

**CÔNG TY CỔ PHẦN
ĐẦU TƯ VÀ XÂY DỰNG 3-2
3-2 INVESTMENT AND
CONSTRUCTION JOINT STOCK
COMPANY**

Số/ No: 21/2025-CBTT

**CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness
Bình Dương, ngày 09 tháng 5 năm 2025
Binh Duong, month 5 day 09 year 2025**



**CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE**

Kính gửi/ To:

- Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission;*
- Sở Giao dịch Chứng khoán TP HCM/ *Hochiminh Stock Exchange.*

1. Tên tổ chức/ Name of organization: **CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ XÂY DỰNG 3-2/ 3-2 INVESTMENT AND CONSTRUCTION JOINT STOCK COMPANY**

- Mã chứng khoán/ *Stock code:* C32

- Địa chỉ/ *Address:* Số 45A, đường Nguyễn Văn Tiết, phường Lái Thiêu, thành phố Thuận An, tỉnh Bình Dương/ *45A Nguyen Van Tiet Street, Lai Thieu Ward, Thuan An City, Binh Duong Province.*

- Điện thoại liên hệ/ *Tel:* 0274.3759446

- Fax: 0274.3755605

- E-mail: info@c32.vn

- Website: c32.vn

2. Nội dung thông tin công bố/ *Contents of disclosure:*

Điều lệ Công ty sửa đổi, bổ sung lần thứ XVI do thay đổi tên Công ty và thay đổi tổ chức bộ máy quản lý/ *Charter of the Company is due to the change of the Company's name and the reorganization of its management structure.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 09/5/2025 tại đường dẫn: www.c32.vn - Quan hệ cổ đông – Điều lệ Quy chế - Điều lệ Công ty – Năm 2025/ *This information was published on the company's website on May 9, 2025, at the following link: www.c32.vn - Investor Relations – Charter & Regulations - Company Charter – 2025.*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

Tài liệu đính kèm/ *Attached documents:*

- Điều lệ Công ty sửa đổi, bổ sung lần thứ XVI.

**Người ủy quyền công bố thông tin/
Person authorized to disclose information**

**Lữ Minh Quân
Lu Minh Quan**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness



ISO 9001/45001

REGULATIONS
JOINT STOCK COMPANY
INVESTMENT AND
CONSTRUCTION 3-2

(AMENDED AND SUPPLEMENTED FOR THE XVI TIME)

Binh Duong, month 5 day 08 year 2025

CHARTER

3-2 INVESTMENT AND CONSTRUCTION JOINT STOCK COMPANY

(16th amendment and supplement)

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

This Charter is approved by a valid resolution of the annual General Meeting of Shareholders held on April 22, 2025.

This Charter shall govern the Company's operations, including the following chapters, articles, and clauses:

Chapter I

DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms are understood as follows:
 - a) "*VietNam*" is the Socialist Republic of VietNam;
 - b) "*Charter capital*" is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and specified in Article 6 of this Charter;
 - c) "*Law on Enterprises*" is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d) "*Law on Securities*" is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e) "*Establishment date*" is the date the Company was first issued the Enterprise Registration Certificate on December 24, 2008;

f) *"Company executives"* include the General Director, Deputy General Directors, Chief Accountant, and other executives in the company appointed by the Board of Directors;

g) *"Enterprise Manager"* includes the Chairman of the Board of Directors, members of the Board of Directors, General Director, and other individuals holding management titles appointed by the Board of Directors;

h) *"Company"* means 3-2 Investment and Construction Joint Stock Company;

i) *"Related Person"* is an individual or organization as stipulated in Clause 46, Article 4 of the Law on Securities;

j) *"Shareholder"* is an individual or organization owning at least one share of a joint stock company;

k) *"Major Shareholder"* is a shareholder as stipulated in Clause 18, Article 4 of the Law on Securities;

l) *"Operating Term"* is the operating term of the company as stipulated in Clause 5, Article 2 of this Charter;

m) *"Stock Exchange"* is the Vietnam Stock Exchange and its subsidiaries;

2. In this Charter, references to one or more provisions or other documents include amendments, supplements, or replacement documents.

3. Headings (Chapters, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

4. Words or terms defined in the Law on Enterprises (unless inconsistent with the subject or context) shall have similar meanings in this charter.

Chapter II

NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, OPERATING TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branches, representative offices, and operating term of the company

1. Company Name:

- Company Name in Vietnamese: CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ XÂY DỰNG 3-2

- Company Name in English: 3-2 INVESTMENT AND CONSTRUCTION JOINT STOCK COMPANY

- Abbreviated Company Name: C32

2. The Company is a joint stock company with legal personality in accordance with current Vietnamese law.

3. Registered Head Office of the company:

- Head Office Address: 45A Nguyen Van Tiet, Lai Thieu Ward, Thuan An City, Binh Duong Province.

- Phone: (0274) 3759 446
- Fax: (0274) 3755 605
- Email: info@c32.vn
- Website: <https://c32.vn>

4. The Company may establish branches and representative offices in business areas to achieve the company's operating objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.

5. Unless operations are terminated early according to Clause 2, Article 54 or the operating term is extended according to Article 55 of this Charter, the operating term of the Company begins from the date of establishment and is indefinite.

Article 3. Legal Representative of the Company

The Company has 01 legal representative who is the General Director of the Company.

The powers and obligations of the legal representative are stipulated in Article 13 of the Law on Enterprises.

Chapter III

OBJECTIVES, BUSINESS SCOPE AND ACTIVITIES OF THE COMPANY

Article 4. Objectives of the Company's activities

1. Business lines and trades of the Company:

No.	Industry Name	Industry Code
1	Growing rubber trees	0125
2	Demolition	4311
3	Drainage and wastewater treatment	3700
4	Installation of industrial machinery and equipment	3320
5	Wholesale of other construction materials and installation equipment	4663
6	Wholesale of metals and metal ores Details: Wholesale of iron, steel	4662
7	Completion of construction works	4330
8	Real estate business, land use rights owned, used or leased. Details: Real estate business; leasing land, offices, houses, workshops (implemented according to planning); Investing in and trading in roads, transportation, waterway ferries, and roads	6810

No.	Industry Name	Industry Code
	"excluding investment in the construction of cemetery and graveyard infrastructure for the transfer of land use rights attached to infrastructure... as stipulated by law".	
9	Manufacture of beds, cabinets, tables, and chairs	3100
10	Road freight transport	4933
11	Cargo handling Details: Road cargo handling	5224
12	Renting of motor vehicles	7710
13	Landscape care and maintenance services Details: Planting urban trees and lawns.	8130
14	Installation of power grids Details: - Installation of low-voltage power grids and substations along lines from 35KV downwards; Construction of lighting systems; Installation of equipment: protection, alarm, fire prevention and fighting systems, lightning protection systems for construction works.	4321
15	Mechanical processing; metal treatment and coating Details: - Forging, stamping, pressing, and rolling metals; Powder metallurgy Mechanical processing.	2592
16	Warehousing and storage of goods Details: Warehousing activities	5210
17	Quarrying of stone, sand, gravel, and clay Details: - Quarrying of stone, sand, gravel, soil, and clay.	0810
18	Architectural and related technical consulting activities Details: Construction consulting Design of civil and industrial construction works, road traffic works; Architectural design of works; Interior - exterior design of works; Landscape design; Structural design of works; Electrical - mechanical design of works; Water supply and drainage design; Ventilation - heating and cooling design; Design of information - communication networks in construction works; Fire prevention and fighting design.	7110
19	Other monetary intermediation activities Details: Capital contribution, share purchase.	6419
20	Cargo weighing activities related to transportation. Details: Cargo weighing activities related to transportation	5229.

