered authorized but unissued shares as per Clause 3, Article 112 of the Enterprise Law. The Board of Directors may sell or reallocate such shares under conditions and methods it deems appropriate.
5. Shareholders whose shares are redeemed shall lose their shareholder status for those shares but shall remain liable for outstanding amounts and interest not exceeding 12% per year, from the redemption date until full payment. The Board of Directors has full authority to enforce payment for the total share value at the time of redemption.
6. A redemption notice shall be sent to the shareholder before redemption. The redemption shall remain valid even in cases of errors or omissions in the notification process.

CHAPTER V: ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational Structure, Governance, and Control

The Company's management, governance, and control structure consists of:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Audit Committee under the Board of Directors;
4. The General Director.

CHAPTER VI: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and type of shares they own. Shareholders shall only be liable for the Company's debts and other financial obligations within the amount of capital they have contributed.
2. Holders of ordinary shares have the following rights:
 - a. Attend and speak at General Meetings of Shareholders, vote directly at the meeting, authorize a representative to vote, or vote remotely according to the meeting regulations issued by the Board of Directors.
 - b. Receive dividends as decided by the General Meeting of Shareholders.
 - c. Freely transfer shares in accordance with current laws.
 - d. Have preemptive rights to purchase newly issued shares proportionate to their ownership of ordinary shares.
 - e. Inspect, review, and request corrections of shareholder-related information.
 - f. Access information on the list of shareholders entitled to attend the General Meeting of Shareholders.
 - g. Inspect, review, extract, or copy the Company's Charter, General Meeting of Shareholders minutes, and resolutions.
 - h. In the event of the Company's dissolution or bankruptcy, receive a portion of the remaining assets corresponding to their ownership percentage.
3. Shareholders or groups of shareholders holding at least **5% of total ordinary shares** have the following additional rights:
 - a. Request the convening of a General Meeting of Shareholders as stipulated in **Clause 3, Article 115 of the Enterprise Law**, provided that the request meets the conditions set forth in **Clause 4, Article 115 of the Enterprise Law**.
 - b. Inspect and receive copies or excerpts of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders.
 - c. Review, inspect, extract meeting minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, audit committee reports, contracts, transactions

- requiring Board approval, and other documents, except for confidential business information.
- d. Request the Audit Committee to review specific management and operational matters of the Company when necessary. The request must be in writing and include the shareholder's full name, permanent address, nationality, and legal identification (ID card, passport, or other legal proof for individuals); or company name, permanent address, nationality, establishment decision number, or business registration number for organizations. It must also specify the number of shares owned, registration time, total shares of the requesting group, ownership percentage in the Company, the matter to be reviewed, and the purpose of the review.
- e. Exercise other rights as prescribed by law and this Charter.

Article 13. Obligations of Shareholders

Ordinary shareholders have the following obligations:

1. Comply with the Company's Charter and regulations; abide by the decisions of the General Meeting of Shareholders and the Board of Directors.
2. Fully pay for subscribed shares as required.
3. Provide accurate information when registering for share ownership.
4. Maintain the confidentiality of information provided by the Company as stipulated in the Charter and applicable laws. Shareholders may only use this information to exercise and protect their legitimate rights and interests and are prohibited from distributing, copying, or sharing it with other organizations or individuals.
5. Fulfill other obligations as prescribed by applicable laws.
6. Bear personal liability when acting on behalf of the Company in any of the following situations:
 - a. Violating the law.
 - b. Conducting business or transactions for personal gain or benefiting another organization or individual.
 - c. Settling debts before maturity to avoid financial risks to the Company.

Article 14. The General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders is held once per year and must take place within four (04) months from the end of the fiscal year.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable location. The Annual General Meeting of Shareholders shall decide on matters prescribed by law and this Charter, particularly the approval of the annual financial statements and budget for the following fiscal year. If the Company's audited financial statements contain material exceptions, the Company may invite a representative of the independent audit firm to attend the meeting and provide explanations.
3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary for the interests of the Company.
 - b. The audited semi-annual or annual financial statements indicate that shareholders' equity has decreased by half (1/2) compared to the beginning of the period.
 - c. The number of Board members falls below the legally required minimum as stipulated in this Charter.
 - d. Shareholders or groups of shareholders as defined in Clause 2, Article 115 of the Enterprise Law request the meeting by submitting a written petition stating the reasons and purposes of the meeting, signed by relevant shareholders. The request may be compiled from multiple documents signed by shareholders.
 - e. Other cases as prescribed by law and this Charter.
4. Convening an Extraordinary General Meeting of Shareholders:
 - a. The Board of Directors must convene the meeting within 30 days from the date the number of Board members falls below the required minimum (as per Clause 3c) or from the date it receives a valid request (as per Clause 3d).
 - b. If the Board of Directors fails to convene the meeting as required in Clause 4a, the Audit Committee must convene it within 30 days thereafter. If the Audit Committee also fails to do so,

shareholders or groups of shareholders as defined in Clause 2, Article 115 of the Enterprise Law may convene the meeting themselves within another 30-day period.

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

The General Meeting of Shareholders has the right to discuss and approve the following matters:

1. Approving the Company's development strategy.
2. Deciding on the types of shares and the total number of shares of each type to be offered; determining the annual dividend for each type of share.
3. Electing, dismissing, or removing members of the Board of Directors.
4. Approving investments or the sale of assets valued at **35% or more** of the Company's total assets as recorded in the latest financial statements, unless the Company's Charter stipulates a different percentage or value.
5. Approving amendments and supplements to the Company's Charter.
6. Approving the annual financial statements.
7. Deciding on the repurchase of more than 10% of the total issued shares of each type.
8. Reviewing and addressing violations by Board members that cause damage to the Company and its shareholders.
9. Deciding on the reorganization or dissolution of the Company.
10. Determining the budget, total remuneration, bonuses, and other benefits for the Board of Directors.
11. Approving the internal governance regulations and operational regulations of the Board of Directors.
12. Approving the list of independent audit firms; deciding on the appointment or dismissal of an independent audit firm when necessary.
13. Approving contracts and transactions with related parties as stipulated in Clause 1, Article 167 of the Enterprise Law, where the value is equal to or greater than 35% of the Company's total assets as recorded in the latest financial statements. In such cases, shareholders with related interests shall not have voting rights.
14. Approving loan agreements, lending transactions, or asset sales where the transaction value exceeds 10% of the Company's total assets (as recorded in the latest financial statements) between the Company and a shareholder holding 51% or more of total voting shares, or related persons of such shareholders. In such cases, the related shareholders shall not have voting rights.

