

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

TRANSIMEX

CHARTER
TRANSIMEX CORPORATION

Năm 2026



TABLE OF CONTENTS

I. DEFINITIONS OF TERMS IN THE CHARTER.....	4
Article 1. Interpretation of Terms.....	4
II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY	5
Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations, and Duration of Operation of the Company.....	5
Article 3. Legal Representative of the Company	6
III. OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY	6
Article 4. Objectives of the Company's Operations	6
Article 5. Scope of Business and Operations of the Company.....	10
IV. CHARTER CAPITAL, SHARES	10
Article 6. Charter capital, Shares.....	10
Article 7. Share Certificates	11
Article 8. Other Securities Certificates	11
Article 9. Transfer of Shares.....	11
Article 10. Recall of Shares	11
V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL.....	12
Article 11. Organizational Structure, Governance, and Control.....	12
VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS.....	12
Article 12. Rights of Shareholders.....	12
Article 13. Obligations of Shareholders	13
Article 14. General Meeting of Shareholders	14
Article 15. Rights and obligations of the General Meeting of Shareholders	16
Article 16. Authorization to Attend the General Meeting of Shareholders.....	17
Article 17. Amendment of Rights	18
Article 18. Convening Meetings, Meeting Agenda, and Notice of Invitation to the General Meeting of Shareholders	18
Article 19. Conditions for Conducting a General Meeting of Shareholders	19
Article 20. Procedures for holding the Meeting and voting at the General Meeting of Shareholders	20
Article 21. Conditions for the Adoption of Resolutions of the General Meeting of Shareholder.....	21
Article 22. Authority and procedures for obtaining written opinions of Shareholders to adopt Resolutions of the General Meeting of Shareholders.....	22

Article 23. Resolutions and Minutes of the General Meeting of Shareholders	24
Article 24. Request for the Annulment of a Resolution of the General Meeting of Shareholders	25
VII. BOARD OF DIRECTORS	25
Article 25. Nomination and Candidacy of Members of the Board of Directors	25
Article 26. Composition and Term of Office of Members of the Board of Directors	26
Article 27. Authority and duties of the Board of Directors.....	26
Article 28. Remuneration, bonuses, and other benefits of members of the Board of Directors.....	28
Article 29. Chairman of the Board of Directors, Vice Chairman of the Board of Directors....	28
Article 30. Meeting of the Board of Directors	29
Article 31. The authority and procedures for collecting written opinions from the members of the Board of Directors to adopt resolutions and decisions of the Board of Directors	32
Article 32. Subcommittees of the Board of Directors	33
Article 33. Person in charge of Corporate Governance	33
THE GENERAL DIRECTOR AND EXECUTIVE OFFICERS	34
Article 34. Organizational Structure of Management.....	34
Article 35. Enterprise Executives	34
Article 36. Appointment, Dismissal, Rights, and Obligations of the General Director.....	34
Article 37. The Board of Director Office	35
VIII. SUPERVISORY BOARD	35
Article 38. Nomination of Members of the Supervisory Board	35
Article 39. Composition of the Supervisory Board	36
Article 40. Head of the Supervisory Board.....	36
Article 41. Rights and obligations of the Supervisory Board.....	36
Article 42. Meeting of the Supervisory Board.....	37
Article 43. Meeting of the Supervisory Board.....	37
Article 44. Duty of honesty and avoidance of conflicts of interest.....	38
Article 45. Liability for damages and compensation	38
IX. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS	39
Article 46. Right to inspect books and records.....	39
X. EMPLOYEES AND TRADE UNION	39
Article 47. Employees and Trade Union	39
XI. DISTRIBUTION OF PROFITS.....	40
Article 48. Distribution of profits	40
XII. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME	40
Article 49. Bank accounts.....	40
Article 50. Fiscal year	40

Article 51. Accounting Regime	40
XIII. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND DISCLOSURE	
OBLIGATIONS.....	41
Article 52. Annual, Semi-Annual and Quarterly Financial Statements	41
Article 53. Annual Reports.....	41
XIV. COMPANY AUDIT	41
Article 54. Audit.....	41
XV. COMPANY SEAL.....	41
Article 55. Company Seal.....	41
XVI. DISSOLUTION OF THE COMPANY.....	41
Article 56. Dissolution of the Company	41
Article 57. Liquidation of the Company	42
XVII. INTERNAL DISPUTE RESOLUTION	42
Article 58. Internal Dispute Resolution	42
XVIII. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER	43
Article 59. Company Charter	43
XIX. EFFECTIVE DATE	43
Article 60. Effective Date.....	43

PREAMBLE

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Pursuant to 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;
- Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding a number of Articles on corporate governance applicable to public companies under 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.

This Charter was approved pursuant to the Resolution of the General Meeting of Shareholders in 2026 on July 14th, 2026, and replaces all previous versions of the Charter.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

1. Interpretation of Terms:

- a) *The Company* is Transimex Corporation.
- b) *Dependent units* are accounting-dependent units of the Company, including Representative Offices, Branches, and Business Locations of the Company as decided to be established by the Board of Directors.
- c) *A Subsidiary* is a company falling under one of the following cases:
 - Transimex Corporation holds more than 50% of the charter capital or the total number of ordinary shares of such company;
 - Transimex Corporation has the right, directly or indirectly, to decide on the appointment of the majority or all Members of the Board of Directors, the Director, or the General Director of such company;
 - Transimex Corporation has the right to decide on the amendment or supplementation of the Charter of such company.
- d) *A Joint Venture Company* is an enterprise established by one or more parties being the Company or Vietnamese enterprises together with one or more parties being foreign investors, jointly establishing an enterprise in Vietnam in the form of a limited liability company or a joint stock company on the basis of a joint venture contract.
- e) *An Affiliate Company* is an entity in which the Company holds non-controlling shares or equity interests, organized in the forms of enterprises in accordance with the Law on Enterprises
- f) *Controlling Right* means the right of the Company over another enterprise, including at least one of the following rights.
 - The right as the sole owner of the Enterprise;
 - The right, directly or indirectly, to appoint the majority or all Members of the Board of Directors or Members' Council, the General Director or Director, the Deputy General Directors or Deputy Directors, and the Chief Accountant of the Enterprise;
 - The right to decide on the approval, amendment, or supplementation of the Charter of the enterprise;
 - Other controlling cases as agreed between the Company and the controlled enterprise, which are recorded in the Charter of the controlled enterprise.
- g) *Charter Capital* means the total par value of shares that have been sold or registered for

purchase upon the establishment of the joint stock Company, as stipulated in Article 6 of this Charter;

- h) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14, granted by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;
 - i) *Law on Securities* means the Law on Securities No. 54/2019/QH14, granted by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;
 - j) *Vietnam* means the Socialist Republic of Vietnam;
 - k) *Date of Establishment* means the date on which the Company is first issued an Enterprise Registration Certificate (Business Registration Certificate and other equivalent documents);
 - l) *Executives of the enterprise* are the Chairman of the Board of Directors, the General Director, the Deputy General Directors, the Chief Financial Officer, the Chief Accountant, and other executives appointed by the Board of Directors;
 - m) *Managers of the enterprise* are the persons managing the Company, including the Chairman of the Board of Directors, the Members of the Board of Directors, the General Director, the Deputy General Directors, and other individuals holding managerial positions appointed by the General Meeting of Shareholders or the Board of Directors;
 - n) *Related Person* means an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
 - o) *Shareholder* means an individual or organization that owns at least one share of the Joint Stock Company;
 - p) *Founding Shareholder* means a shareholder who owns at least one ordinary share and has signed the list of founding shareholders of the Joint Stock Company;
 - q) *Term of Operation* means the duration of the Company's operation as stipulated in Article 2 of this Charter;
 - r) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to one or more provisions or documents include any amendments, supplements, or replacement documents.
3. The headings (Sections, Articles of this Charter) are used for convenience in understanding the content and do not affect the substance of this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations, and Duration of Operation of the Company

- [illegible]

- E-mail: info@transimex.com.vn - Website: <http://www.transimex.com.vn>
- 4. The Company may establish branches, representative offices, and business locations (if any) to achieve its operational objectives in accordance with resolutions, decisions of the Board of Directors and within the limits permitted by law.
- 5. Unless otherwise terminated prior to the prescribed term as stipulated in Article 56, the Company's duration of operation shall be indefinite.

Article 3. Legal Representative of the Company

1. The Company shall have one legal representative, who shall be the Chairman of the Board of Directors.
2. The legal representative of the Company is an individual who represents the Company in exercising rights and performing obligations arising from the Company's transactions, and acts on behalf of the Company as the litigant in civil matters, the plaintiff, the defendant, or an interested party before Arbitration or the Court. The responsibilities of the legal representative shall be carried out in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by applicable laws.
3. The legal representative of the Company must reside in Vietnam and must grant a written authorization to another individual to exercise the rights and obligations of the Company's legal representative when leaving Vietnam.
4. If the authorization expires and the legal representative of the Company has not returned to Vietnam and has not provided another authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative within the scope of the authorization until the legal representative returns to work or until the Board of Directors decides to appoint a replacement.
5. If the legal representative is absent from Vietnam for more than 30 days without authorizing another person to perform the rights and duties of the legal representative, the Board of Directors shall appoint another person as a replacement.

III. OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company's Operations

1. The Company's main business lines are:

No.	Industry name	Industry code
1.	Coastal and Ocean Freight Transport Details: Transportation of import-export cargoes and public goods by sea.	5012
2.	Warehousing and storage Details: Bonded warehouse services, CFS warehouse (consolidation and stuffing of export less-than-container load cargoes), ICD warehouse (inland clearance depot). Business of warehousing, loading and unloading, and storage of transshipment import-export cargoes.	5210
3.	Direct support service activities for railway transportation, excluding railway infrastructure business.	5221
4.	Direct support service activities for transportation and road transportation. Excluding gas liquefaction and/or regasification of natural gas for road	5225

No.	Industry name	Industry code
	transportation.	
5.	Direct support service activities for water transportation. Details: Direct support service activities for coastal and ocean water transportation, and direct support service activities for inland water transportation.	5222
6.	Service activities incidental to air transportation	5223
7.	Other Supporting Services Related to Transportation (Freight forwarding agency; cargo delivery and receipt services, customs clearance services; shipping agency and maritime brokerage for domestic and foreign vessels; services for transit and transshipment cargo through Cambodia, Laos, and China; multimodal transport business, excluding the liquefaction of gas for transportation and activities related to air transport. Logistics – activities of planning, organizing, and supporting transportation, warehousing, and distribution of goods). Specifically including: - Shipping services; - Arranging or organizing transportation activities by rail, road, sea, or air; - Freight forwarding services; - Collecting and delivering transport documents or bills of lading; - Activities of customs brokerage agents; - Activities of sea freight and air freight forwarding agents; - Ship and aircraft charter brokerage; - Other related activities such as: cargo packaging for the purpose of protecting goods during transportation, cargo unloading, sampling, and weighing. Agency and forwarding services for transportation include the following services performed under the authorization of the shipowner, specifically: - Carrying out procedures for vessels' entry into/exit from ports; arranging tugboats, pilotage, berths, and anchorage for vessels to load/unload cargo and embark/disembark passengers; - Notifying necessary information to parties concerned with the vessel, cargo, and passengers, preparing documents relating to cargo/passengers, arranging delivery of cargo to consignees; handling customs and border control procedures related to the vessel and procedures for loading/unloading cargo and passengers; - Collecting and paying freight, compensation, and other charges on behalf of the shipowner; arranging vessel supplies at ports; - Entering into charter party agreements, handling vessel and crew delivery/acceptance procedures; entering into contracts of carriage and stevedoring contracts; - Performing procedures relating to maritime disputes and other matters as authorized; - Undertaking services in support of the transportation and forwarding of cargo, passengers, and baggage under contracts of carriage by sea (including multimodal transport contracts); - Leasing and sub-leasing seagoing vessels, stevedoring equipment, warehouses, yards, terminals, and other specialized maritime facilities; - Acting as a container agency; - Handling other tasks as authorized. Logistics includes activities of planning, organizing, and supporting transportation, warehousing, and distribution of goods. Other supporting services related to transportation not elsewhere classified include: - Ship, aircraft, and road vehicle charter brokerage; - Activities of airline ticket agencies; - Activities of customs brokerage agencies. (Excluding the liquefaction of gas for transportation and activities related to	5229 (Main)

No.	Industry name	Industry code
	air transport)	
8.	Courier activities	5320
9.	Wholesale of construction materials and other installation equipment. Details: Trading in construction materials.	4673
10.	Wholesale of Other Specialized Products Not Elsewhere Classified Details: Trading of chemicals (excluding trading in highly toxic chemicals); various agrochemicals (excluding veterinary drugs and plant protection drugs) (without storage of chemicals) (the enterprise is permitted to conduct business only upon fully satisfying the statutory conditions and must ensure compliance with such conditions throughout its operation)	4679
11.	Other non-specialized retail sale. Details: Department stores, excluding distribution of rice, cane sugar, beet sugar and tobacco; excluding retail sale of gas cylinders, liquefied petroleum gas (LPG), residual lubricating oil, gold bullion, hunting or sporting guns and ammunition, and metallic currency.	4719
12.	Repair and maintenance of machinery and equipment. (Excluding mechanical processing, waste recycling and electroplating at the head office.)	3312
13.	Wholesale of motorcycles, motorbikes, parts and auxiliary components of motorcycles and motorbikes.	4663
14.	Wholesale of Agricultural and Forestry Raw Materials (excluding timber, bamboo, rattan) and Live Animals Details: Trading of agricultural and forestry products (excluding distribution of rice, cane sugar, and beet sugar) (in compliance with Decision No. 64/2009/QĐ-UBND dated 31 July 2009 and Decision No. 79/2009/QĐ-UBND dated 17 October 2009 of the People's Committee of Ho Chi Minh City on planning for agricultural product and food business in Ho Chi Minh City)	4620
15.	Wholesale of Food Products Details: Trading of agricultural, forestry, aquatic products, processed food, raw materials, and technological food products.	4632
16.	Wholesale of Textiles, Wearing Apparel, Footwear Details: Trading of textiles.	4641
17.	Wholesale of Other Household Goods Details: Trading of household furniture, ceramics, porcelain, handicrafts, rubber products, rattan and bamboo products, industrial products, textiles and leather products, interior decoration items; wholesale of pharmaceuticals, vaccines, and medical instruments.	4649

No.	Industry name	Industry code
18.	Wholesale of Machinery, Equipment, and Spare Parts Details: Trading of supplies, machinery, and equipment for industrial and agricultural production; office machines; electrical appliances; vehicles; agricultural and fishery machinery.	4659
19.	Freight Transport by Road Details: Transportation of import–export cargoes and public cargoes by road (excluding liquefied gas for transportation)	4933
20.	Packaging activities Details: Packaging services, labeling, and marking of goods for domestic and foreign manufacturers on an entrusted basis (excluding the bottling and packaging of pesticides).	8292
21.	Intermediary services for real estate activities. Excluding legal consultancy.	6821
22.	Other real estate activities on a fee or contract basis.	6829
23.	Real Estate Business, Including Land Use Rights Owned, Used, or Leased	6810
24.	Processing and Preserving of Meat and Meat Products	1010
25.	Repair of Fabricated Metal Products	3311
26.	Electricity Generation (excluding transmission, national electricity system regulation, distribution grid management, multi-purpose hydropower, and nuclear power)	3511
27.	Production of electricity from renewable energy sources. Excluding transmission, dispatching of the national power system and management of the distribution grid, multi-purpose hydropower and nuclear power.	3512
28.	Transmission and distribution of electricity. Details: Sale of electricity to users, excluding transmission, dispatching of the national power system and management of the distribution grid, multi-purpose hydropower and nuclear power.	3513
29.	Retail sale of medicines, medical instruments, cosmetics and hygiene articles.	4772
30.	Residential care activities for persons with meritorious services, the elderly and disabled persons who are unable to care for themselves. Details: Consultancy, care and nurturing services for the elderly, excluding medical examination and treatment activities and home healthcare services.	8730
31.	Activities of nursing and residential care facilities.	8710

No.	Industry name	Industry code
32.	Hotels and similar accommodation services.	5510
33.	Other short-term accommodation services.	5520
34.	Restaurants and mobile food service activities.	5610

- The principal objective of the Company is to continuously develop and expand its logistics service business activities, providing customers with the Company's best logistics solutions and service products in order to maximize corporate value, create stable employment for employees, and ensure the Company's growth in line with market rules, thereby securing balanced benefits for the State, the Company, and its Shareholders. Depending on the development and expansion of its business, the Company shall pursue other objectives relating to its industry, business lines, and areas of expertise. For any objectives that require the approval of competent State authorities, the Company shall only implement such objectives upon receipt of approval and authorization from such authorities.

Article 5. Scope of Business and Operations of the Company

- The Company is authorized to conduct business activities in the sectors and industries specified in this Charter, which have been registered, notified of changes in registration details with the business registration authority, and published on the National Business Registration Portal.
- The Company may conduct business activities in other sectors and lines of business permitted by law after obtaining approval from the General Meeting of Shareholders and completing the notification procedures for changes in accordance with the law.

IV. CHARTER CAPITAL, SHARES

Article 6. Charter capital, Shares

- The charter capital of the Company is **VND 1,727,341,870,000** (*in words: one thousand seven hundred twenty-seven billion three hundred forty-one million eight hundred seventy thousand Vietnamese dong*), divided into **172,734,187 shares** (*in words: one hundred seventy-two million seven hundred thirty-four thousand one hundred eighty-seven shares*), with a par value of VND 10,000 per share (*in words: ten thousand Vietnamese dong per share*).
- The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
- The shares of the Company as of the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are provided in Articles 12 and 13 of this Charter.
- The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
- The Company has no founding shareholders.
- Ordinary shares shall be offered on a priority basis to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise resolved by the General Meeting of Shareholders. Any shares not subscribed for by the existing shareholders shall be disposed of at the discretion of the Board of Directors. The Board of Directors may distribute such shares to existing shareholders and other persons on conditions no more favorable than those offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by securities laws.
- The Company may repurchase its own issued shares in the manners prescribed in this Charter

and in accordance with applicable laws.

8. The Company may issue other types of securities in accordance with applicable laws.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued Share Certificates corresponding to the number and type of shares they own.
2. Shares are securities certifying the lawful rights and interests of their holders in respect of a portion of the share capital of the issuing organization. Shares must contain all information required under Clause 1, Article 121 of the Law on Enterprises. Where a shareholder changes the number of his/her/its legal identification document or contact address, such shareholder must promptly notify the Company for update. The Company shall not be responsible for being unable to contact a shareholder due to not having been notified of any change to the shareholder's legal identification document number or contact address.
3. Within two (02) months from the date of submission of a dossier requesting the transfer of share ownership in accordance with the Company's regulations, or within two (02) months from the date of full payment for shares as stipulated in the Company's share issuance plan (or within such other period as specified in the issuance plan), the holder of such shares shall be issued a Share Certificate. The shareholder shall not be required to pay the Company for the cost of printing the Share Certificate.
4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a share certificate by the Company upon the shareholder's request. Such request must include the following:
 - a) Information regarding the share certificate that was lost, damaged, or otherwise destroyed;
 - b) A written undertaking to bear responsibility for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the seal of the Company.

Article 9. Transfer of Shares

1. All shares shall be freely transferable unless otherwise provided in this Charter and by law. Listed shares on the Stock Exchange shall be transferred in accordance with the provisions of securities laws and securities market regulations.
2. Shares that have not been fully paid for shall not be transferable and shall not entitle their holders to related rights, including the right to receive dividends, the right to receive bonus shares issued from the owner's equity, the pre-emptive right to subscribe for newly issued shares, and other rights as prescribed by law.

Article 10. Recall of Shares

1. In the event that a shareholder fails to make full and timely payment for the subscribed shares, the Board of Directors shall issue a notice and shall have the right to require such shareholder to pay the outstanding amount and remain liable, up to the total par value of the subscribed shares, for the financial obligations of the Company arising from such non-payment.
2. The notice of payment shall specify the extended deadline for payment (which must be at least seven (07) days from the date of dispatch of the notice), the place of payment, and must clearly state that in the event of non-compliance with the payment request, the unpaid shares shall be subject to forfeiture.
3. The Board of Directors shall have the right to forfeit any shares that have not been fully and

timely paid for, if the requirements set out in the notice are not complied with.