No.	Industry Name	Industry Code
21	Construction of road works Details: Construction of road works	4212 (Main)
22	Construction of residential buildings	4101
23	Logging of other forest products except wood	0231
24	Construction of non-residential buildings	4102
25	Growing of other perennial crops	0129
26	Construction of water supply and drainage works	4222
27	Forestry, forest care, and forest tree seedling nurseries	0210
28	Construction of telecommunications and communication works	4223
29	Construction of other public utility works	4229
30	Construction of other civil engineering works Details: Construction of irrigation works; dredging of canals, bridges, culverts, rivers; construction of waste treatment systems.	4299
31	Retail sale of beverages in specialized stores Retail sale of non-alcoholic beverages, wine, beer	4723
32	Growing of vegetables, beans, and flowers Details: Growing of flowers and ornamental plants.	0118
33	Manufacture of concrete and products from concrete, cement, and plaster Details: Manufacture of concrete and products from cement and plaster; Manufacture of bricks and tiles (using tunnel technology)	2395
34	Wholesale of beverages Wholesale of non-alcoholic beverages, wine, beer	4633
35	Renting of machinery, equipment, and other tangible goods without operator Details: Renting of construction machinery and equipment	7730
36	Installation of water supply and drainage systems, heating and air conditioning systems Details: Installation and construction of water supply and drainage systems, heating and air conditioning.	4322
37	Management consulting activities Details: Providing consulting, guidance, and operational assistance to businesses and other organizations on management issues, such as strategy and operational planning, human resource policies, implementation and planning; production scheduling and monitoring plans. The provision of these business services may	7020

No.	Industry Name	Industry Code
	include consulting, guidance, or operational assistance for businesses.	
38	<p>Technical testing and analysis Details: Physical, chemical, and other analyses of all types of materials and products, including: Sound and vibration testing Composition and purity testing of minerals... Physical composition and performance testing of materials, such as strength, durability, thickness, radiation capacity... Welding and weld testing Failure analysis Product and goods testing activities; Business services for product and goods quality testing; Specialized construction experiments.</p>	7120
39	<p>Electricity generation Details: Solar power (Implemented according to Decree 137/2013/ND-CP and Decree 94/2017/ND-CP) (Only permitted to operate after meeting the business conditions for conditional business lines)</p>	3511
40	<p>Advertising. Details: Providing, designing locations, presenting, and executing advertising on websites, on application software for electronic devices, and handheld devices.</p>	7310
41	<p>Retail by mail order or internet. Details: Business transactions via electronic commerce. (Excluding the exercise of export rights, import rights, distribution rights for goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights).</p>	4791
42	<p>(The enterprise must strictly comply with the provisions of the law on land, construction, fire prevention and fighting, environmental protection, and business conditions for conditional business lines)</p>	Business lines not matching the code with the Vietnam Standard Industrial Classification System

2. Company's operational objectives:

Utilize capital, labor, and technology to organize production and business activities to generate profits, increase returns for shareholders, and accumulate for the Company's development.

Strive to provide customers with high-quality products and services at reasonable costs, enhance production and business efficiency for the Company to achieve sustainable development, contribute to the economic benefits of society, contribute to the state budget, create jobs for employees, ensuring a harmonious balance of interests among the enterprise, investors, and employees.

Article 5. Scope of business and operations of the Company

1. The Company is permitted to conduct business activities in the lines of business stipulated in this Charter that have been registered, notified of changes in registration content with the business registration authority, and published on the National Business Registration Portal in accordance with current legal regulations and implement appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other lines of business permitted by law and approved by the General Meeting of Shareholders.

Chapter IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The company's charter capital is: 150,301,450,000 VND (one hundred fifty billion, three hundred one million, four hundred fifty thousand dong).

2. The charter capital is accounted for in Vietnamese Dong (VND).

3. The total charter capital of the Company is divided into 15,030,145 shares with a par value of 10,000 VND/share.

4. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

5. The shares of the Company on the date of approval of this Charter only include common shares. The rights and obligations of these shares are stipulated in Article 12 and Article 13 of this Charter.

6. The Company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

7. The names, addresses, number of shares, and other details of the founding shareholders as stipulated by the Law on Enterprises will be listed in the attached appendix. This appendix is a part of this Charter.

8. Common shares must be offered for sale to existing shareholders in proportion to their ownership ratio of common shares in the company, unless otherwise stipulated by the General Meeting of Shareholders. The number of shares not subscribed by shareholders will be decided by the Company's Board of Directors.

The Board of Directors may distribute these shares to shareholders and others under conditions no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

9. The Company may repurchase shares issued by the company itself in the ways stipulated in this Charter and current law.

10. The Company may issue other types of securities in accordance with the provisions of law.

Article 7. Share certificates

1. Shareholders of the company are issued share certificates corresponding to the number and type of shares owned.

2. A share is a type of security that confirms the legal rights and interests of the holder in a part of the issuing organization's share capital. A share must contain all the contents stipulated in Clause 1, Article 121 of the Law on Enterprises.

3. Within 7 days from the date of submitting a complete application for transfer of share ownership as stipulated by the Company or within 30 days from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan (or other period as stipulated in the issuance terms), the holder of the shares will be issued a share certificate. The shareholder is not required to pay the Company the cost of printing the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder will be reissued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:

- a) Information about the share certificate that has been lost, damaged, or destroyed in any other form;
- b) Commitment to be responsible for any disputes arising from the reissuance of the new share certificate.

Article 8. Other securities certificates

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

Article 9. Share transfer

1. All shares are freely transferable unless otherwise stipulated by this Charter and the law. Shares listed and traded on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the securities market.

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

Article 10. Share repurchase

1. In case a shareholder fails to pay the full amount due for the purchase of shares on time, The Board of Directors shall notify and have the right to require that shareholder to pay the remaining amount and be responsible corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising from the failure to pay in full.

2. The payment notice mentioned above must clearly state the new payment deadline (at least 07 days from the date of sending the notice), the payment location, and the notice must clearly state that if payment is not made as required, the shares that have not been fully paid for will be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been paid for in full and on time if the requirements in the notice mentioned above are not met.

4. Forfeited shares are considered shares that are eligible for offering as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under the terms and conditions that the Board of Directors deems appropriate.

5. A shareholder holding forfeited shares shall relinquish their status as a shareholder with respect to those shares, but shall still be responsible corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of forfeiture as decided by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the enforcement of payment of the full value of the shares at the time of forfeiture.

6. A forfeiture notice shall be sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture shall remain effective even in case of errors or negligence in sending the notice.

