CHARTER

VINACONTROL GROUP CORPORATION

PREAMBLE

This Charter of Vinacontrol Group Corporation constitutes the legal basis for all operations of the Company (a joint stock company established and operating in accordance with the Enterprise Law).

This Charter was approved pursuant to Resolution No. 154/DHDCD-NQ of the General Meeting of Shareholders of the Company dated 18 June 2026, hereinafter referred to as the **"Charter"**.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1: Definitions

1.1. In this Charter, the following terms shall be understood as follows:

a. **"Charter Capital"** means the total par value of shares sold or registered for subscription upon the establishment of a joint stock company and as provided in Article 5 of this Charter;

b. **"Voting Capital"** means share capital whose owner has the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;

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

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

e. **"Date of Establishment"** means the date on which the Company was first issued its Enterprise Registration Certificate;

f. **"Enterprise Executive"** means the General Director, Deputy General Directors, Chief Accountant, and certain Executive Directors authorized according to their functions to sign transactions of the Company in the name of the Company;

g. **"Enterprise Manager"** means a manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, and the Board of General Directors;

h. **"Related Person"** means an individual or organization as prescribed in Clause 23 Article 4 of the Enterprise Law and Clause 46 Article 4 of the Securities Law;

i. **"Shareholder"** means an individual or organization that owns at least one share of a joint stock company;

j. **"Founding Shareholder"** means a shareholder that owns at least one ordinary share and signs the list of founding shareholders of a joint stock company;

k. **"Major Shareholder"** means a shareholder as prescribed in Clause 18, Article 4 of the Securities Law;

l. **"Term of Operation"** means the term of operation of the Company as prescribed in Article 2 of this Charter;

m. **"Vietnam"** means the Socialist Republic of Vietnam.

n. **"Stock Exchange"** means the Vietnam Stock Exchange and its subsidiaries.

1.2. In this Charter, references to one or more provisions or other documents shall include any amendments, supplements, or superseding documents.

1.3. The headings (chapters and articles of this Charter) are used for convenience in understanding the content and shall not affect the substance of this Charter.

1.4. Words or terms defined in the Enterprise Law (unless inconsistent with the subject matter or context) shall have the same meanings in this Charter.

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

Article 2: Name, form, head office, branches, representative offices, member units and operating term of the Company

2.1. Name of the Company

- Vietnamese name: CÔNG TY CỔ PHẦN TẬP ĐOÀN VINACONTROL
- English name: VINACONTROL GROUP CORPORATION
- Abbreviated name: VINACONTROL

2.2. The Company is a joint stock company with legal personality in accordance with the current laws of Vietnam.

2.3. The registered head office of the Company is:

- Address: 54 Tran Nhan Tong, Hai Ba Trung Ward, Hanoi City, Vietnam
- Telephone: 024.39433840
- Fax: 024.39433844
- E-mail: vinacontrol@vinacontrol.com.vn
- Website: www.vinacontrol.com.vn

2.4. The Company may establish branches and representative offices to carry out the Company's operational objectives in accordance with resolutions of the Board of Directors and within the scope permitted by law.

2.5. Unless terminated early pursuant to Clause 53.2 of Article 53 of this Charter, the operating term of the Company shall commence from the date of establishment and shall be indefinite.

Article 3: The Legal Representative of the Company

The General Director is the legal representative of the Company

The powers and obligations of the legal representative are set out in detail in the Internal Regulations on Corporate Governance of the Company.

The legal representative shall be accountable to the General Meeting of Shareholders and the Board of Directors for matters falling within the scope of authority prescribed in the relevant regulations in accordance with law and this Charter.

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

Article 4: Operational Objectives of the Company

4.1.The Company's business lines are:

No.	Business line	Industry code
1	Technical testing and analysis Details: - Inspection of specifications, quality, condition, quantity and weight, packaging, marks and codes for all types of goods, including machinery, technological lines, precious stones, and rare precious metals; - Supervision of goods during production, handover and receipt, preservation, transportation, loading and unloading; supervision of the assembly of technological line equipment; Appraisal, consultancy, and supervision of construction works; - Inspection of means of transport, containers, and maritime inspection services; Inspection of vessel safety prior to loading, dismantling, or repair; - Inspection of losses; - Acting as an agent for loss inspection and loss apportionment for domestic and foreign insurance Companies; - Sample collection, analysis and testing services; - Technical inspection services for occupational safety; - Measurement and preparation of capacity tables for watercraft; - Calibration and verification of measuring equipment; - Destructive and non-destructive testing;	7120 (Principal)