4. Forfeited shares shall be deemed to be shares eligible for re-offer as provided in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may sell or re-allocate such shares, either directly or by authorization, on such terms and in such manner as it deems appropriate.
5. A shareholder holding forfeited shares shall cease to be a shareholder with respect to those shares, but shall remain liable, up to the total par value of the subscribed shares, for the financial obligations of the Company arising at the time of forfeiture as determined by the Board of Directors, from the date of forfeiture until payment is completed. The Board of Directors shall have full authority to enforce payment of the entire value of the forfeited shares at the time of forfeiture.
6. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the forfeiture date. The forfeiture shall remain valid notwithstanding any error or omission in the sending of such notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational Structure, Governance, and Control

1. The organizational structure of management, governance and supervision of the Company shall comprise:
2. The General Meeting of Shareholders.
3. The Board of Directors and the Supervisory Board.
4. The General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:
 - a) To attend and speak at the General Meeting of Shareholders and to exercise the right to vote either directly, through an authorized representative, or by other means as provided in the Company's Charter and by law. Each ordinary share shall carry one voting right;
 - b) To receive dividends at the rate determined by the General Meeting of Shareholders;
 - c) To have pre-emptive rights to subscribe for new shares in proportion to their respective ownership of ordinary shares in the Company;
 - d) To freely transfer their shares to other persons, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;
 - e) To inspect, search and extract information regarding the names and contact addresses in the list of shareholders entitled to vote; and to request correction of any inaccurate information relating to themselves;
 - f) To inspect, search, extract or make copies of the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;
 - h) To request the Company to repurchase their shares in cases provided under Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same class shall entitle its holder to equal rights, obligations, and benefits. In case the Company issues 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 law;
 - k) To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or of the Board of Directors as provided by the Law on Enterprises;
 - l) To exercise other rights as provided by law and this Charter.
2. A shareholder or group of shareholders holding five percent (5%) or more of the total number of ordinary shares shall have the following rights:
- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b) To inspect, search, and extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to trade secrets and business secrets of the Company as stipulated in the Company's Internal Regulations and other regulations issued by the Board of Directors;
 - c) To request the Supervisory Board to examine specific matters relating to the management and administration of the Company when deemed necessary. Such request must be made in writing and include the following details: full name, contact address, nationality, and legal identification of the shareholder being an individual; name, enterprise code or legal document number, and registered office address of the shareholder being an organization; the number of shares and the date of share registration of each shareholder; the aggregate number of shares of the shareholder group and its percentage of total shares of the Company; the matters to be examined and the purpose of the examination;
 - d) To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and delivered to the Company no later than seven (07) business days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number and class of shares held, and the proposed matter to be included in the agenda;
 - e) To exercise other rights as provided by law and this Charter.
3. A shareholder or group of shareholders holding ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates shall be carried out as follows:
- a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the grouping to other attending shareholders prior to the opening of the General Meeting of Shareholders;
 - b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders referred to in this Clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates to the Board of Directors and the Supervisory Board. In the event that the number of candidates nominated by such shareholder or group of shareholders is less than the number of candidates they are entitled to nominate pursuant to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the shares subscribed.
2. Not to withdraw the contributed capital in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or acquired by another person. In the event that a shareholder withdraws part or all of the contributed share capital in contravention of this Clause, such shareholder and the related persons in the Company shall be jointly liable for the debts and other property obligations of the Company up to the value of the withdrawn shares and for any damages arising therefrom.
3. To comply with the Charter of the Company and the Internal Governance Regulations of the Company.
4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential any information provided by the Company as prescribed in the Charter and by law; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and not to disseminate, copy, or transmit such information to other organizations or individuals.
6. To attend meetings of the General Meeting of Shareholders and exercise voting/election rights by any of the following means:
 - a) Attending and voting/electing directly at the meeting;
 - b) Authorizing another individual or organization to attend and vote/elect directly at the meeting;
 - c) Attending and voting/electing through online meetings, electronic voting or other electronic means;
 - d) Sending voting/election ballots to the meeting by mail, fax, or email;
 - e) Sending voting/election ballots by other means as stipulated in the Charter and the Company's internal governance regulations.
7. To bear personal liability when acting in the name of the Company in any of the following acts:
 - a) Violating the law;
 - b) Conducting business and other transactions for self-interest or for the benefit of another organization or individual;
 - c) Paying debts not yet due in the face of financial risks to the Company.
8. To fulfill other obligations as prescribed by applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders entitled to vote, shall be the highest decision-making authority of the Company. The annual General Meeting of Shareholders shall be convened once every year within four (04) months from the end of the financial year. Unless otherwise provided in the Company's Charter, the Board of Directors may decide to extend the time for convening the annual General Meeting of Shareholders in cases of necessity, but such extension shall not exceed six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may also be convened on an extraordinary basis. The venue of the General Meeting of Shareholders shall be the place where the chairperson of the meeting attends and must be located within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, in particular the approval of the audited annual financial statements. In cases where the auditor's report on the Company's annual financial

statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be obliged to attend the annual General Meeting of Shareholders of the Company.

3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a) When the Board of Directors deems it necessary for the interests of the Company;
 - b) When the number of remaining members of the Board of Directors or the Supervisory Board is fewer than the minimum number of members as prescribed by law;
 - c) At the request of a shareholder or group of shareholders as provided in Clause 2, Article 115 of the Law on Enterprises; the request for convening a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and must bear the signatures of the relevant shareholders, or be prepared in multiple copies with sufficient signatures of the relevant shareholders;
 - d) At the request of the Supervisory Board if the Supervisory Board has grounds to believe that members of the Board of Directors or managers of the Company have seriously violated their obligations under Article 165 of the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond its powers;
 - 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 an Extraordinary General Meeting of Shareholders within sixty (60) days from the date on which the number of remaining members of the Board of Directors or the Supervisory Board falls within the scope stipulated in Point b, Clause 2 of this Article, or from the date of receipt of the request referred to in Points c and d of Clause 2 of this Article.

The Board of Directors must notify the General Meeting of Shareholders at its nearest meeting if an independent member of the Board of Directors no longer satisfies the standards and conditions required, or must convene a General Meeting of Shareholders to elect or replace such independent member within six (06) months from the date of receipt of notification from the relevant independent member of the Board of Directors;

5. In the event that the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 3 of this Article, the Supervisory Board shall, within the following thirty (30) days, convene the General Meeting of Shareholders in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;
- b) In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the shareholder or group of shareholders referred to in Point c, Clause 2 of this Article shall have the right to represent the Company in convening 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 of convening, conducting, and making decisions of the General Meeting of Shareholders. All costs of convening and holding 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.

- c) The procedures for convening and holding the General Meeting of Shareholders shall be in accordance with Clause 5, Article 140 of the Law on Enterprises.

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

1. The General Meeting of Shareholders shall have the following rights and duties:
 - a) To approve the development orientation of the Company;
 - b) To decide on the classes of shares and the total number of shares of each class to be offered for sale; to decide on the annual dividend rate for each class of shares;
 - c) To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
 - d) To decide on investment in, or disposal of, assets valued at thirty-five percent (35%) or more of the total value of the Company's assets recorded in the most recent financial statements of the Company;
 - e) To decide on amendments and supplements to the Charter of the Company;
 - f) To approve the annual financial statements;
 - g) To decide on the repurchase of more than ten percent (10%) of the total number of issued shares of each class;
 - h) To review and handle violations committed by members of the Board of Directors or members of the Supervisory Board causing damage to the Company and its shareholders;
 - i) To decide on the reorganization or dissolution of the Company;
 - j) To decide on the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - k) To approve/amend and supplement the internal governance regulations; the regulations on operation of the Board of Directors and the Supervisory Board;
 - l) To approve the list of approved auditing firms; to decide on the approved auditing firm to conduct the audit of the Company's operations; to dismiss approved auditors when deemed necessary;
 - m) To exercise other rights and perform other duties as provided by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
 - a) The annual business plan of the Company;
 - b) The audited annual financial statements;
 - c) The report of the Board of Directors on corporate governance and the performance of the Board of Directors;
 - d) The report of the Supervisory Board on the Company's business performance and the performance of the Board of Directors and the General Director;
 - e) The self-assessment report of the Supervisory Board and its members;
 - f) The dividend rate for each class of shares;
 - g) The number of members of the Board of Directors and the Supervisory Board;
 - h) The election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board;
 - i) The budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j) The approval of the list of approved auditing firms; the decision on the approved auditing firm to review the Company's operations when deemed necessary;
 - k) Amendments and supplements to the Charter of the Company;

- l) The classes of shares and the number of new shares to be issued for each class;
 - m) The division, separation, consolidation, merger, or transformation of the Company;
 - n) The dissolution (liquidation) of the Company and the appointment of the liquidator(s);
 - o) Decisions on investment in, or disposal of, assets valued at thirty-five percent (35%) or more of the total asset value recorded in the most recent audited consolidated financial statements of the Company;
 - p) Decisions on the repurchase of more than ten percent (10%) of the total issued shares of each class;
 - q) The execution by the Company of contracts or transactions with the related parties specified in Clause 1, Article 167 of the Law on Enterprises, where the value is equal to or greater than thirty-five percent (35%) of the total asset value recorded in the most recent financial statements of the Company;
 - r) The approval of transactions prescribed 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) The approval of the internal corporate governance regulations, the regulations on operation of the Board of Directors, and the regulations on operation of the Supervisory Board;
 - t) Other matters as prescribed by law and this Charter.
3. All resolutions and matters included in the agenda of the meeting must be discussed and voted upon at the General Meeting of Shareholders.

Article 16. Authorization to Attend the General Meeting of Shareholders

1. A shareholder or an authorized representative of a shareholder being an organization may directly attend the meeting or authorize one or more individuals or organizations to attend the meeting on their behalf, or may attend the meeting by one of the forms provided in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization for an individual or organization to attend the General Meeting of Shareholders as provided in Clause 1 of this Article must be made in writing. The written authorization shall comply with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual(s) or organization(s), the number of shares authorized, the content of the authorization, the scope of authorization, the term of authorization, and bear the signature of the authorizing party if the authorizer is an individual, or the signature of the legal representative if the authorizer is an organization, and the signature of the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the written authorization at the time of registration for the meeting. In the case of sub-authorization, the participant must additionally present the original written authorization of the shareholder or of the authorized representative of the shareholder being an organization (if such authorization has not been previously registered with the Company).