Chapter V

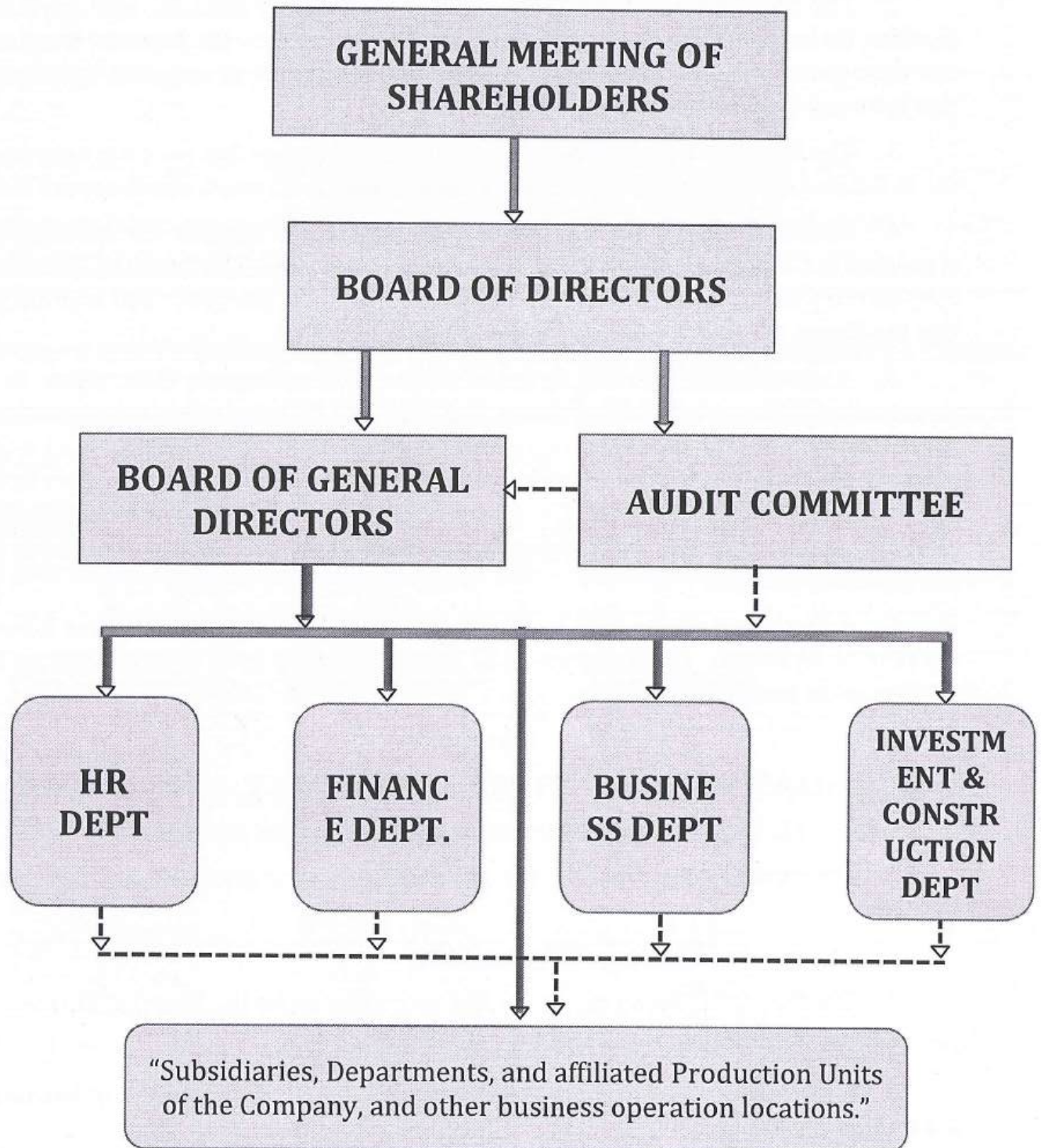
ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational structure for governance and control.

The organizational structure for governance and control of the Company includes:

1. The General Meeting of Shareholders;
2. The Board of Directors, the Audit Committee under the Board of Directors;
3. The Chief Executive Officer;
4. Subsidiaries, Departments, Enterprises under the Company, and business production locations.

ORGANIZATIONAL STRUCTURE OF 3-2 INVESTMENT AND CONSTRUCTION JOINT STOCK COMPANY



1. **————>** Leadership, management
2. **----->** Inspection, supervision

Chapter VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Holders of common shares have the following rights:
 - a) To attend and speak at General Meetings of Shareholders and exercise voting rights directly or through authorized representatives or other forms as stipulated by the Company's Charter and the law. Each common share carries one voting right;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To freely transfer their shares to others, except in cases stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
 - d) To have priority in purchasing new shares in proportion to the percentage of common shares held by each shareholder in the Company;
 - e) To review, search, and extract information regarding the name and contact address in the list of shareholders with voting rights; to request correction of their inaccurate information;
 - f) To review, search, extract, or copy the Company's Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g) Upon the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to the percentage of shares held in the Company after the Company has paid its debts (including debt obligations to the State, taxes, fees) and paid shareholders holding other types of shares of the company as stipulated by law;
 - h) To request the Company to repurchase shares in cases stipulated by the Law on Enterprises;
 - i) To be treated equally. Each share of the same type grants the shareholder holding it equal rights, obligations, and benefits. If the Company has preferred shares, the rights and obligations associated with preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j) To have full access to periodic and extraordinary information disclosed by the Company as stipulated by law;
 - k) To have their legitimate rights and interests protected; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors as stipulated by the Law on Enterprises;
 - l) Other rights as stipulated by this Charter and current law.

2. Shareholders or a group of shareholders holding at least 5% of the total common shares or more have the following rights:

a) To nominate candidates for the Board of Directors in accordance with the corresponding provisions in Article 25 of this Charter;

b) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions in Clause 3, Article 115 and Article 140 of the Law on Enterprises;

c) To review, search, and extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;

d) To request an inspection of specific matters related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, principal office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and the percentage of ownership in the total shares of the Company; the matter to be inspected, the purpose of the inspection;

e) To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the matter proposed to be included in the agenda;

f) Other rights as stipulated by law and this Charter.

3. Shareholders or a group of shareholders holding 5% or more of the total common shares have the right to nominate individuals to the Board of Directors. In other cases, the nomination of individuals to the Board of Directors shall be carried out as follows:

a) Common shareholders forming a group to nominate candidates for the Board of Directors must notify the shareholders attending the meeting about the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as candidates for the Board of Directors according to the decision of the General Meeting of Shareholders. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

Article 13. Obligations of Shareholders

1. Comply with the Company's Charter and the Company's Internal Management Regulations.
2. Abide by the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
3. Keep confidential the information provided by the Company in accordance with the Company's Charter and the law; only use the provided information to exercise and protect their legitimate rights and interests; strictly prohibit the dissemination or copying and sending of information provided by the Company to other organizations or individuals.
4. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a) Attend and vote directly at the meeting;
 - b) Authorize another individual or organization to attend and vote at the meeting;
 - c) Attend and vote through online conferences, electronic voting, or other electronic forms;
 - d) Send voting ballots to the meeting via mail, fax, or email.
5. Be personally responsible when acting on behalf of the Company in any form to perform any of the following acts:
 - a) Violating the law;
 - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Paying off debts that are not yet due before financial risks to the Company arise.
6. Fulfill other obligations as stipulated by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The annual General Meeting of Shareholders is held once (01) each year and within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding 06 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 the General Meeting of Shareholders is determined as 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 a suitable location. The annual General Meeting of

Shareholders shall decide on matters as stipulated by law and the Company's Charter, especially approving the audited annual financial statements and the financial plan for the next fiscal year. In case the audited annual financial statements of the company contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the representative of the aforementioned approved auditing organization is responsible for attending the Company's annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The annual balance sheet, quarterly or semi-annual reports, or the audited report for the fiscal year reflects that the owner's equity has decreased by half (1/2) compared to the beginning of the period;
- c) The number of members of the Board of Directors, independent members of the Board of Directors is less than the minimum number of members as stipulated by law;
- d) At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, has sufficient signatures of the relevant shareholders or a written request to be made in multiple copies and gather sufficient signatures of the relevant shareholders;
- e) Other cases as stipulated by law and the Company's Charter.