Article 16. Representation by Authorization

1. Shareholders entitled to attend the General Meeting of Shareholders may participate directly or through an authorized representative. If multiple representatives are appointed, the number of shares and votes allocated to each representative must be clearly specified. If not specified, the shares and votes shall be evenly distributed among the representatives.
2. Authorization for a representative to attend the General Meeting of Shareholders must be in writing and signed as follows:
 - a. If the shareholder is an individual, the authorization letter must be signed by the shareholder and the authorized individual or the legal representative of the authorized entity.
 - b. If the shareholder is an organization, the authorization letter must be signed by the authorized representative, the legal representative of the organization, and the legal representative of the entity attending the meeting.
 - c. In other cases, the authorization letter must bear the signatures of the shareholder's legal representative and the authorized attendee.
 - d. The authorized representative must submit the authorization letter at the time of registration before entering the meeting.

3. If a lawyer signs an authorization letter on behalf of the grantor, the authorization is only valid if the lawyer's power of attorney is presented alongside the authorization letter, unless previously registered with the Company.
4. Except as provided in Clause 3 of this Article, the voting rights of an authorized representative shall remain valid even in the following circumstances:
 - a. The authorizer dies, is restricted in legal capacity, or loses legal capacity.
 - b. The authorizer has revoked the authorization.
 - c. The authorizer has revoked the authority of the representative.

This provision does not apply if the Company receives notice of any of the above events before the meeting starts or before it is reconvened.

Article 17. Changes to Shareholder Rights

1. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of preferred shares shall only be passed if:
 - o It is approved by at least 75% of the attending preferred shareholders of that type; or
 - o It is approved in writing by 75% of all preferred shareholders of that type.
2. A meeting of preferred shareholders to approve changes in rights (as per Clause 1) shall only be valid if attended by at least two (02) shareholders (or authorized representatives) holding at least one-third (1/3) of the total par value of the issued preferred shares of that type. If the quorum is not met, the meeting shall be reconvened within 30 days, and any number of shareholders (regardless of the number of shares they hold) shall be deemed to meet the quorum.
3. At these meetings, preferred shareholders may request secret ballots, and all shares of the same type shall have equal voting rights.
4. Unless otherwise stipulated in the terms of share issuance, the special rights of preferred shares regarding profit-sharing or Company assets shall not be altered by the issuance of additional shares of the same type.

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

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders.
2. The convenor of the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare the list of shareholders eligible to participate and vote. The list must be compiled no earlier than 10 days before sending the meeting invitation.
 - b. Prepare the agenda and meeting content.
 - c. Prepare the meeting documents.
 - d. Draft resolutions for the issues expected to be discussed.
 - e. Determine the time and location of the meeting.
 - f. Send invitations and notifications to all eligible shareholders.
 - g. Handle other tasks related to organizing the meeting.
3. Meeting invitations must be sent to all shareholders via secure methods and must also be published on the Company's website, the State Securities Commission, and the Stock Exchange. The invitation must be sent at least 21 days before the meeting date.

The agenda and materials related to matters for voting shall be posted on the Company's website. The invitation must include a link to access all meeting documents, including:

 - a. The agenda and related materials.
 - b. The list of candidates (if electing Board members).
 - c. Voting ballots.
 - d. Proxy authorization forms.
 - e. Draft resolutions for each agenda item.
4. Shareholders or groups of shareholders (as per Clause 2, Article 115 of the Enterprise Law) may propose agenda items. Proposals must be in writing and submitted to the Company at least 10 business days before the meeting. Proposals must include:

- Full name, address, nationality, and identification details (for individuals).
 - Company name, enterprise code, or establishment decision number (for organizations).
 - Number and type of shares held.
 - Details of the proposed agenda item.
5. The meeting convenor may reject proposals under the following circumstances:
- a. The proposal is submitted late or does not meet requirements in Clause 4.
 - b. The issue is not within the General Meeting of Shareholders' authority.
 - c. Other cases as prescribed by law and this Charter.

Article 19. Conditions for Holding the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least 51% of the total voting shares.
2. If the first meeting does not meet the quorum as stipulated in Clause 1, a second meeting notice must be sent within 30 days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending represent at least 33% of the total voting shares.
3. If the second meeting still does not meet the quorum as stipulated in Clause 2, a third meeting notice must be sent within 30 days from the scheduled date of the second meeting. The third General Meeting of Shareholders may proceed regardless of the number of voting shares represented by attending shareholders.

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

1. The General Meeting of Shareholders may be held physically or online. Before the meeting begins, the Company must conduct shareholder registration and continue registration until the meeting meets the quorum conditions stipulated in Article 19 of this Charter.
2. Upon registration, the Company shall issue a voting card to each shareholder or authorized representative with voting rights. The card shall include the registration number, full name of the shareholder, the authorized representative's name, and the number of votes held. When voting, the ballots in favor of a resolution shall be collected first, followed by the ballots against, and then the total votes will be counted. The total votes for, against, abstaining, or invalid for each issue shall be announced by the Chairperson immediately after the vote. The meeting shall elect vote counters or vote supervision personnel as proposed by the Chairperson. The number of vote counters shall be determined by the General Meeting of Shareholders based on the proposal of the Chairperson.
3. Shareholders or authorized representatives arriving after the meeting has started shall have the right to register immediately and participate in voting. However, the Chairperson is not required to pause the meeting to allow latecomers to register, and previously voted matters shall remain valid.
4. The Chairperson of the Board of Directors shall preside over meetings convened by the Board of Directors. If the Chairperson is absent or temporarily unable to perform their duties, the remaining Board members shall elect a presiding officer by majority vote. If a presiding officer cannot be elected, the Chairperson of the Audit Committee shall oversee the election of a presiding officer from among the attendees, with the candidate receiving the most votes becoming the Chairperson of the meeting. In other cases, the individual signing the meeting notice shall oversee the election of a Chairperson by the attendees, and the candidate with the highest number of votes shall preside over the meeting.
5. The agenda and meeting content must be approved by the General Meeting of Shareholders during the opening session. The agenda shall clearly outline each issue and its allocated discussion time.
6. The Chairperson may take necessary actions to conduct the meeting in an orderly manner in accordance with the approved agenda while reflecting the will of the majority of attendees.