3. The voting/election ballot of the authorized person attending the meeting, within the scope of authorization, shall remain valid even if any of the following events occur, except where:
 - a) The authorizer has died, become partially incapacitated or fully incapacitated;
 - b) The authorizer has revoked the authorization;
 - c) The authorizer has revoked the authority of the person performing the authorization.

This Clause shall not apply in cases where the Company has received notice of any of the foregoing events prior to the opening of the General Meeting of Shareholders or prior to the

reconvened meeting.

Article 17. Amendment of Rights

1. Any change to or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing sixty-five percent (65%) or more of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders concerning matters adversely affecting the rights and obligations of holders of preference shares shall only be passed if approved by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares present at the meeting, or by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares in the case of a resolution adopted by way of collecting written opinions.
2. A meeting of shareholders holding a class of preference shares to approve the variation of rights as referred to above shall only be valid if attended by at least two (02) shareholders (or their authorized representatives) holding not less than one-third (1/3) of the par value of the issued shares of such class. In the event that the required quorum is not met, the meeting shall be reconvened within thirty (30) subsequent days, and the holders of such class of preference shares present either in person or by proxy shall constitute a sufficient quorum regardless of the number of shareholders or shares represented. At such meetings of holders of preference shares, any holder of such shares present in person or by proxy may request a secret ballot. Each share of the same class shall confer equal voting rights at such meetings.
3. The procedures for convening and conducting such separate meetings shall be carried out in the same manner as prescribed in Articles 19, 20, and 21 of this Charter.
4. Unless otherwise provided in the terms of share issuance, the special rights attached to classes of preference shares in relation to some or all matters concerning the distribution of profits or assets of the Company shall not be varied by the issuance of additional shares of the same class.

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

1. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases provided in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders shall carry out the following tasks:
 - a) Preparing the list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than ten (10) days prior to the date of dispatch of the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;
 - b) Preparing the agenda and contents of the meeting;
 - c) Preparing materials for the meeting;
 - d) Draft Resolution of the General Meeting of Shareholders based on the proposed agenda of the meeting; the list and detailed information of candidates in case of election of members of the Board of Directors and members of the Supervisory Board;
 - e) Determining the time and venue of the meeting;
 - f) Notifying and sending the notice of invitation to the General Meeting of Shareholders to all shareholders entitled to attend;
 - g) Performing other tasks necessary for the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the contact address of the shareholder, and shall be disclosed on the Company's website and to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of invitation to all shareholders in the list of shareholders entitled to attend no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is duly sent or dispatched). The agenda of the General Meeting of Shareholders and the materials relating to matters to be voted on/elected at the meeting shall be sent to the shareholders and/or published on the Company's website. In case such materials are not enclosed with the notice of invitation to the General Meeting of Shareholders, the notice must specify the link to the full set of meeting materials accessible to shareholders, including:
 - a) The agenda and materials used for the meeting;
 - b) The list and detailed information of candidates in case of election of members of the Board of Directors or the Supervisory Board;
 - c) Voting/election ballots;
 - d) Draft resolutions for each matter in the agenda.
4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than 03 working days before the opening date of the meeting. The proposal must specify the shareholder's name, the quantity of each class of shares held by the shareholder, contact address, nationality, ID Card number, Citizen ID Card number, Passport number or other lawful personal identification document number in case the shareholder is an individual; name, enterprise code or establishment decision number, and head office address in case the shareholder is an organization; the quantity and class of shares held by such shareholder; and the matter proposed to be included in the meeting agenda.
5. The convener of the General Meeting of Shareholders shall have the right to refuse a proposal referred to in Clause 4 of this Article in any of the following cases:
 - a) The proposal is not made in accordance with Clause 4 of this Article;
 - b) At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as required under Clause 2, Article 12 of this Charter;
 - c) The proposed matter is not within the competence of the General Meeting of Shareholders;
 - d) Other cases as provided by law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposal referred to in Clause 4 of this Article in the expected agenda and contents of the meeting, except in the cases provided in Clause 5 of this Article; such proposal shall be officially included in the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for Conducting a General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted when the attending Shareholders represent more than 50% of the total voting votes.
2. In the event that the first meeting fails to satisfy the conditions for conducting the meeting as prescribed in Clause 1 of this Article, the notice of invitation for the second meeting must be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the attending shareholders represent at least 33% of the total voting votes.

3. In the event that the second meeting fails to satisfy the conditions for conducting the meeting as prescribed in Clause 2 of this Article, the notice of invitation for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting votes represented by the attending Shareholders.

Article 20. Procedures for holding the Meeting and voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Company shall carry out shareholder registration procedures and shall continue such registration until all shareholders entitled to attend the meeting who are present have completed registration in the following order. For a meeting where online attendance is applied, a shareholder shall be deemed to have registered for attendance when such shareholder successfully logs into the online meeting system established by the Company or designated by the Company through a third party for the purpose of attendance, discussion and voting at the meeting. The registration procedures shall be as follows:
 - a) For an in-person meeting, upon shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a Voting Card, Voting Ballot and Election Ballot, specifying the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes and election votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by voting in favor, against or abstaining. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The General Meeting shall elect the persons responsible for vote counting or supervising vote counting at the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.
 - b) For an online meeting, shareholders or their authorized representatives shall vote through the electronic voting system prescribed by the Company.
 - c) For a meeting held in a hybrid form combining in-person and online attendance, the provisions relating to the procedures for conducting the meeting and voting at the meeting shall apply correspondingly in accordance with Points a and b, Clause 1 of this Article.
 - d) A shareholder, the authorized representative of an organizational shareholder or an authorized person who arrives after the meeting has opened shall have the right to register immediately or log into the online meeting system immediately and thereafter has the right to participate in and vote/elect at the General Meeting immediately after registration or login. The Chairperson shall not be responsible for suspending the General Meeting to allow late-arriving shareholders or authorized representatives to register, and the validity of matters previously voted on or elected shall remain unchanged. The Chairperson shall have the right to decide on the order, procedures and matters arising outside the agenda of the General Meeting if approved by the General Meeting of Shareholders.
2. The election of the chairperson, secretary, committee for shareholder/delegate verification, and the vote counting committee shall be conducted as follow:
 - a) The Chairman of the Board of Directors shall act as the chairperson of the meeting or may authorize another member of the Board of Directors to act as chairperson of the meeting convened by the Board of Directors. In the event the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one among themselves as chairperson by majority vote. If no chairperson is elected, the Head of the Supervisory Board shall preside over the General Meeting of Shareholders to elect a chairperson of the meeting from among the attendees, and the person receiving the highest number of votes shall act as chairperson.

- b) Except as provided in point (a) above, the person signing the notice convening the General Meeting of Shareholders shall preside over the meeting to elect the chairperson, and the person receiving the highest number of votes shall act as chairperson;
 - c) The chairperson shall appoint one or more persons to act as secretary of the meeting; the committee for verification of shareholder/delegate eligibility shall serve the meeting;
 - d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee as proposed by the chairperson of the meeting.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must specify in detail the timing for each matter of business.
 4. The chairperson of the General Meeting of Shareholders shall have the authority to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the will of the majority of attendees, including.
 - a) Arranging seating at the venue of the General Meeting of Shareholders;
 - b) Ensuring the safety of all persons present at the venue;
 - c) Facilitating shareholders' attendance (or continued attendance) at the General Meeting of Shareholders. The convener of the General Meeting of Shareholders shall have full authority to amend such measures and to implement any other necessary measures. Such measures may include issuing entry cards or applying other appropriate methods.
 5. The convener or chairperson of the General Meeting of Shareholders shall have the following powers:
 - a) To require all attendees to undergo checks or other lawful and reasonable security measures;
 - b) To request competent authorities to maintain order at the meeting; to expel any person who fails to comply with the chairperson's authority, intentionally disrupts order, obstructs the proper conduct of the meeting, or fails to comply with security check requirements.
 6. The chairperson may postpone the General Meeting of Shareholders, even where a quorum has been established, for a maximum period of three (03) business days from the scheduled opening date, and may only postpone or change the venue of the meeting in the following cases:
 - a) The meeting venue does not have sufficient convenient seating for all attendees;
 - b) The communication facilities at the venue are not adequate to ensure shareholders' participation, discussion, and voting;
 - c) Attendees are obstructing or disrupting order, creating risks that the meeting may not be conducted fairly and lawfully.
 7. If the chairperson improperly postpones or suspends the General Meeting of Shareholders contrary to Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to chair the meeting until its conclusion, and all resolutions passed at such meeting shall remain valid and enforceable.
 8. In the event that the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as provided in Article 144 of the Law on Enterprises and Clause 3, Article 273 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.

Article 21. Conditions for the Adoption of Resolutions of the General Meeting of Shareholder

1. A resolution on the following matters shall be adopted if approved by shareholders representing

at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a) The classes of shares, the total number of shares of each class to be offered or issued, and other capital increase plans as prescribed by law;
 - b) Amendments to the business lines and sectors of the Company;
 - c) Changes to the organizational and management structure of the Company as stipulated in Article 11 of this Charter and Article 137 of the Law on Enterprises;
 - d) Investment projects or disposal of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statements of the Company;
 - e) Reorganization or dissolution of the Company.
2. Resolutions shall be adopted if approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprise.
3. The election of members of the Board of Directors and the Supervisory Board must be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and the shareholder may allocate all or part of such votes to one or more candidates. The elected members of the Board of Directors or Supervisory Board shall be determined in descending order of votes received, starting from the candidate with the highest number of votes until the sufficient number of members as prescribed in the Company's Charter is reached. In the event that two (02) or more candidates receive an equal number of votes for the final position of the Board of Directors or the Supervisory Board, a re-election shall be conducted among the candidates with equal votes, or the selection shall be made based on criteria provided in the election regulations or the Company's Charter.

