

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

CHARTER OF
SONG DA 505 JOINT STOCK COMPANY

(Số: 30/ĐL-S55-ĐH2025)

Ha Noi, March 26th, 2025

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PREAMBLE

This Charter is approved by resolution of the General Meeting of Shareholders No. 29/NQ-S55-DH25 dated March 26th, 2025

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms are construed as follows:

- a) Charter Capital means the amount of capital contributed by all shareholders and stated in article 6 of this Charter;
- b) Voting capital means the share capital that bestows upon the holders the right to vote on the issues within the jurisdiction of the General Meeting of Shareholders (GMS);
- c) Law on Enterprises means the Law on Enterprises 59/2020/QH14 passed by the National Assembly on June 17th 2020;
- d) Law on Securities is Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;
- d) Vietnam is the Socialist Republic of Vietnam;
- e) The date of establishment is the date on which the Company is first granted the Certificate of Business Registration (Certificate of Business Registration and equivalent documents);
- g) The enterprise operator is the Director, Deputy Director, Chief Accountant and other operators appointed by the Board of Directors;
- h) The enterprise manager is the person who manages the company, including the Chairman of the Board of Directors, members of the Board of Directors, the Director and other individuals holding managerial positions appointed by the Board of Directors;
- i) Related persons are individuals and organizations as prescribed in Clause 46, Article 4 of the Law on Securities;
- k) Shareholders are individuals and organizations owning at least one share of a joint stock company;
- l) Founding shareholders are shareholders owning at least one common share and signing the list of founding shareholders of a joint stock company;
- m) Major shareholders are shareholders as prescribed in Clause 18, Article 4 of the Law on Securities;
- n) Term of operation is the term of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;
- o) Stock Exchange is the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, any reference to one or more other provisions or documents includes amendments, supplements or replacements.

3. Headings (chapters and articles of this Charter) are used for convenience only and shall not affect the contents of this Charter.

II. NAME, TYPE OF COMPANY, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, LEGAL LIFE AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, type of company, head office, branches, representative offices, business locations, legal life of the Company

1. Name of the Company: **CÔNG TY CỔ PHẦN SÔNG ĐÀ 505**

- Name in Vietnamese: **CÔNG TY CỔ PHẦN SÔNG ĐÀ 505**

- Name in English: **SONG DA 505 JOINT STOCK COMPANY**

- Abbreviated name: **SONG DA 505 JSC**

2. The Company is a shareholding company having legal entity status in compliance with applicable law of Vietnam.

3. Registered head office of the Company is:

- Address: Tang Village - IaO Commune - IaGrai District - Gia Lai Province

- Telephone: (+084) 24.62659 505 - Email: Songda505.s55@gmail.com

- Website: <http://www.songda505.com.vn>

4. The Company may establish branches and representative offices in the areas of business in order to carry out the operational objectives of the Company in compliance with the decisions of the Board of Directors and to the extent permitted by law.

5. Unless the operation is terminated before the deadline specified in Clause 2, Article 59 or the operation is extended according to the provisions in Article 60 of this Charter, the Company's operation term is indefinite from the date of establishment.

Article 3. Legal representative of the company

The company has 01 legal representative: Directors.

Powers and obligations of the legal representative.

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

Article 4. Objectives of business

1. Business lines of the Company:

- Construction of industrial, public, civil, housing, hydroelectric, irrigation, and transportation works;

- Construction and operation of small and medium-sized hydroelectric plants;

- Exploitation, production, and trading of construction materials, concrete components, metal components, spare parts, and accessories for construction;

- Construction by drilling and blasting methods, construction treatment by spray drilling and jet drilling methods;

- Mining of iron ore, stone, sand, gravel, and other minerals.

- Real estate business.

- Testing of construction materials, construction quality inspection, calibration of measuring and testing equipment and means;

2. The objectives of the business: Investing and doing business to preserve and develop capital to bring optimal benefits to shareholders, harmonizing the interests of the State, shareholders and employees.

Article 5. Scope of business and operations of the Company

The Company is permitted to conduct business activities in the fields specified in this Charter that have been registered, notified of changes to the registration content to the business registration authority and announced on the national business registration information portal.

IV. CHARTER CAPITAL, SHARES

Article 6. Charter capital, shares

1. The Charter Capital of the Company is VND100,000,000,000 (in words: One hundred billion dong)

The total amount of Charter Capital of the Company shall be divided into 10,000,000 (ten million) shares. All the shares are ordinary shares with par value 10, 000 VND/ share.

2. Company may increase its Charter Capital upon approval of the General Meeting of Shareholders and in accordance with law.

3. Shares of the Company on the date of approval of this Charter are ordinary shares.

4. The Company may issue other types of preference shares upon approval of the General Meeting of Shareholders and in accordance with law.

Common shares must be offered with priority to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and others on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

5. The Company may issue other types of preference shares upon approval of the General Meeting of Shareholders and in accordance with law.

6. Company may issue other types of securities upon approval of the General Meeting of Shareholders and in accordance with law.

Article 7. Share certificates

1. The shareholders of the Company shall be issued with a share certificate corresponding to the number of shares and type of shares owned.

2. Share certificates must be sealed by the Company and must be signed by the legal representative of the Company in accordance with the Law on Enterprises. A share certificate must specify the number and type of shares held by a shareholder, the full name of the holder and other information as stipulated in clause 1, article 121 of the Law on Enterprises.

3. Within 30 days from the date of submission of a complete application for transfer of ownership of shares as prescribed by the Company or within 15 days from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan (or another period as prescribed by the issuance terms), the owner of the shares shall be issued a share certificate. The owner of shares shall not have to pay the Company the cost of printing the share certificate.

4. In case a share is lost, damaged or otherwise destroyed, the shareholder shall be reissued a share by the Company upon request of that shareholder. The shareholder proposal must include the following contents:

- a) Information about shares that have been lost, damaged or otherwise destroyed;
- b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company shall be issued with the seal and sample signature of the legal representative of the Company.