7. The Chairperson may adjourn the meeting with the approval or request of shareholders who meet the quorum requirements as stipulated in Clause 8, Article 146 of the Enterprise Law.
8. The meeting convenor has the right to request shareholders or authorized representatives to undergo security checks or other lawful security measures before attending. If any shareholder or representative fails to comply with security measures, the meeting convenor, after careful consideration, has the right to refuse or expel the individual from the meeting.
9. After careful consideration, the meeting convenor may implement appropriate measures to:
 - a. Arrange seating at the General Meeting of Shareholders.
 - b. Ensure safety for all attendees.
 - c. Facilitate shareholder participation. The meeting convenor has full authority to modify or implement additional measures, such as issuing entry passes or using other access control methods.
10. If security measures are applied, the meeting convenor may:
 - a. Announce that the meeting is being held at the designated primary location where the Chairperson is present (the "Main Meeting Location").
 - b. Arrange for shareholders or authorized representatives not physically present at the main meeting location to participate remotely.

The meeting notice does not need to specify details of the security or participation arrangements.

11. In this Charter (unless otherwise required by context), all shareholders shall be considered as attending at the Main Meeting Location.
12. The Company must hold at least one (01) General Meeting of Shareholders per year. The Annual General Meeting of Shareholders cannot be conducted in the form of written consultation.

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

1. The General Meeting of Shareholders shall adopt resolutions under its authority by means of voting at meetings or collecting written opinions.
2. Resolutions of the General Meeting of Shareholders on the following matters must be passed by direct voting at the meeting: a. Amendments and supplements to the Company's Charter; b. Development orientation of the Company; c. Types of shares and total number of shares of each type; d. Election, dismissal, and removal of members of the Board of Directors; e. Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's latest financial statements, unless otherwise specified in the Company's Charter; f. Approval of the annual financial statements; g. Reorganization or dissolution of the Company.
3. Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting shares, except as specified in Clauses 4 and 5 of this Article: a. Types of shares and total number of shares of each type; b. Change of business lines, industries, and operational sectors; c. Change in the Company's organizational management structure; d. Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the Company's latest financial statements, unless otherwise specified in the Company's Charter; e. Reorganization or dissolution of the Company.
4. Resolutions on other matters under the authority of the General Meeting of Shareholders shall be adopted if approved by shareholders representing at least 51% of the total voting shares.
5. The election of members of the Board of Directors shall comply with Clause 3, Article 148 of the Enterprise Law.

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

The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors is entitled to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the Company's benefit, except as stipulated in Clause 2, Article 21 of this Charter.

2. The Board of Directors shall prepare opinion collection forms, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders entitled to vote no later than ten (10) days before the deadline for submitting the completed opinion collection forms. The preparation of the shareholder list for opinion collection shall comply with Clauses 1 and 2, Article 141 of the Enterprise Law. The requirements and methods for sending the opinion collection forms and accompanying documents shall comply with Article 143 of the Enterprise Law.
3. The opinion collection forms must include the following key details: a. Name, head office address, enterprise code; b. Purpose of collecting opinions; c. Full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise code or legal document number, and head office address for institutional shareholders; or full name, contact address, nationality, and legal document number of the representative of an institutional shareholder; number of shares held by each type and the corresponding voting rights of the shareholder; d. Matters for which opinions are being collected to adopt resolutions; e. Voting options including approval, disapproval, and no opinion for each matter being voted on; f. Deadline for returning the completed opinion collection forms to the Company; g. Full name and signature of the Chairman of the Board of Directors.
4. The completed opinion collection forms must be signed by individual shareholders or the legal representative of institutional shareholders or their authorized representatives.
5. The opinion collection forms may be submitted to the Company via the following methods: a. By mail: The opinion collection forms sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open them before vote counting; b. By fax or email: The opinion collection forms sent via fax or email must remain confidential until the vote counting process. c. Opinion collection forms received after the deadline specified in the form or opened before vote counting (if sent by mail) or disclosed before vote counting (if sent by fax or email) are considered invalid. Forms not returned are deemed as non-participation in voting.
6. The Board of Directors shall count votes and prepare a vote counting report under the supervision of the Audit Committee or non-executive shareholders. The vote counting report must contain the following key details: a. Name, head office address, enterprise code; b. Purpose and matters for which opinions were collected to adopt resolutions; c. Number of shareholders and total voting shares that participated, including the number of valid and invalid votes and the voting method, with an attached appendix listing participating shareholders; d. Total votes in favor, against, and abstentions for each matter; e. Matters that have been approved; f. Full name and signatures of the Chairman of the Board of Directors, vote counters, and vote supervisors.
7. The vote counting report and adopted resolution shall be sent to shareholders within fifteen (15) days from the date of vote counting completion. The report and resolution may be published on the Company's website as a substitute for direct distribution.
8. The completed opinion collection forms, vote counting report, adopted resolution, and related documents must be retained at the Company's head office.
9. A resolution adopted by collecting shareholders' written opinions is valid if approved by shareholders representing at least 51% of the total voting shares and holds the same effect as a resolution adopted at the General Meeting of Shareholders.

