CONSTRUCTION

SOCIALIST REPUBLIC OF VIET NAM

Independence – Freedom – Happiness

No.: 6788/CBTT – CDC

Hanoi, August 17, 2026

EXTRAORDINARY INFORMATION DISCLOSURE

To: - State Securities Commission of Viet Nam
- Ho Chi Minh City Stock Exchange (HOSE)

1. **Organization** : CDC Construction Joint Stock Company
   - Stock Code : CCC
   - Address : LK 18-24, Galaxy 8, Ngan Ha Van Phuc Residential Area, No. 69 To Huu Street, Ha Dong Ward, Hanoi City, Viet Nam.
   - Telephone : +84 24 3943 0888
   - E-mail : info@cdcxd.com.vn
2. **Disclosed Information**

   CDC Construction Joint Stock Company hereby discloses information regarding the issuance of the Company's Charter incorporating the amendments and supplements approved by the General Meeting of Shareholders on August 2, 2026.
3. This information was published on the Company's website on August 17 , 2026, at: https://cdcxd.com.vn/cong-bo-thong-tin/

We hereby certify that the information disclosed above is true and accurate and assume full responsibility before the law for the contents of this disclosure.

For and on behalf of the Company

Legal Representative

M.S.D.N: 0105283073 - C.T.C.P.
CÔNG TY CỔ PHẦN XÂY DỰNG CDC
P. HÀ ĐÔNG - TP. HÀ NỘI

TỔNG GIÁM ĐỐC

Đặng Thanh Trang

CONSTRUCTION

CHARTER

CDC CONSTRUCTION JOINT STOCK COMPANY

Hanoi, 08/ 2026

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2. Members of the Board of Supervisors shall be reimbursed for reasonable accommodation, meals and travel expenses, as well as reasonable expenses for

engaging independent advisory services. The total amount of such remuneration and expenses shall not excee the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders. 65

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2. The audit report shall be attached to the Company's annual financial statements. 73

3. The independent auditor conducting the audit of the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information relating to such meetings, and express opinions at the Gneral Meeting of Shareholders on matters related to the audit of the Company's financial statements. 73

XVII. CORPORATE SEAL 73

Article 57. Corporate Seal 73

1. The seal includes a physical seal made by a seal engraving establishment or a seal in the form of a digital signature in accordance with the laws on electronic transactions. 73

2. The Board of Directors shall decide on the type, number, form and contents of the seals of the Company, its branches and representative offices as follows: 73

As of the date of adoption of this Charter, the Company has one (01) separate physical seal, which is circular, has a diameter of 36 mm and uses red ink. The seal bears the name and enterprise registration number of the Company. 73

3. The physical seal shall be kept at the Company's office and managed by the Administration Department. The seal may only be taken outside the Company's head office with the prior written approval of the Chairman of the Board of Directors or the General Diector. 73

The seal shall be affixed to documents issued by the Company, including but not limited to: minutes and resolutions of the General Meeting of Shareholders; minutes, resolutions and decisions of the Board of Directors; decisions issued by the Chairman of the Board of Directors; decisions issued by the General Director; the Company's internal rules and regulations; administrative documents and other documents arising in the course of the Company's operations; contracts, transactions, agreements, working minutes and other documents between the Company and other entities; and other relevant documents 74

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a) The operating term specified in this Charter expires without a decision to extend such term; 74

b) Pursuant to a resolution or decision of the General Meeting of Shareholders; 74

c) The Company's Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration; 74

d) Other cases as prescribed by law. 74

2. The dissolution of the Company before the expiry of its operating term (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to

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2. The operating term shall be extended if shareholders representing at least 65% of the total voting rights of all shareholders attending the General Meeting of Shareholders vote in favor thereof. 74

Article 60. Liquidation........ 74

1. At least six (06) months before the expiry of the Company's operating term or after a decision on dissolution of the Company has been adopted, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members, of whom two (0) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be given priority for payment by the Company before other debts of the Company. 75

2. The Liquidation Committee shall report to the Business Registration Authority on the date of its establishment and the date on which it commences operations. From that time, the Liquidation Committee shall represent the Company in all matters relating tothe liquidation of the Company before the courts and administrative authorities. 75

3. Proceeds from the liquidation shall be distributed in the following order:........ 75

a) Liquidation expenses;........ 75

b) Unpaid salaries, severance allowances, social insurance contributions and other benefits of employees under collective labor agreements and signed employment contracts; 75

c) Tax liabilities;........ 75

d) Other debts of the Company;........ 75

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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, this Charter, other applicable laws or agreements between: 75

a) A shareholder and the Company; 75

b) A shareholder and the Board of Directors, the Board of Supervisors, the General Director or other executives; 75

the relevant parties shall endeavor to resolve such dispute through negotiation and mediation. Except where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and request each party to provide relevant information concerning the dispute within ... working days from the date on which the dispute arises. Where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request or appoint an independent expert to act as a mediator in the dispute resolution process. 76

2. If no settlement is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's proposed settlement is not accepted by the parties, either party may refer the dispute to arbitration or a court of competent jurisdicton. 76

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PREAMBLE

I. DEFINITIONS OF TERMS USED IN THIS CHARTER

Article 1. Definitions

1. In this Charter, the following terms shall have the meanings set forth below:

a/ "Charter Capital" means the capital contributed by all shareholders and specified in Article 6 of this Charter;

b/ "Voting Capital" means the share capital in respect of which the holder is entitled to vote on matters falling within the authority of the General Meeting of Shareholders;

c/ "Law on Enterprises" means Law No. 59/2020/QH14 on Enterprises adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d/ "Law on Securities" means Law No. 54/2019/QH14 on Securities adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

e/ "Vietnam" means the Socialist Republic of Vietnam;

f/ "Establishment Date" means the date on which the Company was first issued the Enterprise Registration Certificate;

g/ "Enterprise/Company Executive Officers" means the General Director, Deputy General Director(s), and Chief Accountant;

h/ "Enterprise Managers" means the Chairperson of the Board of Directors, Vice Chairperson of the Board of Directors, members of the Board of Directors, and General Director;

i/ "Related Persons" means individuals and organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

j/ "Shareholder" means an individual or organization that owns at least one share of the Company;

k/ "Founding Shareholder" means a shareholder who owns at least one ordinary share and signs the list of founding shareholders of the Company;

l/ "Major Shareholder" means a shareholder holding 5% or more of the Company's voting shares;

m/"Term of Operation" means the period of operation of the Company as specified in Article 2 of this Charter;

n/ "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries;

o/ "Company" means CDC Construction Joint Stock Company.

2. In this Charter, references to any provision or document shall include any amendments, supplements, or replacement thereof.

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

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

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

1. Company Name

- Company name in Vietnamese: CÔNG TY CỔ PHẦN XÂY DỰNG CDC;
- Company name in English: **CDC CONSTRUCTION JOINT STOCK COMPANY;**
- Abbreviated company name: **CDC.**

2. The Company is a joint stock company with legal personality, established and operating in accordance with the laws of Vietnam.

3. Registered head office of the Company:

- Registered head office address: LK 18-24, Galaxy 8, Ngan Ha Van Phuc Residential Area, 69 To Huu Street, Ha Dong Ward, Hanoi City, Vietnam.
- Telephone: 0243 943 0888
- Email: info@cdcxd.com.vn
- Website: www.cdcxd.com.vn.

4. The Company may establish, change, or terminate the operation of branches, representative offices, and business locations to carry out the Company's business objectives in accordance with decisions and requirements of the Board of Directors and applicable laws.

5. Unless the Company's operation is terminated before the expiry of the term pursuant to Clause 2, Article 58 or its operation is extended pursuant to Article 59 of this Charter, the Company's term of operation shall be indefinite from the Establishment Date.

Article 3. Legal Representative of the Company

1. The Company has two legal representatives. The Chairperson of the Board of Directors and the General Director shall be the legal representatives of the Company.

2. Powers and obligations of the legal representatives:

- The legal representatives of the Company are individuals who represent the Company in exercising the rights and performing the obligations arising from transactions of the Company; represent the Company as a petitioner in civil matters, plaintiff, defendant, or person with related rights and obligations before arbitral tribunals and courts; and exercise other rights and perform other obligations as prescribed by law.

- The legal representatives may authorize other individuals to exercise certain rights and perform certain obligations of the legal representatives.

3. The legal representatives of the Company shall have the following responsibilities:

a) To exercise the assigned rights and perform the assigned obligations honestly, diligently, and to the best of their ability in order to ensure the legitimate interests of the Company;

b) To act loyally in the interests of the Company; not to abuse their positions or powers, or use the Company's information, know-how, business opportunities, or other assets for personal gain or for the benefit of any other organization or individual;

c) To promptly, fully, and accurately notify the Company of any enterprise in which they or their related persons own or hold shares or capital contributions, in accordance with the Law on Enterprises.

4. To establish a mechanism for the transfer of powers and obligations between the legal representatives in cases where a legal representative is absent from Vietnam, is subject to an administrative measure at a compulsory drug rehabilitation establishment or compulsory educational establishment, has limited or lost civil act capacity, has difficulties in perception or control of their conduct, or is prohibited by a court from holding a position, practicing a profession, or performing certain work:

a) In the event that the Chairperson of the Board of Directors, as a legal representative, falls into any of the aforementioned circumstances, the General Director shall exercise the rights and perform the obligations of the Chairperson of the Board of Directors;

b) In the event that the General Director, as a legal representative, falls into any of the aforementioned circumstances, the Chairperson of the Board of Directors shall exercise the rights and perform the obligations of the General Director.

