

<b>Business sector/ occupation code</b>	<b>Business sector name</b>
4933	<p><b>Road Freight Transport</b></p> <p>Details:</p> <ul style="list-style-type: none"> <li>- General freight transport: transport of wood, livestock, agricultural and forestry products, and other general goods;</li> <li>- Transport of goods using specialized vehicles: tank trucks for liquids, chemical trucks, refrigerated trucks;</li> <li>- Heavy cargo transport, container transport;</li> <li>- Transport of scrap, waste, and garbage, excluding collection or disposal of scrap, waste, and garbage.</li> <li>- Furniture moving services;</li> <li>- Truck rental with driver;</li> <li>- Transport of goods using animal-drawn or human-drawn vehicles.</li> </ul>
5210	<p><b>Warehousing and Storage of Goods</b></p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Storage and warehousing activities for various types of goods in underground storage, tanks, general warehouses, cold storage, etc.;</li> <li>- Storage of goods not part of transportation services;</li> <li>- Storage of goods in bonded warehouses;</li> <li>- Refrigeration related to warehousing and storage;</li> <li>- Storage of physical documents and paper records.</li> </ul>
5224	<p><b>Cargo Handling</b></p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Loading goods or passenger luggage onto transport vehicles or unloading goods or passenger luggage from transport vehicles;</li> <li>- Handling goods;</li> <li>- Loading and unloading goods from train cars;</li> <li>- Providing manned lifting and handling equipment, e.g., cranes, hoists, etc., for transporting goods;</li> <li>- Moving goods in industrial areas using transport equipment unsuitable for use on roads.</li> </ul>
5225	<p><b>Activities directly supporting road transport services</b></p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Activities related to the transport of passengers, animals, or goods by road</li> <li>- Operation of bus and truck terminals, loading and unloading points</li> <li>- Management of roads, bridges, tunnels, car parks or garages, bicycle and motorbike parking areas</li> <li>- Road towing and rescue</li> </ul>

<b>Business sector/ occupation code</b>	<b>Business sector name</b>
	<ul style="list-style-type: none"> <li>- Operation of road toll stations</li> <li>- Monitoring of goods transport by truck</li> <li>- This group also includes: Liquefaction and/or regasification of natural gas for road transport.</li> </ul>
5229	<p><b>Other support services related to transportation</b></p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Arranging or organizing rail, road, sea, or air transport activities;</li> <li>- Logistics consulting activities, such as planning, organizing/designing, and supporting transportation, warehousing, and distribution of goods;</li> <li>- Collecting and issuing transport documents or bills of lading;</li> <li>- Other related activities such as: Packaging goods for the purpose of protecting goods during transport, unloading goods, sampling, weighing goods.</li> </ul>
5510	<p><b>Hotels and Similar Accommodation Services</b></p> <p>Details:</p> <p>This group includes: Activities providing accommodation services, usually daily or weekly for short stays. This involves providing fully equipped accommodations in individual rooms and hotels. Services provided include daily bed making and room cleaning. Additional services may be provided, for example: bed making, room cleaning, catering services, laundry services, provision of facilities for seminars and conferences... Activities in this group are characterized by providing services directly to customers at the accommodation.</p> <p>This includes providing accommodation services in hotels ranging from 1 to 5 stars according to regulations on accommodation standards, with full equipment, amenities and services necessary for tourists, including hotels built as a single unit (hotel), floating hotels, commercial hotels, and resort hotels with daily housekeeping services, and may include other services such as food and beverage, parking, laundry services, swimming pools, gyms, entertainment services, meeting rooms and meeting room equipment.</p>
5520	<p><b>Other Short-Term Accommodation Services</b></p> <p>This group includes: Activities providing short-term accommodation services, usually daily or weekly, in rooms, houses, apartments, or condominiums furnished primarily for short-term travelers and not providing direct services to customers at the accommodation and with very few additional services (if any).</p>

<b>Business sector/ occupation code</b>	<b>Business sector name</b>
	This includes accommodation services such as: Tourist villas; tourist apartments; holiday apartments; apartments and rooms without housekeeping services; mountain lodges; country lodges; small accommodations providing only overnight stays and breakfast (B&Bs); lodges provided by private households;...
5610	<p><b>Restaurants and Mobile Food Service</b></p> <p>Details:</p> <p>This group includes: Activities providing food and beverage services to customers, where customers are served or choose from pre-prepared dishes, which can be eaten on-site or purchased for takeaway. This group also includes the preparation, processing, and serving of food and beverages at mobile food carts or pushcarts. Specifically:</p> <ul style="list-style-type: none"> <li>- Restaurants and eateries;</li> <li>- Self-service restaurants;</li> <li>- Fast food restaurants;</li> <li>- Takeaway food shops;</li> <li>- Ice cream carts;</li> <li>- Mobile food carts;</li> <li>- Food and beverage stalls on the street or in markets.</li> <li>- Restaurant and bar activities on ships, boats, and transport vehicles if this activity is considered a separate activity not part of the transport service and is performed by another entity;</li> <li>- Restaurant operations within a hotel if these operations are considered a separate unit and not part of the hotel's overall operations;</li> <li>- Takeaway restaurant operations within a supermarket if these are conducted by separate units and are not part of the supermarket's overall operations.</li> </ul>
5621	<p><b>Providing catering services on an irregular contractual basis with clients</b></p> <p>Details:</p> <ul style="list-style-type: none"> <li>- This group includes: Providing catering services on a contractual basis with clients, at the location requested by the client, such as corporate and business conferences, weddings, and other family events...</li> </ul>
5629	<p><b>Other Food and Beverage Services</b></p> <p>This group includes: Providing food and beverage services under contract with clients for a specific period of time.</p>