No.	Business line	Industry code
	- Inspection at the request of all entities to provide documentation for State management purposes in areas such as: origin of goods; quality management; safety and hygiene of goods; acceptance and final settlement of investment works; environmental protection (Inspection of industrial hygiene; Inspection and treatment of water and wastewater); customs clearance support services; - Related services: disinfection, valuation; non-destructive Inspection; inspection of welded structures of works; inspection of equipment and measuring instruments; inspection and preparation of capacity tables for various types of tanks and barges; tallying; sealing and lead-sealing; management system quality inspection services at the request of customers; - Consultancy, assessment, and certification of the application of management systems in accordance with international standards; Consultancy on the quality of goods; - Product certification; - Inspection and certification of conformity in respect of the load-bearing capacity of construction works; inspection and certification of conformity in respect of the quality of construction works, machinery, equipment, supplies, and construction materials (in accordance with State regulations); - Inspection services and other services as entrusted by any domestic or international inspection organization; - Verification, calibration, and testing of measuring instruments and measurement standards; - Inspection and calibration of medical equipment; - Provision of motor vehicle inspection services; - Inspection of the quality of construction work components and construction works. Inspection of the quality of construction materials, construction components, and construction products; - Testing of the quality of goods and products; - Quality inspection of products and goods during use; - Inspection of the quality of products and goods;	

No.	Business line	Industry code
	- Certification of products and management systems; - Assessment, valuation, and technology Inspection.	
2	Architectural activities and related technical consultancy Details: - Supervision of construction of civil and industrial works, specialized supervision area: installation of equipment and electrical automation technology; - Supervision of installation of equipment for construction works; - Supervision of the installation of technological equipment; - Supervision of the installation of mechanical equipment and technology for construction works; - Consultancy on the preparation of construction investment projects (The enterprise may only operate when it fully satisfies the conditions prescribed by law); - Supervision of the installation of electrical equipment for civil and industrial construction works; - Surveying and mapping activities; - Consultancy on the management of construction investment projects; - Construction survey: Topographical survey; Engineering geological survey.	7110
3	Other professional, scientific and technological activities not elsewhere classified Details: - Technology transfer services; - Consultancy on the preparation of bidding documents and the analysis and evaluation of bids for consultancy, construction and installation, supply, and equipment installation; - Classification of medical devices; - Consultancy on technical aspects of medical devices; - Occupational safety and hygiene training and working environment monitoring; - Bidding consultancy services: preparation and evaluation of reports on planning, master development plans, and architecture; conducting	7499

No.	Business line	Industry code
	surveys, preparing pre-feasibility study reports, feasibility study reports, and environmental impact assessment reports; conducting surveys, preparing designs and cost estimates; preparing expressions of interest invitation dossiers, prequalification invitation dossiers, bidding dossiers, and request for proposal dossiers; evaluating expressions of interest dossiers, prequalification application dossiers, bid dossiers, and proposal dossiers; conducting review and appraisal; supervision; project management; training, technology transfer; other consultancy services; - Provision of product and management system certification services; - Environmental monitoring and analysis, environmental impact assessment; - Consultancy and transfer of environmentally friendly production technologies and environmental technologies; energy-saving technologies, clean energy production, renewable energy; - Consultancy, training, and provision of environmental information; clean energy, renewable energy, energy saving; - Environmental Inspection of goods, machinery, equipment, and technologies; - Inspection of damage to the environment and biodiversity; Inspection of pollutants having a direct impact on human health; - Other environmental protection services; - Consultancy on other technologies: Greenhouse gas inventory, greenhouse gas emission mitigation, validation of carbon credits and greenhouse gas emission quotas; - Energy audit; - Environmental audit; - Appraisal of greenhouse gas emission mitigation reports.	
4	Installation of industrial machinery and equipment Details: Advisory and installation services for equipment	3320
5	Other support service activities related to transportation Details: Customs declaration services; logistics services.	5229
6	Business management consultancy activities and other management	7020

No.	Business line	Industry code
	consultancy activities Details: Advisory services on procedures for enterprise equitization, consolidation, acquisition, and merger of enterprises (excluding legal consultancy)	
7	Other education not elsewhere classified Details: - Training in valuation knowledge and professional practice, and other related professional practice areas (only operating after approval by the competent State authority); - Education not defined by level at training and retraining centers; - Vocational training activities; - Occupational safety training.	8559
8	Hotels and similar accommodation services Details: Hotel services (excluding karaoke rooms, bars, and dance halls)	5510
9	Other computer and information technology service activities Details: - Consultancy on investment in the application of information technology; - Supervision of implementation of investment projects involving the application of information technology.	6290
10	Real estate business, land use rights owned by the owner or user, or leased Details: Real estate business; office leasing.	6810
11	Generation of electricity from renewable energy sources Details: Solar power generation	3512
12	Primary-level training	8531
13	Wholesale of other machinery, equipment, and spare parts	4659

4.2. The operational objectives of the Company are as follows: The Company is established to mobilize and effectively use capital, enhance the enterprise's autonomy and competitiveness, strengthen its organization, management, and development of business activities in goods Inspection services and other services for the purpose of generating high profits, ensuring benefits and increasing dividends for shareholders, creating stable employment for employees, contributing to the State Budget, and enabling the Company to grow increasingly strong.