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

Article 4. Business Objectives of the Company

1. Business Lines of the Company:

No.	Business line	Business line code
1	Wholesale of other household goods	4649
2	Wholesale of other machinery, equipment and machinery spare parts	4659
3	Wholesale of electronic equipment and components, telecommunications equipment	4652
4	Wholesale of agricultural machinery, equipment and machinery spare parts	4653
5	Construction of residential buildings	4101 **(Primary)**
6	Construction of non-residential buildings	4102
7	Construction of railway works	4211
8	Construction of road works	4212
9	Construction of utility works	4221
10	Construction of waterworks	4222
11	Construction of telecommunications and information communication works	4223
12	Construction of other utility works	4229
13	Construction of civil engineering works	4291
14	Construction of mining and quarrying works	4292
15	Construction of processing and manufacturing works	4293

16	Construction of other civil engineering works	4299
17	Demolition	4311
18	Site preparation	4312
19	Completion of construction works	4330
20	Activities auxiliary to financial services, except insurance and pension funding **Details:** Investment consultancy services (excluding legal consultancy, accounting consultancy and auditing services)	6619
21	Electrical installation	4321
22	Plumbing, installation of heating and air-conditioning systems	4322
23	Architectural and related technical consultancy activities - Consultancy on construction project management (within the scope of the professional certificates held) - Cost management consultancy - Design of civil construction works - Design of industrial and agricultural construction systems - Design of civil, industrial and agricultural construction systems (excluding works requiring a fire prevention and firefighting design) - Architectural design - Design of civil construction works and technical infrastructure - Design of architectural interior and exterior works for civil construction projects - Design of road and bridge works and works on level 35KV or lower power transmission lines - Design of civil, industrial and agricultural construction works and works on 110KV or lower power transmission lines; design of civil and industrial construction systems and low-voltage electrical	7110

	control systems - Design of road works - Design of bridges, roads and technical infrastructure - Design of railway and road works - Design of civil and industrial construction structures - Construction surveying - Construction geological surveying - Construction surveying - Supervision of construction and installation of technological equipment for civil and industrial construction works - Supervision of construction and installation of technological equipment for civil and industrial construction works - Supervision of construction and installation of technological equipment for civil, industrial and agricultural construction works - Design of irrigation and agricultural construction works	
24	Manufacture of ceramic household and ornamental articles	2391
25	Manufacture of refractory products	2392
26	Manufacture of other ceramic products	2393
27	Manufacture of cement, lime and plaster	2394
28	Manufacture of concrete and products made from cement, concrete and plaster	2395
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	and exhaust systems, audio systems, entertainment equipment systems	
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32	Manufacture of metal structures	2511
33	Manufacture of machinery for general purposes	3320
34	Other specialized construction activities	4390
35	Freight transport by road	4933
36	Warehousing and storage	5210
37	Service activities incidental to rail transportation	5221
38	Cargo handling	5224
39	Other activities auxiliary to transportation	5229
40	Rental of cars and other motor vehicles	7710
41	Other education not elsewhere classified **Details:** - Provision of special instruction and training, primarily for adults (excluding schools, academies, colleges and universities). Instruction may be provided in various forms, including face-to-face or online, and may be provided through educational institutions, workplaces or by other means. This includes: + Education and training in educational subjects + Education and training provided at educational and training centers + Education and training at continuing education centers + Professional training and assessment courses - Teaching foreign languages - Teaching basic computer skills - Other educational activities	8559
42	Pre-primary education	8511
43	Primary education	8512

44	Service activities incidental to land transportation **Details:** - Management of parking lots, provision of road vehicle parking and storage services, and operation of vehicle parking facilities - Other service activities auxiliary to land transportation	5225
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47	Wholesale of metals and metal ores	4651
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2. **Business Objectives of the Company:**

The Company's business objectives are to efficiently utilize capital mobilized from shareholders and domestic and foreign organizations for investment, production and business development activities; concurrently, to reform and improve its production organization, as well as its management and corporate governance, with the aim of maximizing profits; creating employment opportunities for employees; continuously enhancing shareholders' interests; contributing to the State budget; and developing the Company in compliance with the laws and regulations of the State.

Article 5. Scope of Business and Operations of the Company

The Company is permitted to conduct business activities in the business lines specified in this Charter, which have been registered with, and for which changes to the registered contents have been notified to, the business registration authority, and which have been published on the National Business Registration Portal.

In the event that the Company conducts business in conditional business investment sectors, the Company must fully satisfy the applicable business conditions in accordance with the Law on Investment and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

1. The Company's charter capital is VND 410,054,870,000 (Four hundred and ten billion fifty-four million eight hundred and seventy thousand Vietnamese Dong).

   The Company's total charter capital is divided into 41,054,987 (Forty-one million fifty-four thousand nine hundred and eighty-seven) shares, each with a par value of VND 10,000 per share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

3. As of the date of adoption of this Charter, the shares of the Company consist solely of ordinary shares. The rights and obligations of shareholders holding shares are set out in Articles 12 and 13 of this Charter.

4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

5. The names, addresses, number of shares, and other information of the founding shareholders as prescribed by the Law on Enterprises are set out in Appendix 01 attached hereto. Appendix 01 forms an integral part of this Charter.

   Ordinary shares must be offered on a priority basis to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not fully subscribe for shall be determined by the Board of Directors of the Company. The Board of Directors may offer such shares to shareholders and other persons on terms and conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares issued by the Company itself in accordance with the methods provided for in this Charter and applicable laws.

7. 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 class of shares they own.

2. A share certificate is a type of security that certifies the lawful rights and interests of its holder in respect of a portion of the Company's share capital. A share certificate must contain all information required under Clause 1, Article 121 of the Law on Enterprises, including: the name, enterprise identification number, and head office address of the Company; the number and class of shares; the par value of each share and the total par value of the shares represented by the share certificate; the full name, contact address, nationality, and personal legal document number of an individual shareholder; the name, enterprise identification number or legal document number of an organizational shareholder, and its head office address; the signature of the Company's legal representative; the registration number in the Company's shareholder register and the date of issuance of the share certificate; and other contents as prescribed in Articles 116, 117, and 118 of the Law on Enterprises in respect of share certificates for preference shares.

3. Within three (03) months from the date of submission of all required documents for the transfer of ownership of shares in accordance with the Company's regulations, or within two (02) months from the date of full payment for the purchase of shares in accordance with the Company's share issuance plan (or such other period as specified in the terms and conditions of the share issuance), the holder of such shares shall be issued a share

certificate. The share owner shall not be required to pay the Company any costs for printing the share certificate.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder may request the Company to reissue the share certificate. The shareholder's request must contain the following information:

a/ Information regarding the share certificate that has been lost, damaged, or otherwise destroyed;

b/ An undertaking to assume responsibility for any disputes arising from the reissuance of the new share certificate.

5. For shares that have been deposited with the Vietnam Securities Depository and Clearing Corporation, the issuance of certificates of share ownership in all cases shall be carried out in accordance with the regulations of the Vietnam Securities Depository and Clearing Corporation.

Article 8. Other Securities Certificates

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

Article 9. Transfer of Shares

1. All shares may be freely transferred unless otherwise provided by this Charter or applicable laws. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws and regulations on securities and the securities market.

2. Shares that have not been fully paid for may not be transferred or enjoy related rights, including the right to receive dividends, the right to receive shares issued to increase share capital from the Company's equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Article 10. Inheritance of Shares

The inheritance of shares shall be carried out in accordance with the Law on Enterprises and the Civil Code. Individuals and organizations inheriting shares shall become shareholders of the Company only from the time their information is fully recorded in the Company's shareholder register.

V. ORGANIZATIONAL, GOVERNANCE AND CONTROL STRUCTURE

Article 11. Organizational, Governance and Control Structure

The Company's organizational, governance and control structure comprises:

1. The General Meeting of Shareholders;
2. The Board of Directors and the Board of Supervisors;
3. The General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:

a/ To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or by other means as provided for in the Company's Charter and applicable laws. Each ordinary share shall carry one vote;

b/ To receive dividends at the rate determined by the General Meeting of Shareholders;

c/ To have priority in purchasing new shares in proportion to each shareholder's ownership ratio 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 laws;

e/ To inspect, access, and make extracts of information on the names and contact addresses of shareholders in the list of shareholders entitled to vote; and to request correction of any inaccurate information concerning themselves;

f/ To inspect, access, make extracts from, or make copies of the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g/ To receive a portion of the remaining assets of the Company upon its dissolution or bankruptcy, in proportion to their respective shareholding ratio in the Company;

h/ To request the Company to repurchase their shares in the cases prescribed in Article 132 of the Law on Enterprises;

i/ To be treated equally. Each share of the same class shall confer upon its holder equal rights, obligations, and benefits. In the event that the Company has different classes of preference shares, the rights and obligations attached to each class of 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 applicable laws;

k/ To have their lawful rights and interests protected; and to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

l/ Other rights as prescribed by applicable laws and this Charter.

2. Shareholders or groups of shareholders holding 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, access, and make extracts from the minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets;

c/ To request the Board of Supervisors to inspect specific matters relating to the management and administration of the Company's operations when deemed necessary. Such request must be made in writing and must include the following information: the full name, contact address, nationality, and personal legal document number of an individual shareholder; the name, enterprise identification number or legal document number of an organizational shareholder, and its head office address; the number of shares and the date of registration of shares held by each shareholder, the total number of shares held by the group of shareholders, and their ownership ratio of the total number of shares of the Company; and the matters to be inspected and the purpose of the inspection;

d/ To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than three (3) working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of shares of each class held by the shareholder, and the matter proposed to be included in the meeting agenda;

e/ Other rights as prescribed by applicable laws and this Charter.

3. Shareholders or groups of shareholders holding 10% or more of the total number of ordinary shares shall have the right to nominate candidates for election to the Board of Directors and the Board of Supervisors. The nomination of candidates for election to the Board of Directors and the Board of Supervisors shall be carried out as follows:

a/ Ordinary shareholders forming a group to nominate candidates for election to the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting of the formation of such group before the opening of the General Meeting of Shareholders;

b/ Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders referred to in this Clause shall be entitled to nominate one or more persons, as determined by the General Meeting of Shareholders, as candidates for election to the Board of Directors and the Board of Supervisors. In the event that the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the shares they have committed to purchase.
2. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any form, except where such shares are repurchased by the Company or another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and related persons having interests in the Company shall be jointly and severally liable for the Company's debts and other property obligations to the extent of the value of the shares withdrawn and any damages incurred.

3. To comply with the Company's Charter and its internal management regulations.

4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To keep confidential the information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for the exercise and protection of their lawful rights and interests; and to strictly refrain from disseminating, copying, or forwarding any information provided by the Company to any other organization or individual.