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	<ul style="list-style-type: none"> <li>- Food and beverage franchising, for example, providing food and beverage services for sports competitions or similar events for a specific period of time. Food and beverages are usually prepared at the service provider's location and then transported to the client's location;</li> <li>- Food service contractor activities, for example, transportation facilities...;</li> <li>- Canteen and self-service food service operations (e.g., canteens in offices, factories, hospitals, schools) on a franchise basis;</li> <li>- Contract meal provision, for example, providing meals for airlines, railway passenger transport companies...;</li> </ul>
5630	<p><b>Dịch vụ phục vụ đồ uống</b></p> <p>Chi tiết:</p> <p>Nhóm này gồm: Hoạt động chế biến và phục vụ đồ uống cho khách hàng tiêu dùng tại chỗ của các quán bar, quán karaoke, quán rượu; quán giải khát có khiêu vũ (trong đó cung cấp dịch vụ đồ uống là chủ yếu); hàng bia, quán bia; quán cafe, nước hoa quả, giải khát; dịch vụ đồ uống khác như: nước mía, nước sinh tố, quán chè, xe bán rong đồ uống... Dịch vụ phục vụ đồ uống có thể bao gồm việc hát nhạc.</p> <ul style="list-style-type: none"> <li>- Hoạt động chế biến và phục vụ đồ uống cho khách hàng tiêu dùng tại chỗ của các câu lạc bộ đêm;</li> <li>- Hoạt động chế biến và phục vụ đồ uống cho khách hàng tiêu dùng tại chỗ của các quán bar trên các phương tiện vận tải, ví dụ như tàu hoặc thuyền nếu được thực hiện bởi các đơn vị riêng biệt;</li> <li>- Hoạt động nhượng quyền đồ uống, ví dụ tại các cơ sở thể thao hoặc các cơ sở tương tự;</li> <li>- Hoạt động cung cấp đồ uống lưu động trên các phương tiện vận tải và trong các cơ sở vận tải, nếu hoạt động này được coi là một hoạt động riêng biệt mà không phải là một phần của dịch vụ vận tải và được thực hiện bởi đơn vị khác.</li> </ul>
6810	<p><b>Real estate business, land use rights belonging to the owner, user or lessee</b></p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Buying and selling residential houses and land use rights for residential purposes</li> <li>- Buying and selling non-residential houses and land use rights for non-residential purposes</li> </ul>

<b>Business sector/ occupation code</b>	<b>Business sector name</b>
	<ul style="list-style-type: none"> <li>- Leasing and operating residential houses and land</li> <li>- Leasing and operating non-residential houses and land</li> <li>- Other real estate business</li> </ul>
6821	<p><b>Real Estate Brokerage Services</b></p> <p>Details:</p> <p>This group includes: Brokerage activities in the buying, selling, and leasing of real estate through connecting buyers with sellers or service providers in exchange for fees or commissions. These brokerage activities can be conducted on digital platforms or through non-digital channels (face-to-face meetings, door-to-door marketing, telephone, mail, etc.); including the provision of real estate services through independent real estate agents or brokers such as brokering the buying, selling, and leasing of real estate on a fee or contract basis. Fees or commissions received may come from buyers, sellers of real estate, or real estate service providers. Revenue from brokerage activities may also include other sources of income such as revenue from selling advertising space to third parties.</p> <p>This group also includes: Real estate listing services.</p>
6829	<p><b>Other real estate activities on a fee or contract basis</b></p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Consulting and management activities for residential housing and land use rights</li> <li>- Consulting and management activities for non-residential housing and land use rights</li> <li>- Auctioning of real estate and land use rights</li> <li>- Other real estate activities not classified elsewhere on a fee or contract basis</li> </ul>
8299	<p><b>Other remaining business support services not classified elsewhere</b></p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Fundraising services on a fee or contract basis;</li> <li>- Court note-taking or shorthand services;</li> <li>- Public shorthand services;</li> <li>- Real-time (e.g., live) subtitling for meetings and conferences;</li> <li>- Barcode services;</li> <li>- Barcode printing services;</li> <li>- Asset recovery services;</li> <li>- Parking fee collection services;</li> </ul>

<b>Business sector/ occupation code</b>	<b>Business sector name</b>
	<ul style="list-style-type: none"> <li>- Visa and work permit processing;</li> <li>- Restaurant voucher processing;</li> <li>- Motor vehicle registration assistance;</li> <li>- Transportation services;</li> <li>- Entertainment gift package management;</li> <li>- Coupon issuance and processing;</li> <li>- Crowdfunding;</li> <li>- Buying, selling, and brokering of cryptocurrency assets without legal liability (not issued by a monetary authority);</li> <li>- Company headquarters relocation services;</li> <li>- Reading heat and hot water consumption, including cost allocation;</li> <li>- Independent bidder operations;</li> <li>- Managing customer loyalty programs;</li> <li>- Selling travel packages/package tours: a form of service distribution related to tourism but as a temporary service, which can be of any type such as hotels, restaurants, care services, entertainment activities, etc.</li> </ul>

The General Meeting of Shareholders unanimously authorizes the Board of Directors to review, assess, and evaluate. If deemed necessary and/or due to changes in relevant legal regulations to ensure the benefit of the Company, the Board of Directors shall proactively decide to implement updates, amendments, and additions to the business codes and activities to align with the development orientation of other business activities permitted by law.

## 2. Company's Operational Objectives

a) Expand the value chain of Vietnamese agricultural products from cultivation, harvesting, processing, and distribution, contributing to promoting Vietnamese agricultural products to the global market.

b) Continue to affirm its position as a leading import-export enterprise in Vietnam. Build and develop a sustainable agricultural value chain through international projects, aiming to become a reliable supplier in Vietnam.

c) Gradually expand the market, boost business, create jobs and income for employees, and maximize shareholder benefits. During its operation, the Company may have other operational objectives that are consistent with the provisions of the law.

## **Article 5. Scope of Business and Activities of the Company**

The company is permitted to conduct business activities in the registered business lines specified in this Charter, has registered and notified changes to its registration with the business registration authority, and has published them on the National Business Registration Portal.

## **Section IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

### **Article 6. Charter capital, shares, founding shareholders**

1. The Company's charter capital is VND 135,392,670,000 (In words: One hundred thirty-five billion, three hundred ninety-two million, six hundred seventy thousand dong).

The total charter capital of the Company is divided into 13,539,267 shares (Thirteen million, five hundred thirty-nine thousand, two hundred sixty-seven shares) with a par value of VND 10,000/share (Ten thousand dong).

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of the law.

3. The Company's shares on the date of adoption of this Charter only include common shares. The rights and obligations of shareholders holding shares are stipulated in Articles 12 and 13 of this Charter.

4. 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 the law.