Article 5: Scope of Business and Operations

The Company is permitted to conduct business activities in the business lines specified in this Charter, which have been registered, for which changes to enterprise registration contents have been notified to the business registration authority, and which have been published on the National Business Registration Portal. Where the Company conducts business in conditional investment and business lines, the Company must fully satisfy the business conditions prescribed by the Law on Investment and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6: Charter Capital, Shares, Founding Shareholders

6.1. The Charter Capital of the Company is 209,995,110,000 dong (in words: Two hundred and nine billion, nine hundred and ninety-five million, one hundred and ten thousand dong)

The total Charter Capital of the Company is divided into 20,999,511 shares with a par value of 10,000 dong per share.

6.2. The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law. The Company shall register the change in Charter Capital within 10 days from the date of completion of the share sale.

6.3. The shares of the Company on the date of adoption of this Charter comprise only ordinary shares. The rights and obligations of shareholders holding each class of shares are stipulated in Article 11 and Article 12 of this Charter.

6.4. The Company may issue other classes of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law.

6.5. Ordinary shares must be offered on a priority basis to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must give notice of the share offering; such notice must clearly state the number of shares offered and an appropriate subscription period (at least twenty working days) for shareholders to subscribe for such shares. The number of shares not fully subscribed for by shareholders shall be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6.6. The Company may repurchase shares issued by the Company itself in the manners prescribed in this Charter and applicable law.

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

6.8. The maximum foreign ownership ratio in the Company shall be 5% of the Company's Charter Capital, unless otherwise provided by law.

Article 7: Share Certificates

7.1. Shareholders of the Company shall be issued share certificates corresponding to the number of shares and classes of shares they own.

7.2. A share certificate is a type of security certifying the lawful rights and interests of its holder in respect of a portion of the share capital of the issuing organization. Share certificates must contain the principal contents as prescribed in Clause 1, Article 121 of the Enterprise Law.

7.3. Within 30 days from the date of submission of a complete dossier requesting the transfer of ownership of shares in accordance with the Company's regulations, or within two months, or such other period as provided in the issuance terms, from the date of full payment for the shares in accordance with the Company's share certificate issuance plan, the holder of such shares shall be issued share certificates. The owner of shares shall not be required to pay the company the cost of printing share certificates.

7.4. Where a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company at the request of such shareholder. The shareholder's request must include the following details:

   a. Information on the share certificate that has been lost, damaged, or otherwise destroyed;

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

Article 8: Other Securities Certificates

Bond certificates or other securities certificates of the Company (excluding offering letters, temporary certificates, and similar documents) shall be issued bearing the seal and specimen signature of the legal representative of the Company, unless the terms and conditions of issuance provide otherwise.

Article 9: Transfer of Shares

9.1. All shares may be freely transferred unless otherwise provided by this Charter and the law. Share certificates listed on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the securities market of the Stock Exchange.

9.2. Shares that have not been fully paid for may not be transferred or enjoy related rights, such as the right to receive dividends, the right to receive share certificates issued to increase share capital from owners' equity, and the right to purchase newly offered share certificates.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 10: Organizational, Governance and Control Structure

The organizational management, governance and control structure of the Company comprises:

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11: Rights of Shareholders

11.1. Holders of ordinary shares have the following rights:

a. To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative. Each ordinary share entitles its holder to one voting ballot.

b. To receive dividends at the rate decided by the General Meeting of Shareholders;

c. To have priority to purchase new shares in proportion to each shareholder's ownership of ordinary shares in the Company;

d. To freely transfer their shares to others, except in the cases prescribed in Clause 3 Article 120, Clause 1 Article 127 of the Enterprise Law and other relevant provisions of law;

e. To review, look up and extract information on names and contact addresses in the list of shareholders entitled to vote; request the correction of their inaccurate information;

f. In the event that the Company is dissolved or goes bankrupt, to receive a portion of the remaining assets corresponding to the number of shares contributed to the

Company after the Company has paid its debts (including debt obligations to the State, taxes, and fees).

g. To request the Company to repurchase their shares in the cases prescribed in Article 132 of the Enterprise Law;

h. To be treated equally. Each share of the same class confers on the shareholder owning it equal rights, obligations, and interests. Where the Company has classes of preference shares, the rights and obligations attached to such classes of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

i. To have full access to periodic disclosures and ad hoc disclosures made by the Company in accordance with law;

j. To have their lawful rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Enterprise Law;

k. Other rights as prescribed by law.