Article 9. Assignment of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the stock market.
2. Shares that have not been fully paid for cannot be transferred and cannot enjoy related rights such as the right to receive dividends, the right to receive shares issued 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

1. Where a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall provide a notice and has the right to request such shareholder to pay the residual amount together with interest on such amount and expenses arising from failure to pay in full to the Company.
2. The payment notice mentioned above must specify the new time-limit for payment (at least seven (7) days from the date of sending the notice) and place for payment, and the notice must clearly state that the number of shares which have not yet been paid for in full shall be revoked in the case of failure to make payment correctly as requested.
3. The Board of Directors has the right to revoke shares which have not yet been paid for in full and on time in a case where the requirements in the above-mentioned notice have not been fulfilled.
4. Revoked shares shall be deemed to be shares entitled to be offered for sale as stipulated in clause 3, Article 112 of the Law on Enterprises. The Board of Directors may, by itself or by authorization, sell, re-distribute on conditions and in the manners the Board of Directors considers appropriate.
5. Shareholders holding revoked shares must waive their status as shareholder with respect to such shares, but must still pay all relevant amounts plus interest of 150% of the base rate announced and applied by the State Bank of Vietnam at the time of revocation as decided by the Board of Directors from the date of revocation to the date of payment. The Board of Directors has full powers to decide the enforcement of payment of the total value of shares at the time of revocation or exempt partial or full amount.
6. A revocation notice shall be sent to the holders of shares to be revoked prior to the time of revocation. The revocation shall remain valid even if there is any error or negligence during the course of sending the notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL STRUCTURE

Article 11. Organizational structure, management and control structure

The organizational structure, management and control structure of the Company shall comprise:

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

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the right to:

- a) To attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or by a postal vote;
- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
- c) To be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares each shareholder holds in the Company;
- d) To freely transfer shares to other persons, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws;
- e) To access, examine and extract or copy information relating to names and addresses of voting shareholders and to request amendment of incorrect information about themselves;
- f) To access, examine and extract or copy of the charter of the company, the book of minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- g) If the Company is dissolved or is bankrupt, to receive a part of the remaining assets in proportion to their holding in the company;
- h) To request the Company to redeem shares in the cases stipulated in article 132 of the Law on Enterprises;
- i) To receive equal treatment. Each share of the same type bestows its holder equal rights, obligations and interests. If the Company has preference shares, rights and obligations associated with these preference shares must be approved by the GMS and informed to the shareholders;
- j) To access to periodic and extraordinary information disclosed by the Company as prescribed by law;
- k) To have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and the Board of Directors in accordance with the Law on Enterprises;
- l) Other rights stipulated in this Charter and by law.

2. A shareholder or a group of shareholders holding 5% of the total ordinary shares shall have the following rights:

- a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with clause 3, article 115 and article 140 of the Law on Enterprises;
- b. To examine, extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets

c. To request the Board of Supervisors to inspect each issue relating to the management and administration of the operation of the Company where it is considered necessary. The request must be made in writing and must contain the following information: full name, contacting address, nationality, ID number of a shareholder being an individual; and the name, enterprise/organization ID number and headquarters addresses of a shareholder being an organization; number of shares and date of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; issues to be inspected and purposes of the inspection;

d. To propose inclusion of the issues in the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 05 working days before the opening date. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholders and the proposed issues

e. Other rights stipulated in this Charter and regulation.

3. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Directors and the Board of Supervisors in accordance with clause 2, article 25 and clause 4, article 35 of this Charter. Candidates shall be nominated as follows:

a) The group of shareholders that nominate candidates to the Board of Directors and the Board of

Supervisors must inform the participating shareholders before the opening of the GMS;

b) Depending on the quantity of members of the Board of Directors and the Board of Supervisors, the shareholders or groups of shareholders prescribed in this Clause may nominate one or some candidates according to the decision of the GMS to the Board of Directors and the Board of Supervisors. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by Board of Directors, the Board of Supervisors.

Article 13. Obligations of shareholders

A shareholder shall have the following obligations:

1. To fully and punctually pay for the subscribed shares.

2. To not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.

3. To comply with this Charter and the Internal Corporate Governance Regulations approved by the General Meeting of Shareholders;

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

5. To protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.

6. To attend meetings of the General Meeting of Shareholders and to exercise the voting right in the following manners:

- (a) to physically attend and vote at the meeting;
- (b) to authorize another individual, organization to attend and vote at the meeting;
- (c) to attend and vote at the meeting via online medium, cast electronic vote or other electronic forms; or
- (d) to send voting ballot to the meeting via postal mail, email or fax..
- (e) to send votes using [other means] prescribed by the Company's Charter

7. Take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:

- a) Violations of law;
- b) Performing business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
- c) Paying undue debts while the Company is facing financial risks.

8. To fulfill other obligations in accordance with applicable law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all voting shareholders and is the highest competent authority of the Company. The annual General Meeting of Shareholders shall be organized once every year and within four (4) months from the end of a financial year. Unless otherwise prescribed by the Company's Charter, the Board of Directors may delay the date of conducting the annual GMS but still within 06 months from the ending date of the fiscal year. Extraordinary GMS may be conducted in addition to annual GMS. The location of GMS is where the chair participates in and must be within Vietnam's territory.

2. The Board of Directors shall organize the convening of the annual General Meeting of Shareholders and shall choose an appropriate place. The annual General Meeting of Shareholders shall decide the matters stipulated by law and by the Company Charter especially approval of audited annual financial statements and estimated budget for the next financial year. In case the Company's audited annual financial report has qualified auditor opinion, the Company may invite representative of the independent auditors to attend the General Meeting of Shareholders. The invited representative of the audit organization has the responsibility to participate in the annual GMS.

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

- a. The Board of Directors considers that it is necessary to do so in the interests of the company;
- b. The remaining number of members of the Board of Directors and Board of Supervisors is smaller than the minimum number prescribed by law;
- c. A shareholder or a group of shareholders stipulated in clause 3 of article 115 of the Law on Enterprise requests in writing, clearly state the reason for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made in multiple copies, each of which must be signed by at least one related shareholder;

- d. It is requested by the Board of Supervisors;
- e. Other cases as stipulated by law and the Company Charter.

4. Convening of an extraordinary meeting of the General Meeting of Shareholders:

- a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within a time-limit of thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors or the Board of Supervisors fall below the minimum number as stipulated in clause 3(b) of this article or from the date of receipt of a request stated in clauses 3(c) and 3(d) of this article;
- b. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders in accordance with clause 4(a) of this article, then within next thirty (30) days the Board of Supervisors must, in place of the Board of Directors, convene a meeting of the General Meeting of Shareholders in accordance with clause 3 of article 140 of the Law on Enterprises;
- c. Where the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders in accordance with clause 4(b) of this article, then within the next thirty (30) days the requesting shareholder or group of shareholders as stipulated in clause 3(c) has the right to request the Company's representative to convene, a meeting of the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration office to supervise process of convening, conducting and decision-making of the GMS.