In cases where the number of candidates equals the number of members of the Board of Directors/Supervisory Board to be elected, the election may be conducted by the cumulative voting method as above or by voting (for, against, abstain). The voting ratio for approval under the voting method shall comply with Clause 2, Article 21 of the Company's Charter.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares shall be lawful and effective even if the order and procedures for convening the meeting and adopting such resolutions are inconsistent with the provisions of the Law on Enterprises and this Charter.
5. Resolutions of the General Meeting of Shareholders shall be archived by the Company and published on the Company's website for shareholders to access, in lieu of sending them directly to shareholders.

Article 22. Authority and procedures for obtaining written opinions of Shareholders to adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining written opinions from Shareholders to pass Resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors shall have the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders on the following matters:
 - a) Amendment and supplementation of the Charter of the Company;
 - b) Approval/amendment and supplementation of the internal corporate governance regulations; regulations on the operation of the Board of Directors; regulations on the operation of the

Supervisory Board;

- c) Determination of the Company's development orientation;
 - d) Classes of shares and the total number of shares of each class;
 - e) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
 - f) Investment projects or disposal of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the most recent audited consolidated financial statements of the Company;
 - g) Approval of the annual financial statements;
 - h) Reorganization or dissolution of the Company.
 - i) Changes to the Company's business lines and sectors;
 - j) Changes to the Company's organizational and management structure;
 - k) Other matters deemed necessary for the interests of the Company.
2. The Board of Directors must prepare the written ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents, and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the ballots. The requirements and methods for sending the ballots and accompanying documents shall comply with Clause 3, Article 18 of this Charter.
3. The written ballot must contain the following principal particulars:
- a) Name, registered office address, and enterprise code of the Company;
 - b) Purpose of obtaining written opinions;
 - c) Full name, contact address, nationality, and legal identification of the shareholder being an individual; name, enterprise code or legal document number, registered office address of the shareholder being an organization; or full name, contact address, nationality, and legal identification of the representative of the shareholder being an organization; number of shares of each class and number of votes of the shareholder;
 - d) Matters requiring approval;
 - e) Voting options including "for," "against," and "abstain" for each matter;
 - f) Deadline for returning the completed ballot to the Company;
 - g) Full name and signature of the Chairperson of the Board of Directors.
4. Shareholders may return completed ballots to the Company by mail, fax, or email, subject to the following conditions:
- a) If by mail, the completed ballot must bear the signature of the shareholder being an individual, the authorized representative, or the legal representative of the shareholder being an organization. The ballot must be placed in a sealed envelope, and no one shall be permitted to open it before the counting of votes;
 - b) If by fax or email, the ballot must be kept confidential until the vote counting;
 - c) Ballots returned to the Company after the deadline specified in the ballot, or which have been opened (in the case of mail) or disclosed (in the case of fax or email), shall be invalid. Ballots not returned shall be deemed as abstentions.
5. The Board of Directors shall count the votes and prepare a vote counting record under the supervision of the Supervisory Board or a shareholder not holding a managerial position in the Company. The vote counting record must contain the following particulars:

- a) Name, registered office address, and enterprise code of the Company;
- b) Purpose and matters requiring approval by written opinions;
- c) Number of shareholders with the total number of votes and election ballots who participated, distinguishing valid and invalid votes and the method of ballot submission, together with an appendix of shareholders participating;
- d) Total votes “for,” “against,” and “abstain” for each matter; total votes for each candidate (if applicable);
- e) Matters approved and the corresponding approval ratios;
- f) Full names and signatures of the Chairperson of the Board of Directors, the vote counter(s), and the supervising person(s).

Members of the Board of Directors, vote counters, and supervising persons shall be jointly liable for the truthfulness and accuracy of the vote counting record, and jointly liable for any damage arising from untruthful or inaccurate vote counting leading to the adoption of resolutions.

6. The vote counting record and the resolution must be sent to shareholders within fifteen (15) days from the completion of vote counting. Sending of the vote counting record and the resolution may be replaced by publishing them on the Company’s website within twenty-four (24) hours from the completion of vote counting.
7. The completed ballots, vote counting record, resolutions adopted, and relevant documents accompanying the ballots must be archived at the Company’s head office.
8. A resolution shall be deemed adopted by way of written opinions if approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote, and such resolution shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded, video-recorded, or archived in other electronic forms. The minutes shall be prepared in Vietnamese, and may also be prepared in a foreign language, and must include the following principal contents:
 - a) Name, address of the head office, and Enterprise Registration Number;
 - b) Time and venue of the The General Meeting of Shareholders;
 - c) Agenda and contents of the meeting;
 - d) Full name of the Chairperson and the Secretary;
 - e) Summary of the proceedings and statements made at the GMS in respect of each matter on the agenda;
 - f) Number of Shareholders and total number of Voting Ballots of Shareholders attending the meeting, together with the annex of the register of attending Shareholders and their representatives, including the number of shares and corresponding votes;
 - g) Total number of Voting Ballots for each matter voted upon, specifying the voting method, the number of valid, invalid, affirmative, dissenting, and abstaining votes; and the corresponding percentage of the total Voting Ballots of Shareholders attending the meeting;
 - h) Consolidated results of the votes for each Candidate (if any);
 - i) Matters approved and the corresponding percentage of votes in favor;
 - j) Full names and signatures of the Chairperson and the Secretary. In case the Chairperson and/or

the Secretary refuse to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all required contents as stipulated in this Clause. The minutes must specify the fact that the Chairperson and/or the Secretary refused to sign the minutes.

2. The minutes of the GMS must be completed and adopted prior to the conclusion of the meeting. The Chairperson and the Secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. The minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version of the minutes, the Vietnamese version shall prevail.
4. The Resolutions, the minutes of the GMS, the annex of the register of attending Shareholders, the proxy forms, all appendices (if any) attached to the minutes, and documents related to the notice of invitation to the meeting must be retained at the head office of the Company.
5. The Resolutions, the minutes of the GMS, and the accompanying documents must be disclosed in accordance with the legal provisions on information disclosure in the securities market.

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

Within 90 days from the date of receipt of the Resolution or the Minutes of the General Meeting of Shareholders ("GMS") or the minutes of vote-counting results of the GMS's written ballot, a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration to review and annul the Resolution or part of the Resolution of the GMS in the following cases:

1. The order and procedures for convening the meeting and adopting the Resolution of the GMS have seriously violated the provisions of the Law on Enterprises and the Charter of the Company, except as provided in Clause 3, Article 21 of this Charter.
2. The contents of the Resolution contravene the law or this Charter.

VII. BOARD OF DIRECTORS

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

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website to enable Shareholders to review such candidates before casting their votes. Candidates for the Board of Directors must provide a written undertaking as to the truthfulness and accuracy of the disclosed personal information and commit to performing their duties with honesty, prudence, and in the best interests of the Company if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include:
 - a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Employment history;
 - d) Other managerial positions (including directorships of other companies);
 - e) Interests related to the Company and its related parties;
 - f) Other information (if any).

The Company shall be responsible for disclosing information regarding other companies in which the candidate holds directorships, other managerial positions, and the candidate's interests relating to the Company (if any).

2. Shareholders or groups of Shareholders holding at least 10% of the total ordinary shares shall

have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders or groups of Shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 65% may nominate up to five (05) candidates; and from 65% or more may nominate up to seven (07) candidates.

3. Where the number of candidates for the Board of Directors through nomination and candidacy remains insufficient as required under Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors as prescribed by law.
4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises.

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

1. The number of members of the Board of Directors shall be seven (07).
2. The term of office of members of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously conclude their terms, such members shall continue to serve until new members are elected and assume office.
3. The composition of the Board of Directors shall be as follows:
 - a) The structure of the Company's Board of Directors must ensure that there are two (02) non-executive members of the Board of Directors. The Company shall minimize, to the greatest extent possible, members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors.
 - b) The total number of independent members of the Board of Directors must be at least two (02).
 - c) The rights, obligations, and methods of organization and coordination of the independent members of the Board of Directors shall be specifically provided for in the Regulations on the Operation of the Board of Directors.
4. A member of the Board of Directors shall cease to hold office if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure on the securities market.
6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 27. Authority and duties of the Board of Directors

1. The Board of Directors shall be the managerial body of the Company and shall have full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those rights and obligations reserved for the General Meeting of Shareholders.
2. The rights and duties of the Board of Directors shall be as prescribed by law, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the

following rights and duties:

- a) To decide on the Company's strategy, medium-term development plan, and annual business plan;
- b) To propose the classes of shares and the total number of shares of each class to be offered;
- c) To decide on the sale of shares not yet issued within the number of shares permitted to be offered of each class; to decide on raising additional capital by other means;
- d) To decide on the selling price of shares and bonds of the Company in cases authorized by the General Meeting of Shareholders;
- e) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f) To decide on investment plans and projects within its authority and limits as prescribed by law;
- g) To decide on solutions for market development, marketing, and technology;
- h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions valued at thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statements of the Company, except for those contracts and transactions under the authority of the General Meeting of Shareholders as provided in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign, and terminate contracts with the General Director and Deputy General Directors; to decide on salaries, remuneration, bonuses, and other benefits for such managers; to designate authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and to decide on their remuneration and other benefits;
- j) To supervise and direct the General Director and other managers in the management of the Company's daily business operations;
- 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 on capital contributions or share purchases in other enterprises;
- l) To approve the agenda and materials for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or to solicit written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders;
- m) To submit the audited annual financial statements to the General Meeting of Shareholders;
- n) To propose the dividend rate; to decide on the time and procedures for dividend payment or on the handling of business losses;
- o) To propose the reorganization or dissolution of the Company; to request bankruptcy of the Company;
- p) To decide on the promulgation of the Regulations on the operation of the Board of Directors, internal corporate governance regulations (after approval by the General Meeting of Shareholders), and the Company's information disclosure regulations;
- q) To require the General Director, Deputy General Directors, and other managers of the Company to provide information and documents on the financial position and business operations of the Company and of its units.
- r) Managers shall be obliged to promptly, fully, and accurately provide information and documents at the request of members of the Board of Directors. The order and procedures for requesting and providing information shall be specifically stipulated in the Regulations on the operation of the Board of Directors.

- s) To exercise other rights and perform other duties as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and this Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the performance of its activities in accordance with Article 280 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.