11.2. A shareholder or group of shareholders owning 05% or more of the total ordinary shares shall have the following rights:

a. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Enterprise Law;

b. To inspect, look up, and make extracts from the minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to trade secrets and business secrets of the Company;

c. To request the Supervisory Board to examine each specific matter relating to the management and administration of the Company's operations when deemed necessary. The request must be made in writing and must include the following contents: full name, contact address, nationality, and number of the legal document of the individual, for a shareholder being an individual; name, enterprise identification number or number of the legal document of the organization, and head office address, for a shareholder being an organization; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire shareholder group, and the ownership ratio in the total number of shares of the Company; matters to be inspected, and the purpose of such inspection;

d. To recommend matters to be included in the agenda of the General Meeting of Shareholders. The recommendation must be made in writing and sent to the Company no later than 03 working days before the opening date of the meeting. The recommendation must clearly state the name of the shareholder, the number of each class of shares held by the shareholder, and the matter recommended for inclusion in the meeting agenda;

e. Other rights as prescribed by law and this Charter.

11.3. A Shareholder or group of Shareholders owning 5% or more of the total ordinary shares has the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates to the Board of Directors and the Supervisory Board shall be carried out as follows:

a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting of such group meeting before the opening of the General Meeting of Shareholders;

b. Depending on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this Clause shall be entitled to nominate one or more persons, as determined by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 12: Obligations of shareholders

Ordinary shareholders shall have the following obligations:

12.1. To pay in full and on time for the shares subscribed for purchase.

12.2. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any form, except where such shares are repurchased by the Company or another person. Where a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, such shareholder and the related persons in the Company shall be jointly liable for the debts and other asset obligations of the Company up to the value of the shares withdrawn and for any losses incurred.

12.3. To comply with the Company Charter and the Company's Internal Governance Regulations.

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

12.5. To keep confidential the information provided by the Company in accordance with the Company Charter and the law; use the information provided only to exercise and protect their lawful rights and interests; strictly refrain from disseminating, copying, or sending information provided by the Company to other organizations or individuals.

12.6. To attend meetings of the General Meeting of Shareholders and exercise voting rights in the following forms:

a. Attending and voting in person at the meeting;

b. Authorizing another individual or organization to attend and vote at the meeting;

c. Attending and voting via online conference, electronic voting, or another electronic form;

d. Sending the voting ballot to the meeting by post, fax, or email.

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

a. Violating the law;

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

c. Paying debts that are not yet due in the face of financial risks to the Company.

12.8. To fulfill other obligations in accordance with applicable laws.

Article 13: General Meeting of Shareholders

13.1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold its annual meeting once a year and within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders where necessary, but not beyond 06 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The venue of the General Meeting of Shareholders shall be determined as the place where the Chair attends the meeting and must be within the territory of Vietnam.

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

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

a. The Board of Directors deems it necessary for the benefit of the Company;

b. The remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number of members prescribed by law;

c. At the request of the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason for and purpose of the meeting, bearing all signatures of the relevant shareholders, or the written request may be made in multiple copies which together contain all signatures of the relevant shareholders;

d. At the request of the Supervisory Board;

e. Other cases as prescribed by law and the Company Charter.

13.4. Convening an extraordinary General Meeting of Shareholders

a. The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date on which the remaining number of members of the Board of Directors or members of the Supervisory Board is as prescribed at Point b, Clause 13.3 of this Article, or from the date of receipt of the request specified at Points c and d, Clause 13.3 of this Article;

b. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at point a of this clause, within the following 30 days, the Supervisory Board shall convene the meeting of the General Meeting of Shareholders in place of the Board of Directors in accordance with clause 3 Article 140 of the Enterprise Law;

c. Where the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed at point b of this clause, the shareholder or group of shareholders specified at point c clause 13.3 of this Article shall have the right to request a representative of the Company to convene a meeting of the General Meeting of Shareholders in accordance with the Enterprise Law;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the process and procedures for convening, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses shall not include expenses personally incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. Procedures for holding a meeting of the General Meeting of Shareholders in accordance with Clause 5, Article 140 of the Enterprise Law.

Article 14: Rights and Obligations of the General Meeting of Shareholders

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

a. To approve the development orientation of the Company;

b. To decide on the classes of shares and the total number of shares of each class authorized for offering; Decide on the annual dividend rate for each class of shares;

c. To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;

d. To decide on the investment in, or sale of, assets valued at 35% or more of the total asset value recorded in the Company's most recent audited consolidated financial statements;

e. To decide on amendments and supplements to the Company Charter;

f. To approve the annual financial statements;

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

h. To review and handle violations committed by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and the Company's shareholders;

i. To decide on the reorganization or dissolution of the Company;

j. To decide on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k. To approve the Internal Corporate Governance Regulations; Operating Regulations of the Board of Directors and the Supervisory Board;

l. To approve the list of approved auditing firms, decide on the approved auditing firm to inspect the Company's operations, and dismiss the approved auditor when deemed necessary;

m. Other rights and obligations as prescribed by law.