4. Convening an extraordinary General Meeting of Shareholders:

- a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors is as stipulated in point c, clause 3 or upon receiving the request stipulated in point d, clause 3 of this Article.
- b) As stipulated by the Law on Enterprises and the Company's Charter.
- c) Within the next thirty (30) days, the shareholder or group of shareholders making the request stipulated in point d, clause 3 of this Article has the right to replace the Board of Directors in convening the General Meeting of Shareholders as stipulated in clause 6, Article 136 of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration authority to supervise the procedure for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders.

d) All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

1. The General Meeting of Shareholders has the following rights and duties:
 - a) Approving the company's development orientation;
 - b) Approve the annual financial statements;
 - c) Decide the type of shares and the total number of shares of each type authorized for offering; decide the annual dividend rate for each type of share;
 - d) Elect, dismiss, and remove members of the Board of Directors;
 - e) Decide to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
 - f) Decide to amend and supplement the Company's Charter;
 - g) Decide to repurchase more than 10% of the total number of sold shares of each type;
 - h) Review and handle violations by members of the Board of Directors causing damage to the Company and its shareholders;
 - i) Decide to reorganize or dissolve the Company;
 - j) Decide the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
 - k) Approve the Internal Governance Regulations, the Operating Regulations of the Board of Directors;
 - l) Approve the list of approved audit firms; decide the approved audit firm to conduct inspections of the Company's operations;
 - m) Other rights and duties as prescribed by law.
2. The General Meeting of Shareholders discusses and approves the following matters:
 - a) The Company's annual business plan;
 - b) The audited annual financial statements;
 - c) Independent members of the Board of Directors in the Audit Committee are responsible for reporting on activities at the annual General Meeting of Shareholders. The report on the activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must include the following contents:



- Remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee as stipulated in the Law on Enterprises and the company's Charter;
 - Summary of the Audit Committee's meetings and the Audit Committee's conclusions and recommendations;
 - Results of supervision of the financial statements, operational status, and financial status of the Company;
 - Evaluation report on transactions between the company, subsidiaries, companies controlled by the public company holding 50% or more of the charter capital with members of the Board of Directors, General Director, other executives of the enterprise, and their related persons; transactions between the company and companies in which members of the Board of Directors, General Director, other executives of the enterprise are founding members or managers of the enterprise within the last 03 years before the transaction time;
 - Results of the evaluation of the company's internal control and risk management system;
 - Results of supervision of the Board of Directors, General Director, and other executives of the enterprise;
 - Results of the evaluation of the coordination of activities between the Audit Committee and the Board of Directors, General Director, and shareholders.
- d) The dividend rate for each share of each type;
 - e) The number of members of the Board of Directors;
 - f) Elect, dismiss, and remove members of the Board of Directors;
 - g) Decide the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
 - h) Approve the list of approved audit firms; decide the approved audit firm to conduct inspections of the Company's operations when deemed necessary;
 - i) Supplement and amend the Company's Charter;
 - j) The type of shares and the number of new shares to be issued for each type of share;
 - k) Division, separation, consolidation, merger, or conversion of the Company;
 - l) Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
 - m) Decide to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
 - n) Decide to repurchase more than 10% of the total number of sold shares of each type;

o) The Company enters into contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;

p) Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

q) Approve the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors;

r) Other matters as stipulated by law and this Charter.

3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. A shareholder, or the authorized representative of an institutional shareholder, may attend the meeting directly or authorize one or more individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization of an individual or organization to attend the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing: The power of attorney must be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting. In case of re-authorization, the person attending the meeting must also present the original power of attorney from the shareholder, or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The voting slip of the authorized person attending the meeting within the scope of authorization remains valid in one of the following cases:

a) The authorizing person has died, has their civil act capacity restricted, or has lost their civil act capacity;

b) The authorizing person has revoked the authorization;

c) The authorizing person has revoked the authority of the person performing the authorization.

This Article shall not apply if the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Changes to rights

1. The change or cancellation of special rights attached to a class of preferred shares is effective when approved by shareholders representing 65% or more of the total voting shares of all attending shareholders. A resolution of the General Meeting of Shareholders on matters that adversely change the rights and obligations of shareholders holding preferred shares shall only be approved if it is approved by preferred shareholders of the same class attending the meeting holding 75% or more of the total preferred shares of that class or is approved by preferred shareholders of the same class holding 75% or more of the total preferred shares of that class in case the resolution is approved in the form of written opinion.

2. The organization of a meeting of shareholders holding a class of preferred shares to approve the change of rights mentioned above is only valid when there are at least 02 shareholders (or their authorized representatives) and they hold at least 1/3 of the par value of the issued shares of that class. If there are not enough representatives as mentioned above, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of people and shares) who are present in person or through authorized representatives shall be considered to have the required number of representatives. At meetings of shareholders holding preferred shares as mentioned above, those holding shares of that class who are present in person or through a representative may request a secret ballot. Each share of the same class has equal voting rights at the above meetings.

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

4. Unless otherwise stipulated by the terms of share issuance, the special rights attached to classes of shares with preferential rights regarding some or all matters related to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

Article 18. Convening meetings, Meeting agenda and notice of General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes 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 must perform the following tasks:

a) Prepare a 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 (10 days) before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;

b) Prepare the agenda and content of the meeting;

- c) Prepare documents for the meeting;
- d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- e) Determine the time and place of the meeting;
- f) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend.
- g) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholder's contact address, email address (if any), and shall also be published on the Company's website and the website of the State Securities Commission, 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 meeting to all shareholders on the list of shareholders entitled to attend at least (21) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of meeting must clearly state the link to the full meeting documents so that shareholders can access them, including:

- a) Meeting agenda, documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors;
- c) Voting ballot;
- d) Draft resolution for each issue on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 (three) working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of shares held by the shareholder, and the issue proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to refuse the proposal specified in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal is not sent in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the total ordinary shares as stipulated in Clause 2, Article 12 of this Charter;



- c) The proposed issue is not within the scope of authority of the General Meeting of Shareholders;
- d) Other cases as stipulated by law 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 expected agenda and content of the meeting, except for the cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents over 50% of the total voting shares.

2. In case the first meeting does not meet the conditions for conducting the meeting as stipulated in Clause 1 of this Article, the notice of the second meeting shall be sent within thirty (30) days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total voting shares.

3. If the second meeting is not eligible to be conducted as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the date scheduled for the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the attending shareholders.

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

1. Before the meeting opens, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend the meeting have registered in the following order:

a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a ballot, on which the registration number, the shareholder's full name, the authorized representative's full name, and the number of voting shares of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by voting for, against, and abstaining. At the Meeting, votes in favor of the resolution shall be collected first, votes against the resolution shall be collected later, and finally, the total number of votes for or against shall be counted to make a decision. The vote counting results shall be announced by the Chairperson immediately before the meeting closes. The Meeting shall elect those responsible for counting votes or supervising vote counting at the proposal of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

b) Shareholders, authorized representatives of organizational shareholders, or authorized persons arriving after the meeting has opened are entitled to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting for late-arriving shareholders to register, and the validity of previously voted matters shall not change.

2. The election of the chairperson, secretary, and vote counting committee is stipulated as follows:

a) The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to act as the chairperson of the meeting by majority rule. In case a chairperson cannot be elected, the member of the Board of Directors with the highest position shall preside over the General Meeting of Shareholders to elect a chairperson from among those present at the meeting, and the person with the highest number of votes shall be the chairperson of the meeting.

b) Except for the case stipulated in point a of this clause, the person who signed the notice convening the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a chairperson of the meeting, and the person with the highest number of votes shall be appointed as the chairperson of the meeting.

c) The chairperson shall appoint one or more persons to act as the secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee at the proposal of the chairperson of the meeting.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time for each item on the meeting agenda.