Article 23. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes, which may also be recorded and stored in electronic form. The minutes must be prepared in Vietnamese, with an optional English version, and must include the following key details: a. Name, head office address, enterprise code; b. Time and venue of the meeting; c. Agenda and meeting content; d. Full names of the chairman and secretary; e. Summary of meeting proceedings and shareholder opinions on each agenda item; f. Number of shareholders and total voting shares attending, with an appendix listing registered shareholders and their corresponding shares and votes; g. Total votes for each resolution, including voting method, valid and invalid votes, and the percentages of approval, disapproval, and abstention; h. Approved resolutions and corresponding voting ratios; i. Signatures of the chairman and secretary.

2. The minutes must be completed and approved before the meeting concludes. The chairman and secretary are jointly responsible for the accuracy and integrity of the minutes.
3. The minutes must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the meeting's conclusion.

Article 24. Effectiveness of General Meeting of Shareholders' Resolutions

1. Resolutions take effect from the date of adoption or the effective date stated in the resolution.
2. Resolutions adopted with 100% approval of the total voting shares are legally valid even if the meeting procedures violate the Enterprise Law or this Charter.
3. If shareholders request a court or arbitration to annul a resolution, the resolution remains effective until a final decision is issued, except when a temporary injunction is applied by a competent authority.

Chapter VII: BOARD OF DIRECTORS

Article 25. Candidacy and Nomination of Board Members

1. If candidates have been pre-determined, relevant information about the Board of Directors candidates shall be included in the General Meeting of Shareholders' documents and disclosed at least ten (10) days prior to the meeting on the Company's website, allowing shareholders to review the candidates before voting. Candidates must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of their disclosed personal information and pledge to perform their duties honestly if elected. The disclosed information shall include at least the following:
 - a. Full name, date of birth;
 - b. Educational background;
 - c. Professional qualifications;
 - d. Work experience;
 - e. Companies where the candidate holds positions as a Board member or other management roles;
 - f. Performance evaluation of the candidate's contributions to the Company, if the candidate is currently a Board member;
 - g. Interests related to the Company (if any);
 - h. Name of the shareholder or group of shareholders nominating the candidate (if applicable);
 - i. Other relevant information (if any).
2. Shareholders holding voting shares continuously for at least six (6) months may pool their voting rights to nominate Board candidates. Shareholders or groups of shareholders holding 10% to under 20% of total voting shares may nominate one (1) candidate; from 20% to under 30%, two (2) candidates; from 30% to under 50%, three (3) candidates; from 50% to under 65%, four (4) candidates; and from 65% or more, a full number of candidates.
3. If the number of candidates through nomination and self-nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the Company's internal governance regulations. The nomination procedures must be clearly announced and approved by the General Meeting of Shareholders before implementation.

Article 26. Composition and Term of Board Members

1. The Board of Directors shall have at least three (03) members and no more than eleven (11) members. The term of a Board member shall not exceed five (05) years and may be re-elected without limitation, except for independent Board members, who shall not serve more than two (02) consecutive terms.
2. The Board of Directors shall be structured as follows:

2.1 Number of independent Board members:

- a. At least one (1) independent member if the Board consists of 3 to 5 members;
- b. At least two (2) independent members if the Board consists of 6 to 8 members;
- c. At least three (3) independent members if the Board consists of 9 to 11 members.

2.2 At least one-third (1/3) of the total Board members shall be non-executive members.

3. A Board member shall lose membership status in the following cases:

- a. No longer meeting the eligibility criteria under the Enterprise Law or being legally prohibited from serving as a Board member;
- b. Resignation;
- c. Mental incapacity, as evidenced by professional assessment from other Board members;
- d. Failure to attend Board meetings for six (06) consecutive months, except in force majeure circumstances;
- e. Removal by resolution of the General Meeting of Shareholders;
- f. Providing false personal information to the Company as a candidate;
- g. Other cases as prescribed by law and this Charter.

4. The appointment of Board members shall be disclosed in accordance with securities and stock market regulations.

5. Board members are not required to be Company shareholders.

Article 27. Authority and Responsibilities of the Board of Directors

- 1. The Company's business operations and affairs shall be supervised and directed by the Board of Directors. The Board shall have full authority to exercise the Company's rights and obligations, except for matters under the authority of the General Meeting of Shareholders.
- 2. The rights and responsibilities of the Board of Directors shall be determined by law, this Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board shall have the following powers and responsibilities:
 - a. Determine business strategies, medium-term development plans, and annual business plans;
 - b. Recommend types and total shares authorized for issuance;
 - c. Decide on the sale of unsold shares within the authorized offering limit and determine other forms of capital mobilization;
 - d. Determine the selling price of shares and bonds;
 - e. Decide on share buybacks as per Articles 133(1) and 133(2) of the Enterprise Law;
 - f. Approve investment plans and projects within its jurisdiction and statutory limits;
 - g. Develop market, marketing, and technology strategies;
 - h. Approve contracts, transactions valued at 35% or more of total assets in the latest financial statement and transactions under the authority of the General Meeting of Shareholders as stipulated in the Enterprise Law;
 - i. Elect, dismiss, or remove the Chairman; appoint, dismiss, sign, and terminate contracts with the General Director and key management personnel; determine their salaries, benefits, and remuneration; appoint authorized representatives in other companies and determine their compensation;
 - j. Supervise and direct the General Director and other managers in daily business operations;
 - k. Decide on organizational structure, internal regulations, subsidiaries, branches, representative offices, and capital contributions in other enterprises;
 - l. Approve meeting agendas, materials, and convene the General Meeting of Shareholders;

- m. Submit annual financial reports to the General Meeting of Shareholders;
- n. Recommend dividend payments, determine payment timelines, and address financial losses;
- o. Propose corporate restructuring, dissolution, or bankruptcy;
- p. Develop and submit internal corporate governance regulations for approval by the General Meeting of Shareholders;
- q. Appoint the Corporate Governance Officer;
- r. Other rights and responsibilities as prescribed by the Enterprise Law and this Charter.