6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following methods:

a/ To attend and vote directly at the meeting;

b/ To authorize another individual or organization to attend and vote at the meeting;

c/ To attend and vote through online conferences, electronic voting, or other electronic means;

d/ To submit voting ballots to the meeting by post, fax, or email;

e/ To submit voting ballots by other means as provided for in this Charter.

7. To bear personal liability when acting in the name of the Company in any form to commit any of the following acts:

a/ To violate the law;

b/ To conduct business activities or enter into other transactions for personal gain or for the benefit of other organizations or individuals;

c/ To make payment of debts that are not yet due in anticipation 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 consists of all shareholders entitled to vote and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold its annual meeting once a year within four (4) months from the end of the fiscal year. Unless otherwise provided in the Company's Charter, the Board of Directors may decide to extend the deadline for holding the annual General Meeting of

Shareholders where necessary, but the meeting must be held no later than six (6) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of a General Meeting of Shareholders shall be deemed to be the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters in accordance with applicable laws and the Company's Charter, in particular, approve the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the Company's annual General Meeting of Shareholders.

3. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:

a/ Where the Board of Directors deems it necessary for the benefit of the Company;

b/ Where the number of remaining members of the Board of Directors or the Board of Supervisors is lower than the minimum number of members prescribed by law;

c/ At the request of a shareholder or group of shareholders holding 5% or more of the total number of ordinary shares (as prescribed in Clause 2, Article 115 of the Law on Enterprises); the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bearing the signatures of all relevant shareholders, or the request may be made in multiple copies, each bearing the signatures of the relevant shareholders;

d/ At the request of the Board of Supervisors;

e/ Other cases as prescribed by applicable laws.

4. Convening an Extraordinary General Meeting of Shareholders

a/ The Board of Directors shall convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors falls below the number prescribed in Point b, Clause 3 of this Article, or from the date of receipt of a request as prescribed in Points c and d, Clause 3 of this Article;

b/ In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the Board of Supervisors shall, within the following thirty (30) days, replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c/ In the event that the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders referred to in Point c, Clause 3 of this Article shall have the right to request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the procedures for convening, conducting, and adopting resolutions at the General Meeting of Shareholders. All costs incurred in convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.

d/ The procedures for organizing a General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises are as follows:

The person convening the General Meeting of Shareholders shall perform the following tasks:

- Prepare the list of shareholders entitled to attend the meeting;
- Provide information and resolve complaints relating to the list of shareholders;
- Prepare the agenda and contents of the meeting;
- Prepare documents for the meeting;
- Prepare draft resolutions of the General Meeting of Shareholders based on the proposed contents of the meeting; and prepare the list and detailed information of candidates in the event of election of members of the Board of Directors or Controllers;
- Determine the time and venue of the meeting;

- Send notices of invitation to the meeting to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
- Perform other tasks serving the meeting.

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

1. The General Meeting of Shareholders shall have the following rights and obligations:

a/ To approve the Company's development orientations;

b/ To decide on the class of shares and the total number of shares of each class authorized to be offered for sale; and to determine 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 Board of Supervisors;

d/ To decide on investments in or sales of assets with a value equal to or exceeding 35% of the total value of assets recorded in the Company's latest financial statements;

e/ To decide on amendments and supplements to the Company's Charter;

f/ To approve the annual financial statements;

g/ To decide on the repurchase of more than 10% of the total number of sold shares of each class;

h/ To consider and take action against violations committed by members of the Board of Directors or the Board of Supervisors that cause 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 total remuneration, bonuses, and other benefits payable to the Board of Directors and the Board of Supervisors;

k/ To approve the Internal Governance Regulations and the Regulations on the Operation of the Board of Directors and the Board of Supervisors;

l/ To approve the list of approved audit firms; to select an approved audit firm to audit the Company's operations; and to dismiss an approved auditor when deemed necessary;

m/ Other rights and obligations as prescribed by applicable laws.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

a/ The Company's annual business plan;

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 and each member thereof;

d/ The report of the Board of Supervisors on the Company's business performance and the performance of the Board of Directors and the General Director;

e/ The self-assessment report on the performance of the Board of Supervisors and its members;

f/ The dividend rate applicable to each share of each class;

g/ The number of members of the Board of Directors and the Board of Supervisors;

h/ The election, dismissal, and removal of members of the Board of Directors and members of the Board of Supervisors;

i/ The budget or total remuneration, bonuses, and other benefits payable to the Board of Directors and the Board of Supervisors;

j/ The approval of the list of approved audit firms; and the selection of an approved audit firm to audit the Company's operations when deemed necessary;

k/ Amendments and supplements to the Company's Charter;

l/ The class and number of newly issued shares of each class and the transfer of shares by founding shareholders during the first three (3) years from the date of establishment;

m/ The division, separation, consolidation, merger, or conversion of the Company;

n/ The reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;

o/ Investments in or sales of assets with a value equal to or exceeding 35% of the total value of assets recorded in the Company's latest financial statements;

p/ The repurchase of more than 10% of the total number of sold shares of each class;

q/ Contracts or transactions entered into by the Company with the entities specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or exceeding 35% of the Company's total asset value as recorded in its most recent quarterly financial statements; and loan, lending, or asset sale contracts or transactions with a value exceeding 10% of the Company's total asset value as recorded in its most recent quarterly financial statements, entered into between the Company and a shareholder holding 51% or more of the total voting shares, or a related person of such shareholder;

s/ The granting of loans or provision of guarantees to members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers who are not shareholders, and individuals or organizations related to such persons.

In the event of granting loans or providing guarantees to organizations related to members of the Board of Directors, members of the Board of Supervisors, the General Director, or other managers, where the Company and such organizations are companies within the same group of companies or operate under a group structure, including a parent company–subsidiary structure or an economic group, such loans or guarantees must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the Company's Charter;

t/ To approve the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Board of Supervisors;

u/ Other matters as prescribed by applicable laws.

3. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.
4. Unless prohibited by applicable Vietnamese law, the General Meeting of Shareholders may authorize and/or delegate to the Board of Directors the exercise of one or more of its rights and/or performance of one or more of its duties. The scope and content of such authorization and/or delegation must be clearly and specifically defined.

Article 16. Authorization to Attend Meetings of the General Meeting of Shareholders

1. A shareholder or an authorized representative of an organizational shareholder may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through any of the methods specified in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of an individual or organization to represent a shareholder at a General Meeting of Shareholders pursuant to Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content and scope of authorization, the duration of authorization, and the signatures of both the authorizing and authorized parties.

The authorized person attending the General Meeting of Shareholders must submit the authorization document upon registration to attend the meeting. In the event of sub-authorization, the person attending the meeting must also present the original authorization document of the shareholder or the authorized representative of the organizational shareholder, unless such document has previously been registered with the Company.

3. The voting ballot of an authorized person attending the meeting shall remain valid within the scope of authorization in any of the following cases:

a/ The authorizing person has died, has limited civil capacity, or has lost civil capacity;

b/ The authorizing person has revoked the authorization;

c/ The authorizing person has revoked the authority of the person exercising the authorization.

This provision shall not apply where the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened

Article 17. Variation of Rights

1 Any amendment in a manner favorable to, or cancellation of, special rights attached to a class of preference shares shall take effect upon approval by shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders concerning any amendment that adversely affects the rights and obligations of shareholders holding preference shares shall only be adopted if it is approved by shareholders holding at least 75% of the total preference shares of that class represented at the meeting, or by shareholders holding at least 75% of the total preference shares of that class in the event that the resolution is adopted by means of written voting.

2. The organization of a meeting of shareholders holding a particular class of preference shares to approve the above-mentioned variation of rights shall only be valid if at least two (2) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of such class are present. If the required quorum is not met, the meeting shall be reconvened within the following thirty (30) days, and the shareholders holding shares of such class who are present in person or through authorized representatives, regardless of the number of shareholders or shares held, shall be deemed to constitute a valid quorum. At meetings of shareholders holding the relevant

preference shares as mentioned above, shareholders of such class who are present in person or through authorized representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided in the terms of issue of the shares, the special rights attached to classes of shares carrying preference rights in respect of some or all matters relating to the distribution of the Company's profits or assets shall not be varied when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The person convening the General Meeting of Shareholders shall perform the following tasks:

a/ Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date on which the notice of invitation to the General Meeting of Shareholders is sent. 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/ Prepare the agenda and contents of the meeting;

c/ Prepare documents for the meeting;

d/ Prepare draft resolutions of the General Meeting of Shareholders based on the proposed contents of the meeting;

e/ Determine the time and venue of the meeting;

f/ Notify and send the notice of invitation to the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g/ Perform other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures its delivery to the shareholders' contact addresses,

and shall also be published on the Company's website, the website of the State Securities Commission, and the website of the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders included in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting. The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to the shareholders and/or published on the Company's website. If the documents are not enclosed with the notice of invitation to the General Meeting of Shareholders, the notice must specify the link to access all meeting documents so that shareholders can access them, including:

a/ The agenda and documents to be used at the meeting;

b/ The list and detailed information of candidates in the event of election of members of the Board of Directors or members of the Board of Supervisors;

c/ Voting ballots;

d/ Draft resolutions on each matter included in the meeting agenda.

4. Shareholders or groups of shareholders as specified in Clause 2, Article 12 of this Charter shall have 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 submitted to the Company no later than three (3) working days prior to the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of shares of each class held by the shareholder, and the matter proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders may reject a proposal referred to in Clause 4 of this Article in any of the following cases:

a/ The proposal is submitted in violation of Clause 4 of this Article;

b/ At the time of submission of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as prescribed in Clause 2, Article 12 of this Charter;

c/ The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;

d/ Other cases as prescribed by applicable laws and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except in the cases specified in Clause 5 of this Article. The proposal shall be officially added to 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 may be conducted when the shareholders attending the meeting represent at least more than 50% of the total voting shares of the Company.
2. If the first meeting does not satisfy the conditions specified in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within thirty (30) days from the date scheduled for the first meeting. The second General Meeting of Shareholders may be conducted when the shareholders attending the meeting represent at least 33% of the total voting shares of the Company.
3. If the second meeting does not satisfy the conditions specified in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within twenty (20) days from the date scheduled for the second meeting. The third General Meeting of Shareholders may be conducted regardless of the total number of voting shares represented by the shareholders attending the meeting.