- d. All expenses for convening and conduct of a meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses born by the shareholders for attending the General Meeting of Shareholders, including travel and accommodation costs.
- e. The GMS shall be conducted following the procedures specified in Clause 5 Article 140 of the Law on Enterprises;

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

1. The GMS has following rights and obligations:

- a) Approve the Company's development orientations;
- b) Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;
- c) Elect, dismiss and discharge members of the Board of Directors and members of the Board of Controllers;
- d) Decide investment in or sale of assets that are worth at least [35%] of the total assets written the Company's latest financial statement, [unless another ratio or value is prescribed by the Company's Charter];
- d) Decide revisions to the Company's Charter;
- e) Approve annual financial statements;
- g) Decide repurchase of over 10% of shares of each type;
- h) Consider taking actions against violations committed by members of the Board of Directors and members of the Board of Supervisors if they cause damage to the Company

and its shareholders;

i) Decide re-organization and dissolution of the Company;

k) Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Supervisors;

l) Approve internal regulations on company administration, operation of the Board of Directors and the Board of Supervisors;

m) Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;

n) Other rights and obligations prescribed by law.

2. The General Meeting of Shareholders has the right to discuss and approve the following documents:

a. The Company's annual business plan b. Audited annual financial statements

c. Reports of the Board of Directors on administration and performance of the Board of Directors and each of its members

d. Reports of the Board of Supervisors on the Company's business performance, performance of the Board of Directors, the Director;

e. The self-assessment report on performance of the Board of Controllers and its members;

f. Rate of dividends paid annually for each type of shares;

g. Number of members of the Board of Directors and the Board of Supervisors;;

h. Election, dismissal and removal of members of the Board of Directors and of the Board of Supervisors;

i. Approval of budget or total remuneration, bonuses and other benefits of the members of the Board of Directors and of the Board of Supervisors;

j. Approval for the list of accredited audit organizations; whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;

k. Amendment of and addition to the Company Charter;

l. Type of shares and number of newly issued shares for each type of shares, and assignment of shares by founding members within the first three years of the Date of Establishment;

m. Division, separation, consolidation, merger or conversion of the Company;

n. Re-organization and dissolution (liquidation) of the Company and appointment of a liquidator;

o. Decision on investment or sales of assets with a value of thirty-five (35) per cent or more of the total value of assets of the Company recorded in the most recent financial statements;

p. Redemption by the Company of ten (10) per cent or more of any one type of issued shares;

q. Director the Company enters into a contract with any person stipulated in clause 1 of article 167 of the Law on Enterprises with a value of thirty five (35) per cent or more of

the total value of assets of the Company recorded in the most recent financial statements;
r. Transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;

s. Internal regulations on company administration, operation of the Board of Directors and the Board of Supervisors;

t. Other matters as stipulated in this Charter and other regulations of the Company.

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

Article 16. Authorizing participation in GMS

1. Shareholders and authorized representatives of organizational shareholders may attend the meeting in person or authorize one or more individuals (up to a maximum of three), or other organizations to attend the meeting in person or through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises. Details as follows:

- Shareholders holding less than 5% of shares may authorize up to **01** person to attend the General Meeting of Shareholders.

- Shareholders holding from **5% to less than 10%** of shares may authorize up to **02** persons to attend the General Meeting of Shareholders.

- Shareholders holding **more than 10%** of shares may authorize up to **03** persons to attend the General Meeting of Shareholders.

2. The authorization to a representative to attend the General Meeting of Shareholders mentioned in Clause 1 of this Article must be made in writing. The authorization document must comply with the provisions of civil law and clearly state the name of the authorizing shareholder, the authorized individual or organization, the number of shares authorized, the content and scope of the authorization, the authorization period, signatures with full handwritten names of both the authorizing party and the authorized party, and the official seal (if the authorizing party is an organization).

The person authorized must present the written authorization before entering the meeting room. In cases where an authorized participant further delegates their authority to another person to attend the meeting, the original authorization document issued by the shareholder or the authorized representative of the shareholder (in the case of an organization) must be presented, provided it has not yet been registered with the Company.

3. The voting slip of the person authorized to attend the meeting within the scope of authorization shall remain effective in any one of the following cases:

(a) The principal dies, or his capacity for civil acts is lost or is restricted;

(b) The principal has rescinded the appointment of authorization;

(c) The principal has rescinded the authority of the [particular] person carrying out the authorization. This clause shall not apply in a case where the Company receives a notice of one of the above cases prior to the time of opening of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

Article 17. Change of rights

1. Any changes or cancellation of the special right attached to a preferred share shall take effect once being approved by shareholders holding at least sixty-five (65) percent of the

ordinary shares attending the meeting. The GMS's resolution on any item which results in an adverse changes of rights and obligations of a preferred shareholder may only be approved if it is agreed by the number of attending preferred shareholders of the same type owning seventy five (75) percent or more of the total number of preferred shares of such type or if it is agreed by the preferred shareholders of the same type owning seventy five (75) percent or more of the total number of preferred shares of such in case of collecting written opinions.

2. The organization of any meeting of Shareholders holding the same kind of preferred shares to approve any change of rights attached to such type of preferred shares is only valid when it is attended by Shareholders (or their Authorized Representatives) own shares that represent at least one-third of the total value of the issued shares of that type. If the meeting convened in accordance with this clause does not have sufficient attending Shareholders as stipulated, it shall be convened for a second time within the next thirty (30) days. In this case, the meeting shall be conducted if having Shareholders owing such type of preferred shares (not depending on the number of Shareholders and number of shares) attend or authorize other to attend. In such meeting, Shareholders or their authorized representatives can request to use secret ballot to vote. Each share in the same kind shall have equal voting right at the meetings as aforementioned.

3. The procedures for conducting such a separate meeting shall be conducted in the same way as stipulated in articles 19. 20 and 21 of this Charter.

4. Unless the terms of share issuance are otherwise regulated, the special rights attached to the preferred shares related to some or all matters of profit or asset distribution of the Company will not be changed when the Company issues additional shares of that type.

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

1. The Board of Directors shall convene the annual or extraordinary General Meeting of Shareholders. The Board of Director shall convene an extraordinary General Meeting of Shareholders in accordance to provisions at clause 3 of article 14 of this Charter.