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

a. Annual business plan of the Company;

b. The audited annual financial statements;
c. Report of the Board of Directors on governance and the performance of the Board of Directors and each member of the Board of Directors;
d. Report of the Supervisory Board on the business results of the Company, the performance of the Board of Directors, and the General Director;
e. Self-assessment report on the performance of the Supervisory Board and members of the Supervisory Board;
f. Dividend rate for each share of each class;
g. Number of members of the Board of Directors and the Supervisory Board;
h. Election, removal, and dismissal of members of the Board of Directors and members of the Supervisory Board;
i. Determination of the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
k. Approval of the list of approved audit firms; determination of the approved audit firm to inspect the Company's operations when deemed necessary;
l. Supplementation and amendment of the Company Charter;
m. Types of shares and the number of newly issued shares for each type of share, and the transfer of shares by founding shareholders within the first 03 years from the date of establishment;
n. Division, separation, consolidation, merger or conversion of the Company;
o. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
p. Decision on investment in or sale of assets with a value equal to or exceeding 35% of the total asset value recorded in the Company's latest audited consolidated financial statements;
q. Decision on the repurchase of more than 10% of the total number of sold shares of each class;
r. The Company's entering into contracts or transactions with the entities specified in Clause 1, Article 167 of the Enterprise Law, with a value equal to or greater than 35% of the total asset value of the Company as recorded in the most recent audited consolidated financial statements;
s. Approval of transactions specified in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;

t. Approval of the Internal Regulations on corporate governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;

u. Other matters as prescribed by law and this Charter.

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

Article 15: Authorization to Attend Meetings of the General Meeting of Shareholders

15.1. Shareholders and authorized representatives of Shareholders that are organizations may attend the meeting in person, authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the methods prescribed in Clause 3, Article 144 of the Enterprise Law.

15.2. The authorization of an individual or organization to act as a representative to attend the General Meeting of Shareholders as prescribed in Clause 15.1 of this Article must be made in writing. The written authorization shall be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the contents of the authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit the written authorization upon registration for attendance. In the case of re-authorization, the meeting attendee must also present the initial written authorization from the shareholder or the authorized representative of the shareholder that is an organization (if it has not previously been registered with the Company).

15.3. The voting ballot of the person authorized to attend the meeting, within the scope of authorization, shall remain valid upon the occurrence of any of the following circumstances, except in the following case:

a. The principal has died, has restricted civil act capacity, or has lost civil act capacity;

b. The principal has revoked the proxy appointment;

c. The principal has revoked the authority of the proxy holder.

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

Article 16: Changes to Rights

16.1. Any change to or cancellation of the special rights attached to a class of preference shares shall take effect upon approval by shareholders representing at least 65% of the total voting ballots of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on any matter that adversely changes the rights and obligations of shareholders owning preference shares may only be adopted if it is approved by shareholders owning preference shares of the same class attending the meeting and holding at least 75% of the total number of preference shares of such class, or, in the case of adoption of a resolution by written consultation, by shareholders owning preference shares of the same class and holding at least 75% of the total number of preference shares of such class.

16.2. The convening of a meeting of shareholders holding a class of preference shares to approve the change to the above-mentioned rights shall be valid only when at least 02 shareholders (or their authorized representatives) are present and hold at least 1/3 of the par value of the issued shares of such class. If the required number of attendees as stated above is not met, the meeting shall be reconvened within the following 30 days, and the holders of shares of such class who are present in person or through their authorized representatives shall be deemed to constitute the required number of attendees, irrespective of the number of persons and the number of shares. At meetings of shareholders holding the above-mentioned preference shares, holders of shares of that class who are present in person or by proxy may request a secret ballot. Each share of the same class shall carry equal voting rights at the above-mentioned meetings.

16.3. The procedures for conducting such separate meetings shall be carried out in the same manner as provided in Articles 18, 19 and 20 of this Charter.

16.4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares carrying preferential rights with respect to some or all matters relating to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

Article 17: Convening meetings, meeting agenda and notice convening the General Meeting of Shareholders

17.1. The Board of Directors shall convene annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 13.3 of Article 13 of this Charter.

17.2. The person convening the General Meeting of Shareholders must perform the following duties:

a. Preparing the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date on which the meeting invitation notice is sent. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the record date;

b. Preparing the agenda and contents of the meeting;

c. Preparing documents for the meeting;

d. Drafting resolutions of the General Meeting of Shareholders based on the proposed contents of the meeting;

e. Determining the time and venue for holding the meeting;

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

g. Other tasks in service of the General Meeting.

17.3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholders' contact addresses, and shall concurrently be published on the Company's website and on the websites of the State Securities Commission and the Stock Exchange where the Company is listed or registered for trading. The Convener of the Meeting of the General Meeting of Shareholders must send the notice of invitation to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the General Meeting of Shareholders (calculated from the date on which the notice is duly sent or dispatched).

The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to the Shareholders and/or posted on the Company's website. Where the documents are not enclosed with the notice of meeting of the General Meeting of Shareholders, the meeting invitation notice must clearly state the link to all meeting documents so that the Shareholders may access them, including:

a. The meeting agenda and documents used at the meeting;

b. The list and detailed information of candidates standing for election as members of the Board of Directors and members of the Supervisory Board;

c. Voting ballot;

d. Draft resolutions for each matter on the meeting agenda.