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

1. Prior to the opening of the meeting, the Company shall carry out shareholder registration procedures and continue such registration until all shareholders entitled to attend the meeting have registered, in accordance with the following procedures:

a/ Upon shareholder registration, the Company shall issue each shareholder or authorized representative entitled to vote a voting card, specifying the registration number, full name of the shareholder, full name of the authorized representative, and number of voting rights of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by voting for approval, against, or abstention. At the General Meeting, the voting cards in favor of a resolution shall be collected first, followed by the voting cards against the resolution, and finally, the total number of votes in favor and against shall be counted for determination. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for counting the votes or supervising the vote counting upon 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/ A shareholder, an authorized representative of an organizational shareholder, or an authorized person who arrives after the meeting has commenced shall have the right to register immediately and thereafter participate in and vote at the meeting immediately upon registration. The Chairperson shall not be required to suspend the meeting to allow late-arriving shareholders to register, and the validity of matters already voted upon shall not be affected.

2. The election of the Chairperson, Secretary, and Vote Counting Committee shall be conducted as follows:

a/ The Chairperson of the Board of Directors shall act as the Chairperson of the General Meeting of Shareholders or authorize another member of the Board of Directors to act as the Chairperson of a General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairperson is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority vote. If no Chairperson can be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders in electing the Chairperson from among the persons attending the meeting, and the person receiving the highest number of votes shall act as the Chairperson of the meeting;

b/ Except as provided in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the Chairperson by the General Meeting of Shareholders, and the person receiving the highest number of votes shall act as the Chairperson of the meeting;

c/ The Chairperson shall appoint one or more persons to act as Secretary(ies) of the meeting;

d/ The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon the proposal of 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 clearly and specifically specify the time allocated to each matter included in the meeting agenda.

4. The Chairperson of the meeting shall have the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in

accordance with the approved agenda, and in a manner that reflects the wishes of the majority of attendees.

a/ Arrange seating at the venue of the General Meeting of Shareholders;

b/ Ensure the safety of all persons present at the meeting venue;

c/ Facilitate shareholders' participation in, or continued participation in, the General Meeting of Shareholders. The person convening the General Meeting of Shareholders shall have full authority to modify the measures specified above and apply all necessary measures. Such measures may include issuing admission cards or using other appropriate methods.

5. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by voting for approval, against, or abstention. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. A shareholder or authorized person who arrives after the meeting has commenced shall still be entitled to register and participate in voting immediately upon registration; in such case, the validity of matters already voted upon shall not be affected.

7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders shall have the following rights:

a/ To require all attendees to undergo security checks or other lawful and reasonable security measures;

b/ To request the competent authorities to maintain order at the meeting; and to expel from the General Meeting of Shareholders any person who fails to comply with the Chairperson's authority, intentionally disrupts order, obstructs the normal progress of the meeting, or fails to comply with security check requirements.

8. The Chairperson shall have the right to adjourn a General Meeting of Shareholders at which the required number of attendees has been registered for a maximum period of three (3) working days from the scheduled opening date of the meeting, and may only adjourn the meeting or change the meeting venue in the following cases:

a/ The meeting venue does not have sufficient convenient seating for all attendees;

b/ The communication facilities at the meeting venue do not enable shareholders to participate, discuss, and vote at the meeting;

c/ There are attendees who obstruct or disrupt the meeting, creating a risk that the meeting cannot be conducted in a fair and lawful manner.

9. In the event that the Chairperson adjourns or suspends the General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and preside over the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and enforceable.

10. Where the Company applies modern technology to conduct the General Meeting of Shareholders by online meeting, the Company shall ensure that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.

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

1. A resolution on any of the following matters shall be adopted if it is approved by shareholders representing at least 65% of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

a/ The class of shares and the total number of shares of each class;

b/ Changes to the Company's business lines and sectors;

c/ Changes to the Company's organizational and management structure;

d/ Investment projects or the sale of assets with a value equal to or exceeding 35% of the total value of assets recorded in the Company's latest financial statements;

e/ Reorganization or dissolution of the Company.

2. Resolutions shall be adopted if they are approved by shareholders holding more than 55% of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clauses 1, 3, 4, and 6, Article 148 of the Law on Enterprises.

3. A resolution of the General Meeting of Shareholders adopted with the approval of shareholders representing 100% of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolution violate the provisions of the Law on Enterprises and this Charter.

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

The authority and procedures for obtaining shareholders' written opinions for the adoption of resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors shall have the right to obtain shareholders' written opinions for the adoption of resolutions of the General Meeting of Shareholders when it deems such action necessary for the benefit of the Company with respect to any matter within the authority of the General Meeting of Shareholders, including the following matters:
   - Amendment and supplementation of the Company's Charter;
   - The Company's development orientations;
   - The class of shares and the total number of shares of each class;
   - Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisors;
   - Decisions on investments in or sales of assets with a value equal to or exceeding 35% of the total value of assets recorded in the Company's latest financial statements;
   - Approval of the annual financial statements;
   - Reorganization or dissolution of the Company.
2. The Board of Directors shall prepare the written opinion form, draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders entitled to vote no later than ten (10) days before the deadline for returning the written opinion forms. The requirements and methods for sending the written opinion forms and accompanying documents shall comply with Clause 3, Article 18 of this Charter.
3. The written opinion form shall contain the following principal information:

a/ The Company's name, head office address, and enterprise identification number;

b/ The purpose of obtaining shareholders' written opinions;

c/ The full name, contact address, nationality, and personal legal document number of an individual shareholder; the name, enterprise identification number or legal document number of an organizational shareholder, and its head office address; or the full name, contact address, nationality, and personal legal document number of the individual representing an organizational shareholder; the number of shares of each class held and the number of voting rights of the shareholder;

d/ The matter on which opinions are sought for the adoption of a decision;

e/ Voting options, including approval, disapproval, and abstention, for each matter on which opinions are sought;

f/ The deadline for returning the completed written opinion form to the Company;

g/ The full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may return completed written opinion forms to the Company by post, fax, or email, in accordance with the following provisions:

a/ Where sent by post, the completed written opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of an organizational shareholder. The written opinion form sent to the Company must be enclosed in a sealed envelope and may not be opened by any person before the votes are counted;

b/ Where sent by fax or email, the written opinion form sent to the Company must be kept confidential until the votes are counted;

c/ Written opinion forms received by the Company after the deadline specified in the written opinion form, or forms that have been opened before the deadline in the case of postal delivery or disclosed in the case of fax or email, shall be invalid. Written opinion forms not returned to the Company shall be deemed to constitute abstentions.

5. The Board of Directors shall count the votes and prepare the vote-counting minutes in the presence of the Board of Supervisors or a shareholder who does not hold a management position in the Company. The vote-counting minutes shall contain the following principal information:

a/ The Company's name, head office address, and enterprise identification number;

b/ The purpose and matters on which opinions are sought for the adoption of the resolution;

c/ The number of shareholders participating in voting and the total number of voting rights represented, distinguishing between valid and invalid votes and the methods by which the voting forms were submitted, together with an appendix containing the list of participating shareholders;

d/ The total number of votes for approval, against, and abstentions in respect of each matter;

e/ The matters approved and the corresponding approval ratios;

f/ The full names and signatures of the Chairperson of the Board of Directors, the person counting the votes, and the person supervising the vote counting.

Members of the Board of Directors, the person counting the votes, and the person supervising the vote counting shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes and jointly liable for any damage arising from decisions adopted as a result of untruthful or inaccurate vote counting.

6. The vote-counting minutes and the resolution shall be sent to the shareholders within fifteen (15) days from the date on which the vote counting is completed. The sending of the vote-counting minutes and resolution may be replaced by publication on the Company's website within twenty-four (24) hours from the time the vote counting is completed.
7. Completed written opinion forms, vote-counting minutes, adopted resolutions, and relevant documents enclosed with the written opinion forms shall be kept at the Company's head office.
8. Completed written opinion forms, vote-counting minutes, adopted resolutions, and relevant documents enclosed with the written opinion forms shall be kept at the Company's head office.
9. A resolution shall be adopted by way of obtaining shareholders' written opinions if it is approved by shareholders holding at least 51% of the total voting rights of all shareholders entitled to vote, and shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

Article 23. Resolutions and Minutes of General Meetings of Shareholders

1. A General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in another electronic form. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall contain the following principal information:

a/ The Company's name, head office address, and enterprise identification number;

b/ The time and venue of the General Meeting of Shareholders;

c/ The meeting agenda and contents of the meeting;

d/ The full names of the Chairperson and Secretary;

e/ A summary of the proceedings of the meeting and the opinions expressed at the General Meeting of Shareholders on each matter included in the meeting agenda;

f/ The number of shareholders and total voting rights of shareholders attending the meeting; an appendix containing the list of registered shareholders and shareholder representatives attending the meeting, together with the corresponding number of shares and votes;

g/ The total number of votes cast on each matter, specifying the voting method, total number of valid and invalid votes, votes for approval, votes against, and abstentions, and the corresponding ratio over the total voting rights of shareholders attending the meeting;

h/ The matters approved and the corresponding approval ratios;

i/ The full names and signatures of the Chairperson and Secretary. If the Chairperson or Secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain all information required under this Clause. The minutes must clearly state that the Chairperson or Secretary refused to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The Chairperson and Secretary of the meeting, or any other person signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

3. The minutes prepared in Vietnamese and foreign languages shall have equal legal validity. In the event of any discrepancy between the Vietnamese and foreign-language versions, the Vietnamese version shall prevail.

4. The resolutions and minutes of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting together with the signatures of the shareholders, authorization documents for attending the meeting, all documents attached to the minutes (if any), and documents relevant to the notice of invitation to the meeting must be disclosed in accordance with the laws on information disclosure in the securities market and shall be retained at the Company's head office.

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

Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders, or the minutes of the vote-counting results of the General Meeting of Shareholders, a shareholder or group of shareholders holding 5% or more of the total ordinary shares (as prescribed in Clause 2, Article 115 of the Law on Enterprises) shall have the right to request a Court or an Arbitral Tribunal to consider annulling the resolution or part of the contents of a resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and adopting decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except as provided in Clause 3, Article 21 of this Charter.
2. The contents of the resolution violate applicable laws or this Charter.