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

1. Board members (excluding authorized representatives) shall receive remuneration for their service. The total remuneration shall be determined by the General Meeting of Shareholders and distributed among members as agreed or equally divided if no agreement is reached.
2. The total payments to each Board member, including remuneration, expenses, commissions, stock purchase rights, and other benefits from the Company, subsidiaries, affiliates, and other enterprises where the Board member represents the Company's capital, shall be disclosed in the Company's annual report. Board remuneration shall be separately stated in the annual financial statements.
3. Board members holding executive positions, serving on Board committees, or undertaking additional assignments may receive extra compensation in the form of lump-sum payments, salaries, commissions, profit shares, or other means as determined by the Board.
4. Board members shall be reimbursed for all reasonable expenses incurred while performing their duties, including travel, accommodation, and other costs related to attending General Meetings of Shareholders, Board meetings, or committee meetings.

Article 29. Chairman of the Board of Directors

1. The Chairman shall be elected, dismissed, or removed by the Board from among its members.
2. The Chairman shall prepare meeting agendas, documents, convene and preside over Board meetings and General Meetings of Shareholders, and perform other duties as prescribed by the Enterprise Law and this Charter.
3. The Chairman shall ensure the Board submits financial reports, operational reports, audit reports, and supervisory reports to shareholders at the General Meeting.
4. The Chairman may be removed by a Board resolution. If the Chairman resigns or is dismissed, the Board shall elect a replacement within ten (10) days.
5. The Board may elect one or more Vice Chairmen from its members, whose powers and duties shall be determined by the Board.
6. The Board may appoint a Corporate Secretary to assist in governance duties as needed. The Corporate Secretary shall:
 - a. Assist in convening General Meetings and Board meetings, and record minutes;
 - b. Support Board members in fulfilling their responsibilities;
 - c. Aid in implementing corporate governance principles;
 - d. Assist in shareholder relations and compliance with disclosure obligations;
 - e. Perform other duties as prescribed in this Charter.

Article 30. Board of Directors Meetings

1. In case the Board of Directors elects a Chairman, the Chairman shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes or the highest voting percentage. If there are

multiple members with the highest number of votes or voting percentage, the members shall elect one (01) of them by majority vote to convene the Board of Directors meeting.

2. The Chairman of the Board of Directors must convene periodic and extraordinary meetings of the Board of Directors, prepare the agenda, and determine the time and location of the meeting at least five (05) working days before the meeting date. The Chairman may convene meetings when deemed necessary, but at least once (01) per quarter.
3. The Chairman of the Board of Directors must convene a Board of Directors meeting upon a written request specifying the purpose of the meeting and issues to be discussed from any of the following: a. The General Director or at least five (05) other executive officers; b. An independent member of the Board of Directors; c. At least two (02) members of the Board of Directors.
4. The Chairman of the Board of Directors must convene a Board of Directors meeting within seven (07) working days from the date of receiving the request mentioned in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, they shall be held responsible for any damages incurred by the Company. In such cases, the requesters mentioned in Clause 3 of this Article have the right to convene the Board of Directors meeting.
5. If required by the independent audit firm conducting the Company's financial statement audit, the Chairman of the Board of Directors must convene a Board of Directors meeting to discuss the audit report and the Company's status.
6. Board of Directors meetings may be held at the Company's headquarters or at another location in Vietnam or abroad, as decided by the Chairman of the Board of Directors and agreed upon by the Board of Directors.
7. The notice of the Board of Directors meeting must be sent to all Board members and Audit Committee members at least five (05) working days before the meeting. A Board member may waive the meeting notice in writing, and such waiver may be modified or revoked in writing. The notice of the Board of Directors meeting must be in Vietnamese and include the meeting time, location, agenda, discussion topics, necessary documents related to the issues to be discussed and voted on, and the voting ballots for the members. The meeting notice shall be sent by mail, fax, email, or other means, but must ensure it reaches the registered contact address of each Board member and Audit Committee member.
8. A Board of Directors meeting shall be conducted when at least three-fourths (3/4) of the total number of Board members are present in person or via proxy (authorized representative) if approved by the majority of the Board members. If the required number of attendees is not met, the meeting must be reconvened within seven (07) days from the scheduled date of the first meeting. The second meeting shall be valid if more than half (1/2) of the Board members attend.
9. The Board of Directors meetings may be conducted virtually when all or some members are in different locations, provided that each attending member is able to: a. Hear other Board members speaking at the meeting; b. Speak to all other attendees simultaneously. Discussions between members may take place directly via telephone, other communication methods, or a combination thereof. A Board member participating in such a meeting shall be deemed "present" at that meeting. The meeting location, as per this provision, shall be the location where the majority of Board members are present or the location of the Chairperson. c. Decisions adopted in such virtual meetings shall take immediate effect upon the meeting's conclusion but must be confirmed by the signatures of all participating Board members in the meeting minutes.
10. Board members may send their voting ballots via mail, fax, or email. If sent by mail, the voting ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one (01) hour before the meeting starts. The ballots shall be opened only in the presence of all attendees.
11. Voting: a. Except as specified in point b of Clause 11 of this Article, each Board member or their authorized representative under Clause 8 of this Article shall have one (01) vote; b. Board members shall not vote on contracts, transactions, or proposals where they or their related parties have interests conflicting with the Company's interests. Such members shall not be counted in the minimum quorum required for a valid Board meeting regarding decisions in which they are not entitled to vote; c. In cases where a conflict of interest or voting right issue arises at a meeting,

and the involved Board member does not voluntarily waive their voting right, the Chairperson's decision shall be final unless the nature or extent of the interest has not been fully disclosed; d. A Board member benefiting from a contract as stated in points a and b of Clause 5, Article 39 of these Articles of Association shall be deemed to have a significant interest in that contract.