5. The name, address, number of shares, and other information about the founding shareholders as stipulated in the Enterprise Law are listed in Appendix 01 attached. This Appendix is part of this Charter.

Common shares must be offered preferentially to existing shareholders in proportion to their ownership of common shares in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute those shares to shareholders and others under less favorable conditions than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise or the shares are sold through the Stock Exchange/Securities Trading Center.

6. The Company may repurchase shares issued by itself in the manner prescribed in these Articles of Association and applicable law.

7. The Company may issue other types of securities as prescribed by law..

### **Article 7. Stock Certificate**

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.

2. Shares are securities of the Company, represented in the form of certificates issued by the Company, book entries, or electronic data confirming the legal rights and interests of the owner in a portion of the issuer's share capital. Share certificates must contain all the information as stipulated in Clause 1, Article 121 of the Enterprise Law.

3. Within 15 (fifteen) days from the date of submitting a complete application for transfer of share ownership as prescribed by the Company, or within 2 (two) months from the date of full payment for the shares as stipulated in the Company's share issuance plan, the owner of the shares will be issued a share certificate. The share owner is not required to pay the Company the cost of printing the share certificate.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued the certificate by the Company upon the shareholder's request. The shareholder's request must include the following:

- a) Information about the lost, damaged, or otherwise destroyed share certificate;
- b) A commitment to assume responsibility for any disputes arising from the reissue of the new share certificate;
- c) Payment of all costs related to the reissue of the new share certificate to the company.

**Article 8. Other securities certificates**

The Company's bond certificates or other securities certificates are issued bearing the signature of the legal representative and the Company's seal.

**Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise stipulated in this Charter and by law. Shares listed and registered for trading on the stock exchange are transferable in accordance with the provisions of the law on securities and the securities market.

2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

**Article 10. Revocation of shares (in the case of business registration)**

1. In the event that 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 demand that the shareholder pay the remaining amount and be liable for the Company's financial obligations arising from the failure to pay, corresponding to the total par value of the registered shares

2. The aforementioned payment notice must clearly state the new payment deadline (at least 7 days from the date of sending the notice), the payment location, and must clearly state that in case of non-payment as required, the unpaid shares will be repurchased.

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

4. The repurchased shares shall be considered as shares authorized for sale as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale and redistribution of shares under the conditions and manner that the Board of Directors deems appropriate.

5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but remain liable for the total par value of the registered shares for the Company's financial obligations arising at the time of repurchase, as decided by the Board of Directors, from the date of repurchase until the

date of payment. The Board of Directors has the full right to decide on the enforcement of payment of the full value of the shares at the time of repurchase.

6. The repurchase notice shall be sent to the holder of the repurchased shares before the date of repurchase. The repurchase remains valid even in the event of errors or negligence in sending the notice.

## **Section V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL**

### **Article 11. Organizational structure, governance and control**

The Company's organizational structure for management, administration, and control includes:

1. General Meeting of Shareholders;
2. Board of Directors (operating according to the model specified in point a, clause Article 137 of the Enterprise Law);
3. Supervisory Board (operating according to the model specified in point a, clause 1, Article 137 of the Enterprise Law);
4. General Director.

## **Section VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 12. Rights of Shareholders**

1. Ordinary shareholders have the following rights:
  - a) To attend and speak at the General Meeting of Shareholders and exercise their voting rights directly or through an authorized representative or other forms as prescribed by the company's charter and the law. Each ordinary share has one voting right;
  - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) To have priority in purchasing new shares in proportion to their ownership of ordinary shares in the Company;
  - d) To freely transfer their shares to others, except as stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law and other relevant legal provisions;
  - e) To review, search, and retrieve information on their name and contact address in the list of shareholders with voting rights; to request correction of inaccurate information about themselves;
  - f) To review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g) To receive a portion of the remaining assets in proportion to their shareholding in the company when the company is dissolved or goes bankrupt;

h) To request the company to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law;

i) To be treated equally. Each share of the same class gives shareholders equal rights, obligations, and benefits. In the case of 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 in accordance with the law;

k) To have their legitimate rights and interests protected; 1. Shareholders have the right to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;

l) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:

a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law;

b) Review, search, and extract minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;

c) Request the Supervisory Board to examine specific issues 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, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; the number of shares and registration date of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total shares of the Company; the issue to be inspected, and the inspection target section;

d) Proposals for inclusion in the General Meeting of Shareholders. Proposals must be in writing and sent to the Company no later than 03 (three) working days before the opening date. Proposals must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

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

3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination process for the Board of Directors and the Supervisory Board is as follows:

a) Common shareholders forming a group to nominate individuals to the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting at least 3 (three) days before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. 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 as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

### **Article 13. Obligations of Shareholders**

Common shareholders have the following obligations:

1. Pay the committed shareholding amount in full and on time.
2. Shareholders are not permitted to withdraw contributed capital in the form of common shares from the Company in any form, except in cases where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed capital contrary to the provisions of this clause, that shareholder and any related parties in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages. Comply with the Company's Articles of Association and Internal Management Regulations.
3. Abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
4. Maintain confidentiality of information provided by the Company as stipulated in the Company's Articles of Association and the law; only use the provided information to exercise and protect their legitimate rights and interests; disseminating, copying, or sending information provided by the Company to other organizations or individuals is strictly prohibited.
5. 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 conferencing, electronic voting, or other electronic forms;
  - d) Send written voting ballots to the meeting via mail, fax, or email;
  - e) Send voting ballots by other forms approved by the General Meeting of Shareholders.
6. Be personally liable when acting on behalf of the Company in any form to perform any of the following acts:
  - a) Violation of the law;

b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c) Paying debts not yet due before the financial risks to the Company.