VII. BOARD OF DIRECTORS

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

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may obtain information about the candidates before voting. Candidates for the Board of Directors must provide a written undertaking regarding the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties honestly, diligently, and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include:

a/ Full name and date of birth;

b/ Professional qualifications;

c/ Employment history;

d/ Other management positions held, including positions as members of the Board of Directors of other companies;

e/ Interests related to the Company and the Company's related parties;

f/ Other information (if any) as prescribed by the Company's Charter;

g/ A public company shall be responsible for disclosing information on the companies in which the candidate currently holds positions as a member of the Board of Directors or other management positions, and any interests related to such companies (if any).

2. A shareholder or group of shareholders holding 10% or more 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 this Charter. Specifically:

a/ A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares may nominate a maximum of two (2) candidates;

b/ A shareholder or group of shareholders holding from 30% to less than 40% of the total voting shares may nominate a maximum of three (3) candidates;

c/ A shareholder or group of shareholders holding from 40% to less than 50% of the total voting shares may nominate a maximum of four (4) candidates;

d/ A shareholder or group of shareholders holding from 50% to less than 60% of the total voting shares may nominate a maximum of five (5) candidates;

e/ A shareholder or group of shareholders holding from 60% to less than 70% of the total voting shares may nominate a maximum of six (6) candidates;

f/ A shareholder or group of shareholders holding 70% or more of the total voting shares may nominate a number of candidates equal to the number of members of the Board of Directors stipulated in this Charter.

3. If the number of candidates for the Board of Directors nominated and self-nominated remains insufficient to meet the required number as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize the nomination process in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors. Any additional candidates introduced by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with applicable laws.

4. A member of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1, 2, and 3, Article 155 of the Law on Enterprises, as follows:

a/ **Standards and conditions applicable to members of the Board of Directors:**

- Not fall within the category of persons prohibited from establishing or managing enterprises in Vietnam as prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises;
- Possess professional qualifications and experience in business administration or in the Company's business fields, sectors, or lines, and need not necessarily be a shareholder of the Company;
- A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors of another company.

b/ **Standards and conditions applicable to independent members of the Board of Directors:**

Unless otherwise provided by securities laws, an independent member of the Board of Directors (as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises) must satisfy the following standards and conditions:

- Not be currently working for the Company, its parent company, or its subsidiary; and not have worked for the Company, its parent company, or its subsidiary for at least three (3) consecutive years immediately preceding the appointment;
- Not be receiving a salary or remuneration from the Company, except for allowances to which a member of the Board of Directors is entitled in accordance with applicable regulations;
- Not have a spouse, biological or adoptive father, biological or adoptive mother, biological or adoptive child, biological brother, biological sister, or biological sibling who is a major shareholder of the Company or a manager of the Company or its subsidiary;
- Not directly or indirectly own at least 1% of the total voting shares of the Company;
- Not have previously served as a member of the Board of Directors or the Board of Supervisors of the Company for at least five (5) consecutive years, except where such person has been appointed for two (2) consecutive terms.

c/ An independent member of the Board of Directors must notify the Board of Directors if they no longer fully satisfy the standards and conditions prescribed in Clause 4.2 of this

Article and shall automatically cease to be an independent member of the Board of Directors from the date on which they no longer satisfy such standards and conditions. The Board of Directors must report the case where an independent member of the Board of Directors no longer satisfies the required standards and conditions at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within six (6) months from the date of receipt of the relevant independent member's notice.

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

1. SThe Board of Directors shall consist of five (5) members. Members of the Board of Directors must not fall within the categories of persons specified in Clause 2, Article 17 of the Law on Enterprises.

2. The term of office of a member of the Board of Directors shall not exceed five (5) years and may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Board of Directors of a company for no more than two (2) consecutive terms. Where all members of the Board of Directors simultaneously complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected and take over their duties.

3. The structure of the Board of Directors shall be as follows:

   The structure of the Company's Board of Directors must ensure that at least one-third (1/3) of the total members of the Board of Directors are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors.

   When the Company is listed, the total number of independent members of the Board of Directors must satisfy the following requirements:

a/ At least one (1) independent member where the Board of Directors consists of three (3) to five (5) members;

b/ At least two (2) independent members where the Board of Directors consists of six (6) to eight (8) members;

c/ At least three (3) independent members where the Board of Directors consists of nine (9) to eleven (11) members.

4. A member of the Board of Directors shall cease to hold office as a member of the Board of Directors 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 in the securities market.

6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 27. Powers and Duties of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority to act in the name of the Company to make decisions and exercise the rights and perform the obligations of the Company, except for those rights and obligations falling within the authority of the General Meeting of Shareholders.

2. The powers and duties of the Board of Directors shall be prescribed by law, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:

a/ To decide on the Company's strategy, medium-term development plans, and annual business plans;

b/ To propose the class of shares and the total number of shares of each class authorized to be offered;

c/ To decide on the sale of unsold shares within the number of shares authorized to be offered for each class; and to decide on additional capital raising through other forms;

d/ To decide on the offering price of the Company's shares and bonds;

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 investment projects within its authority and limits 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 with a value equal to or exceeding 35% of the total value of assets recorded in the Company's most recent quarterly financial statements, except for contracts and transactions falling within the authority of the General Meeting of Shareholders as prescribed in this Charter;

i/ To elect, dismiss, and remove the Chairperson and Vice Chairperson of the Board of Directors; to appoint, dismiss, and remove the General Director, enter into and terminate employment contracts with the General Director, and determine the salary and other benefits (if any) of the General Director; to decide on the appointment, dismissal, and removal of authorized representatives participating in the Members' Council or General Meeting of Shareholders of other companies, and determine the remuneration and other benefits of such representatives;

k/ To supervise and direct the General Director and other managers in the day-to-day management of the Company's business operations;

l/ To decide on the Company's organizational structure and internal management regulations; to decide on the establishment of subsidiaries, branches, and representative offices, and on capital contributions to and acquisition of shares in other enterprises;

m/ To approve the agenda and documents for General Meetings of Shareholders; to convene General Meetings of Shareholders or obtain shareholders' written opinions for the adoption of resolutions by the General Meeting of Shareholders;

n/ To submit the audited annual financial statements to the General Meeting of Shareholders;

o/ To recommend the dividend rate to be paid; to decide on the timing and procedures for payment of dividends or handling losses arising in the course of business operations;

p/ To propose the reorganization or dissolution of the Company and to file for bankruptcy of the Company;

q/ To decide to promulgate the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after their approval by the General Meeting of Shareholders; to decide to promulgate the Regulations on the Operation of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;

r/ Other rights and duties as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and this Charter.

3. The Board of Directors shall report to the General Meeting of Shareholders on the performance of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities.

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

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill the duties of a member of the Board of Directors and the remuneration rate per day. The Board of Directors shall determine the remuneration for each member on the basis of consensus. The total remuneration and bonuses of the Board of Directors shall be determined by the General Meeting of Shareholders at its annual meeting.
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, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.
4. A member of the Board of Directors holding an executive position, a member of the Board of Directors working on a committee of the Board of Directors, or a member performing other duties beyond the ordinary responsibilities of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee for each assignment, salary, commission, profit-based payment, or other form as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meals, and other reasonable expenses incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.
6. The Company may purchase liability insurance for members of the Board of Directors 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 the Company's Charter.

Article 29. Chairperson and Vice Chairperson of the Board of Directors

1. The Chairperson and Vice Chairperson of the Board of Directors shall be elected, dismissed, and removed by the Board of Directors from among its members.

2. The Chairperson of the Board of Directors shall not concurrently serve as the General Director.

3. The Chairperson of the Board of Directors shall have the following rights and duties:

a/ To formulate the operating programs and plans 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/ Other rights and duties as prescribed by law and this Charter.

4. In the event that the Chairperson of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors shall elect a replacement within ten (10) days from the date on which the resignation is submitted or the Chairperson is dismissed or removed.

5. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, the Chairperson shall authorize the Vice Chairperson in writing to exercise the rights and perform the duties of the Chairperson. If there is no authorized person, or if the Chairperson of the Board of Directors dies, is declared missing, is held in temporary detention, is serving a prison sentence, is subject to administrative handling at a compulsory rehabilitation facility or compulsory educational institution, has absconded from their place of residence, has restricted or lost civil capacity, has difficulties in perceiving or controlling their actions, or is prohibited by a court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one of themselves to serve as Chairperson of the Board of Directors based on the approval of a majority of the remaining members, until a new decision is made by the Board of Directors.

6. The Board of Directors may appoint more than one (1) Vice Chairperson. The number of Vice Chairpersons of the Board of Directors from time to time shall be determined by the Board of Directors.

7. The allocation of functions and duties among the Vice Chairpersons of the Board of Directors shall be determined by the Board of Directors.

Article 30. Rights and Duties of Members of the Board of Directors

1. TMembers of the Board of Directors shall have all rights prescribed by the Law on Securities, relevant laws, and the Company's Charter, including the right to be provided with information and documents concerning the financial position and business operations of the Company and its units.
2. Members of the Board of Directors shall have the following duties:

a) To perform their duties honestly and diligently in the best interests of the shareholders and the Company;

b) To fully attend meetings of the Board of Directors and provide opinions on matters submitted for discussion;

c) To promptly and fully report to the Board of Directors on any remuneration received from subsidiaries, affiliated companies, and other organizations;

d) To report to the Board of Directors at its nearest meeting on transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of charter capital, and members of the Board of Directors and their related persons; and transactions between the Company and companies in which a member of the Board of Directors has been a founding shareholder or an enterprise manager during the three (3) years immediately preceding the transaction;

e) To make information disclosures when conducting transactions in the Company's shares in accordance with applicable laws.

3. An independent member of the Board of Directors of a listed company must prepare an assessment report on the activities of the Board of Directors.