12. Any Board member who directly or indirectly benefits from a contract or transaction entered into or planned with the Company and is aware of their interest must disclose it at the first Board meeting discussing the contract or transaction. If the Board member was unaware of their or their related parties' interest at the time the contract or transaction was entered into, they must disclose such interest at the first Board meeting held after they become aware of it.
13. The Board of Directors shall adopt decisions and resolutions based on the majority approval of attending Board members. If votes are tied, the Chairman's vote shall be decisive.
14. Resolutions by written consultation shall be passed based on the majority approval of Board members entitled to vote. Such resolutions shall have the same effect and value as those adopted at a meeting.
15. The Chairman of the Board of Directors is responsible for sending the Board meeting minutes to all members. These minutes serve as valid proof of the discussions and decisions made unless an objection is raised within ten (10) days from the date of dispatch. The Board meeting minutes shall be prepared in Vietnamese and may also be prepared in English. The minutes must be signed by both the Chairperson and the minute taker.

Article 31. Board Committees

1. The Board of Directors may establish subordinate committees responsible for development policies, human resources, and compensation. The number of committee members shall be determined by the Board of Directors but should include at least two (02) members, comprising both Board members and external members. The composition of the Audit Committee shall be governed by the Company's Audit Committee Charter. Independent members of the Board should constitute the majority of the committee, and one of these members shall be appointed as the Chairman of the committee as decided by the Board of Directors. The committee's operations must comply with the regulations set by the Board of Directors. A committee resolution shall only be effective if passed by a majority vote of attending members at a committee meeting, provided that the voting members are also members of the Board of Directors.
2. The implementation of decisions made by the Board of Directors, any subordinate committee of the Board of Directors, or any individual acting as a member of a subcommittee of the Board of Directors must comply with the applicable laws and the provisions of the Company's Charter.

Article 32. Corporate Governance Officer

1. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support corporate governance activities. The term of office of the Corporate Governance Officer shall be determined by the Board of Directors, with a maximum duration of five (05) years.
2. The Corporate Governance Officer must meet the following qualifications:
 - a. Possess knowledge of the law;
 - b. Not simultaneously work for an independent auditing firm that is auditing the Company's financial statements;
 - c. Meet other qualifications as required by law, this Charter, and the decisions of the Board of Directors.
3. The Board of Directors may dismiss the Corporate Governance Officer if necessary, provided such dismissal complies with the applicable labor laws. The Board of Directors may appoint an Assistant to the Corporate Governance Officer as needed.
4. The Corporate Governance Officer shall have the following rights and responsibilities:
 - a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters related to the relationship between the Company and shareholders;
 - b. Prepare meetings of the Board of Directors, the Audit Committee, and the General Meeting of

- Shareholders as requested by the Board of Directors or the Audit Committee;
- c. Provide guidance on meeting procedures;
 - d. Attend meetings;
 - e. Advise on the preparation of Board resolutions in compliance with legal regulations;
 - f. Provide financial information, copies of Board meeting minutes, and other relevant information to Board members and Audit Committee members;
 - g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h. Maintain confidentiality of information in accordance with legal regulations and this Charter;
 - i. Perform other rights and responsibilities as prescribed by law and this Charter.

CHAPTER VIII: GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Management Organization

The Company's management system must ensure that the management team is accountable to the Board of Directors and operates under the Board's supervision and direction in the Company's daily business operations. The Company shall have a 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 approved by a resolution of the Board of Directors.

Article 34. Business Executives

1. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number suitable to the structure and management regulations set by the Board of Directors. Business executives must diligently fulfill their responsibilities to support the Company in achieving its operational and organizational goals.
2. The remuneration, salary, benefits, and other terms in the labor contract for the General Director shall be decided by the Board of Directors, while the contracts for other executives shall be determined by the Board of Directors after consulting the General Director.

Article 35. Appointment, Dismissal, Duties, and Authority of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another individual as the General Director and sign a contract specifying remuneration, salary, and other benefits. The remuneration, salary, and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, separately presented in the annual financial statements, and disclosed in the Company's Annual Report.
2. The General Director's term shall not exceed five (05) years and may be reappointed. The appointment may be terminated based on the terms set forth in the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and this Charter.
3. The General Director shall have the following rights and obligations:
 - a. Implement resolutions of the Board of Directors and General Meeting of Shareholders, as well as business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;
 - b. Decide on matters that do not require a decision from the Board of Directors, including signing financial and commercial contracts on behalf of the Company and organizing and managing the Company's daily business activities according to best management practices;
 - c. Propose to the Board of Directors the organizational structure and internal management regulations of the Company;
 - d. Recommend measures to improve the Company's operations and management;
 - e. Propose the number and selection of business executives for the Board of Directors to appoint or dismiss according to internal regulations and recommend their remuneration, salaries, and other benefits for the Board of Directors' decision;
 - f. Consult the Board of Directors on decisions regarding the number of employees, appointment, dismissal, salary levels, allowances, benefits, and other terms in their labor contracts;
 - g. Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as budgets) to serve the Company's long-term, annual, and quarterly management activities according to the business plan. The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must

be submitted for approval by the Board of Directors and must include the information specified in the Company's regulations; h. Exercise other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and the labor contract signed with the Company.

4. The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies upon request.
5. The Board of Directors may dismiss the General Director if the majority of voting members present at the meeting approve and appoint a new General Director as a replacement.

CHAPTER IX: AUDIT COMMITTEE

Article 36. Audit Committee

1. The Company shall establish an Audit Committee under the Board of Directors. The Audit Committee shall perform its functions and duties in accordance with the Company's Audit Committee Regulations.
2. The number of members of the Audit Committee shall be determined by the Board of Directors.

Article 37. Functions and Duties of the Audit Committee

1. The Board of Directors shall define the functions and duties of the Audit Committee.
2. The Board of Directors shall develop regulations and issue documents and policies related to the organization and operation of the Audit Committee to ensure efficiency in compliance with legal regulations.
3. The Audit Committee shall have the right to engage independent consultants to perform its assigned duties.

CHAPTER X: DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, AUDIT COMMITTEE MEMBERS, GENERAL DIRECTOR, AND OTHER EXECUTIVES

Article 38. Duty of Care

Members of the Board of Directors, members of the Audit Committee, the General Director, and other executives are responsible for performing their duties, including those as members of the Board of Directors' subcommittees, with honesty and diligence in the best interests of the Company.