17.4. A shareholder or group of shareholders as prescribed in Clause 11.2 of Article 11 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and submitted to the Company no later than three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must clearly state the name of the shareholder, the quantity of each type of share held by the shareholder, and the matter proposed to be included in the meeting agenda.

17.5. The convener of the Meeting of the General Meeting of Shareholders has the right to refuse the proposal specified in Clause 17.4 of this Article if it falls into any of the following cases:

a. The proposal is not submitted in accordance with Clause 17.4 of this Article;
b. At the time of making the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as prescribed in Clause 11.2, Article 11 of this Charter;
c. The matter proposed does not fall within the decision-making authority of the General Meeting of Shareholders;
d. Other cases as prescribed by law and this Charter.

17.6. The convener of the Meeting of the General Meeting of Shareholders must accept and include the proposal specified in Clause 17.4 of this Article in the proposed agenda and contents of the meeting, except in the case specified in Clause 17.5 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 18: Conditions for conducting meetings of the General Meeting of Shareholders

18.1. A meeting of the General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total number of voting ballots.

18.2. If the first meeting fails to meet the conditions for being conducted as prescribed in Clause 18.1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted when the attending shareholders represent at least 33% of the total number of voting ballots.

18.3. If the second meeting does not satisfy the conditions for being conducted as prescribed in Clause 18.2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted regardless of the total number of voting ballots of the shareholders attending the meeting.

Article 19: Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

19.1. Before the meeting is opened, the Company must carry out the procedures for shareholder registration and must continue such registration until all shareholders entitled to attend the meeting who are present have completed registration in the following order:

a. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card stating the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting ballots of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by votes in favor, votes against, and abstentions. At the Meeting, the voting cards in favor of the resolution shall be collected first, followed by the voting cards against the resolution, and finally the total number of votes in favor or against shall be counted to make a decision. The vote-counting results shall be announced by the Chair immediately before the meeting is closed. The Meeting shall elect the persons responsible for counting votes or supervising the vote counting at the proposal of the Chair. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chair of the meeting;

b. A Shareholder, an authorized representative of a Shareholder that is an organization, or an authorized person who arrives after the meeting has opened has the right to register immediately and, thereafter, to attend and vote at the General Meeting immediately upon registration. The Chair is not responsible for suspending the General Meeting to allow late-arriving Shareholders to register, and the validity of the matters previously voted on shall remain unchanged.

19.2. The election of the Chair, secretary and vote-counting committee shall be prescribed as follows:

a. The Chairperson of the Board of Directors shall act as the Chair or authorize another member of the Board of Directors to act as the Chair of the meeting of the General Meeting of Shareholders convened by the Board of Directors. Where the Chairperson is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of their number to act as the Chair of the meeting in accordance with the majority principle. Where no person is elected to act as Chair, the Head of the Supervisory Board shall conduct the proceedings for the

General Meeting of Shareholders to elect the Chair of the meeting from among the attendees, and the person receiving the highest number of votes shall act as Chair of the meeting;

b. Except for the case specified at point a of this clause, the person signing the notice convening the General Meeting of Shareholders shall conduct the proceedings for the General Meeting of Shareholders to elect the Chair of the meeting, and the person receiving the highest number of votes shall act as Chair of the meeting;

c. The Chair shall appoint one or more persons to act as secretaries of the meeting;

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

19.3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocated to each matter included in the meeting agenda.

19.4. The Chair of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of attendees.

a. Arranging seating at the venue of the General Meeting of Shareholders;

b. Ensuring safety for all persons present at the meeting venues;

c. Facilitating shareholders' attendance at (or continued attendance at) the meeting. The Convener of the Meeting of the General Meeting of Shareholders shall have full authority to modify the above-mentioned measures and apply all necessary measures. The measures applied may include issuing admission passes or using other forms of selection.

19.5. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by votes in favor, votes against, and abstentions. The vote counting results shall be announced by the Chair immediately before the meeting is closed.

19.6. A shareholder or authorized attendee arriving after the meeting has commenced may still register and shall have the right to participate in voting immediately after registration; in this case, the validity of the matters previously voted upon shall remain unchanged.

19.7. The convener of the Meeting or the Chair of the General Meeting of Shareholders shall have the following rights:

a. To require all attendees to undergo inspection or other lawful and reasonable security measures;

b. To request the competent authority to maintain order at the meeting; to expel from the General Meeting of Shareholders any persons who fail to comply with the Chair's presiding authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

19.8. The Chair has the right to adjourn a General Meeting of Shareholders for which the required number of attendees has registered, for no more than 03 working days from the scheduled opening date of the meeting, and may only adjourn the meeting or change the meeting venue in the following cases:

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

b. The information facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

c. An attendee obstructs or disrupts order, creating a risk that the meeting cannot be conducted fairly and lawfully.