4. The chairperson of the meeting has 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 to reflect the will of the majority of attendees.

- a) Arrange seating at the venue of the General Meeting of Shareholders;
- b) Ensure the safety of everyone present at the meeting venues;
- c) Facilitate shareholders' attendance (or continued attendance) at the meeting.

The person convening the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. The measures applied may include issuing entry passes or using other forms of selection.

5. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by voting for, against, and abstaining. The vote counting results shall be announced by the chairperson immediately before the closing of the meeting.

6. A shareholder or authorized representative attending the meeting who arrives after the meeting has commenced may still register and has the right to participate in voting immediately after registration; in this case, the validity of the contents already voted on shall not change.

7. The convener or chairperson of the General Meeting of Shareholders has the following rights:

a) To require all attendees to undergo inspection or other legal and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who do not comply with the chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or do not comply with security inspection requirements.

8. The chairperson has the right to postpone the General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of 03 working days from the scheduled opening date of the meeting and may only postpone the meeting or change the meeting location in the following cases:

a) The meeting location does not have enough convenient seating for all attendees;

b) The communication facilities at the meeting location do not ensure that attending shareholders can participate, discuss, and vote;

c) There are attendees obstructing, disrupting order, with the risk of the meeting not being conducted fairly and legally.

9. If the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to preside over the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

10. If the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as stipulated in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of some articles of the Law on Securities.

Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be approved

1. Resolutions on the following contents shall be approved if they are approved by the number of shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a) Type of shares and total number of shares of each type;
- b) Change of business lines, professions, and fields;
- c) Change of the Company's management organizational structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, unless the company's charter stipulates a different ratio or value;
- e) Reorganization, dissolution of the Company;
- f) Other matters stipulated by the company's charter.

2. Resolutions shall be approved when they are approved by the number of shareholders holding over 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and approving the resolution violate the provisions of the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedure for obtaining shareholder opinions in writing to approve the Resolution of the General Meeting of Shareholders

The authority and procedure for obtaining shareholder opinions in writing to approve the decision of the General Meeting of Shareholders shall be carried out according to the following regulations:

1. The Board of Directors has the right to obtain shareholder opinions in writing to approve the decision of the General Meeting of Shareholders when deemed necessary for the benefit of the company, except for the cases specified in Clause 2, Article 147 of the Law on Enterprises, but not excluding the 02 contents in this clause, which are amending and supplementing the contents of the company's Charter; electing, dismissing, and removing members of the Board of Directors, except for the cases specified in Point a, Clause 4, Article 160 of the Law on Enterprises.

2. The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion forms. The requirements and method for sending opinion forms and accompanying documents shall be carried out according to the provisions of Clause 3, Article 18 of this Charter.

3. The opinion form must contain the following main contents:



- a) Name, head office address, enterprise code;
- b) Purpose of obtaining opinions;
- c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address of the organizational shareholder or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;
- d) Issues for which opinions are needed to approve the decision;
- e) Voting options including approval, disapproval, and no opinion for each issue for which opinions are obtained.
- f) Deadline for returning the answered opinion form to the Company;
- g) Full name, signature of the Chairman of the Board of Directors;

4. Shareholders can send the answered opinion form to the Company by mail, fax, or email according to the following regulations:

a) In case of sending by mail, the answered opinion form must have the signature of the individual shareholder, the authorized representative or the legal representative of the organizational shareholder. The opinion form sent to the Company must be enclosed in a sealed envelope and no one is allowed to open it before counting the votes;

b) In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of counting the votes;

c) Opinion forms sent to the Company after the deadline specified in the opinion form or that have been opened in case of sending by mail and disclosed in case of sending by fax or email are invalid. Opinion forms that are not sent back are considered as not participating in the voting.

5. The Board of Directors shall count the votes and prepare a vote counting record under the witness of an independent member of the Board of Directors in the Audit Committee or a shareholder who does not hold a management position in the Company. The vote counting record must contain the following main contents:

- a) Name, head office address, enterprise code;
- b) Purpose and issues for which opinions are needed to approve the resolution;
- c) Number of shareholders with the total number of votes that participated in the voting, distinguishing between the number of valid votes and the number of invalid votes and the method of sending the votes, accompanied by an appendix listing the shareholders who participated in the voting;
- d) Total number of votes in favor, against, and no opinion for each issue;

e) Issues that have been approved and the corresponding approval voting percentage;

f) Full name, signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly responsible for the honesty and accuracy of the vote counting record; jointly responsible for damages arising from decisions approved due to dishonest or inaccurate vote counting.

6. The vote counting record and the resolution must be sent to the shareholders within 15 days from the date of completion of the vote counting. The submission of the vote counting report and resolution can be replaced by posting on the Company's website within 24 hours from the time the vote counting ends.

7. The opinion poll ballots that have been answered, the vote counting report, the resolution that has been passed, and the related documents attached to the opinion poll ballots must all be kept at the Company's head office;

8. A resolution passed in the form of a written opinion poll of shareholders is valid if it is approved by shareholders holding over 50% of the total voting shares of all shareholders with voting rights and has the same value as a resolution passed at a General Meeting of Shareholders.

Article 23. Resolution, Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and must contain the following main contents:

- a) Name, head office address, enterprise code;
- b) Time and place of the General Meeting of Shareholders;
- c) Meeting agenda and content of the meeting;
- d) Name of the chairperson and secretary;
- e) Summary of the meeting's progress and opinions expressed at the General Meeting of Shareholders on each item on the agenda;
- f) Number of shareholders and total voting shares of attending shareholders, appendix of the list of registered shareholders, shareholder representatives attending the meeting with the corresponding number of shares and votes;
- g) Total voting shares for each voting item, clearly stating the voting method, total valid votes, invalid votes, votes for, votes against, and abstentions; the corresponding percentage of the total voting shares of attending shareholders;
- h) Issues that have been passed and the corresponding percentage of votes for;

i) Signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes are valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents specified in this clause. The meeting minutes must clearly state that the chairperson or secretary refused to sign the meeting minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. Minutes prepared in Vietnamese and foreign languages shall have the same legal effect. In case of any difference in the content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

4. The Resolution, Minutes of the General Meeting of Shareholders, appendix of the list of registered shareholders attending the meeting with shareholder signatures, power of attorney to attend the meeting, all documents attached to the Minutes (if any), and related documents attached to the notice of meeting must be disclosed in accordance with the law on information disclosure on the securities market and must be kept at the Company's head office.

Article 24. Request to cancel the decision of the General Meeting of Shareholders

Within ninety (90) days from the date of receiving the minutes of the General Meeting of Shareholders or the report on the results of the opinion poll of the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and cancel the decision of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and this Charter, except for the cases specified in Clause 3, Article 21 of this Charter;

2. The content of the resolution violates the law or this Charter.

Chapter VII

BOARD OF DIRECTORS

Article 25. Structure, nomination of members of the Board of Directors

1. If candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing

their duties honestly, diligently, and for the highest interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including Board of Directors positions in other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as stipulated in the company's charter;
- g) The Company is responsible for disclosing information about the companies where the candidate holds a position as a member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors with the following ratios.

Shareholders or groups of shareholders holding from 5% to less than 10% of the total ordinary shares are entitled to nominate one (01) candidate; from 10% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% are entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% are entitled to nominate a maximum of four (04) candidates; from 50% to less than 60% are entitled to nominate a maximum of five (05) candidates; from 60% to less than 70% are entitled to nominate a maximum of six (06) candidates; from 70% to less than 80% are entitled to nominate a maximum of seven (07) candidates; and from 80% to less than 90% are entitled to nominate a maximum of eight (08) candidates.