2. The person who convenes the General Meeting of Shareholders must carry out the following duties:

(a) Prepare a list of shareholders satisfying all conditions for attending and voting at the General Meeting of Shareholders within ten (10) days before the date of commencement of conduct of the General Meeting of Shareholders. The Company shall announce the compilation of this list at least 20 days before the deadline for registration;

(b) Prepare meeting agenda;

(c) Prepare meeting documents;

(d) Prepare draft resolutions in accordance with the tentative agenda;

(e) Determine time and venue for holding the General Meeting of Shareholders;

(f) Inform and send a notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

(g) Other works to serve the General Meeting of Shareholders.

3. The notice of a meeting of the General Meeting of Shareholders shall be sent to mailing addresses of all shareholders and at the same time shall be published on the websites of the

Company, the State Security Committee and the Stock Exchange where the Company's shares are listed or registered. The convener should send such notice to all the shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty one (21) days prior to the date of the meeting of the General Meeting of Shareholders (calculated from the date on which the notice is validly sent or delivered). The agenda of the General Meeting of Shareholders and documents relating to the matters to be voted at the meeting shall be sent to the shareholders and/or published on the website of the Company. In a case where no document is attached with the notice of the meeting of the General Meeting of Shareholders, the notice inviting to the meeting must specify the link of website address to all of the documents in order to enable the shareholders to access, including:

- (a) agenda and documents to be used in the General Meeting of Shareholders;
- (b) list of and detailed information on candidates for the election of the Board of Directors and the Board of Supervisors;
- (c) Voting slips
- (d) Template for power of attorney;
- (e) Draft resolutions for each matter in the agenda.

4. A shareholder or group of shareholders referred to in clause 2 of article 12 of this Charter has the right to propose any matter to be included in the agenda of a meeting of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least three (3) business days before the opening day of the General Meeting of Shareholders. The proposal must contain full names of the shareholders, registered address, identification number, passport number or other identification form in case of individual shareholders, name of the shareholders, business registration number or establishment decision number, registered address of head office in case of institutional shareholders, number and type of shares held by those shareholders, and the items proposed to be included in the agenda.

5. The convener of the General Meeting of Shareholders has the right to reject any proposal relating to clause 4 of this article in the following cases:

- (a) The proposal was sent not in accordance with provisions in clause 4 of this article;
- (b) At the time of the proposal, the shareholder or group of shareholders does not have at least 5 per cent of the ordinary shares in accordance with clause 2 of article 12 of this Charter;
- (c) The items proposed do not fall within the authority of the General Meeting of Shareholders;
- d) Other cases as stipulated by law and this Charter.

6. The person who convenes the GMS shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the GMS

Article 19. Conditions for conducting meeting of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending

shareholders represents over fifty (50) per cent of the voting shares.

2. In case the first convened meeting fails to meet conditions set out in clause 1 of this Article within thirty (30) minutes from the stipulated time of opening the meeting, the convenor of the meeting shall cancel the meeting and invitations to the second meeting shall be sent within a period of thirty (30) days from the intended date of holding the first General Meeting of Shareholders, [unless otherwise prescribed by the Company's Charter]. The re-convened General Meeting of Shareholders shall be conducted only when the attending shareholders represents at least thirty-three (33) per cent of the voting shares.

3. In case the second convened meeting fails to meet conditions set out in clause 2 of this Article within thirty (30) minutes from the stipulated time of opening the meeting, the convenor of the meeting shall cancel the meeting and invitations to the General Meeting of Shareholders may be convened for a third time within twenty (20) days from the intended date of conducting the second meeting.; In such case, the meeting shall be conducted irrespective of the number of voting rights held by attending shareholders.

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

1. Before the opening of the General Meeting of Shareholders, the Company must carry out procedures to register its shareholders and must implement such registration until all shareholders who are entitled to attend the meeting and present have been registered in the following order:

a) Upon registration of shareholders, the Company shall issue a voting card to each shareholder or authorized representative with voting rights which states registration number, full name of shareholder, full name of authorized representative and number of votes of such shareholder. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes and abstentions. When conducting voting at the meeting, the voting cards which agree with a resolution shall be collected first, then the voting cards which do not agree, and finally the overall number of votes which agree or do not agree to make a decision. The vote counting result shall be announced by the Chairman [of a meeting] right before the meeting is closed. The General Meeting of Shareholders shall elect the persons who shall be responsible to check the votes or to supervise the checking of votes at the request of the Chairman. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders on the basis of a request of the Chairman.

b) Any shareholder or legal representative of institutional shareholders or shareholder's authorized person who comes to the General Meeting of Shareholders late shall be registered immediately and has the right to attend and vote at the meeting. The Chairman is not responsible to delay the meeting so that late shareholders may register, and the effectiveness of any voting which has already been conducted before the late shareholders attended shall not be affected.

2. Election of the chair, secretary and vote counting committee:

a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair General meetings of shareholders which are convened by the Board of Directors. In a case where the Chairman is absent or is not able temporarily to work, the remaining members of the Board of Directors shall elect one of them to act as the Chairman of the meeting in accordance with principle of majority. In a case where

there is no person who is able to act as Chairman, the Head of the Board of Supervisors shall arrange for the General Meeting of Shareholders to elect the Chairman of the meeting from amongst the persons attending the meeting, and the person with the highest number of votes shall act as the Chairman of the meeting.

b) Except for the cases specified in point a of this clause, the person who signed the document convening a meeting of the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect a Chairman of the meeting, and the person with the highest number of votes shall act as the Chairman of the meeting.

c) The chair shall appoint one or some people as secretaries of the meeting;

d) The GMS shall elect one or some persons to the vote counting board at the request of the chair.

3. The agenda and contents of matters to be discussed in the meeting shall be passed by the shareholders at the opening of the meeting. The agenda must clearly define detailed schedule for each matter in the agenda.

4. The Chairman of the General Meeting of Shareholders is entitled to implement necessary and reasonable measures to direct the conduct of the General Meeting of Shareholders in an orderly manner, adheres to the approved agenda and reflects the wishes of the majority of attendees.

(a) Arrange seats at the venue of a meeting of the General Meeting of Shareholders;

(b) Ensure safety for the persons present at the venue of a meeting;

(c) Facilitate the shareholders to attend (or continue to attend) a meeting. The convener has full powers to change the above measures and take all measures if it considers necessary. The measures taken may be the issuance of entry permits or use of other forms of selection.

5. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmatives, negatives and abstentions. The vote counting result shall be announced right before the meeting is closed.

6. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.

7. The person who convenes the GMS or the chair has the rights to:

a) Request all participants to undergo inspection or other lawful and reasonable security measures;

b) Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.

8. The chair is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:

a) The current location does not have adequate convenient seats for all participants;

b) Communications equipment is not sufficient for discussion and voting by participating shareholders;

c) The meeting is disrupted by one or some participants thus threatening the fairness and

legitimacy of the meeting.

9. In case the chair delay or suspend the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chair, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.

10. In case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31st, 2020 elaborating some Articles of the Law on Securities.

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

1 Resolutions on the following matters shall be passed when there are at least sixty five (65) percent affirmative votes from participating shareholders, except for the cases specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:

- (a) Types of shares and quantity of each type;
- (b) Changes of business activities and business scope;
- (c) Changes in organization structure of the Company;
- (d) Investment project or transactions of purchase or sale of assets with a value of thirty five (35) per cent or more of the total value of assets of the Company calculated on the basis of the most recent audited financial statements or other smaller value as stipulated by the Company's charter;
- (e) Reorganization or dissolution of an enterprise;

2. A resolution of the General Meeting of Shareholders shall be passed when there are fifty (50) per cent or more of the total votes of all participating shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, 6 Article 148 of the Law on Enterprises.

3. Those resolutions of the General Meeting of Shareholders which is passed by 100% of the total number of votes of the shareholders with voting rights is legitimate and valid even if the sequence and procedures for passing those resolutions are not in accordance with the regulations.

Article 22. Authority and procedures for collecting written opinions in order for the resolutions of the General Meeting of Shareholders to be approved

The authority and procedures for collecting written opinions in order to approve a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect written opinions in order to pass a resolution of the General Meeting of Shareholders at any time if it is considered necessary in the interests of the Company, including matters as stipulated in clause 2, article 147 of the Law on Enterprises.

2. The Board of Directors must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution.

The Board of Directors must ensure to send and publish the document to the shareholders within a reasonable period for their review and voting and must send at least ten (10) days prior to the expiry date of receipt of written opinion forms. Requirement and the method

to send the written opinion form and attached documents must be in accordance with provisions in clause 3, article 18 of this Charter.

3. The written opinion form must contain the following basic details:

- a. Name, head office address, number, date of issuance of the Enterprise Registration Certificate; place of business registration of the Company;
- b. Purpose of collecting written opinions;
- c. Full name, permanent address, nationality, and the number of people's identity card, of the passport or other lawful personal identification in respect of a shareholder being an individual; and the name, permanent address, nationality, number of establishment decision or number of business registration of a shareholder or name, permanent address, nationality, the number of people's identity card of the authorized representative in respect of a shareholder being an organisation; the number of shares of each type and number of votes of the shareholder;
- d. Issue on which it is necessary to obtain opinions in order to pass a resolution;
- e. Voting options, comprising agreement, non-agreement, or abstention with respect to each issue on which it is necessary to obtain opinions;
- f. Time-limit within which the completed written opinion form must be returned to the Company;
- g. Full name and signature of the Chairman of the Board of Directors and of the legal representative of the Company.

4. Shareholders may send their completed ballots to the Company by mail, fax or email in accordance with the following provisions:

- a) In case of mail, the completed ballots must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The ballots sent to the Company must be contained in a sealed envelope and no one is allowed to open them before the vote counting;
- b) In case of fax or email, the ballots sent to the Company must be kept confidential until the time of vote counting;
- c) Any ballots sent to the Company after the deadline specified in the ballots or opened in the case of mail and disclosed in the case of fax or email are invalid. Any ballots not returned are considered as non-voting ballots.

5. The Board of Directors shall conduct the vote-counting and shall prepare minutes of the vote-counting in the presence of the Board of Supervisors or of a shareholder not holding a management position in the Company. The minutes of vote-counting shall contain the following basic details:

- (a) Name, head office address, number and date of issuance of the Enterprise Registration Certificate;
- (b) Purpose of collection of written opinions and issues on which it is necessary to obtain opinions in order to pass a resolution;
- (c) Number of shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid and method to send the written opinion form, including an appendix being a list of the shareholders having participated in the vote;

- (d) Total number of votes for, against and abstentions on each issue voted on;
 - (e) Resolutions which have been passed;
 - (f) Full name and signature of the Chairman of the Board of Directors, of the legal representative of the Company and of the person who supervised the vote-counting. The members of the Board of Directors and the person who supervised the vote-counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote-counting, and shall be jointly liable for any loss and damage arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.
6. The vote counting minutes must be sent to shareholders within fifteen (15) days from the date of completion of the vote-counting. In case the Company has a website, sending of vote counting minutes can be replaced by posting of the minutes on the Company's website within twenty four (24) hours of the completion of the vote counting.
7. Written opinion forms which were returned, the minutes of vote-counting, the full text of the resolution which was passed and any related documents sent with all of the written opinion forms must be archived at the head office of the Company.
8. A resolution is passed by way of obtaining written opinions from shareholders if it is approved by shareholders holding more than 50% of the total votes of all shareholders with voting rights and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, and may be prepared in a foreign language, and contain the following main contents:
- a. Name, head office address, number, date of issuance of the Enterprise Registration Certificate;
 - b. Time and venue of the General Meeting of Shareholders;
 - c. Agenda and matters to be passed;
 - d. Name of the Chairman and Secretary of the General Meeting of Shareholders;
 - e. Summary of the conduct of the General Meeting of shareholders and opinions raised in the meeting regarding the matters; Voting options, with respect to each issue on which it is necessary to obtain opinions;
 - f. Number of shareholders and number of voting rights held by attending shareholders, attached list of shareholders and representatives of shareholders attending the meeting with corresponding number of shares and voting rights;
 - g. Voting result for each matters to be passed, including voting method, total number of valid votes, number of invalid votes, agreement, non-agreement, or abstention, corresponding ratio for each voting criteria as a percentage of total number of voting rights held by attending shareholders;
 - h. Issues approved and corresponding percentage of approved votes;
 - i. Signatures of the Chairman and of the secretary of the General Meeting of Shareholders. In case the Chairman and Secretary of the General Meeting of Shareholders refused to sign

the minutes, it will be valid if it is signed by other participating members of the Board of Directors and contains sufficient details as specified in this clause. The Minutes should clearly state that the Chairman and Secretary of the General Meeting of Shareholders refused to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and delivered before the end of the meeting. The chairman and secretary of the meeting or other persons signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

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

4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting with the signatures of shareholders, authorization documents to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the Company's head office.