Article 31. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (7) working 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 or highest percentage of votes. Where more than one member receives the same highest number or percentage of votes, the members shall elect one of them by majority vote to convene the meeting of the Board of Directors.
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a/ Upon the request of the Board of Supervisors or an independent member of the Board of Directors;

b/ Upon the request of the Board of General Directors or at least five (5) other managers;

c/ Upon the request of at least two (2) members of the Board of Directors;

d/ In other cases as decided by the Chairperson of the Board of Directors in the interests of the Company.

4. A request specified in Clause 3 of this Article must be made in writing and clearly state the purpose and the matters to be discussed and decided within the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (7) working days from the date of receipt of a request specified in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, the Chairperson shall be liable for any damage caused to the Company; the requesting person shall have the right to replace the Chairperson in convening the meeting of the Board of Directors.

6. The Chairperson of the Board of Directors or the person convening the meeting shall send a notice of invitation to the meeting no later than three (3) working days before the meeting date. The notice must specifically state the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and voting ballots of the members.

   The notice of invitation to a meeting of the Board of Directors may be sent by written invitation, telephone, fax, electronic means, or other methods as decided by the Chairperson of the Board of Directors, provided that the notice reaches the registered contact address of each member of the Board of Directors at the Company.

7. The Chairperson of the Board of Directors or the person convening the meeting shall send the notice of invitation and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

   Members of the Board of Supervisors shall have the right, but not the obligation, to attend meetings of the Board of Directors; they may participate in discussions but shall not have voting rights.

8. A meeting of the Board of Directors may be conducted when at least 75% of the total members attend. If the meeting convened in accordance with this Clause does not have the required number of attending members, a second meeting shall be convened within seven (7) days from the intended date of the first meeting. In such case, the meeting may be conducted if more than 50% of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in any of the following cases:

a/ Attending and voting in person at the meeting;

b/ Authorizing another person to attend and vote at the meeting in accordance with Clause 11 of this Article;

c/ Attending and voting through an online conference, electronic voting, or another electronic method;

d/ Sending a voting ballot to the meeting by post, fax, or email;

e/ Sending a voting ballot by another means approved by the Chairperson of the Board of Directors.

10. Where a voting ballot is sent to the meeting by post, the ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (1) hour before the opening of the meeting. The ballot may only be opened in the presence of all persons attending the meeting.

11. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote at the meeting if approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by more than 50% of the members attending the meeting. In the event of an equal number of votes for and against, the final decision shall be determined by the vote of the Chairperson of the Board of Directors.

13. Resolutions and decisions of the Board of Directors approved by 100% of all members of the Board of Directors shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions or decisions violate the provisions of the Law on Enterprises or the Company's Charter.

Article 32. Minutes of Meetings of the Board of Directors

1. Board of Directors meetings must be recorded in minutes and may be audio-recorded or recorded and stored in another electronic form. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall contain the following principal contents:

a) The Company's name, head office address, and enterprise identification number;

b) The time and venue of the meeting;

c) The purpose, agenda, and contents of the meeting;

d) The full name of each member attending the meeting or the authorized person attending the meeting and the method of attendance; the full names of members who do not attend and the reasons for their absence;

dd) The matters discussed and voted on at the meeting;

e) A summary of the opinions expressed by each attending member in the order of the proceedings of the meeting;

g) The voting results, clearly stating the members voting for, against, and abstaining;

h) The matters approved and the corresponding approval ratio;

i) The full names and signatures of the Chairperson and the person recording the minutes, except as provided in Clause 2 of this Article.

2. If the Chairperson or the person recording the minutes refuses to sign the minutes, the minutes shall nevertheless be valid if all other members of the Board of Directors attending the meeting sign and approve the minutes, provided that the minutes contain all information specified in Points a, b, c, d, dd, e, g, and h of Clause 1 of this Article. The minutes must clearly state that the Chairperson or the person recording the minutes refused to sign the minutes. Persons signing the minutes shall be jointly liable for the accuracy and truthfulness of the contents of the minutes of the Board of Directors meeting. The Chairperson and the person recording the minutes shall be personally liable for any damage caused to the enterprise as a result of their refusal to sign the minutes in accordance with the Law, the Company's Charter, and relevant laws.

3. The Chairperson, the person recording the minutes, 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.

4. The minutes of meetings of the Board of Directors and the documents used at the meetings must be retained at the Company's head office.

5. The Vietnamese and foreign-language versions of the minutes shall have equal legal validity. In the event of any discrepancy between the contents of the Vietnamese and foreign-language versions, the Vietnamese version shall prevail.

Article 33. Committees under the Board of Directors

1. The Board of Directors may establish committees under the Board of Directors to take charge of development policies, human resources, remuneration, internal audit, and risk management. The number of members of each committee shall be determined by the Board of Directors and shall consist of at least three (3) members, including members of the Board of Directors and external members. The activities of the committees shall comply with the regulations of the Board of Directors. Resolutions of a committee shall only take effect when approved by a majority of the members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or committees under the Board of Directors must comply with applicable laws, the Company's Charter, and the Internal Regulations on Corporate Governance.

Article 33A. Advisory Board

1. The Advisory Board is an advisory body established by the Board of Directors to assist the Company in formulating strategies, determining development orientations, and addressing important professional matters.

2. The Advisory Board is not a management or executive body of the Company and shall have no authority to act as the Company's legal representative or to make decisions on behalf of the Board of Directors or the Board of Management.

3. Members of the Advisory Board shall be individuals of good reputation who possess professional qualifications and experience in fields relevant to the Company's business operations.

4. The appointment and dismissal of members of the Advisory Board shall be decided by the Board of Directors/Chairperson of the Company.

5. The Advisory Board shall perform the following functions and duties:

a) To advise the Board of Directors and the Board of Management on development strategies, business plans, risk management, and professional matters;

b) To assist in establishing external relations, expanding cooperation, and seeking business opportunities for the Company;

c) To provide independent opinions to improve the quality of the Company's decision-making;

d) To research, analyze, and assess matters as requested by the Board of Directors or the Board of Management;

e) To propose solutions and recommendations within its areas of expertise to support the governance, management, and development of the Company;

f) To participate in meetings, seminars, and working sessions at the request of the Board of Directors;

g) To maintain strict confidentiality of information relating to the Company's operations, business activities, and governance.

6. Members of the Advisory Board shall be entitled to remuneration and benefits in accordance with the Company's regulations or as otherwise agreed.

Article 33B. Company Volunteer Committee

1. **General Principles**

a. The Company may establish and operate a Volunteer Committee (hereinafter referred to as the "Committee") on a voluntary and non-profit basis for the purpose of carrying out humanitarian, charitable, social welfare, and community support activities in accordance with applicable laws.

b. The Committee shall not operate for political or religious purposes and shall not contravene social morality or the laws of the State.

2. **Funding Sources of the Committee**

a) Voluntary contributions from the Company's officers and employees;

b) Voluntary sponsorships and donations from organizations and individuals inside and outside the Company in accordance with applicable laws;

c) Other lawful sources.

3. **Management and Use of the Committee's Funds**

a) The Committee's funds shall be managed publicly and transparently, accounted for separately, and maintained in accounting books in accordance with applicable regulations;

b) The Board of Directors shall appoint or authorize the General Director to appoint personnel responsible for managing the Committee and administering its activities;

c) The Committee's funds shall be used solely for charitable purposes, including support for natural disasters, epidemics, accidents, medical assistance, education, construction of houses for people in need, scholarships, and other social welfare programs;

d) The Volunteer Committee shall prepare an annual income and expenditure report, which may be subject to internal or independent audit when necessary;

e) Reports on the activities and finances of the Volunteer Committee shall be publicly disclosed to the General Meeting of Shareholders.

4. **Members of the Volunteer Committee**

Members of the Volunteer Committee shall be appointed and dismissed by the Board of Directors.

5. **Termination or Dissolution**

In the event that the Company ceases its operations or the Committee is dissolved, all remaining funds of the Volunteer Committee shall be transferred to another lawful charitable organization pursuant to a resolution of the General Meeting of Shareholders and in accordance with applicable laws.

Article 34. Person in Charge of Corporate Governance

1. The Board of Directors of the Company shall appoint at least one (1) person in charge of corporate governance to assist in corporate governance activities at the enterprise. 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 an approved audit organization that is conducting an audit of 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 on the organization of General Meetings of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Company and its shareholders;

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

c/ To advise on meeting procedures;

d/ To attend meetings;

f/ To advise on procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;

g/ 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 Board of Supervisors;

h/ To monitor and report to the Board of Directors on the Company's information disclosure activities;

i/ To act as the liaison with relevant stakeholders;

j/ To maintain confidentiality of information in accordance with applicable laws and the Company's Charter;

k/ Other rights and duties as prescribed by law.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 35. Management Structure

The Company's management system shall ensure that the management body is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's day-to-day business operations. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the above-mentioned managerial positions must be approved by a resolution or decision of the Board of Directors.

Article 36. Executives of the Company

1. NThe Executives of the Company are defined in Point g, Clause 1, Article 1 of this Charter.
2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in such number and with qualifications appropriate to the Company's organizational structure and management regulations as prescribed by the Board of Directors. The executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.

3. 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 Directors.

4. The salaries of the Executives shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

Article 37. Appointment, Dismissal, Duties and Powers of the General Director

1. The Board of Directors shall appoint one member of the Board of Directors or hire another person to serve as the General Director.

2. The General Director shall manage the day-to-day business operations of the Company, be subject to the supervision of the Board of Directors, and be accountable to the Board of Directors and to the law for the exercise of the rights and performance of the duties assigned.

3. The term of office of the General Director shall not exceed five (05) years and the General Director may be re-appointed for an unlimited number of terms. The General Director must satisfy 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 day-to-day business operations that 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 under the direction and supervision of the Chairperson of the Board of Directors;

c/ To organize the implementation of the Company's business plans and investment plans;

d/ To propose plans for the organizational structure and internal management regulations of the Company;

e/ To appoint, dismiss, remove, transfer, enter into, suspend or terminate employment contracts with, and take other employment-related measures in respect of managerial positions within the Company that do not fall within the authority of the Board of Directors or the Chairperson of the Board of Directors;

f/ To decide on salaries and other benefits of employees of the Company, including managers whose appointment falls within the authority of the General Director;

g/ To recruit employees;

h/ To propose plans for dividend payment or handling of business losses;

i/ To be responsible for reporting periodically or upon request to the Chairperson of the Board of Directors on the results of managing the Company's day-to-day business operations;

j/ Other rights and duties as prescribed by law, this Charter, and resolutions and decisions of the Board of Directors.