3. If the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations as stipulated in the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates 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 the law.

4. Members of the Board of Directors must meet the standards and conditions stipulated in Clause 1, Clause 2, Article 155 of the Enterprise Law and the company's charter.

Article 26. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is 05.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. If all members of the Board of Directors complete their term simultaneously, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The structure of the Board of Directors is as follows:

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

The Company shall have at least 01 independent member among the 05 members of the Company's Board of Directors.

4. A member of the Board of Directors shall cease to be a member of the Board of Directors in case of dismissal, removal, or replacement by the General Meeting of Shareholders as stipulated in Article 160 of the Enterprise Law.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the stock market.

6. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide, exercise the rights and obligations of the Company, except for the rights and obligations within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) Decide on the strategy, medium-term development plan, and annual business plan of the Company;

b) Propose the types of shares and the total number of shares authorized for offering of each type;

- c) Decide on the sale of unsold shares within the scope of the number of shares authorized for offering of each type; decide on raising additional capital in other forms;
- d) Decide on the selling price of the company's shares and bonds;
- e) Decide on the repurchase of shares in accordance with Clauses 1 and 2 of Article 133 of the Law on Enterprises;
- f) Decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) Decide on market development, marketing, and technology solutions;
- h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, and contracts and transactions within the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the General Director and other important managers as stipulated in the company's Charter; decide on the salary, remuneration, bonuses, and other benefits of these managers; appoint authorized representatives to participate in the Board of Directors, Members' Council, or General Meeting of Shareholders in other companies, decide on the level of remuneration and other benefits of these individuals;
- j) Supervise and direct the General Director and other managers in the daily business operations of the Company;
- k) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital, purchase of shares in other enterprises;
- l) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or solicit opinions for the General Meeting of Shareholders to approve resolutions;
- m) Submit the audited annual financial statements to the General Meeting of Shareholders;
- n) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses incurred during business operations;
- o) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;
- p) Decide on the issuance of the Operating Regulations of the Board of Directors, the Internal Corporate Governance Regulations after being approved by the General Meeting of Shareholders; decide on the issuance of the Operating

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Regulations of the Audit Committee under the Board of Directors, the Company's Information Disclosure Regulations;

q) Other rights and obligations as stipulated by the Law on Enterprises, the Law on Securities, other legal regulations, and the company's Charter.

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

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors receive remuneration for their work and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of the members of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. A member of the Board of Directors holding an executive position or a member of the Board of Directors performing duties other than the normal scope of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum fee per instance, salary, commission, percentage of profit, or in another form as decided by the Board of Directors.

4. A member of the Board of Directors is entitled to be reimbursed for all travel, accommodation, and other reasonable expenses incurred while performing their duties as a member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders and the Board of Directors.

5. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.

6. Members of the Board of Directors may be purchased liability insurance by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) Develop the program and plan of activities of the Board of Directors;
- b) Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of resolutions and decisions of the Board of Directors;
- e) Chair meetings of the General Meeting of Shareholders;
- f) Other rights and obligations as stipulated by the Law on Enterprises and the Company's Charter.

4. In case the Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or being dismissed or removed.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles stipulated in the Company's Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, is missing, is temporarily detained, is serving a prison sentence, is serving an administrative measure at a compulsory drug rehabilitation center, compulsory education center, has escaped from their place of residence, is restricted or has lost civil capacity, has difficulty in perception, controlling their behavior, is prohibited by the Court from holding a position, practicing a profession or doing a certain job, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of the end of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with the highest and equal number of votes or percentage of votes, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.



2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors in the following cases:

a) Upon the request of the General Director or at least five (05) other executives;

b) Upon the request of at least 02 members of the Board of Directors;

c) Upon the proposal of an independent member of the Board of Directors;

4. The proposal specified in Clause 3, Article 30 of this Charter must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the proposal specified in Clause 3 of this Article. If the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the person making the proposal has the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the Notice of Meeting at least three (03) working days before the meeting date. The Notice of Meeting must specify the time and place of the meeting, the agenda, the issues for discussion and decision. The Notice of Meeting must be accompanied by the documents to be used at the meeting and the voting slip of the members.

The Notice of Meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods stipulated in the Company's Charter and ensuring delivery to the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to the members of the Board of Directors.

8. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of 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 (07) days from the date of the first scheduled meeting. In this case, the second convened meeting shall be conducted if more than half (1/2) of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be considered as attending and voting at the meeting in the following cases:

a) Attending and voting directly at the meeting;

b) Authorizing another person to attend and vote as stipulated in Clause 11 of this Article;

c) Attending and voting through online conference, electronic voting, or other electronic forms;

d) Sending the voting slip to the meeting via mail, fax, email;

e) Sending the voting slip by other means as stipulated in the Company's Charter.

10. In case of sending the voting slip to the meeting via mail, the voting slip must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. The voting slip shall only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors shall be approved if supported by the majority of the attending members; in case of an equal number of votes, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

Article 31. Company Secretary

1. The Board of Directors of the Company must appoint at least one (01) company secretary to support the company's governance work at the enterprise. The company secretary may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.

2. The company secretary shall not simultaneously work for the approved auditing organization that is auditing the Company's financial statements.

3. The company secretary has the following rights and obligations:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders as stipulated and related matters between the Company and shareholders;

b) Prepare meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;

c) Advise on meeting procedures;

d) Attend meetings;

e) Advise on the procedures for drafting resolutions of the Board of Directors in accordance with the law;

f) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors;

- g) Supervise and report to the Board of Directors on the Company's information disclosure activities.
- h) Serve as the point of contact with relevant stakeholders;
- i) Maintain confidentiality of information in accordance with legal regulations and the company's Charter;
- j) Other rights and obligations as stipulated by law and the Company's Charter.

Chapter VIII

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 32. Management Structure

The company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, and a Chief Accountant. The General Director and Chief Accountant are appointed by the Board of Directors. Deputy General Directors are appointed by the General Director. The appointment, dismissal, and removal of the General Director and Chief Accountant must be approved by a resolution or decision of the Board of Directors.

Article 33. Company Executives

1. Company executives include the General Director, Deputy General Directors, Chief Accountant, and other executives in the company appointed by the Board of Directors.

2. Other executives are those proposed by the General Director and approved by the Board of Directors. The Company may recruit other executives in a number and with qualifications consistent with the Company's structure and management regulations as stipulated by the Board of Directors. Company executives must be responsible for assisting the Company in achieving the objectives set out in its operations and organization.

3. The General Director is paid a salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.

4. The salaries of executives are included in the Company's business expenses in accordance with the law on corporate income tax, are presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Appointment, Dismissal, Duties, and Powers of the General Director

1. The Board of Directors appoints one (01) member of the Board of Directors or hires another person to be the General Director.

2. The General Director is the person who manages the Company's daily business operations; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the exercise of assigned rights and obligations.

3. The term of office of the General Director does not exceed 5 years and can be reappointed for an unlimited number of terms. The appointment may cease to be effective based on the provisions of the labor contract. The General Director must meet the standards and conditions prescribed by law and the Company's Charter.

4. The General Director has the following rights and obligations:

a) Organize the implementation of resolutions and decisions of the Board of Directors;

b) Decide on matters related to the Company's daily business operations that are not within the authority of the Board of Directors;

c) Organize the implementation of the Company's business plan and investment plan;

d) Propose the Company's organizational structure plan and internal management regulations;

e) Appoint, dismiss, and remove management positions in the Company, except for positions within the authority of the Board of Directors;

f) Decide on salaries and other benefits for employees in the Company, including managers appointed by the General Director;

g) Recruit labor;

h) Propose a plan for paying dividends or handling business losses;

i) Other rights and obligations as prescribed by law, the Company's Charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors present at the meeting approve and appoint a new General Director to replace them.