Article 39. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Audit Committee, the General Director, and other executives must disclose their related interests in accordance with Article 164 of the Law on Enterprises and other legal regulations.
2. Members of the Board of Directors, members of the Audit Committee, the General Director, and other executives must not use business opportunities that could benefit the Company for personal purposes; nor may they use information obtained through their position for personal gain or for the benefit of another organization or individual.
3. Members of the Board of Directors, members of the Audit Committee, the General Director, and other executives are obliged to notify the Board of Directors of any interests that may conflict with the Company's interests, which they may derive through economic entities, transactions, or other individuals.
4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, members of the Audit Committee, the General Director, other executives, or individuals and organizations related to them, except in cases where the Company and the related organization are within the same corporate group or operate within a corporate structure such as a parent-subsidiary company or an economic group, as permitted by specialized laws.

5. Contracts or transactions between the Company and one or more members of the Board of Directors, members of the Audit Committee, the General Director, other executives, or individuals and organizations related to them, or with partners, associations, or organizations in which these individuals have a membership or financial interest, shall not be deemed invalid in the following cases:
 - a. The contract or transaction is deemed fair and reasonable in all aspects relevant to the Company's shareholders at the time it is approved by the Board of Directors or the General Meeting of Shareholders;
 - b. Members of the Board of Directors, members of the Audit Committee, the General Director, other executives, and related individuals or organizations must not use undisclosed Company information or disclose such information to others to conduct related transactions.

Article 40. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Audit Committee, the General Director, and other executives who violate their duty of loyalty and diligence or fail to fulfill their responsibilities with professionalism and competence shall be liable for damages caused by their violations. Members of the Board of Directors, the General Director, and other executives who violate Clause 1, Article 165 of the Law on Enterprises shall be personally or jointly responsible for compensating for lost benefits, returning any benefits received, and fully compensating for damages to the Company and third parties.
2. The Company shall indemnify individuals who are or may become involved in claims, lawsuits, or legal proceedings (including civil and administrative cases but excluding those initiated by the Company) if such individuals are or were members of the Board of Directors, members of the Audit Committee, the General Director, other executives, employees, or authorized representatives of the Company, provided that they acted honestly, diligently, and in the Company's best interests without conflict of interest, in compliance with the law, and without evidence of misconduct.
3. When performing their functions, duties, or authorized tasks on behalf of the Company, members of the Board of Directors, members of the Audit Committee, other executives, employees, or authorized representatives shall be indemnified by the Company in legal proceedings (excluding cases where the Company is the plaintiff) in the following situations:
 - a. They acted honestly, diligently, and in the Company's best interests without conflict of interest;
 - b. They complied with the law, and there is no evidence of failure to fulfill their responsibilities.
4. Compensation costs shall include incurred expenses (including attorney fees), judgment costs, fines, and reasonable payments incurred in legal proceedings, as permitted by law. The Company may purchase insurance for these individuals to cover such liabilities.

CHAPTER XI: RIGHT TO INSPECT COMPANY RECORDS AND DOCUMENTS

Article 41. Right to Inspect Records and Documents

1. Shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises have the right to directly or through an authorized representative submit a written request to inspect the list of shareholders, minutes of the General Meeting of Shareholders, and obtain copies or extracts of these documents during working hours at the Company's headquarters. Any inspection request submitted by an authorized representative must be accompanied by a power of attorney from the shareholder they represent or a notarized copy of such authorization.
2. Members of the Board of Directors, members of the Audit Committee, the General Director, and other executives have the right to inspect the Company's shareholder register, shareholder list, and other company records for purposes related to their positions, provided that such information remains confidential.
3. The Company must store this Charter and any amendments thereto, the Business Registration Certificate, internal regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit

Committee, annual financial statements, accounting records, and other documents as required by law at its headquarters or another location, provided that shareholders and the Business Registration Authority are informed of the storage location.

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

CHAPTER XII: EMPLOYEES AND TRADE UNION

Article 42. Employees and Trade Union

1. The General Director shall develop plans for submission to the Board of Directors for approval regarding the recruitment, dismissal, salaries, social insurance, benefits, rewards, and disciplinary actions applicable to employees and company executives.
2. The General Director shall develop plans for submission to the Board of Directors for approval regarding the Company's relationship with the trade union, following best management standards, practices, and policies, as well as those set forth in this Charter, the Company's internal regulations, and applicable laws.

CHAPTER XIII: PROFIT DISTRIBUTION

Article 43. Profit Distribution

1. The General Meeting of Shareholders shall determine the annual dividend payout ratio and method of dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividends or any payments related to a specific class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends, in whole or in part, in shares, and the Board of Directors shall be responsible for implementing such decisions.
4. If dividends or other payments related to a specific class of shares are made in cash, the Company shall pay them in Vietnamese Dong. Payment may be made directly or through banks based on the banking details provided by shareholders. If the Company has transferred the payment according to the correct banking details provided by a shareholder and the shareholder does not receive the funds, the Company shall not be liable for the transferred amount. Dividend payments for shares listed on the Stock Exchange and shareholders who have deposited their shares may be processed through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific record date for finalizing the list of shareholders. Based on this date, individuals registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, shares, notifications, or other documents.
6. Other matters related to profit distribution shall be implemented following applicable laws.

CHAPTER XIV: BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 44. Bank Accounts

1. The Company shall open bank accounts at Vietnamese banks or at foreign banks authorized to operate in Vietnam.
2. Subject to prior approval from the competent authorities, the Company may open bank accounts abroad when necessary, in compliance with legal regulations.
3. The Company shall conduct all payments and accounting transactions through its Vietnamese Dong or foreign currency accounts at banks where the Company has opened accounts.

Article 45. Fiscal Year

The Company's fiscal year shall commence on the first day of January each year and end on the thirty-first day of December of the same year.