Article 28. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on the business results and performance of the Company.
2. Members of the Board of Directors (excluding authorized representatives) shall receive remuneration for their work in the capacity of members of the Board of Directors. The total remuneration for the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be allocated among the members of the Board of Directors as agreed within the Board, or equally divided if no agreement is reached.
3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, disclosed as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors holding an executive position, or a member serving on committees of the Board of Directors, or performing tasks beyond the usual duties of a member of the Board of Directors, may receive additional remuneration in the form of a one-off fee, salary, commission, profit share, or other forms as determined by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, subsistence, and other reasonable expenses incurred in the discharge of their duties as members of the Board of Directors, including expenses incurred when attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or of this Charter.

Article 29. Chairman of the Board of Directors, Vice Chairman of the Board of Directors

1. The Chairman and the Vice Chairman of the Board of Directors shall be elected, dismissed, and removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors shall have the following rights and duties:
 - a) To prepare the program and operational plan of the Board of Directors;
 - b) To prepare the agenda, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
 - c) To organize the adoption of resolutions and decisions of the Board of Directors;
 - d) To supervise the implementation of resolutions and decisions of the Board of Directors;
 - e) To chair meetings of the General Meeting of Shareholders;
 - f) To exercise other rights and perform other duties as prescribed by the Law on Enterprises and this Charter.
4. The Vice Chairman shall exercise the rights and duties of the Chairman if so authorized by the

Chairman, but only in cases where the Chairman has notified the Board of Directors of his/her absence due to force majeure or inability to perform his/her duties. If the Chairman does not designate a Vice Chairman to act, the remaining members shall designate a Vice Chairman to exercise the rights and duties of the Chairman.

5. In the event that the Chairman or the Vice Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the date of dismissal or removal.
6. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and duties of the Chairman in accordance with the principles stipulated in this Charter. In the absence of such authorization, or in cases where the Chairman has died, gone missing, been temporarily detained, is serving a prison sentence, is subject to administrative measures at a compulsory rehabilitation center or compulsory education center, has fled his/her place of residence, has limited or lost civil act capacity, has difficulty in perception or behavior control, or has been prohibited by a court from holding certain positions, practicing certain professions, or performing certain work, the remaining members shall elect one member among themselves as Chairman of the Board of Directors by majority vote until a new decision of the Board of Directors is made.

Article 30. Meeting 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 seven (07) business days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting ratio. In the event that two or more members receive an equal highest number of votes or voting ratio, the members shall elect by majority vote one among them to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a) At the request of the Supervisory Board or an independent member of the Board of Directors;
 - b) At the request of the General Director or at least five (05) other managers;
 - c) At the request of at least two (02) members of the Board of Directors;
 - d) Other cases (if any).
4. A request under Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and matters to be decided within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) business days from the date of receipt of a request under Clause 3 of this Article. In the event that the Chairman fails to convene the meeting as requested, he/she shall be liable for any damage caused to the Company, and the requesting party shall have the right to convene the meeting of the Board of Directors in lieu of the Chairman.
6. The Chairman of the Board of Directors or the man convening the meeting must send the notice of invitation no later than three (03) business days prior to the meeting date. The notice of invitation must specify the time, venue, agenda, matters to be discussed and decided, and must be accompanied by the meeting materials and the voting ballot of members.

The notice of invitation may be sent by letter, telephone, fax, electronic means, and must be delivered to the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the man convening the meeting must send the notice of invitation and accompanying materials to members of the Supervisory Board in the same manner as for members of the Board of Director.

Members of the Supervisory Board shall have the right to attend meetings of the Board of Directors; they may participate in discussions but shall not be entitled to vote.

8. A meeting of the Board of Directors shall be valid if attended by at least three-quarters (3/4) of the total members. In the event that the meeting convened in accordance with this Clause does not meet the required quorum, it may be reconvened within seven (07) days from the date scheduled for the first meeting. In this case, the meeting shall be valid if attended by more than one-half (1/2) of the members of the Board of Directors.
9. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another person to attend and vote in accordance with Clauses 13 and 11 of this Article;
 - c) Attending and voting through online meetings, electronic voting, or other electronic mean;
 - d) Sending voting ballots to the meeting by mail, fax, or email;
 - e) Sending voting opinions by other means as permitted by applicable laws.
10. In the event that voting ballots are sent to the meeting by mail, such ballots must be placed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than one (01) hour before the commencement of the meeting. Ballots shall only be opened in the presence of all attendees.
11. Voting:
 - a) Except as provided in Point b of this Clause, each member of the Board of Directors or an authorized person in accordance with Clause 9 of this Article personally attending the meeting of the Board of Directors shall have one (01) vote;
 - b) A member of the Board of Directors shall not be entitled to vote on contracts, transactions, or proposals in which such member or a related person thereof has an interest, and such interest conflicts or may conflict with the interests of the Company. Such member shall not be counted in the quorum of the meeting of the Board of Directors when decisions are made in respect of matters on which the member is not entitled to vote;
 - c) Pursuant to Point d of this Clause, if an issue arises at a meeting relating to the interests or voting rights of a member of the Board of Directors, and such member does not voluntarily abstain from voting, the decision of the Chairperson shall be final, except where the nature or scope of the interest of such member has not been fully disclosed;
 - d) A member of the Board of Directors benefiting from a contract as stipulated in Points a and b, Clause 6, Article 43 of this Charter shall be deemed to have a material interest in such contract.
 - e) Members of the Supervisory Board, the General Director, the Chief Financial Officer, the Chief Accountant, and invited guests may attend meetings of the Board of Directors at the invitation of the Chairperson, and may participate in discussions but shall not have voting rights.
12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction which has been signed or is proposed to be signed with the Company and knows that he/she has an interest therein shall be obliged to disclose such interest at the first meeting of the Board of Directors at which the contract or transaction is discussed. In cases where a member of the Board of Directors is unaware of his/her own or his/her related person's interest at the time the contract or transaction is entered into with the Company, such member must

disclose such interest at the first meeting of the Board of Directors held after the member becomes aware that he/she has or will have an interest in the relevant contract or transaction.

13. Members of the Board of Directors must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf if such authorization is approved by the majority of the members of the Board of Directors.
14. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting; in the event of an equality of votes, the decision of the Chairman of the Board of Directors shall prevail.
15. The Board of Directors may solicit written opinions of its members to adopt resolutions of the Board of Directors on matters falling within its authority under Clause 2, Article 27 of this Charter.

The authority and procedures for obtaining written opinions of members of the Board of Directors to adopt resolutions or decisions shall comply with Article 31 of this Charter.

16. Meetings of the Board of Directors may be held in the form of teleconferences or online meetings among members of the Board of Directors when all or some members are located in different places, provided that each member participating in the meeting is able to:

- a) Hear other members of the Board of Directors participating in the meeting;
- b) Speak to all other participating members simultaneously. Discussions among members may be conducted directly by telephone or by other communication means, or a combination thereof. A member of the Board of Directors participating in such a meeting shall be deemed to be “present” at that meeting. The place of the meeting shall be deemed the place where the majority of members of the Board of Directors are present, or where the Chairperson of the meeting is present.
- c) Resolutions adopted at meetings held by teleconference shall be lawfully organized and effective immediately upon conclusion of the meeting but must be confirmed by the signatures of all members of the Board of Directors attending such meeting in the minutes. The minutes of the meeting must be duly signed by all members of the Board of Directors and the secretary of the meeting within thirty (30) days from the date of conclusion of the meeting.

17. The Chairman of the Board of Directors shall be responsible for sending the minutes of meetings of the Board of Directors to its members, and such minutes shall constitute conclusive evidence of the proceedings conducted at the meeting unless objections to the contents of the minutes are raised within ten (10) days from the date of circulation.

18. Minutes of meetings of the Board of Directors:

- a) Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, video-recorded, or stored in other electronic forms. The minutes must be made in Vietnamese and may also be prepared in a foreign language. The minutes must include the following principal particulars: (i) Name, registered office address, and enterprise code of the Company; (ii) Time and venue of the meeting; (iii) Purpose, agenda, and contents of the meeting; (iv) Full names of members attending the meeting or their authorized representatives and the method of participation; full names of members not attending and reasons for absence; (v) Matters discussed and voted on at the meeting; (vi) Summary of opinions expressed by each member in the order of the meeting’s proceedings; (vii) Voting results, specifying members voting for, against, and abstaining; (viii) Matters adopted and corresponding approval ratios; (ix) Full names and signatures of the Chairperson and the recorder, except in cases provided in Point b below.
- b) In cases where the Chairperson or the recorder refuses to sign the minutes of the meeting, but all other members of the Board of Directors attending the meeting approve and sign the minutes containing all particulars required under Point a of Clause 18 of this Article, such minutes shall be valid. The minutes must clearly state the refusal of the Chairperson or the recorder to sign.

Persons signing the minutes shall be jointly responsible for the accuracy and truthfulness of the minutes. The Chairperson or the recorder shall be personally liable for any damage caused to the Company by their refusal to sign the minutes in accordance with the Law on Enterprises, this Charter, and relevant laws.