5. The General Director shall manage the Company's day-to-day business operations in compliance with the law, this Charter, the employment contract entered into with the Company, and resolutions and decisions of the Board of Directors. Where the General Director manages the Company's operations in violation of this Clause and causes damage to the Company, the General Director shall be legally liable and shall compensate the Company for such damage.

6. The General Director must satisfy the following standards and conditions:

a) Not fall within the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b) Not be a family member of a manager of the Company or its parent company, a Controller of the Company or its parent company, a representative of the state capital or a representative of the capital contribution of an enterprise at the Company or its parent company;

c) Have professional qualifications and experience in the Company's business administration.

Article 38. Disclosure of Relevant Interests

1. The Company shall compile and regularly update a list of the Company's related persons as defined in Clause 23, Article 4 of the Law on Enterprises, together with the respective contracts and transactions between such related persons and the Company.

2. Members of the Board of Directors, Controllers and the General Director shall disclose to the Company their relevant interests, including:

a) The name, enterprise identification number, head office address, business lines of any enterprise in which they are owners or hold contributed capital or shares, together with the percentage and date of commencement of such ownership or holding;

b) The name, enterprise identification number, head office address, business lines of any enterprise owned by their related persons, or in which their related persons jointly own or individually own contributed capital or shares exceeding 10% of the charter capital.

3. The disclosure specified in Clause 2 of this Article shall be made within seven (07) working days from the date on which the relevant interest arises. Any amendment or supplement thereto shall be notified to the Company within seven (07) working days from the date of the relevant amendment or supplement.

4. The retention, disclosure, inspection, extraction and copying of the list of related persons and disclosed relevant interests specified in Clauses 1 and 2 of this Article shall be carried out as follows:

a) The Company shall disclose the list of related persons and relevant interests to the General Meeting of Shareholders at its annual meeting;

b) The list of related persons and relevant interests shall be retained at the Company's head office;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Board of Supervisors, the General Director and other managers shall have the right to inspect, extract and copy part or all of the disclosed information;

d) The Company shall facilitate the persons specified in Point c of this Clause in accessing, inspecting, extracting and copying the list of related persons and relevant interests in the quickest and most convenient manner and shall not obstruct or otherwise hinder them in exercising such rights. The procedures for inspecting, extracting and copying the disclosed information concerning related persons and relevant interests shall comply with this Charter.

5. Members of the Board of Directors and the General Director, acting in their own name or on behalf of another person, who conduct any activities in any form within the scope of the Company's business operations shall disclose the nature and contents of such activities to the Board of Directors and the Board of Supervisors and may conduct such activities only upon approval by a majority of the remaining members of the Board of Directors. If such activities are conducted without disclosure or without approval from the Board of Directors, all income derived from such activities shall belong to the Company.

IX. BOARD OF SUPERVISORS

Article 39. Nomination and Self-Nomination of Members of the Board of Supervisors (Controllers)

1. The nomination and self-nomination of candidates for membership of the Board of Supervisors shall be carried out in accordance with the provisions of Clauses 1 and 2, Article 25 of this Charter (Nomination and Self-Nomination of Members of the Board of Directors).
2. Where the number of candidates for the Board of Supervisors nominated and self-nominated is insufficient as required, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination process in accordance with this Charter, the Company's Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with applicable law.

Article 40. Composition of the Board of Supervisors

1. The Company's Board of Supervisors shall consist of three (03) members. The term of office of a member of the Board of Supervisors shall not exceed five (05) years, and such member may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises, including: not falling within the categories of persons prohibited from establishing and managing enterprises in Vietnam as prescribed in Clause 2, Article 17 of the Law on Enterprises; having been trained in one of the fields of economics, finance, accounting, auditing, law, business administration or another field relevant to the Company's business operations; not being a person having a family relationship with a member of the Board of Directors, the General Director or another manager; not being a manager of the Company; and not being required to be a shareholder or employee of the Company. In addition, a Controller of a public company must not be a person having a family relationship with a manager of the Company or its parent company, or a representative of an enterprise's contributed capital, and must not fall within 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 audit firm that has audited the Company's financial statements for the preceding three (03) consecutive years.

3. A member of the Board of Supervisors shall be dismissed in the following cases:

a) Failing to satisfy the standards and conditions for being a member of the Board of Supervisors as prescribed in Clause 2 of this Article;

b) Submitting a resignation which is accepted;

c) Other cases as prescribed by law and this Charter.

4. A member of the Board of Supervisors shall be removed from office in the following cases:

a) Failing to fulfill the assigned duties or responsibilities;

b) Failing to exercise his/her rights and perform his/her duties for six (06) consecutive months, except in cases of force majeure;

c) Repeatedly or seriously breaching the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and this Charter;

d) Other cases pursuant to a resolution of the General Meeting of Shareholders.

Article 41. Chairperson of the Board of Supervisors

1. The Chairperson of the Board of Supervisors shall be elected by the Board of Supervisors from among its members. The election, dismissal and removal from office shall be conducted on the basis of a majority vote. More than half of the members of the Board of Supervisors must reside in Vietnam. The Chairperson of the Board of Supervisors must hold a bachelor's degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or another field relevant to the Company's business operations.

2. The rights and duties of the Chairperson of the Board of Supervisors include:

a) Convening meetings of the Board of Supervisors;

b) Requesting the Board of Directors, the General Director and other executives to provide relevant information for reporting to the Board of Supervisors;

c) Preparing and signing reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 42. Rights and Responsibilities of Controllers

1. Members of the Board of Supervisors shall have the rights prescribed by the Law on Enterprises, relevant laws and this Charter, including the right to access information and documents relating to the Company's operations. Members of the Board of Directors, the General Director and other executives of the Company shall be responsible for providing timely and complete information at the request of members of the Board of Supervisors.
2. To comply with the law, this Charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising their assigned rights and performing their assigned duties.
3. To exercise their assigned rights and perform their assigned duties honestly, prudently and to the best of their ability in order to ensure the maximum legitimate interests of the Company.
4. To be loyal to the interests of the Company and its shareholders; not to abuse their position or authority or use the Company's information, trade secrets, business opportunities or other assets for personal gain or for the benefit of any other organization or individual.
5. To perform other obligations as prescribed by law and this Charter.
6. Where a violation of the provisions of Clauses 2, 3, 4 and 5 of this Article causes damage to the Company or another person, the relevant Controller shall bear personal or joint liability for compensating such damage. Any income or other benefits obtained by the Controller as a result of such violation shall be returned to the Company.
7. Where a Controller is found to have violated the provisions governing the exercise of his/her assigned rights and performance of his/her assigned duties, such violation must be notified in writing to the Board of Supervisors, and the person committing the violation must be requested to cease the violation and remedy its consequences.

Article 43. Rights and Duties of the Board of Supervisors

The Board of Supervisors shall have the rights and duties prescribed in Article 170 of the Law on Enterprises and the following rights and duties:

1. To propose and recommend to the General Meeting of Shareholders for approval a list of approved audit organizations to audit the Company's financial statements; to decide on the approved audit organization to conduct an inspection of the Company's operations and to dismiss an 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 the law in the activities of 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. Where a violation of law or this Charter by a member of the Board of Directors, the General Director or another executive of the Company is detected, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation and take measures to remedy its consequences.
6. To formulate the Regulations on the Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report to the Annual General Meeting of Shareholders on the Company's business results and provide a self-assessment report on the performance of the Board of Supervisors. The report must include the following contents in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities:
    - Remuneration, operating expenses and other benefits of the Board of Supervisors and each member thereof, in accordance with Article 172 of the Law on Enterprises;
    - Summary of meetings of the Board of Supervisors and its conclusions and recommendations;
    - Results of supervision of the Company's operations and financial position;

- Assessment of transactions between the Company, its subsidiaries and companies over which the Company exercises control of more than 50% of charter capital, on the one hand, and members of the Board of Directors, the General Director, other executives of the Company and their related persons, on the other hand; and transactions between the Company and enterprises in which members of the Board of Directors, the General Director or other executives of the Company have been founding members or managers during the three (03) years preceding the transaction;
- Results of supervision of the Board of Directors, the General Director and other executives of the Company;
- Results of assessment of the coordination between the Board of Supervisors, the Board of Directors, the General Director and the shareholders.

8. To have access to the Company's records and documents kept at its head office, branches and other locations, and to have the right to visit the workplaces of the Company's managers and employees during working hours.
9. To request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents concerning the management, administration and business operations of the Company.
10. To exercise other rights and perform other duties as prescribed by law.

Article 44. Meetings of the Board of Supervisors

1. The Board of Supervisors shall meet at least twice (02) a year, with at least two-thirds (2/3) of its members attending each meeting. Minutes of meetings of the Board of Supervisors shall be prepared in a detailed and clear manner. The person recording the minutes and all members of the Board of Supervisors attending the meeting shall sign the minutes. Minutes of meetings of the Board of Supervisors shall be retained to determine the responsibilities of each member of the Board of Supervisors.
2. The Board of Supervisors shall have the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and respond to matters requiring clarification.

Article 45. Salary, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors

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

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

Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives shall perform their duties, including their duties as members of committees or subcommittees of the Board of Directors, honestly and prudently in the best interests of the Company.

Article 46. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers shall disclose their relevant interests in accordance with Article 38 of this Charter and applicable laws.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers shall notify the Board of Directors and the Board of

Supervisors in writing of transactions between the Company, its subsidiaries, or other companies over which the Company exercises control of more than 50% of charter capital, on the one hand, and such persons or their related persons, on the other hand, in accordance with applicable law. For the foregoing transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information on the relevant resolutions in accordance with the securities laws on information disclosure.

4. A member of the Board of Directors shall not vote on any transaction that benefits such member or his/her related person in accordance with the Law on Enterprises.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons shall not use or disclose to any other person inside information for the purpose of conducting related transactions.