7. Fulfill other obligations as required by applicable law.

**Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders convenes annually, within four (4) months from the end of the fiscal year. Unless otherwise stipulated in the Company's Charter, the Board of Directors may decide to extend the Annual General Meeting of Shareholders if necessary, but not exceeding six (6) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold a seconded meeting. The location of the General Meeting of Shareholders is determined by the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Charter, especially approving the audited annual financial statements. In the event that the Company's annual financial statement audit report contains material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm to the Annual General Meeting of Shareholders, and the representative of the approved auditing firm 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 number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members required by law;

c) Shareholders or groups of shareholders owning 5% or more of the total number of common shares believe that the Board of Directors has seriously violated the rights of shareholders, the obligations of managers, or made decisions exceeding its delegated authority; The request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and collected with sufficient signatures of the relevant shareholders;

d) At the request of the Supervisory Board;

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

4. Convening an Extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a General Meeting of Shareholders within 30 (thirty) days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the

Supervisory Board is as stipulated in point b, clause 3 of this Article, or upon receiving the request as stipulated in points c and d, clause 3 of this Article;

b) If the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in point a, clause 4 of this Article, then within the next 30 (thirty) days, the Supervisory Board shall replace the Board of Directors in convening a General Meeting of Shareholders as stipulated in clause 3, Article 140 of the Enterprise Law;

c) If the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in point b, clause 4 of this Article, then the shareholder or group of shareholders stipulated in point c, clause 3 of this Article has the right to request a representative of the Company to convene a General Meeting of Shareholders as stipulated in clause 4, Article 140 of the Enterprise Law;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. This cost does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing the General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Enterprise Law.

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

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

- a) To approve the Company's development orientation;
- b) To decide on the types of shares and the total number of shares of each type authorized for sale; to decide on the annual dividend rate for each type of share;
- c) To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
- d) To decide on the investment 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;
- e) To decide on amendments and additions to the Company's charter;
- f) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total number of shares sold of each type;
- h) To review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- j) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approving the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;

l) Approving the list of approved auditing firms; deciding on the approved auditing firm to conduct the Company's operations, and dismissing approved auditors when deemed necessary;

m) Other rights and obligations as prescribed by law.

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

a) The Company's annual business plan;

b) The audited annual financial statements;

c) The Board of Directors' report on governance and performance of the Board of Directors and each member of the Board of Directors;

d) The Supervisory Board's report on the Company's business results, the performance of the Board of Directors, and the General Director;

e) Self-assessment report on the performance of the Supervisory Board and its members;

f) Dividend rate for each share of each class; this dividend rate shall not exceed the rate proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;

g) Number of members of the Board of Directors and the Supervisory Board;

h) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;

i) Decision on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

j) Approval of the list of approved auditing firms; decision on the approved auditing firm to conduct inspections of the company's operations when deemed necessary;

k) Amendments and additions to the company's charter;

l) Type and number of new shares to be issued for each class of shares and the transfer of shares by founding members within the first three years from the date of establishment;

m) Dividing, separating, merging, consolidating, or transforming the Company;

n) Reorganizing and dissolving (liquidating) the Company and designating a liquidator;

o) Deciding 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 statement;

p) Deciding to repurchase more than 10% of the total shares sold of each class;

q) The Company entering into contracts or transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statement;

r) Approving transactions specified in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of some articles of the Securities Law;

s) Approval of the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;

t) Other matters as prescribed 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. Shareholders, or authorized representatives of shareholders that are organizations, may attend the meeting in person or authorize one or more other individuals or organizations to attend on their behalf, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law.

2. The authorization of an individual or organization to represent a shareholder at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing. The authorization document 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 duration 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 authorization document when registering to attend the meeting. In case of sub-authorization, the person attending the meeting must also present the original authorization document from the shareholder or authorized representative of the shareholder that is an organization (if not previously registered with the Company).

3. The voting ballot of an authorized representative attending the meeting within the scope of their authorization remains valid in the event of any of the following circumstances, except in the following cases:

a) The authorizing person has died, is incapacitated, or has lost their legal capacity;

b) The authorizing person has revoked the authorization;

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

This clause does not apply if the Company receives notification of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17. Changes to Rights**

1. Changes or cancellations of special rights associated with a class of preferred shares are effective when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders is only approved if it is endorsed by preferred shareholders of the same class present at the meeting who own 75% or more of the total number of preferred shares of that class, or by preferred shareholders of the same class owning 75% or more

of the total number of preferred shares of that class in the case of a resolution adopted by written ballot.

2. A meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If the required number of delegates is not present, the meeting shall be rescheduled within the following 30 days, and those holding shares of that class (regardless of the number of individuals and shares) present in person or through authorized representatives shall be considered to have met the required number of delegates. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that class present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

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

4. Unless otherwise stipulated in the Share Issuance Terms, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

**Article 18. Convening the meeting, meeting agenda, and notice of invitation to the General Meeting of Shareholders.**

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 14 of these Charters.

2. The person convening the general meeting of shareholders must perform the following tasks:

a) Prepare a list of shareholders who meet the eligibility requirements to participate and vote at the general meeting of shareholders. The list of shareholders entitled to attend the general meeting of shareholders must be prepared no more than 10 days before the date of sending the notice of invitation to the general meeting of shareholders. The Company must publish information about the preparation of the list of shareholders entitled to attend the general meeting of shareholders at least 20 days before the last registration date;

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

d) Draft resolutions of the general meeting of shareholders according to the expected content of the meeting;

e) Determine the time and place of the meeting;

f) Notifying and sending notices of the General Meeting of Shareholders to all shareholders entitled to attend;

g) Other tasks serving the meeting.

3. Notices inviting shareholders to the General Meeting of Shareholders shall be sent to all shareholders by means that ensure delivery to the shareholders' contact addresses, and simultaneously published on the Company's Website and the State Securities Commission, and the stock exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send notices to all shareholders on the List of Shareholders entitled to attend at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be posted on the Company's Website. The Company shall then send the meeting documents to shareholders if requested. The meeting notice must clearly state the link to the full meeting documents so that shareholders can access them, including:

- a) The meeting agenda and documents to be used in the meeting;
- b) The list and detailed information of candidates in case of electing members of the Board of Directors and members of the Supervisory Board;
- c) Voting ballots;
- d) Draft resolutions for each item on the agenda.

4. Shareholders or groups of shareholders holding 5% or more of the total number of common shares have the right to propose items to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than 05 working days before the opening date of the meeting. Proposals must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed item to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject a proposal stipulated in Clause 4 of this Article if it falls under one of the following cases:

- a) The proposal is submitted improperly according to 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 common shares;
- c) The issue of the proposal is outside the scope of the General Meeting of Shareholders' decision-making authority;
- d) Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as stipulated in Clause 5 of this Article; the proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for holding a General Meeting of Shareholders**

1. A General Meeting of Shareholders shall be held when the number of shareholders in attendance represents more than 50% of the total voting shares.