19.9. Where the Chair adjourns or suspends the General Meeting of Shareholders contrary to the provisions of Clause 19.8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chair in presiding over the meeting until its conclusion; all resolutions adopted at such meeting shall take effect.

19.10. Where the Company applies modern technology to organize the General Meeting of Shareholders by online meeting or by an in-person meeting combined with online participation, the Company shall be responsible for ensuring that Shareholders attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Securities Law.

Article 20: Conditions for Adoption of Resolutions of the General Meeting of Shareholders

20.1. A resolution on the following matters shall be adopted if it is approved by shareholders representing 75% or more of the total voting ballots of all shareholders attending and voting at the meeting, except in the cases prescribed in Clauses 3 and 6 of Article 148 of the Enterprise Law and Clause 21.8 of Article 21 of this Charter:

a. Classes of shares and the total number of shares of each class;

b. Change the business lines, trades, and business sectors;

c. Change the organizational and management structure of the Company;

d. Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent audited consolidated financial statements;

e. Reorganization or dissolution of the Company;
f. Amendment and supplement of the Charter;
g. Election, relief from office, dismission, and replacement of members of the Board of Directors and the Supervisory Board.

20.2. Resolutions shall be adopted when approved by shareholders holding more than 65% of the total voting ballots of all shareholders attending and voting at the meeting, except for the cases specified in Clause 20.1 of this Article and Clauses 3 and 6 of Article 148 of the Enterprise Law.

20.3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares shall be lawful and take effect even if the order and procedures for convening the meeting and approving such resolutions violate the provisions of the Enterprise Law and the Company Charter.

Article 21: Authority and procedures for collecting shareholders' written opinions to approve Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written opinions to approve Resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

21.1. The Board of Directors has the right to solicit shareholders' written opinions in order to adopt a resolution of the General Meeting of Shareholders when it deems necessary in the interests of the Company, except in the case prescribed in Clause 2 Article 147 of the Enterprise Law.

21.2. The Board of Directors must prepare the written opinion form, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders entitled to vote no later than 10 days before the deadline for returning the written opinion form. The requirements and method for sending written opinion forms and accompanying documents shall be implemented in accordance with Clause 17.3 of Article 17 of this Charter.

21.3. The written opinion form must contain the following principal contents:

a. Name, head office address, and enterprise identification number;
b. Purpose of soliciting opinions;
c. Full name, contact address, nationality, and number of the legal document of the individual, in the case of a shareholder being an individual; name, enterprise identification number or number of the legal document of the organization, and head office address, in the case of a shareholder being an organization; or full name, contact address, nationality, and number of the legal document of the individual, in

the case of the representative of a shareholder being an organization; the number of shares of each class and the number of voting ballots of the shareholder;

d. The matter on which opinions are sought for the purpose of passing a decision;

e. Voting options, comprising approval, disapproval, and no opinion for each matter on which opinions are sought;

f. The deadline by which the completed opinion solicitation form must be returned to the Company;

g. Full name and signature of the Chairman of the Board of Directors.

21.4. A shareholder may send the completed opinion solicitation form to the Company by mail, fax, or email in accordance with the following provisions:

a. In the case of submission by mail, the completed opinion collection form must bear the signature of the shareholder who is an individual, the authorized representative, or the legal representative of the shareholder that is an organization. Opinion collection forms returned to the Company must be placed in sealed envelopes, and no person shall be entitled to open them prior to the vote counting;

b. In the case of submission by fax or email, opinion collection forms returned to the Company must be kept confidential until the time of vote counting;

c. Opinion collection forms returned to the Company after the deadline specified in the contents of the opinion collection form, or which have been opened in the case of submission by mail or disclosed in the case of submission by fax or email, shall be invalid. Written opinion solicitation ballots that are not returned shall be deemed ballots not participating in the vote.

21.5. The Board of Directors shall count the votes and prepare the vote-counting minutes in the presence of the Supervisory Board or shareholders who do not hold managerial positions in the Company. The vote-counting minutes must contain the following principal contents:

a. Name, head office address, and enterprise identification number;

b. The purpose and matters on which opinions are solicited for the adoption of a resolution;

c. The number of shareholders, with the total number of voting ballots participating in the vote, distinguishing between the number of valid voting ballots and invalid voting ballots and the method of sending voting ballots, together with an appendix listing the shareholders participating in the vote;

d. The total number of votes in favor, votes against, and votes with no opinion on each matter;

e. The matters approved and the corresponding voting approval percentage;

f. The full names and signatures of the Chairman of the Board of Directors, the vote counter, and the vote-counting supervisor.

The members of the Board of Directors, the vote counter, and the vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes; shall be jointly liable for any losses arising from decisions approved due to dishonest or inaccurate vote counting.