Article 24. Request for cancellation of resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or minutes of a meeting of the General Meeting of Shareholders or the minutes of results of counting written opinion forms at the General Meeting of Shareholders, Director a shareholder or a group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises have the right to request a court or an arbitrator to consider and cancel all or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening a meeting of the General Meeting of Shareholders or to get shareholders' written opinion did not comply with the Law on Enterprises and the Company Charter, except the cases as stipulated in clause 3, Article 21 of this Charter.

2. The content of the resolution breached the law or the Company Charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination, Self-nomination of candidates to the Board of Directors

1. In case a candidate to the Board of Directors can be determined in advance, the information about the candidate shall be included in the document for the General meeting of shareholders and shall be disclosed at least 10 days prior to the opening of the General Meeting of shareholders at the Company's website so that shareholders can study the candidate before the election. A candidate to the Board of Directors should make a written declaration regarding the truthfulness, accuracy, reasonability of disclosed personal information and should make commitment to fulfill his/her duties honestly if him/her is elected as a member to the Board of Directors. The following minimum information about the candidate is required:

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

- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and related parties of the Company;
- f) Other information (if any) as prescribed in the Company Charter;
- g) Public companies must be responsible for disclosing information about companies where the candidate is holding the position of member of the Board of Directors, other management positions and interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors. From 10% to less than 30% can nominate up to two (02) candidates; from 30% to less than 40% can nominate up to three (03) candidates; from 40% to less than 50% can nominate up to four (04) candidates; from 50% to less than 60% can nominate up to five (05) candidates; from 60% to less than 70% can nominate up to six (06) candidates; from 70% to 80% can nominate up to seven (07) candidates; and from 80% to less than 90% can nominate up to eight (08) candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Regulations on the Board of Directors' operations. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

4. Members of the Board of Directors must meet the standards and conditions as prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Company Charter.

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

1. The number of members of the Board of Directors is 03 people.

2. The term of office of the Board of Directors shall be five (5) years. The term of office of a member of the Board of Directors shall not exceed five (5) years and members of the Board of Directors may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of Board of Directors of a company for up to 02 consecutive terms. In case the term of office of all members of the Board of Directors end at the same time, they shall remain members of the Board of Directors until new members are elected and take over the works

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

The structure of the Board of Directors of the Company must ensure that at least 01 member is a non-executive member. The Company shall limit the number of Board of Directors members who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall no longer be a member of the Board of Directors in the event that he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises.

5. The appointment of a member of the Board of Directors must be disclosed in accordance

with the provisions of law on information disclosure on the stock market.

6. A member of the Board of Directors does not necessarily have to be a shareholder of the Company.

Article 27. Powers and duties of Board of Directors

1. The Board of Directors is a managerial body of the Company, having full authority to make decision and exercise all rights and obligations of the Company in the name of the Company, except for the rights and obligations which are belongs to the General Meeting of Shareholders.

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

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

b) Propose the type of shares and the total number of shares that are allowed to be offered for sale of each type;

c) Decide on the sale of unsold shares within the number of shares that are allowed to be offered for sale of each type; decide on raising additional capital in other forms;

d) Decide on the selling price of shares and bonds of the Company;

dd) Decide on the repurchase of shares in accordance with the provisions of Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

e) Decide on investment plans and investment projects within the authority and limits prescribed by law;

g) Decide on solutions for market development, marketing and technology;

h) Approve purchase, sale, loan, lending contracts 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 report and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the Director and other important managers as prescribed in the Company's Charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of such people;

k) Supervise and direct the Director and other managers in the daily business operations of the Company;

l) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;

m) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

n) Submit audited annual financial statements to the General Meeting of Shareholders;

- o) Propose the dividend level to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
- p) Propose the reorganization and dissolution of the Company; request the bankruptcy of the Company;
- q) Decide on the issuance of the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decide on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors, Regulations on information disclosure of the Company;
- s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.

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

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

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

2. Members of the Board of Directors are entitled to remuneration and bonuses.

The remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on subcommittees of the Board of Directors or performing other tasks beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses they have incurred in performing their responsibilities 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. The Company may purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from among the members of the Board of Directors by the Board of Directors.
2. The Chairman of the Board of Directors shall not concurrently be the Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
 - a) Prepare the program and plan of activities of the Board of Directors;
 - b) Prepare the program, content, and documents for meetings; convene, chair, and preside over meetings of the Board of Directors;
 - c) Organize the adoption of resolutions and decisions of the Board of Directors;
 - d) Supervise the implementation of resolutions and decisions of the Board of Directors;
 - dd) Chair the General Meeting of Shareholders;
 - e) Other rights and obligations as prescribed by the Law on Enterprises.
4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal or removal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 30. Meeting of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a) At the request of the Board of Supervisors or an independent member of the Board of Directors;
 - b) At the request of the Director or at least 05 other managers;
 - c) At the request of at least 02 members of the Board of Directors;
4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating

the purpose, issues to be discussed and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article and no later than 03 working days prior to the date of meeting. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the requesting person has the right to convene a meeting of the Board of Directors in place of the Chairman of the Board of Directors, the procedure for convening the meeting shall follow the same process as when the Chairman convenes the meeting upon request.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a notice of meeting at least 03 working days before the date. The notice of meeting must specify the time and place of the meeting, form of meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by documents used at the meeting and the members' voting ballots. The notice of meeting of the Board of Directors can be sent by invitation, telephone, fax, electronic means and must be guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.

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

The members of the Supervisory Board have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. The meeting of the Board of Directors must be convened no later than 10 (ten) days from the date of the initially scheduled meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are in attendance.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend the meeting and vote in accordance with the provisions of Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting or other electronic forms;
- d) Sending a ballot to the meeting via mail, fax, or email;

10. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize others to attend meetings and vote if approved by a majority of Board of Directors members.

12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision

belongs to the side with the opinion of the Chairman of the Board of Directors.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors, with a minimum of 03 people, including members of the Board of Directors and external members. [Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members shall be appointed as Head of the subcommittee according to the decision of the Board of Directors.] The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when the majority of members attend and vote for it 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 regulations in the Company Charter.