2. If the first meeting does not meet the conditions for holding a meeting as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within

30 days from the date of the first planned meeting. The second General Meeting of Shareholders shall be held when the number of shareholders in attendance represents 33% or more of the total voting shares.

3. If the second meeting does not meet the conditions for holding a meeting as stipulated in Clause 2 of this Article, a notice of the third meeting must be sent within 20 days from the date of the second planned meeting. The third General Meeting of Shareholders shall be held regardless of the total number of voting shares of the shareholders in attendance.

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

1. Before the meeting commences, the Company must conduct shareholder registration procedures and continue registration until all shareholders entitled to attend the meeting have registered, following this procedure:

a) When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the shareholder's voting number. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the voting cards in favor of the resolution are collected first, followed by those against the resolution. Finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the meeting adjourns. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. 1. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the meeting chairman;

b) Shareholders, authorized representatives of shareholders who are organizations, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairman is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of previously voted items remains unchanged.

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

a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If a chairperson cannot be elected, the Head of the Supervisory Board shall instruct the General Meeting of Shareholders to elect a chairperson from among those present, with the person receiving the highest number of votes serving as the chairperson;

b) Except as stipulated in point a) of this clause, the person signing the minutes convening the General Meeting of Shareholders shall instruct the General Meeting of Shareholders to elect a chairperson, with the person receiving the highest number of votes serving as the chairperson;

c) The chairperson shall appoint one or more individuals to serve as meeting secretaries;

d) The General Meeting of Shareholders shall elect one or more individuals to the vote counting committee as proposed by the chairperson.

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 allocated for each item on the 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 reflecting the wishes of the majority of attendees.

a) Arranging seating at the meeting venue;

b) Ensuring the safety of all persons present at the meeting venue;

c) Creating conditions for shareholders to attend (or continue to attend) the meeting. The person convening the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. These measures may include issuing entry passes or using other selection methods.

5. The General Meeting of Shareholders discusses and votes on each item in the agenda. Voting is conducted by vote of approval, disapproval, and abstention. The results of the vote count are announced by the chairperson immediately before the closing of the meeting.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to vote immediately after registration; in this case, the validity of any previously voted-on items remains unchanged.

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

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

b) To request the competent authority to maintain order at the meeting; to expel those who do not comply with the chair's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

8. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone 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 shareholders can participate in discussions and vote;
- c) Attendees obstruct or disrupt order, posing a risk of preventing the meeting from 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 and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective and enforceable.

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 prescribed in Article 144 of the Enterprise Law and Clause 3 of Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of Articles of the Securities Law.

**Article 21. Conditions for the adoption of a resolution by the General Meeting of Shareholders**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

- a) Types of shares and the total number of shares of each type;
- b) Changes to the business lines, professions, and business sectors;
- c) Changes to the organizational structure of the Company's management;
- 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;
- e) Reorganization or dissolution of the Company;

2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except as stipulated in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Enterprise Law.

3. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and adopting the resolution violate the provisions of the Enterprise Law and the company's charter.

**Article 22. Authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders.**

The authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to obtain shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as stipulated in Clause 2, Article 147 of the Enterprise Law.

2. The Board of Directors must prepare opinion ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion ballots. The requirements and methods for sending opinion ballots and accompanying documents are carried out according to Clause 3, Article 18 of these Charters.

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

- a) Name, head office address, enterprise code;
- b) Section for which the opinion is to be obtained;
- c) Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder; number of shares of each class and number of voting rights of the shareholder;
- d) Issues requiring a vote to be passed;
- e) Voting options including "agree," "disagree," and "no opinion" for each issue;
- f) Deadline for returning the completed ballots to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send their completed opinion ballots to the Company by mail, fax, or email, subject to the following regulations:

a) If sent by mail, the completed opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The ballot sent to the Company must be enclosed in a sealed envelope, and no one may open it before the vote count;

b) If sent by fax or email, the opinion ballot sent to the Company must be kept confidential until the vote count;

c) Opinion ballots sent to the Company after the deadline specified in the ballot content, or that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Unsent ballots will be considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:

- a) Name, registered office address, and business registration number;
- b) The target section and issues requiring a vote to pass the resolution;

c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;

d) The total number of votes in favor, against, and abstentions for each issue;

e) The issue that has been passed and the corresponding percentage of votes in favor;

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

Members of the Board of Directors, vote counters, and vote supervisors shall be jointly responsible for the honesty and accuracy of the vote counting minutes; and jointly responsible for any damages arising from decisions made due to dishonest or inaccurate vote counting.

6. The vote counting minutes and resolutions must be posted on the Company's website within 24 hours of the completion of vote counting.

7. The completed ballots, vote counting minutes, approved resolutions, and related documents attached to the ballots must be kept at the Company's head office.

8. Resolutions adopted by written shareholder consultation are considered valid if approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and shall have the same validity as resolutions adopted at the General Meeting of Shareholders.

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

1. Shareholders' General Meetings must be recorded in minutes and may be audio-recorded or recorded and stored electronically. Minutes must be in Vietnamese, and may also be in a foreign language, containing the following main contents:

a) Name, registered office address, and business registration number;

b) Time and place of the Shareholders' General Meeting;

c) Meeting agenda and content;

d) Full names of the chairperson and secretary;

e) Summary of the meeting proceedings and opinions expressed at the Shareholders' General Meeting on each item on the agenda;

f) Number of shareholders and total number of votes cast by shareholders attending the meeting, appendix listing registered shareholders, shareholder representatives attending the meeting with their respective shareholdings and votes;

g) Total number of votes cast for each voting item, clearly stating the voting method, total number of valid, invalid, affirmative, and abstention votes. the corresponding percentage of the total number of votes cast by shareholders present at the meeting;

h) Issues approved and the corresponding percentage of votes cast;

i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, the minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and contain all the content as

stipulated in this clause. The minutes shall clearly state the chairperson's or secretary's refusal to sign.

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 any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' content.

3. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of discrepancies in content between the minutes in Vietnamese and the minutes in a foreign language, the content in the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

**Article 24. Request for annulment of the Shareholders' General Meeting Resolution**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the 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 annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's 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.