Article 46. Accounting System

1. The Company shall adopt the Vietnamese Accounting Standards (VAS), the corporate accounting system, or other specific accounting systems issued by competent authorities and approved by the Ministry of Finance.
2. The Company shall maintain accounting records in Vietnamese and store accounting documents in compliance with the laws on accounting and related regulations. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as the accounting currency. If the Company primarily conducts business transactions in a foreign currency, it may choose that foreign currency as its accounting unit, provided that it assumes full responsibility for this choice under the law and notifies the relevant tax authorities.

CHAPTER XV: ANNUAL REPORTS, FINANCIAL STATEMENTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 47. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company shall prepare its annual financial statements in accordance with the law and the regulations of the State Securities Commission. The financial statements must be audited as prescribed in Article 49 of this Charter. Within 90 days from the end of each fiscal year, the audited annual financial statements must be submitted to the competent tax authority, the State Securities Commission, the Stock Exchange, and the Business Registration Authority.
2. The annual financial statements must include an income statement that truthfully and objectively reflects the Company's profit or loss for the fiscal year, a financial position statement that truthfully and objectively reflects the Company's financial situation at the time of reporting, a cash flow statement, and explanatory notes to the financial statements.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission, the Stock Exchange, and the relevant tax and business registration authorities as prescribed by the Law on Enterprises.
4. The audited annual financial statements (including the auditor's opinion), the reviewed semi-annual financial statements, and the quarterly financial statements must be published on the Company's website.
5. Any organizations or individuals interested in the Company's financial statements have the right to inspect or make copies of the audited annual financial statements, the reviewed semi-annual financial statements, and the quarterly financial statements during business hours at the Company's head office, subject to a reasonable copying fee.

Article 48. Annual Report

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

CHAPTER XVI: COMPANY AUDIT

Article 49. Audit

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of them to audit the Company's financial statements for the following fiscal year under terms and



conditions agreed upon with the Board of Directors. The Company must prepare and submit its annual financial statements to the independent auditing firm after the fiscal year ends.

2. The independent auditing firm shall examine, verify, prepare an audit report, and submit the audit report to the Board of Directors within 90 days from the end of the fiscal year.
3. A copy of the audit report shall be attached to the Company's annual financial statements.
4. The independent auditors conducting the audit shall have the right to attend General Meetings of Shareholders, receive notices and other relevant information for such meetings, and express their opinions on matters related to the audit of the Company's financial statements.

CHAPTER XVII: COMPANY SEAL

Article 50. Company Seal

1. The Board of Directors shall determine and approve the official seal of the Company, which shall be engraved in accordance with the law and this Charter.
2. Quantity, Management, and Use of the Company Seal:
 - a. The Company shall have two official seals. The Board of Directors shall determine the specific regulations on the management and use of the seals in accordance with this Charter and the law.
 - b. The Company seal shall be used in cases prescribed by law or in transactions where the parties have agreed on the use of a seal.
3. Seals of Branches and Representative Offices: If the Company establishes a branch or representative office, the Board of Directors shall decide on the form, quantity, and content of the seal of such branches or representative offices in accordance with this Charter and the law.

CHAPTER XVIII: TERMINATION AND LIQUIDATION

Article 51. Termination of Operations

1. The Company may be dissolved in the following cases:
 - a. Dissolution by resolution of the General Meeting of Shareholders;
 - b. Revocation of the Enterprise Registration Certificate;
 - c. Other cases as prescribed by law.
2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution resolution must be notified to or approved by the competent authority (if required) in accordance with the law.

Article 52. Liquidation

1. At least six (06) months after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent professionals. All liquidation-related expenses shall be given priority for payment before the Company's other debts.
2. The Liquidation Committee is responsible for notifying the Business Registration Authority of its establishment date and commencement of operations. From that point onward, the Liquidation Committee shall represent the Company in all matters related to liquidation before courts and administrative authorities.
3. The proceeds from the liquidation shall be distributed in the following order:
 - a. Liquidation expenses;
 - b. Salary debts, severance pay, social insurance, and other employee benefits as stipulated in collective labor agreements and employment contracts;
 - c. Tax liabilities;
 - d. Other debts of the Company;



- e. The remaining amount, after all debts in items (a) to (d) have been settled, shall be distributed to shareholders, with preferred shares receiving priority.

CHAPTER XIX: INTERNAL DISPUTE RESOLUTION

Article 53. Resolution of Internal Disputes

1. In the event of disputes or complaints related to the Company's operations, shareholder rights and obligations under the Law on Enterprises, other applicable laws, this Charter, or other regulations, involving:
 - a. A shareholder and the Company;
 - b. A shareholder and the Board of Directors, the Audit Committee, the General Director, or other executives;

The parties involved shall make every effort to resolve the dispute through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution process and require each party to present relevant information within five (05) working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman of the Board, any party may request the appointment of an independent expert to mediate the dispute.

2. If no resolution is reached within six (06) weeks from the start of mediation, or if the mediation decision is not accepted by the parties, either party may refer the dispute to the Economic Arbitration or Economic Court.
3. Each party shall bear its own costs related to negotiation and mediation procedures. Court fees shall be allocated as per the court's ruling.

CHAPTER XX: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 54. Company Charter

1. Amendments and supplements to this Charter must be reviewed and decided by the General Meeting of Shareholders.
2. If there are legal provisions applicable to the Company's operations that are not covered in this Charter, or if new legal provisions differ from those in this Charter, the respective legal provisions shall automatically apply and govern the Company's activities.

CHAPTER XXI: EFFECTIVE DATE

Article 55. Effective Date

1. This Charter consists of 21 Chapters and 55 Articles. It is the sole and official Charter of the Company.
2. This Charter takes effect from ...07.... [day]05.. [month] 2025.
3. Copies or extracts of this Charter shall be valid when signed by the Chairman of the Board of Directors, at least half (1/2) of the total Board members, or the Company's legal representative.

LEGAL REPRESENTATIVE

GENERAL DIRECTOR



TRẦN QUANG KHANG