Article 32. Corporate governance Officer

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

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

c) Advise on meeting procedures;

d) Attend meetings;

dd) Advise on procedures for preparing resolutions of the Board of Directors in accordance with the provisions of law;

e) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Supervisory Board;

g) Monitor and report to the Board of Directors on the Company's information disclosure activities;

h) Be the contact point with interested parties;

i) Keep information confidential in accordance with the provisions of law and the Company's Charter;

k) Other rights and obligations as prescribed by law.

VIII. DIRECTOR AND OTHER MANAGERS

Article 33. Organization of managerial apparatus

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

Article 34. Managers

1. The Company's managers include the Director, Deputy Director, Chief Accountant and other managers appointed by the Board of Directors.
2. Upon the request of the Director and with the approval of the Board of Directors, the Company may recruit other managers with the number and qualifications appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. The managers must be responsible for supporting the Company in achieving its operational and organizational goals.
3. The Director is paid salary and bonus. The Director's salary and bonus are decided by the Board of Directors.
4. The salary of the managers is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, removal, duties and powers of the Director

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as Director.
2. The Director is the person who runs the daily business of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.
3. The term of office of the Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The Director must meet the standards and conditions prescribed by law and the Company Charter.
4. The Director has the following rights and obligations:
 - a) Decide on matters related to the Company's daily business that are not under the authority of the Board of Directors;
 - b) Organize the implementation of resolutions and decisions of the Board of Directors;
 - c) Organize the implementation of the Company's business plan and investment plan;
 - d) Propose the Company's organizational structure and internal management regulations;
 - dd) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;
 - e) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the Director;
 - g) Recruit employees;
 - h) Propose plans to pay dividends or handle business losses;
 - i) Other rights and obligations as prescribed by law, the Company's Charter and resolutions

and decisions of the Board of Directors.

j) The Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers, and must report to these these authorities upon request.

5. The Board of Directors may dismiss the Director when the majority of the Board of Directors with voting rights present at the meeting agree and appoint a new Director to replace him.

IX. BOARD OF SUPERVISORS OR AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 36. Nomination and Self-Nomination for candidates of the Board of Supervisors member

1. Nomination and Self-Nomination for candidates of Board of Supervisors member should be carried out in accordance with provisions in clauses 1 and 2, article 25 of this Charter.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the provisions of the Company Charter, Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the provisions of law.

Article 37. Composition of the Board of Supervisors

1. The number of members of the Company's Board of Supervisors is 03 people. The term of office of a member of the Board of Supervisors shall not exceed 05 years and he/she may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting and finance department of the Company;
- b) Being a member or employee of an independent auditing company that audits the Company's financial statements in the previous 3 consecutive years.

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

- a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter and having it approved;

4. Members of the Board of Supervisors shall be dismissed in the following cases:

- a) Failing to complete assigned tasks and work;
- b) Failing to exercise their rights and obligations for 6 consecutive months, except in cases of force majeure;
- c) Repeated or serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter.
- d) Other cases according to the resolution of the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

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 the majority principle. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, law, or a major related to the business activities of the enterprise.

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

a) Convene the Supervisory Board meeting;

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

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

Article 39. Rights and obligations of the Board of Supervisors

The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Propose and recommend the General Meeting of Shareholders to approve the list of audit organizations approved to audit the Company's Financial Statements; decide on the approved audit organization to inspect the Company's operations, and dismiss the approved auditor when deemed necessary.

2. Be responsible to shareholders for their supervision activities.

3. Supervise the financial situation of the Company, compliance with the law in the activities of members of the Board of Directors, Directors, and other managers.

4. Ensure coordination of activities with the Board of Directors, Directors and shareholders.

5. In case of detecting any violation of the law or the Company Charter by a member of the Board of Directors, 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 stop the violation and take measures to remedy the consequences.

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

7. Report at the General Meeting of Shareholders as prescribed.

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 workplace of the Company's managers and employees during working hours.

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

10. Other rights and obligations as prescribed by law and this Charter.

Article 40. Meeting of the Board of Supervisors

1. The Board of Supervisors must meet at least twice a year, with at least 2/3 of the members attending the meeting. Minutes of the Board of Supervisors meetings must be detailed and clear. The person taking the minutes and the members of the Board of

Supervisors attending the meeting must sign the minutes of the meeting. Minutes of the Board of Supervisors meetings must be kept to determine the responsibilities of each member of the Board of Supervisors..

2. The Board of Supervisors has the right to request members of the Board of Directors, the Director and representatives of approved auditing organizations to attend and answer questions that need clarification.

Article 41. Salary, remuneration, bonuses and other benefits of the Board of Supervisors members

Salaries, remuneration, bonuses and other benefits of the Board of Supervisors members are implemented according to the following provisions:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salaries, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors.

2. Members of the Supervisory Board shall be paid for their meals, accommodation, travel, and independent consulting services at reasonable rates. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors are included in the Company's business expenses according to the provisions of the law on corporate income tax, other relevant legal provisions and must be recorded as a separate item in the Company's annual financial statements.

X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, DIRECTOR AND OTHER MANAGERS

Members of the Board of Directors, members of the Board of Supervisors, the Director and other managers are responsible to perform their duties including duties in the capacity as a member of a sub-committee of the Board of Directors in an honest manner in the best interests of the Company.

Article 42. Responsibility of being honest and prevention of conflicts of interest

1. Members of the Board of Directors, members of the Board of Supervisors, the Director and other managers shall disclose related interest in accordance with provisions of the Law on Enterprises and other regulations.

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

3. Members of the Board of Directors, members of the Supervisory Board, Directors and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, and other companies in which the public company controls 50% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above 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 provisions of the securities law on information disclosure.

4. Members of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the Law on Enterprises and the Company Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the Director other managers and their related persons must not use information of the Company which has not yet been permitted to be disclosed, or must not disclose information to others in order to implement related transactions.

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

a) For transactions with a value of less than or equal to 35% of the total asset value recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Board members with no related interests;

b) For transactions with a value greater than 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial report, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

Article 43. Responsibilities for damages and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the Director and other managers who breach their obligations and responsibilities of being honest and prudent or fail to fulfil their obligations with due diligence and professional capability must be responsible for any loss and damage caused by their breach.