**Section VII. BOARD OF DIRECTORS**

**Article 25. Nomination and candidacy for members of the Board of Directors**

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening 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 in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors that must be published includes:

- a) Full name, date of birth;
- b) Professional qualifications;

- c) Work experience;
- d) Other management positions (including positions on the Board of Directors of 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) Public companies are responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and related interests in the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares of the company have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises. Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares for a continuous period of at least six months may nominate one member; from 20% to less than 30% may nominate two members; from 30% to less than 50% may nominate three members; From 50% to less than 65%, four members are nominated, and if 65% or more, the full number of candidates is nominated.

3. If the number of candidates nominated and elected by the Board of Directors is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates or nominate them in accordance with the company's charter, internal regulations on corporate governance, and the operating regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly announced 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 as stipulated in Clause 1.

#### **Article 26. Composition and term of office of the Board of Directors**

1. The Board of Directors shall consist of 3 to 11 members.
2. The term of office for a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited number of terms. If all members of the Board of Directors complete their terms simultaneously, they shall continue to serve on the Board until new members are elected to replace them and take over the work.

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

The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of members are non-executive members. The company shall minimize the number of Board members holding executive positions within the Company to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall cease to be a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.

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

6. Board of Directors members do not necessarily have to be shareholders of the Company.

**Article 27. Powers and obligations of the Board of Directors**

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling under 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 powers and obligations:

- a) Deciding on the Company's strategy, medium-term development plan, and annual business plan;
- b) Proposing the types of shares and the total number of shares authorized for sale of each type;
- c) Deciding on the sale of unsold shares within the scope of the number of shares authorized for sale of each type; deciding on raising additional capital through other forms;
- d) Deciding on the selling price of the Company's shares and bonds;
- e) Deciding on the repurchase of shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;
- f) Deciding on investment plans and investment projects within the authority and limits prescribed by law;
- g) Deciding on solutions for market development, marketing, and technology;
- h) Approving 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 statement, and contracts and transactions within the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Enterprise Law;
- i) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the General Director, Chief Accountant, and other key managers as stipulated in the Company's Charter; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; Appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;
- j) Supervising and directing the General Director and other managers in the daily business operations of the Company;
- k) Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

l) Approving the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;

m) Submitting the audited annual financial statements to the General Meeting of Shareholders;

n) Proposing the dividend rate to be paid; deciding on the time and procedures for paying dividends or handling losses incurred during business operations;

o) Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy; g) Decisions on the promulgation of the Board of Directors' operating regulations, internal regulations on corporate governance after approval by the General Meeting of Shareholders, and regulations on company information disclosure;

h) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the company's charter.

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

**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 performance.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member based on mutual agreement. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in subcommittees of the Board of Directors or performing other duties outside the normal scope of a Board member's duties may receive additional remuneration in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

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

**Article 29. Chairman of the Board of Directors**

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

2. The Chairman of the Board of Directors may not also hold the position of General Director.

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

- a) To prepare the program and plan of activities for the Board of Directors;
- b) To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- e) To chair the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Enterprise Law.

4. If the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or dismissal/removal.

5. If the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing 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 the event that there is no authorized representative or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or performing a certain job, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote 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 7 working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of

votes, the members shall elect by majority vote to choose one of them to convene the Board of Directors meeting.

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

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

a) Upon the proposal of the Supervisory Board or an independent member of the Board of Directors;

b) Upon the proposal of the General Director or at least 5 other managers;

c) Upon the proposal of at least 2 members of the Board of Directors;

4. The proposal stipulated in Clause 3 of this Article must be in writing, clearly stating the target section, the issues to be discussed, and the 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 7 working days from the date of receiving the proposal stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be liable 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.

6. The Chairman of the Board of Directors or the person convening the meeting must send a notice of meeting at least 3 working days prior to the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must include the documents to be used at the meeting and the voting ballots of the members.

The notice of the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means, or other methods as stipulated in the company's charter, ensuring that it reaches the contact address of each Board member registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of the meeting and accompanying documents to the members of the Supervisory Board as with the members of the Board of Directors. Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to discuss but not to vote.

8. A Board of Directors meeting shall be held when at least 3/4 of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within 7 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the Board of Directors are present.

9. Members of the Board of Directors shall be considered to have attended and voted at the meeting in the following cases:

a) Attending and voting in person at the meeting;

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

c) Attending and voting through online conferencing, electronic voting, or other electronic means;

d) Sending ballots to the meeting via mail, fax, or email;

e) Sending ballots by other means with prior approval from the Board of Directors.

10. In the case of sending ballots to the meeting via mail, the ballots must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. Ballots may only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. 11. Members may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors.

12. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present at the meeting; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

### **Article 31. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members in a subcommittee is determined by the Board of Directors and must be at least three, including members of the Board of Directors and external members. Members of the Board of Directors who are not part of the Executive Board should constitute a majority in the subcommittee, and one of these members may be appointed as the Subcommittee Chairman by decision of the Board of Directors. The subcommittee's activities must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of members attend and vote in favor at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with current legal regulations and the provisions of the company's charter and internal regulations on corporate governance.

### **Article 32. Secretary**

1. The Company's Board of Directors must appoint at least one person as a secretary to assist in the company's governance and concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The secretary may not simultaneously work for an approved auditing firm that is auditing the Company's financial statements.

3. The secretary has the following rights and obligations:

- a) Advise the Board of Directors on organizing the General Meeting of Shareholders as prescribed and on related matters between the Company and shareholders;
- b) Prepare for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c) Advise on the procedures of the meetings;
- d) Attend the meetings;
- e) Advise on the procedures for drafting resolutions of the Board of Directors in accordance with the law;
- f) Providing financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;
- g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
- h) Acting as the point of contact with relevant stakeholders;
- i) Maintaining confidentiality of information in accordance with the law and the Company's Articles of Association;
- j) Other rights and obligations as prescribed by law.

## **Section VIII. CEO AND OTHER ARTICLES**

### **Article 33. Organizational structure of the management apparatus**

The Company's management system must ensure that the management team is accountable 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, Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolution or decision of the Board of Directors.