Chapter IX

AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 35. Nomination and Election of Audit Committee Members

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not Company executives.

2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 36. Composition of the Audit Committee



1. The Audit Committee has 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

2. Members of the Audit Committee must have knowledge of accounting and auditing, a general understanding of the law and the Company's operations, and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an approved auditing organization that performed audits of the company's financial statements in the 03 consecutive years prior.

3. The Chairman of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.

Article 37. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations as stipulated in Article 161 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:

1. Has the right to access documents related to the Company's operations, communicate with other members of the Board of Directors, the General Director, the Chief Accountant, and other management personnel to collect information for the Audit Committee's activities.

2. Has the right to request representatives of the approved auditing organization to attend and answer questions related to the audited financial statements at the Audit Committee meetings.

3. Use external legal, accounting, or other consulting services when necessary.

4. Develop and submit to the Board of Directors policies for risk detection and management; propose to the Board of Directors solutions for handling risks arising in the Company's operations.

5. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the General Director, and other managers have not fully performed their responsibilities as stipulated in the Law on Enterprises and the Company's Charter.

6. Develop the operating regulations of the Audit Committee and submit them to the Board of Directors for approval.

Article 38. Meetings of the Audit Committee

1. The Audit Committee must meet at least 02 times a year. Meeting minutes must be detailed, clear, and fully preserved. The minute-taker and the members of the Audit Committee attending the meeting must sign the meeting minutes.

2. The Audit Committee makes decisions by voting at meetings, obtaining opinions in writing, or in other forms as regulated. Each member of the Audit Committee has one vote. Unless a higher ratio is stipulated, the decision of the Audit Committee is approved if it is supported by the majority of the members present; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Audit Committee.

Article 39. Report on the activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders

1. Independent members of the Board of Directors in the Audit Committee are responsible for reporting on their activities at the annual General Meeting of Shareholders.

2. The report on the activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must include the following contents:

a) Remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee as stipulated in the Law on Enterprises and the Company's Charter;

b) Summary of the Audit Committee meetings and the conclusions and recommendations of the Audit Committee;

c) Results of supervision of the financial statements, operational situation, and financial situation of the Company;

d) Evaluation report on transactions between the Company, its subsidiaries, and other companies where the Company holds control of 50% or more of the charter capital with members of the Board of Directors, the General Director, other executives of the enterprise, and their related persons; transactions between the Company and companies in which a member of the Board of Directors, the General Director, or other executives of the enterprise was a founding member or a manager of the enterprise within the 03 years immediately preceding the transaction;

e) Results of the evaluation of the Company's internal control and risk management system;

f) Results of supervision of the Board of Directors, General Director and other executives of the enterprise;

g) The results of evaluating the coordination of activities between the Audit Committee and the Board of Directors, General Director, and shareholders.

Chapter X

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

Article 40. Duty of Care

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Members of the Board of Directors, General Director, and other executives are responsible for performing their duties, including those as members of committees and boards of the Board of Directors, honestly and carefully for the benefit of the Company.

Article 41. Duty of Honesty and Avoiding Conflicts of Interest

1. Members of the Board of Directors, General Director, and other executives must disclose related interests in accordance with the Law on Enterprises and other legal regulations.

2. Members of the Board of Directors, General Director, other executives, and their related persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, General Director, and other executives have the obligation to inform the Board of Directors about transactions between the Company, its subsidiaries, and other companies controlled by the Company with 50% or more of the charter capital with that same subject or with related persons of that subject in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Directors may not vote on transactions that bring benefits to that member or their related persons in accordance with the Law on Enterprises and the company's charter.

5. Members of the Board of Directors, General Director, other managers, and their related persons may not use or disclose internal information to others to carry out related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, General Director, other executives, and individuals and organizations related to these subjects are not invalid in the following cases:

a) For transactions with a value less than or equal to twenty percent (20%) of the total asset value recorded in the most recent financial statement, the important elements of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, General Director, and other executives have been reported to the Board of Directors; and have been approved by the Board of Directors with a majority of votes in favor of the members of the Board of Directors who do not have related interests.

b) For transactions with a value greater than twenty percent (20%) or transactions that result in a transaction value arising within 12 months from the date of the first transaction with a value of 20% or more of the total asset value recorded in the most recent financial statement, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, General Director, and other executives have been disclosed to the shareholders and

approved by the General Meeting of Shareholders with the votes of shareholders who do not have related interests.

Article 42. Responsibility for Damages and Compensation

1. Members of the Board of Directors, General Director, and other executives who violate the duty of honesty and care, and fail to fulfill their obligations with diligence and professional competence shall be responsible for the damages caused by their violations.

2. The Company shall compensate those who have been, are, or may become a party involved in claims, lawsuits, prosecutions (including civil, administrative, and not lawsuits initiated by the Company) if that person has been or is a member of the Board of Directors, General Director, other executive, employee or authorized representative of the Company has or is performing duties authorized by the Company, acting honestly, diligently, in the best interests of the Company, based on compliance with the law and there is no evidence confirming that the person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, actual payments incurred (including attorney fees) when resolving these cases within the framework permitted by law. The Company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

Chapter XI

RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 43. Right to inspect books and records

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:

a) Ordinary shareholders have the right to review, inspect, and extract information regarding the names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to review, inspect, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Audit Committee, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. Members of the Board of Directors, Chief Executive Officer, and other executives have the right to inspect the Company's shareholder register, list of shareholders, and other Company books and records for purposes related to their positions, provided that this information is kept confidential.



3. In case the authorized representative of a shareholder or group of shareholders requests to inspect books and records, they must present the power of attorney from the shareholder or group of shareholders they represent or a notarized copy of this power of attorney.

4. The Company must keep this Charter and its amendments and supplements, the Business Registration Certificate, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial reports, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the business registration authority are notified of the location where these documents are stored.

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

Chapter XII

PARTY ORGANIZATION, YOUTH UNION, EMPLOYEES, AND TRADE UNION

Article 44. Party Organization – Trade Union - Youth Union

The organizations: Communist Party of Vietnam, Trade Union, Ho Chi Minh Communist Youth Union within the Company operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the charters of those organizations.

The Company respects and creates conditions for these organizations to operate in accordance with their functions, duties, and charters.

1. Party Organization

a) The Company's Party Organization is a political organization, directly leading the Company's Youth Union and Trade Union. The Company's Party Organization participates in activities and is directly guided by the higher-level Party Committee;

b) The activities of the Company's Party Organization must comply with current legal regulations, the Party Charter, and resolutions of the Party at all levels; the Joint Stock Company shall create favorable conditions for its activities;

c) The Company's Party Organization has the following responsibilities and rights:

- Implement political tasks and other tasks as stipulated in the Party Charter for Party organizations in joint stock companies.

- Request the Company's Board of Directors and Chief Executive Officer to comply with current laws.

- Disseminate the Party's guidelines and policies to each employee in the Company.

- Foster and introduce the Company's management staff and employees to become outstanding Party members, capable of meeting the requirements of the job and the Company's development, and meeting the requirements of industrialization and modernization of the country.