- c) The Chairperson, the recorder, and persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors' meeting.
- d) The minutes of the meeting of the Board of Directors and the materials used at the meeting must be archived at the head office of the Company.
- e) The minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

Article 31. The authority and procedures for collecting written opinions from the members of the Board of Directors to adopt resolutions and decisions of the Board of Directors

Authority and Procedures for Collecting Written Opinions of Members of the Board of Directors to Adopt Resolutions and Decisions of the Board of Directors:

- 1. The Chairman of the Board of Directors shall decide on obtaining written opinions of members of the Board of Directors to adopt resolutions or decisions on matters within its authority.
- 2. The Chairman of the Board of Directors shall be responsible for organizing the preparation of materials, reports, and submissions on matters requiring consultation of the Board of Directors, draft resolutions or decisions of the Board of Directors, and ballots for soliciting opinions to be sent to the members of the Board of Directors.
- 3. The ballot for collecting opinions must include the following principal particulars:
 - a) Name, enterprise code, and registered office address of the Company.
 - b) Full name, contact address, nationality, and legal identification of the member of the Board of Directors.
 - c) Purpose of obtaining written opinions.
 - d) Matters requiring consultation to adopt resolutions or decisions of the Board of Directors.
 - e) Voting options including "for," "against," and "abstain" for each matter.
 - f) Deadline for returning the completed ballot to the Company.
 - g) Full name and signature of the Chairman of the Board of Directors.
- 4. Members of the Board of Directors may return completed ballots to the Company by mail or email, subject to the following provisions:
 - a) In the case of mail, the completed ballot must bear the signature of the member of the Board of Directors. The ballot must be placed in a sealed envelope and no one shall be entitled to open it before the vote counting.
 - b) In the case of email, the ballot must be sent to the email address specified in the ballot and must remain confidential until the time of vote counting.
 - c) Ballots returned after the deadline stated in the ballot, or which have been opened (in the case of mail) or disclosed (in the case of email), shall be invalid. Ballots not returned shall be deemed as abstentions.
- 5. A ballot that is duly completed, signed by the member of the Board of Directors, and returned to the Company within the prescribed deadline shall be considered valid. The Chairperson of the Board of Directors shall organize the vote counting, prepare the vote counting record, and notify the results of the vote counting and the resolutions or decisions adopted to the members within seven (07) business days from the expiry of the deadline for returning ballots. The vote counting record shall have the same validity as the minutes of a meeting of the Board of Directors and must include the following principal particulars:

- a) Name, enterprise code, and registered office address of the Company.
- b) Purpose and matters requiring consultation to adopt resolutions or decisions of the Board of Directors.
- c) Full name and legal identification of members of the Board of Directors who returned valid ballots; full name and legal identification of members of the Board of Directors who did not return ballots or returned invalid ballots.
- d) Matters consulted and voted upon; summary of opinions of members on each matter consulted (if any).
- e) Total number of valid ballots, invalid ballots, and ballots not received; total number of valid ballots voting “for,” “against,” and “abstain” for each matter.
- f) Resolutions or decisions adopted and the corresponding voting ratios.
- g) Full names and signatures of the vote counter(s) and the Chairman of the Board of Directors. The vote counter(s) and the Chairman of the Board of Directors shall be jointly responsible for the completeness, accuracy, and truthfulness of the contents of the vote counting record.
6. Completed ballots, vote counting records, resolutions or decisions adopted, and related documents sent together with the ballots must be archived at the head office of the Company.
7. Resolutions or decisions of the Board of Directors adopted by way of written opinions shall be valid if approved by a majority of the members of the Board of Directors entitled to vote. Such resolutions shall have the same effect and validity as resolutions adopted at meetings.

Article 32. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of development policies, human resources, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be determined by the Board of Directors but must be at least two (02) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors and non-executive members of the Board of Directors shall constitute the majority of each subcommittee, and one of such members shall be appointed as the Head of the subcommittee by resolution of the Board of Directors. The operation of each subcommittee must comply with the regulations of the Board of Directors. Resolutions of a subcommittee shall be valid only when approved by the majority of its members attending and voting at the meeting of the subcommittee.
2. The implementation of decisions of the Board of Directors or of its subcommittees must be consistent with applicable laws, this Charter, and the Company’s internal corporate governance regulations.

Article 33. Person in charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least one (01) Person in charge of Corporate Governance to support the corporate governance activities of the Company. The Person in charge of Corporate Governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The Person in charge of Corporate Governance shall not concurrently work for the auditing firm approved to audit the Company’s financial statements.
3. The Person in charge of Corporate Governance shall have the following rights and duties:
 - a) To advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with law and in dealing with relations between the Company and its Shareholders;
 - b) To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
 - c) To advise on the procedures for meetings;

- d) To attend meetings;
- e) To advise on procedures for drafting resolutions of the Board of Directors in compliance with the law;
- f) To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Supervisory Board;
- g) To monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) To act as the contact point with stakeholders;
- i) To ensure confidentiality of information in accordance with the law and this Charter;
- j) To exercise other rights and perform other duties as provided by law and this Charter.

THE GENERAL DIRECTOR AND EXECUTIVE OFFICERS

Article 34. Organizational Structure of Management

The management system of the Company must ensure that the executive apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Financial Officer, a Chief Accountant, and other managerial positions as appointed by the Board of Directors. The appointment, dismissal, and removal of the foregoing positions must be approved by resolutions or decisions of the Board of Directors..

Article 35. Enterprise Executives

1. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executive officers in such number and with qualifications consistent with the organizational structure and management regulations of the Company as determined by the Board of Directors. Executive officers shall be responsible for supporting the Company in achieving its operational and organizational objectives.
2. The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Director.
3. The salary of executive officers shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, disclosed as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 36. Appointment, Dismissal, Rights, and Obligations of the General Director

1. The Board of Directors shall appoint one (01) of its members or hire another person to serve as the General Director.
2. The General Director shall manage the daily business operations of the Company; be subject to the supervision of the Board of Directors; and be accountable to the Board of Directors and before the law for the performance of his/her rights and duties.
3. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and this Charter.
4. The General Director shall have the following rights and duties:
 - a) To decide on matters relating to the Company's daily business operations which do not fall within the authority of the Board of Directors;
 - b) To organize the implementation of resolutions and decisions of the Board of Directors;
 - c) To organize the implementation of the Company's business plan and investment projects;

- d) To propose organizational structure plans and internal management regulations of the Company;
 - e) To appoint, dismiss, and remove managerial positions within the Company, except for those positions under the authority of the Board of Directors;
 - f) To determine the salaries and other benefits for employees of the Company, including managers within the appointment authority of the General Director;
 - g) To recruit employees;
 - h) To propose plans for dividend distribution or the handling of business losses;
 - i) To exercise other rights and perform other duties as provided by law, this Charter, resolutions and decisions of the Board of Directors, and other regulations issued by the Board of Directors.
5. The Board of Directors may dismiss the General Director with the approval of the majority of its members entitled to vote at the meeting, and appoint a new General Director as replacement.

Article 37. The Board of Director Office

- 1. The the Board of Directors Office shall be established by resolution of the Board of Directors.
- 2. The Chief of the Board of Directors Office shall be appointed and dismissed by the Board of Directors.
- 3. The organizational structure and staffing of the the Board of Directors Office shall be specifically provided in the Regulations on the Operation of the Office of the Board of Directors.
- 4. The the Board of Directors Office shall have the following rights and duties:
 - a) To assist the Board of Directors in the application and implementation of corporate governance principles;
 - b) To assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors, and in recording minutes of meetings;
 - c) To assist members of the Board of Directors in performing their assigned rights and duties;
 - d) To assist the Company in developing shareholder relations and protecting the lawful rights and interests of shareholders; and in ensuring compliance with obligations on information provision, information disclosure, and administrative procedures.
 - e) To exercise other rights and perform other duties in accordance with this Charter, the internal corporate governance regulations, and the Company's regulations.

VIII. SUPERVISORY BOARD

Article 38. Nomination of Members of the Supervisory Board

- 1. The candidacy and nomination of members of the Supervisory Board shall be carried out in accordance with Clause 1, Article 25 of this Charter. A shareholder or group of shareholders holding from ten percent (10%) to less than thirty percent (30%) of the voting shares shall have the right to nominate one (01) candidate to the Supervisory Board; from thirty percent (30%) to less than forty percent (40%) may nominate up to two (02) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate up to three (03) candidates; from fifty percent (50%) to less than sixty percent (60%) may nominate up to four (04) candidates; and from sixty percent (60%) or more may nominate five (05) candidates.
- 2. In the event that the number of candidates for the Supervisory Board nominated and standing for election is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with this Charter, the internal corporate governance regulations, and the Regulations on the Operation of the Supervisory Board. The nomination of additional candidates by the incumbent Supervisory Board must be clearly

disclosed prior to the General Meeting of Shareholders voting to elect members of the Supervisory Board in accordance with the law.

Article 39. Composition of the Supervisory Board

1. The Supervisory Board of the Company shall consist of three (03) members. The term of office of a member of the Supervisory Board shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into any of the following cases:
 - a) Working in the accounting or finance department of the Company;
 - b) Being a member or employee of an independent auditing firm which has conducted the audit of the Company's financial statements during the preceding three (03) consecutive years.
3. A member of the Supervisory Board shall be dismissed in the following cases:
 - a) No longer satisfying the standards and conditions for being a member of the Supervisory Board as stipulated in Clause 2 of this Article;
 - b) Having submitted a resignation letter which has been accepted;
 - c) Other cases in accordance with law and this Charter.
4. A member of the Supervisory Board shall be removed in the following cases:
 - a) Failure to perform assigned duties and tasks;
 - b) Failure to exercise his/her rights and obligations for six (06) consecutive months, except for force majeure events;
 - c) Repeated or serious violations of obligations of a member of the Supervisory Board as stipulated by the Law on Enterprises and this Charter;
 - d) Other cases as decided by the General Meeting of Shareholders.

Article 40. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal or removal shall be conducted by majority vote. More than half of the members of the Supervisory Board must reside in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other majors related 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 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 for submission to the General Meeting of Shareholders.

Article 41. Rights and obligations of the Supervisory Board

The Supervisory Board shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved auditing firms to audit the Company's financial statements; to decide on the approved auditing firm to conduct reviews of the Company's operations; and to dismiss the approved auditor when deemed necessary.

2. To be accountable to the Shareholders for its supervisory activities.
3. To supervise the Company's financial position and the compliance with law in the activities of the 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 the Shareholders.
5. In case of detecting any violations of law or the Charter of the Company by members of the Board of Directors, the General Director, or other managers of the Company, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to cease such violation and propose remedial measures.
6. To formulate the Rules of Operation 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/ND-CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of certain articles of the Law on Securities.
8. To have the right to access the Company's records and documents kept at its head office, branches, and other locations; and to have the right to visit the workplace of the Company's managers and employees during working hours.
9. To request the Board of Directors, its members, the General Director, and other managers to provide full, accurate, and timely information and documents concerning the management and business operations of the Company.
10. Other rights and obligations as provided by law and this Charter.

Article 42. Meeting of the Supervisory Board

1. The Supervisory Board shall convene at least twice a year, with the attendance of no less than two-thirds (2/3) of its members. Minutes of the Supervisory Board meetings must be prepared in detail and clearly. The minutes must be signed by the recorder and all attending members of the Supervisory Board. Such minutes shall be kept to determine the responsibilities of each member of the Supervisory Board.
2. The Supervisory Board shall have the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend meetings and respond to issues requiring clarification.