### **Article 34. Company Manager**

1. The company's executive staff includes the General Director, Deputy General Director, and Chief Accountant.
2. Upon the General Director's recommendation and with the approval of the Board of Directors, the company may recruit other executives in a number and according to standards consistent with the company's structure and management regulations as stipulated by the Board of Directors. Executives are responsible for supporting the company in achieving the objectives set out in its operations and organization.
3. The General Director receives a salary and bonuses. The General Director's salary and bonuses are determined 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 section in

the company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

**Article 35. Appointment, dismissal, duties and powers of the General Director**

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

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

3. The term of office of the General Director shall not exceed 5 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law.

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

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

b) Organizing the implementation of resolutions and decisions of the Board of Directors;

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

d) Proposing organizational structure plans and internal management regulations for the Company;

e) Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the Board of Directors;

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

g) Recruiting employees;

h) Proposing dividend payment plans or handling business losses;

i) Other rights and obligations as stipulated by law, the Company 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 Board members with voting rights present at the meeting approve and appoint a new General Director to replace him.

**Section IX. SUPERVISORY BOARD**

**Article 36. Nomination and candidacy for members of the Supervisory Board (Supervisors)**

1. The nomination and election of members of the Supervisory Board shall be conducted in accordance with the provisions of Clauses 1 and 2 of Article 25 of these Charters.

2. If the number of candidates for the Supervisory Board nominated and elected is insufficient, the incumbent Supervisory Board may nominate additional candidates or

organize nominations in accordance with the Internal Regulations on Corporate Governance and the Operating Regulations of the Supervisory Board. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

**Article 37. Composition of the Supervisory Board**

1. The Company's Supervisory Board consists of 3 members. The term of office for a Supervisory Board member shall not exceed 5 years and they may be re-elected for an unlimited number of terms.

2. Supervisory Board members must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall under the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an independent auditing firm that audited the Company's financial statements for the three consecutive years prior to the appointment.

3. Supervisory Board members shall be dismissed in the following cases:

a) No longer meeting the standards and conditions for membership in the Supervisory Board as stipulated in Clause 2 of this Article;

- b) Submitting a resignation letter and having it accepted;

4. Supervisory Board members shall be removed from office in the following cases:

- a) Failing to complete assigned tasks and duties;

b) Failure to exercise one's rights and obligations for six consecutive months, except in cases of force majeure;

c) Repeated and serious violations of the obligations of a member of the Supervisory Board as stipulated in the Enterprise Law and the company's charter;

- d) Other cases as decided by the General Meeting of Shareholders.

**Article 38. Head of the Supervisory Board**

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are based on a majority vote. More than half of the members of the Supervisory Board must be residents of Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.

2. Rights and obligations of the Head of the Supervisory Board:

- a) Convene meetings of the Supervisory Board;

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

c) Prepare and sign the Supervisory Board's report after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

**Article 39. Rights and obligations of the Supervisory Board**

The Supervisory Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

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

2. To be responsible to shareholders for its supervisory activities.

3. To supervise the Company's financial situation and the compliance with the law in the activities of the members of the Board of Directors, the General Director, and other managers.

4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.

5. In case of detecting violations of the law or the company's charter by members of the Board of Directors, the General Director, and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and take measures to remedy the consequences.

6. Develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

7. Report to the General Meeting of Shareholders as stipulated in Article 290 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.

8. Have the right to access the Company's records and documents kept at the head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.

9. Has the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company.

10. Other rights and obligations as prescribed by law.

#### **Article 40. Meeting of the Supervisory Board**

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members in attendance. Minutes of the Supervisory Board meetings must be detailed and clear. The person recording the minutes and all attending Supervisory Board members must sign the meeting minutes. Minutes of Supervisory Board meetings must be retained to determine the responsibilities of each Supervisory Board member.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.

#### **Article 41. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board**

The salaries, remuneration, bonuses, and other benefits of the members of the Supervisory Board shall be implemented according to the following regulations:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Supervisory Board shall be included in the business expenses of the Company in accordance with the provisions of the law on corporate income tax and other relevant laws, and must be presented as a separate section in the Company's annual financial statements.

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## **Section XI. RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORY BOARD MEMBERS, GENERAL MANAGER, AND OTHER EXECUTIVE ARTICLES**

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other Executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and diligently for the benefit of the Company.

### **Article 42. Responsibility for honesty and avoiding conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose their relevant interests in accordance with the Law on Enterprises and related legal documents.

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

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the public company holds 50% or more of the charter capital, and those entities or their related parties, as stipulated by 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 are not allowed to vote on transactions that benefit that member or their related parties as stipulated in the Enterprise Law.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related parties are not allowed to 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, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these entities shall not be invalidated in the following cases:

a) For transactions with a value less than or equal to 35% of the total value of assets recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members who have no vested interest;

b) For transactions exceeding 35% or transactions resulting in a transaction value of 35% or more of the total asset value recorded in the most recent financial statement within 12 months from the date of the first transaction, the significant details of the transaction, as well as the relationship and interests of the Board of Directors, Supervisory Board members, General Director, and other relevant parties, must be disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without an vested interest..

**Article 43. Responsibility for damages and compensation**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their duties and responsibilities of honesty and diligence, or fail to fulfill their obligations, shall be liable for damages caused by their violations.

2. The Company shall compensate individuals who have been, are, or may become involved in complaints, lawsuits, or prosecutions (including civil and administrative cases, and not cases initiated by the Company) if such individuals have been or are members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company who have performed their duties under the Company's authorization, acting honestly and diligently in the Company's best interests in compliance with the law, and there is no evidence to confirm that they have violated their responsibilities.

3. Compensation costs include judgment fees, fines, and actual payments (including attorney fees) incurred in resolving these cases within the legal framework. The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

**Section XI. RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING**

**Article 44. Right to access books and records**

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

a) Ordinary shareholders have the right to review, search, and extract information about their name and contact address in the list of shareholders with voting rights;

request correction of inaccurate information about themselves; review, search, 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 5% or more of the total number of ordinary shares have the right to review, search, and extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests access to the company's books and records, they must include a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the right to access the Company's shareholder register, shareholder list, books, and other records for purposes related to their positions, provided that this information is kept confidential.

4. The company must keep these Articles of Association and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at its 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 Articles of Association must be published on the company's website.