2. Youth Union

a) The Company's Youth Union is a socio-political organization, operating under the direct guidance of the Company's Party Cell, and is an organization that protects the legitimate rights and interests of young people. In addition, the activities of the Company's Youth Union are also guided by the higher-level Youth Union authority.

b) The activities of the Youth Union in the Company must comply with the law, the Youth Union Charter, and the Company shall create favorable conditions for its activities

c) Responsibilities and powers of the Youth Union:

- Mobilize and educate young people to live and work in accordance with the law, strictly comply with the Youth Union Charter and the labor regulations of the joint-stock company;

- Encourage and assist Youth Union members in studying to improve their cultural level, skills, and expertise to meet the company's job requirements;

- Coordinate with the Trade Union to organize emulation activities, entertainment, and recreation for Youth Union members and employees in the Company.

Article 45. Employees and Trade Union

1. The General Director must prepare a plan for the Board of Directors to approve matters related to the recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline of employees and business executives.

2. The General Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade union organizations in accordance with the best standards, practices, and management policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

Chapter XIII

PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders decides the annual dividend payment rate and form of dividend payment from the Company's retained earnings.

2. The Company does not pay interest on dividend payments or payments related to a class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividends in shares, and the Board of Directors is the body that implements this decision.

4. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment can be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company transferred to this shareholder. The payment of dividends for shares listed/registered for trading on the stock exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Law on Enterprises, the Law on Securities, the Board of Directors passes resolutions and decisions to determine a specific date for closing the list of shareholders. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.

6. Other matters related to profit distribution shall be carried out in accordance with current legal provisions.

Chapter XIV

BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME

Article 47. Bank Accounts

1. The Company opens accounts at Vietnamese banks or at foreign banks permitted to operate in Vietnam.

2. With the prior approval of the competent authority, if necessary, the Company may open bank accounts abroad in accordance with legal provisions.

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

Article 48. Fiscal Year

The Company's fiscal year begins on January 01 every year and ends on December 31 every year. The first fiscal year begins on the date of issuance of the Enterprise Registration Certificate and ends on December 31 of that year.

Article 49. Accounting Regime

1. The accounting regime used by the company is the enterprise accounting regime or a specific accounting regime issued and approved by the competent authority.

2. The Company keeps accounting books in Vietnamese and retains accounting records in accordance with the law on accounting and relevant laws.

These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses Vietnamese Dong as the accounting currency. In cases where the Company's economic transactions primarily occur in one foreign currency, it may choose that foreign currency as its accounting unit, be responsible for that choice before the law, and notify the direct tax authority.

Chapter XV

FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 50. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the law. The Company shall disclose the audited annual financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent state authority.

2. The annual financial statements must include all reports, appendices, and notes as required by the law on corporate accounting. The annual financial statements must truthfully and objectively reflect the Company's activities.

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

Article 51. Annual report

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

Chapter XVI

COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to decide on the selection of one of these entities to audit the Company's financial statements for the next 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 performing the audit of the Company's financial statements may attend the General Meetings of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders

and may express opinions at the meeting on matters related to the audit of the Company's financial statements.

Chapter XVII

SEALS

Article 53. Seals

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and content of the seal of the Company, its branches and representative offices
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current law.

Chapter XVIII

TERMINATION OF OPERATION AND LIQUIDATION

Article 54. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) The operating period stated in the Company's Charter has ended without a decision to extend it;
 - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c) The Enterprise Registration Certificate is revoked, except as otherwise provided by the Law on Tax Administration;
 - d) Other cases as provided by law.
2. The dissolution of the company before its term (including the extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority as required.

Article 55. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the end of the operating period so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The operating period shall be extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

Article 56. Liquidation

1. At least six (06) months before the end of the Company's operating period or after a decision to dissolve the Company has been made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, two of

whom are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be paid by the Company in priority over other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the business registration authority the date of establishment and the date of commencement of operations. From that time, the Liquidation Committee represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

3. The proceeds from the liquidation shall be paid in the following order:

- a) Liquidation costs;
- b) Debts for wages, severance pay, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remainder after all debts from Point a to Point d of this Article have been paid shall be distributed among the shareholders. Preferred shares shall be paid first.

Chapter XIX

INTERNAL DISPUTE RESOLUTION

Article 57. Internal dispute resolution

1. In case of disputes or complaints arising related to the Company's operations, the rights and obligations of shareholders as stipulated in the Law on Enterprises, other legal provisions, the Company's Charter, and the provisions between:

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, Chief Executive Officer, or other executive.

The relevant parties shall attempt to resolve the dispute through negotiation and conciliation. Except for disputes related to 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 and request each party to present information related to the dispute within seven (07) working days from the date the dispute arises. In case of disputes related to the Board of Directors or the Chairman of the Board of Directors, any party may request the Board of Directors to appoint an independent expert to mediate the dispute resolution process.

2. If a conciliation decision is not reached within six (06) weeks from the start of the conciliation process or if the mediator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or a competent Court.

3. The parties shall bear the costs related to the negotiation and conciliation procedures. The payment of Court costs shall be made according to the Court's judgment.

Chapter XX

AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 58. Amendment and supplementation of the Company's Charter

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case the law related to the Company's operations is not mentioned in this Charter or in case there are new legal provisions different from the provisions in this Charter, those provisions shall apply to regulate the Company's operations.

Chapter XXI

EFFECTIVE DATE

Article 59. Effective date

1. This Charter consists of XXI chapters and 59 Articles, unanimously approved by the Company's annual General Meeting of Shareholders on April 22, 2025. This Charter is effective from April 22, 2025, and replaces the Company's previously issued Charters.

2. This Charter is made in 10 copies, all having the same value, and must be kept at the Company's head office.

3. This Charter is the sole and official Charter of the Company.

4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

Binh Duong, date .18.. month .5.. year 2025

GENERAL DIRECTOR



Dinh Văn Trọng

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Appendix I-7

(Promulgated together with the Regulation No. 01/2021/TT-BKHDT dated March 16, 2021 of the Minister of Planning and Investment)

LIST OF FOUNDING SHAREHOLDERS OF THE JOINT STOCK COMPANY

Order Number	Founding Shareholders	Date of birth for founding shareholders who are individuals	Gender	Nationality	People	Contact address for individual founding shareholders; Head office address for founding shareholders being organizations	Type of paper, number, date of issuance, agency issuing legal documents of the individual/organization	Capital contribution1								Capital contribution term3	Signature of the founding shareholder4	Notes
								Total Shares		Rate (%)	Share Type				Type of assets, quantity and value of assets contributed to capital2			
								Amount	Value (VN D)		Common						
											Amount	Value	Amount	Value				
1	2	3	4	5	6	7	9	10	11	12	13	14	15	16	17	18	19	20
1	Binh Duong Import-Export Manufacturing Corporation							0	0	0%	0	0						
2	Nguyen The Phi	19/9/1974	South	Vietnam	Sutra			0	0	0%	0	0						
3	Phuc Tai Cooperative							141.100	1.411.000.000	1,033%	141.100	1.411.000.000				14/7/2008 to 24/12/2010		

4	Nguyen Thanh Xuan	19/5/1960	South	Vietnam	Sutra		0	0	0%	0	0						
5	Van Hoang Tung	10/3/1966	South	Vietnam	Sutra		100	1.000.000	0,00 1%	100	1.000.000			14/7/2008			
6	Ly Hien Kiet	10/11/1976	South	Vietnam	Sutra		0	0	0%	0	0						
7	Other Shareholders						5.050.300	50.503.000	36,9 6%	5.050.300	50.503.000			24/12/2010			

Binh Duong, day 08.. month 5... year 2021

LEGAL REPRESENTATIVE

GENERAL DIRECTOR(

Sign and write full name)



Dinh Văn Trọng