6. Contracts and transactions between the Company and the following individuals or organizations: (i) shareholders or authorized representatives of institutional shareholders holding more than 10% of the Company's total ordinary shares, and their related persons; (ii) members of the Board of Directors, Controllers, the General Director, other executives of the Company and their related persons; and (iii) enterprises in respect of which members of the Board of Directors, Controllers, the General Director and other executives of the Company are required to make disclosures pursuant to Clause 2, Article 164 of the Law on Enterprises, shall be subject to approval as follows:

a) The Board of Directors shall approve contracts and transactions with a value of less than 35% of the total value of the Company's assets as recorded in its latest financial statements. In this case, the Company's representative signing the contract or transaction shall notify the members of the Board of Directors and Controllers of the related persons or entities involved in such contract or transaction and enclose the draft contract or the principal contents of the transaction. The Board of Directors shall decide whether to approve the contract or transaction within fifteen (15) days from the date of receipt of the notice. A member of the Board of Directors having a relevant interest in any party to the contract or transaction shall not have the right to vote.

b) The General Meeting of Shareholders shall approve the following contracts and transactions:

(i) Contracts and transactions other than those specified in Point a, Clause 6 of this Article;

(ii) Loan, lending and asset sale contracts and transactions with a value exceeding 10% of the total value of the Company's assets as recorded in its latest financial statements, entered into between the Company and a shareholder holding 51% or more of the total voting shares, or such shareholder's related person.

Article 47. Liability for Damage and Indemnification

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives who breach their duties or obligations of honesty and prudence, or fail to properly perform their duties, shall be liable for any damage caused by their violations.
2. The Company shall indemnify persons who have been, are, or may become parties to any complaint, claim, lawsuit or legal proceeding (including civil and administrative proceedings, but excluding proceedings initiated by the Company as the plaintiff) if such persons have been or are members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, employees or authorized representatives of the Company who have performed or are performing duties pursuant to the Company's authorization, acted honestly and prudently in the best interests of the Company on the basis of compliance with the law, and there is no evidence establishing that such persons have breached their duties.
3. Indemnification expenses shall include judgment-related costs, fines and actual amounts payable (including legal fees) incurred in connection with the settlement of such matters to the extent permitted by law. The Company may purchase insurance for such persons to cover the foregoing indemnification liabilities.

XI. RIGHTS TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 48. Rights to Inspect the Company's Books and Records

1. Ordinary shareholders shall have the right to inspect the Company's books and records as follows:

a) Ordinary shareholders shall have the right to review, inspect and extract information on the names and contact addresses of shareholders entitled to vote; request correction of their inaccurate information; and review, inspect, extract or photocopy this Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders holding 5% or more of the total ordinary shares shall have the right to review, inspect and extract the minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets.

2. Where an authorized representative of a shareholder or group of shareholders requests to inspect the Company's books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders represented by such person, or a notarized/certified copy thereof.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives shall have the right to inspect the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.

4. The Company shall retain this Charter and all amendments and supplements thereto, the Enterprise Registration Certificate, 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 Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the Company's head office or another location, provided that the shareholders and the Business Registration Authority are notified of the location where such documents are kept.

5. This Charter shall be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 49. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the recruitment and termination of employees, salaries, social insurance, employee benefits, rewards and disciplinary measures applicable to employees and executives of the Company.

2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relations with trade union organizations in accordance with best management standards, practices and policies,

the practices and policies set forth in this Charter and the Company's regulations, and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 50. Profit Distribution

1. The General Meeting of Shareholders shall determine the annual dividend rate and the form of dividend payment from the Company's retained profits.
2. The Company shall not pay interest on any dividend payment or any other payment relating to a class of shares.
3. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of the dividends in shares, and the Board of Directors shall be responsible for implementing such decision.
4. Where dividends or other payments relating 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 based on the bank account details provided by the shareholder. Where the Company has transferred the payment in accordance with the bank details provided by the shareholder but the shareholder fails to receive the payment, the Company shall not be liable for the amount transferred to such shareholder. Dividend payments in respect of shares listed or registered for trading on a Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall approve a resolution or decision determining a specific record date for the closing of 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 applicable laws.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 51. Bank Accounts

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

Article 52. Fiscal Year

The Company's fiscal year shall commence on April 1 of each year and end on March 31 of the following year.

Article 53. Accounting Regime

1. The accounting regime adopted by the Company shall be the enterprise accounting regime or a specific accounting regime promulgated or approved by a competent authority.
2. The Company shall maintain its accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and other relevant laws. Such records must be accurate, up-to-date, systematic and sufficient to substantiate and explain the Company's transactions.
3. The accounting currency of the Company shall be Vietnamese Dong. Where the Company's economic transactions arise predominantly in a particular foreign currency, the Company may select such foreign currency as its accounting currency, shall be responsible for such selection before the law, and shall notify the tax authority directly managing the Company.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 54. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company shall prepare annual financial statements, which shall be audited in accordance with applicable laws. The Company shall disclose its audited annual financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state authorities.
2. The annual financial statements shall include all statements, appendices and notes required under the laws on corporate accounting. The annual financial statements shall present a true and fair view of the Company's operations.

3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state authorities.

Article 55. Annual Report

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

XVI. COMPANY AUDIT

Article 56. Audit

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one of such firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information relating to such meetings, and express opinions at the General Meeting of Shareholders on matters related to the audit of the Company's financial statements.

XVII. CORPORATE SEAL

Article 57. Corporate Seal

1. The seal includes a physical seal made by a seal engraving establishment or a seal in the form of a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type, number, form and contents of the seals of the Company, its branches and representative offices as follows:

As of the date of adoption of this Charter, the Company has one (01) separate physical seal, which is circular, has a diameter of 36 mm and uses red ink. The seal bears the name and enterprise registration number of the Company.

3. The physical seal shall be kept at the Company's office and managed by the Administration Department. The seal may only be taken outside the Company's head office with the prior written approval of the Chairman of the Board of Directors or the General Director.

The seal shall be affixed to documents issued by the Company, including but not limited to: minutes and resolutions of the General Meeting of Shareholders; minutes, resolutions and decisions of the Board of Directors; decisions issued by the Chairman of the Board of Directors; decisions issued by the General Director; the Company's internal rules and regulations; administrative documents and other documents arising in the course of the Company's operations; contracts, transactions, agreements, working minutes and other documents between the Company and other entities; and other relevant documents.

XVIII. DISSOLUTION OF THE COMPANY

Article 58. Dissolution of the Company

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

a) The operating term specified in this Charter expires without a decision to extend such term;

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

c) The Company's Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;

d) Other cases as prescribed by law.

2. The dissolution of the Company before the expiry of its operating term (including any extended term) 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, where required, in accordance with applicable laws.

Article 59. Extension of the Operating Term

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months before the expiry of the Company's operating term so that the shareholders may vote on the extension of the Company's operating term upon the recommendation of the Board of Directors.
2. The operating term shall be extended if shareholders representing at least 65% of the total voting rights of all shareholders attending the General Meeting of Shareholders vote in favor thereof.

Article 60. Liquidation

1. At least six (06) months before the expiry of the Company's operating term or after a decision on dissolution of the Company has been adopted, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members, of whom two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be given priority for payment by the Company before other debts of the Company.
2. The Liquidation Committee shall report to the Business Registration Authority on the date of its establishment and the date on which it commences operations. From that 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 distributed in the following order:

a) Liquidation expenses;

b) Unpaid salaries, severance allowances, social insurance contributions and other benefits of employees under collective labor agreements and signed employment contracts;

c) Tax liabilities;

d) Other debts of the Company;

e) The remaining amount after all debts specified in Items (a) through (d) above have been paid shall be distributed among the shareholders. Preference shares shall be paid first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 61. 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, this Charter, other applicable laws or agreements between:

a) A shareholder and the Company;

b) A shareholder and the Board of Directors, the Board of Supervisors, the General Director or other executives;

the relevant parties shall endeavor to resolve such dispute through negotiation and mediation. Except where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and request each party to provide relevant information concerning the dispute within ... working days from the date on which the dispute arises. Where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request or appoint an independent expert to act as a mediator in the dispute resolution process.

2. If no settlement is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's proposed settlement is not accepted by the parties, either party may refer the dispute to arbitration or a court of competent jurisdiction.
3. Each party shall bear its own costs related to the negotiation and mediation procedures. Court costs shall be borne in accordance with the judgment or decision of the court.

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 62. Company Charter

1. Any amendment or supplement to this Charter shall be considered and decided upon by the General Meeting of Shareholders.
2. Where there are provisions of law relating to the Company's operations that are not addressed in this Charter, or where newly enacted legal provisions differ from the provisions of this Charter, such legal provisions shall prevail and apply to the Company's operations.

XXI. EFFECTIVE DATE

Article 63. Effective Date

1. This amended and supplemented Charter consists of 21 Sections and 63 Articles. The amendments and supplements to this Charter shall take effect from the ____ day of __________, ______.
2. This Charter is made in two (02) original copies of equal legal validity, one of which shall be retained at the Company's head office.

3. This Charter constitutes the sole and official Charter of CDC Construction Joint Stock Company.

4. Copies or extracts of this Charter shall be valid if signed by at least one legal representative of the Company or a person authorized by a legal representative.

5. Full name and signature of the legal representative of the Company.

LEGAL REPRESENTATIVE

GENERAL DIRECTOR	**CHAIRMAN OF THE BOARD OF DIRECTORS**
(Signed and Sealed)	**(Signed and Sealed)**
DANG THANH TRANG	**NGO TAN LONG**

APPENDIX 01

LIST OF FOUNDING SHAREHOLDERS OF CDC CONSTRUCTION JOINT STOCK COMPANY

No.	Name of Founding Shareholder	Date of Birth of Individual Founding Shareholder	Gender	Nationality	Ethnicity	Contact Address for Individual Founding Shareholders; Head Office Address for Organizational Founding Shareholders	Type, Number, Issuing Authority and Date of Issue of the Legal Document of the Individual/Organization
1	Le Hong Linh	31/10/1977	Male	Vietnam	Kinh		
2	Nguyen Thi Yen	13/12/1972	Female	Vietnam	Kinh		
3	Le Quang Dong	27/12/1972	male	Vietnam	Kinh		