2. The Company shall pay compensation to any person who has been, is or is likely to become a related party in a claim, suit or legal proceeding (including civil and administrative cases other than those initiated by the Company) if such person was or is a member of the Board of Directors, a manager, an employee or a representative authorized by the Company, or such person acted or is acting at the request of the Company or the Company's subsidiaries in the capacity as a member of the Board of Directors, a manager, an employee or an authorized representative of the Company who has been or is performing duties as authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.

3. The expenses for compensation shall comprise expenses arising (including legal fees), judgment expenses, fines and payables actually arising or deemed reasonable when dealing with such cases within the framework permitted by law. The Company may purchase insurance for these people to avoid the above compensation liabilities.

XI. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF COMPANY

Article 44. Right to investigate books and records

1. Common shareholders have the right to examine books and records, specifically as follows:

a) Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy the Company 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 common shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, the Director and other managers have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for the purposes relating to their positions, provided that such information must be kept confidential.

4. The Company must store this Charter, amendments of and additions to the Charter, the Enterprise Registration Certificate, any rules, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and of the Board of Directors, meeting minutes the General Meeting of Shareholders and of the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other documents in accordance with law at the head office or another location, provided that the shareholders and the business registration Authority have been notified of the location where such documents are stored.

5. The Charter of the Company must be published on the website of the Company.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The Director must prepare a plan in order for the Board of Directors to approve the matters relating to recruitment, dismissal of employees, salary, social insurance, welfare, rewards and discipline applicable to employees and managers.

2. The Director shall plan for the Board of Directors to approve matters relating to the Company's relations 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 legal regulations.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the method of annual dividend payment from retained profits of the Company.

2. The Company shall not pay interest on payments of dividends or on payments relating

to any type of shares.

3. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends in shares and the Board of Directors shall be the Authority implementing such decision.

4. Where the payment of dividends or other payments relating to one type of shares is made in cash, the Company must make such payment in Viet Nam Dong (VND). The payment may be made directly or via banks on the basis of the bank details provided by the shareholders. If the Company makes a bank transfer based on the exact banking details provided by a shareholder but such shareholder does not receive money, the Company shall not be liable for the amount which it transferred to the shareholder entitled to such amount. The payment of dividends in respect of shares listed on the Stock Exchange may be made via a securities company or Vietnam Securities Depository and Clearing Corporation (VSDC).

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall approve a resolution determining a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.

6. Other matters relating to profit distribution shall be implemented in accordance with law.

XIV. BANK ACCOUNTS, FICAL YEAR AND ACCOUNTING REGIME

Article 47. Bank accounts

1. The Company shall open bank accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.

2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.

3. The Company shall make all payments and conduct all accounting transactions via its Viet Nam Dong (VND) or foreign currency accounts at the banks where it opens such accounts.

Article 48. Fiscal year

The financial year of the Company shall commence from the first day of January each year and shall end on December 31st the same year.

Article 49. Accounting regime

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

2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the provisions of the law on accounting and related laws. These records must be accurate, updated, systematic and sufficient to demonstrate and explain the Company's transactions.

3. The Company uses Vietnamese Dong as its accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as its accounting currency, be responsible for that choice before the law and notify the direct tax authority.

XV: ANNUAL, ANNUAL REPORTS AND RESPONSIBILITIES FOR DISCLOSURE OF INFORMATION

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

1. The Company must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company shall publish the audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.
2. The annual financial report must include all reports, appendices, and explanatory notes as required by law on corporate accounting. The annual financial report must honestly and objectively reflect the Company's operations.
3. The Company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the stock market and submit them to competent state agencies.

Article 51. Annual reports

The Company must prepare and publish its annual reports in accordance with the law on securities and securities market.

XVI. AUDITING THE COMPANY

Article 52. Auditing

1. The annual General Meeting of Shareholders shall appoint an independent auditing company or shall approve the list of independent auditing companies and authorize the Board of Directors to decide to select one of such companies to conduct the auditing of the Company for the next financial year on the basis of the terms and conditions as agreed with the Board of Directors.
2. An audit report must be sent with the annual financial statements of the Company.
3. The auditors who audit the Company shall be permitted to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive other notices and information relating to the General Meeting of Shareholders which the shareholders are entitled to receive, and shall be entitled to express their opinions about issues relating to the auditing.

XVII. SEAL

Article 53. Seal

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures according to the provisions of law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form and content of the seal of the Company, branches and representative offices of the Company (if any).
3. The Board of Directors and the Director use and manage the seal in accordance with the applicable law.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the company

1. The Company may be dissolved in the following cases:
 - a) The term of operation stated in the Company Charter ends without a decision to extend;
 - b) According to the resolution and decision of the General Meeting of Shareholders;
 - c) Having the Certificate of Business Registration revoked, except in cases where the Law on Tax Administration provides otherwise;

d) Other cases as stipulated by law.

2. The early dissolution of the Company (including any extended period) shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Directors. The decision on dissolution must be notified to, or must be approved by (if so required) the competent Authority in accordance with regulations.

Article 55. Extension of the legal life

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders within a time-limit of at least seven (7) months prior to expiry of the duration of operation in order to enable the shareholders to vote on the extension of duration of operation of the Company at the request of the Board of Directors.

2. The duration of operation shall be extended when it is approved by sixty five (65) per cent or more of the total votes of shareholders with voting rights who are present in person at the General Meeting of Shareholders.

Article 56. Liquidation

1. At least six (6) months prior to expiry of the duration of operation of the Company or after a decision on dissolution of the Company is made, the Board of Directors must establish a liquidation committee consisting of three (3) members, in which two (2) members shall be appointed by the General Meeting of Shareholders and one (1) member shall be appointed by the Board of Directors from an independent auditing company. The liquidation committee shall prepare its operational regulations. The members of the liquidation committee may be selected from the employees of the Company or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to other debts of the Company.

2. The liquidation committee is responsible to report its date of establishment and date of commencement of operation to the business registration Authority. From such point of time, the liquidation committee shall represent the Company in all work relating to the liquidation before a court and administrative Authorities.

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

a) Expenses for liquidation;

b) Debts of wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;

c) Tax Debt;

d) Other debts of the Company;

d) Residual upon payment of the debts stated in (a) to (d) above shall be distributed to shareholders.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 57. Settlement of internal dispute

1. Where a dispute or a claim relating to the operation of the Company or to the rights and obligations of shareholders stated in the Law on Enterprises, the Charter Company, other laws or agreements between:

a) A shareholder and the Company;

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