### **Section XIII. WORKERS AND UNIONS**

#### **Article 45. Workers and trade unions**

1. The General Director must plan for the Board of Directors to approve matters related to recruitment, employee termination, wages, social insurance, benefits, rewards and disciplinary actions for employees and business managers.

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

3. Vietnam General Import-Export Joint Stock Company I creates favorable conditions for employees to receive training, professional development and career advancement, and continuously improve their material and spiritual well-being.

## **Section XIV. PROFIT DISTRIBUTION**

### **Article 46. Profit Distribution**

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

2. The Company does not pay interest on dividend payments or payments related to a particular stock.

3. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors is the body responsible for implementing this decision.

4. In the case of dividends or other payments related to a particular stock being paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not liable for the amount transferred to that shareholder. Dividend payments 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 Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution or decision to determine a specific date for closing the list of shareholders. Based on that date, those registered as shareholders or owners 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 the provisions of the law.

## **Section XV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM**

### **Article 47. Bank Account**

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks authorized to operate in Vietnam.

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

3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

### **Article 48. Fiscal Year**

The Company's fiscal year begins on January 1st of each year and ends on December 31st of each year. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31st, 2006.

### **Article 49. Accounting System**

1. The accounting system used by the Company is the Vietnamese Accounting Standards or a specific accounting system issued and approved by a competent authority.

2. The Company maintains accounting records in Vietnamese and keeps accounting records in accordance with accounting laws and related regulations. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses the Vietnamese Dong as the currency in its accounting. If the Company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

## **Section XVI. FINANCIAL REPORTS, ANNUAL REPORTS AND DISCLOSURE RESPONSIBILITIES**

### **Article 50. Annual, semi-annual, and quarterly financial reports**

1. The company must prepare annual financial statements, and these statements must be audited in accordance with legal regulations. The company must publish the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

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

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

4. The company's audited annual financial statements, reviewed semi-annual financial statements, and quarterly financial statements must be published on the company's website.

### **Article 51. Annual Report**

The company must prepare and publish an Annual Report in accordance with the laws and regulations on securities and the securities market.

## **XVII. COMPANY AUDIT**

### **Article 52. Auditing**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to audit the Company's financial statements for the following fiscal year based on the Terms and Conditions agreed upon with the Board of Directors.

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

3. The independent auditor conducting the audit of the Company's financial statements shall attend the General Meeting of Shareholders and shall have the right to receive notices and other information related to the General Meeting of Shareholders and to express their opinion at the meeting on matters related to the audit of the Company's financial statements.

## **XVIII. COMPANY SEAL**

### **Article 53. Company Seal**

1. The seal includes seals made at seal engraving establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seals in accordance with current laws.

## **XIX. DISSOLVE THE COMPANY**

### **Article 54. Dissolution of the Company**

1. A company may be dissolved in the following cases:
  - a) By resolution or decision of the General Meeting of Shareholders;
  - b) Revocation of the Business Registration Certificate, except where the Law on Tax Administration provides otherwise;
  - c) Other cases as prescribed by law.

2. The early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

### **Article 55. Extension of Operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least 7 months before the end of the operating period stipulated in point a, Clause 1, Article 54, so that shareholders can vote on the extension of the Company's operation as proposed by 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 present at the General Meeting of Shareholders approve it.

### **Article 56. Liquidation**

1. At least six months before the end of the Company's operating term or after the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three members, of which two members 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 prioritized for payment by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting its establishment date and commencement date to the Business Registration Authority. From that time onwards, the Liquidation Committee shall represent the Company in all matters related to the Company's liquidation before the Courts and administrative agencies.

3. The proceeds from the liquidation shall be paid in the following order:
- a) Liquidation costs;
  - b) Salaries, severance pay, social insurance, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;
  - c) Taxes;
  - d) Other debts of the Company;
  - e) The remaining amount after all debts from Sections (a) to (d) above have been paid shall be distributed to shareholders. Preferred shares shall be given priority in payment.

## **XX. RESOLVING INTERNAL DISPUTES**

### **Article 57. Resolution of Internal Disputes**

1. In the event of disputes or complaints arising related to the Company's operations, the rights and obligations of shareholders shall be governed by the Enterprise Law, the Company Charter, other legal regulations, or agreements between the shareholders:

- a) Shareholders and the Company;
- b) Shareholders with the Board of Directors, Supervisory Board, General Director, or other Executives;

The parties involved shall attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution process and require each party to present relevant information within 15 working days of the dispute arising. In cases involving the Board of Directors or the Chairman of the Board, either party may request the Supervisory Board to appoint an independent expert to mediate the dispute resolution process..

2. If a settlement is not reached within six weeks of the start of the mediation process, or if the mediation decision is not accepted by the parties, either party may submit the dispute to arbitration or court.

3. The parties shall bear their own costs related to the negotiation and mediation process. Payment of court costs shall be made according to the court's judgment.

## **XXI. SUPPLEMENTS, AMENDMENTS AND EFFECTIVENESS OF THE STATUTES**

### **Article 58. Company Charter**

1. Amendments and additions to this Charter must be considered and decided by the General Meeting of Shareholders.

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

**Article 59. Effective Date**

1. This Charter, consisting of 21 parts and 59 articles, was unanimously approved by the General Meeting of Shareholders of The Vietnam National General Export - Import Joint Stock Company No.1 at its annual meeting held at the Conference Room of Hotel A25 (address: No. 12 Ngo Sy Lien Street, Van Mieu - Quoc Tu Giam Ward, Hanoi City, Vietnam) on April 24, 2026.

2. This Charter is made in 3 copies, all having equal value, and must be kept at the Company's head office.

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

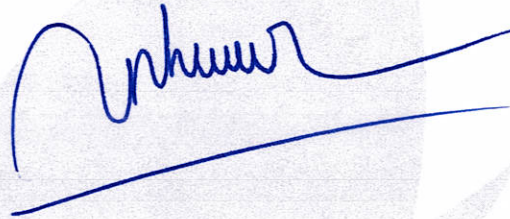
4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least ½ of the total number of members of the Board of Directors.

*Hanoi, May 18, 2026*

**ON BEHALF OF**

**THE VIETNAM NATIONAL GENERAL EXPORT –  
IMPORT JOINT STOCK COMPANY NO.1**

*(Legal representative)*



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MRS. VU THI PHUONG  
GENERAL DIRECTOR