Article 43. Meeting of the Supervisory Board

Remuneration, Salaries, Bonuses and Other Benefits of Members of the Supervisory Board shall be implemented as follows:

1. Members of the Supervisory Board shall be paid remuneration, salaries, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of remuneration, salaries, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for meals, accommodation, travel expenses, and reasonable costs of engaging independent consulting services. The total remuneration and such expenses shall not exceed the annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries, remuneration, bonuses, and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the provisions of the Law on Corporate Income Tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other managers shall perform their duties, including those as members of Committees of the Board of Directors, with integrity, prudence, and in the best interests of the Company.

Article 44. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant laws.
2. Members of the Board of Directors, Members of the Supervisory Board, the General Director, other managers, and their related persons shall only use information obtained by virtue of their positions for the benefit of the Company.
3. Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board of any transactions between the Company, its subsidiaries, or other companies controlled by the Company holding 50% or more of charter capital, and such persons themselves or their related persons, as prescribed by law. Where such transactions are approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on the relevant Resolutions in accordance with securities laws on information disclosure.
4. Members of the Board of Directors may not vote on any transaction that confers benefits on themselves or their related persons, in accordance with the Law on Enterprises and this Charter.
5. Members of the Board of Directors, Members of the Supervisory Board, the General Director, other managers, and their related persons shall not use or disclose inside information to others for the purpose of conducting related transactions.
6. Transactions between the Company and one or more Members of the Board of Directors, Members of the Supervisory Board, the General Director, other managers, and their related persons shall not be invalid in the following cases:
 - a) For transactions valued at less than 35% of the Company's total assets recorded in the most recent financial statements, the essential terms of the contract or transaction, as well as the relationships and interests of the relevant Members, have been reported to the Board of Directors and approved by the majority vote of the non-interested Members of the Board of Directors;
 - b) For transactions valued at 35% or more, or where the total transaction value arising within 12 months from the date of the first transaction reaches 35% or more of the Company's total assets recorded in the most recent financial statements, the essential terms of such transaction, as well as the relationships and interests of the relevant Members, have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of non-interested shareholders.
 - c) Contracts or transactions involving loans or the sale of assets valued at more than 10% of the Company's total assets recorded in the most recent financial statements, entered into between the Company and a shareholder owning 51% or more of the total voting shares, or such shareholder's related persons, have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of non-interested shareholders.

Article 45. Liability for damages and compensation

1. Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other executives who breach their duties of honesty and prudence, or fail to fulfill their obligations, shall be liable for any damages caused by their violations.
2. The Company shall indemnify any person who is, was, or may become a party to any complaint,

lawsuit, or prosecution (including civil and administrative proceedings, but excluding cases initiated by the Company itself) if such person is or was a Member of the Board of Directors, Member of the Supervisory Board, the General Director, another executive, employee, or an authorized representative of the Company, and has performed their duties honestly, prudently, and in the interests of the Company in compliance with the law, and provided that there is no evidence confirming that such person has breached their responsibilities.

3. Indemnification expenses include judgments, fines, amounts payable actually incurred (including legal fees) or deemed reasonable in resolving such matters, within the limits permitted by law. The Company may purchase insurance for such persons against the indemnity liabilities mentioned above.

IX. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 46. Right to inspect books and records

1. Ordinary shareholders shall have the right to inspect the Company's books and records as follows:
 - a) An ordinary shareholder shall have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; to request correction of their inaccurate information; to review, inspect, extract, or copy the Charter of the Company, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
 - b) A shareholder or group of shareholders holding at least 5% of the total number of ordinary shares shall have the right to review, inspect, and extract minutes and Resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to the Company's trade secrets or business secrets.
2. Where an authorized representative of a shareholder or group of shareholders requests access to books and records, such request must be accompanied by the power of attorney of the shareholder(s) or a notarized copy thereof.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall have the right to inspect the register of shareholders, the list of shareholders, and other books and records of the Company for purposes relating to their positions, provided that such information must be kept confidential.
4. The Company shall keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, Resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law, at its head office or another place, provided that shareholders and the Business Registration Authority are notified of such place of storage.
5. The Company Charter shall be published on the Company's website.
6. Unless otherwise required by law, the Company's records as prescribed in Article 46 of this Charter or other documents may be stored and used in paper form or electronic form. Electronic documents stored in accordance with this Article shall have the same legal validity as original paper documents, provided that such documents ensure integrity, authenticity, and accessibility in accordance with the law on electronic transactions.

X. EMPLOYEES AND TRADE UNION

Article 47. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval regarding matters relating to recruitment, dismissal of employees, salaries, social insurance,

welfare, commendation, and disciplinary actions applicable to employees and executives of the Company.

2. The General Director shall prepare plans for submission to the Board of Directors for approval regarding matters relating to the Company's relations with trade union organizations, in accordance with best practice standards, the provisions of this Charter, internal regulations of the Company, and applicable laws.

XI. DISTRIBUTION OF PROFITS

Article 48. Distribution of profits

1. The General Meeting of Shareholders shall decide the annual dividend payment rate and the form of dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividends or on any amounts related to a class of shares.
3. The Board of Directors may propose the General Meeting of Shareholders to approve payment of dividends in whole or in part in the form of shares, and the Board of Directors shall be the body responsible for implementing such resolution.
4. In cases where dividends or other amounts related to a class of shares are paid in cash, the Company shall make payment in Vietnamese dong. Payment may be made directly or through banks on the basis of bank account details provided by the Shareholders. Where the Company has made payment in accordance with the bank account details provided by a Shareholder but such Shareholder fails to receive the payment, the Company shall not be liable for the amount already transferred to such Shareholder. Dividend payment for shares listed/registered for trading on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision determining a specific record date for finalizing the list of Shareholders. Based on such date, persons registered as Shareholders or holders of other securities shall be entitled to receive cash or share dividends, notices or other documents
6. Other matters relating to profit distribution shall be implemented in accordance with the provisions of law.

XII. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME

Article 49. Bank accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, and when necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through its Vietnamese dong or foreign currency accounts maintained at banks where the Company has opened accounts.

Article 50. Fiscal year

The Company's financial year shall commence on the first day of January of each year and end on the thirty-first day of December of that year. The first financial year shall commence on the date of issuance of the Enterprise Registration Certificate and end on the thirty-first day of December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 51. Accounting Regime

1. The accounting regime applied by the Company shall be the corporate accounting regime or a specific accounting regime promulgated or approved by the competent authority.

2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with the provisions of the laws on accounting and other relevant laws. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The accounting currency of the Company shall be the Vietnamese Dong. In cases where the Company primarily conducts economic transactions in a foreign currency, it may select such foreign currency as its accounting currency, shall be responsible before the law for such selection, and shall notify the directly supervising tax authority thereof.

XIII. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND DISCLOSURE OBLIGATIONS

Article 52. Annual, Semi-Annual and Quarterly Financial Statements

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

Article 53. Annual Reports

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

XIV. COMPANY AUDIT

Article 54. Audit

1. The 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, based on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor auditing the Company's financial statements shall be entitled to attend General Meetings of Shareholders, receive notices and other information relating to such meetings, and express opinions at the General Meeting on matters concerning the audit of the Company's financial statements.

XV. COMPANY SEAL

Article 55. Company Seal

1. The seal shall include the seal made at a licensed seal-engraving establishment or a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the Company's seal, as well as the seals of its branches and representative offices (if any).

XVI. DISSOLUTION OF THE COMPANY

Article 56. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) Pursuant to a Resolution/Decision of the General Meeting of Shareholders;
 - b) Upon revocation of the Enterprise Registration Certificate, except as otherwise provided by the

Law on Tax Administration;

- c) Other cases as prescribed by law.
- 2. Early dissolution of the Company (including the extended term, if any) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to, or approved by, the competent authority (if required) in accordance with the law.

Article 57. Liquidation of the Company

- 1. At least 06 months prior to the Company's decision on dissolution, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members shall be appointed by the General Meeting of Shareholders and 01 member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to liquidation shall be given priority for payment by the Company before any other debts of the Company.
- 2. The Liquidation Committee shall report to the Business Registration Authority the date of its establishment and commencement of operation. From such time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before the Courts and administrative authorities.
- 3. Proceeds from the liquidation shall be paid in the following order:
 - a) Liquidation expenses;
 - b) Salary debts, severance allowances, social insurance, and other employee benefits under the collective labor agreement and signed labor contracts;
 - c) Tax liabilities;
 - d) Other debts of the Company;
 - e) The remainder, after payment of all debts from (a) to (d) above, shall be distributed to the Shareholders, with preference shares being paid prior to ordinary shares.

XVII. INTERNAL DISPUTE RESOLUTION

Article 58. Internal Dispute Resolution

- 1. In the event of any dispute or claim arising in connection with the Company's operations, or the rights and obligations of Shareholders under the Law on Enterprises, the Company's Charter, other applicable laws, or any agreement between:
 - a) A Shareholder and the Company;
 - b) A Shareholder and the Board of Directors, the Supervisory Board, the General Director, or other executives;

The parties concerned shall endeavor to resolve such dispute through negotiation and conciliation. Unless the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board shall preside over the settlement of the dispute and may request each party to present relevant information regarding the dispute within 15 business days from the date on which the dispute arises. In the event that the dispute involves the Board of Directors or the Chairman of the Board, any party may request the Head of the Supervisory Board to appoint an independent expert to act as a mediator for the dispute resolution process.

- 2. If no conciliation decision is reached within 06 weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to Arbitration or the Court.
- 3. Each party shall bear its own costs relating to negotiation and conciliation. Court costs shall be borne as determined by the judgment of the Court.



XVIII. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 59. Company Charter

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In cases where laws contain provisions relating to the operations of the Company that are not addressed in this Charter, or where new legal provisions differ from those set forth herein, such legal provisions shall prevail and govern the operations of the Company.

XIX. EFFECTIVE DATE

Article 60. Effective Date

1. This Charter was unanimously adopted by the General Meeting of Shareholders of Transimex Corporation on July 14th, 2026, and the full text of this Charter was approved to take effect.
2. This Charter is made in 10 (ten) originals of equal validity and shall be kept at the Company's head office.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of this Charter shall be valid only if signed by the Chairman of the Board of Directors or by at least one-half of the total members of the Board of Directors. 

**On behalf of and representing
TRANSIMEX CORPORATION** 



BÙI TUẤN NGỌC

Chairman of the Board of Directors cum
Legal Representative of the Company