21.6. The vote-counting minutes must be sent to the Shareholders within fifteen (15) days from the date on which the vote counting is completed. The sending of the vote-counting minutes and the resolution may be replaced by posting them on the Company's website within 24 hours from the time at which the vote counting is completed.

21.7. The completed written opinion ballots, the vote-counting minutes, the adopted resolution, and relevant documents enclosed with the written opinion ballots must all be retained at the Company's head office.

21.8. A resolution shall be adopted by way of solicitation of written opinions from shareholders if it is approved by shareholders owning more than 65% of the total number of voting ballots of all shareholders entitled to vote, and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 22: Resolutions and Minutes of Meetings of the General Meeting of Shareholders

22.1. A meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and retained in another electronic form. The minutes must be prepared in Vietnamese, may also be prepared in English, and must include the following principal contents:

a. Name, head office address, and enterprise identification number;
b. The time and venue of the General Meeting of Shareholders;
c. The meeting agenda and contents of the meeting;
d. The full name of the Chair and the secretary;
e. A summary of the proceedings of the meeting and the opinions expressed at the General Meeting of Shareholders on each matter in the meeting agenda;
f. The number of shareholders and the total number of Voting Ballots of the shareholders attending the meeting, together with an appendix comprising the registration list of shareholders and shareholder representatives attending the meeting, with the corresponding number of shares and votes;
g. The total number of Voting Ballots for each matter put to vote, specifying the voting method, the total number of valid, invalid, affirmative, dissenting and

abstaining votes; the corresponding ratio to the total number of Voting Ballots of shareholders attending the meeting;

h. Matters approved and the corresponding ratio of affirmative Voting Ballots;

i. Full names and signatures of the Chair and the secretary. Where the Chair or the secretary refuses to sign the meeting minutes, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all contents as prescribed in this Clause. The meeting minutes shall clearly record that the Chair and the secretary refused to sign the meeting minutes.

22.2. The minutes of the General Meeting of Shareholders must be completed and adopted before the conclusion of the meeting. The Chair and the secretary of the meeting or any other person signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

22.3. Minutes prepared in Vietnamese and English shall have equal legal validity. In the event of any discrepancy between the contents of the Vietnamese minutes and the English minutes, the contents of the Vietnamese minutes shall prevail.

22.4. Resolutions and minutes of meetings of the General Meeting of Shareholders, appendices containing the list of shareholders registered to attend the meeting together with the signatures of the shareholders, powers of attorney authorizing attendance at the meeting, all documents attached to the minutes (if any), and relevant documents enclosed with the meeting invitation notice must be disclosed in accordance with the laws on information disclosure on the securities market and must be retained at the head office of the Company.

Article 23: Request for Cancellation of a Resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the Resolution or the minutes of the meeting of the General Meeting of Shareholders or the minutes of the vote-counting results from solicitation of shareholders' opinions, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to consider and cancel the Resolution or part of the contents of the Resolution of the General Meeting of Shareholders in the following cases:

23.1. The order and procedures for convening meetings and passing resolutions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company Charter, except for the case specified in Clause 20.3 of Article 20 of this Charter.

23.2. The contents of the resolution violate the law or this Charter.

VII. BOARD OF DIRECTORS

Article 24: Candidacy and nomination of members of the Board of Directors

24.1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the meeting of the General Meeting of Shareholders so that Shareholders may learn about such candidates before voting. A candidate for the Board of Directors must provide a written undertaking as to the truthfulness and accuracy of the disclosed personal information and must undertake to perform his/her duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes:

a. Full name and date of birth;

b. Professional qualifications;

c. Work history;

d. Other managerial positions (including positions on the Board of Directors of other companies);

e. Interests related to the Company and related parties of the Company;

f. A public company shall be responsible for disclosing information on the companies in which a candidate holds the position of member of the Board of Directors or other managerial positions, and on the interests related to the company of the Board of Directors candidate (if any).

24.2.Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates to the Board of Directors. Specifically, if a shareholder or group of shareholders owns the total number of shares carrying voting rights:

- From 5% to less than 20%, one (01) candidate may be nominated.
- From 20% to less than 30%, up to two (02) candidates may be nominated.
- From 30% to less than 40%, up to three (03) candidates may be nominated.
- From 40% to less than 50%, up to four (04) candidates may be nominated.
- From 50% and above, up to five (05) candidates may be nominated.

24.3. Where the number of candidates for the Board of Directors through nomination and self-nomination remains insufficient as required under Clause 11.3 of Article 11 of this Charter, the incumbent Board of Directors shall introduce additional candidates or arrange nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the current Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

24.4. Members of the Board of Directors must satisfy the criteria and conditions prescribed in Clause 1, Article 155 of the Enterprise Law.

Article 25: Composition and term of office of members of the Board of Directors

25.1. The number of members of the Company's Board of Directors shall be from 03 to 11 members.

25.2. The term of office of a member of the Board of Directors shall not exceed 05 years, and such member may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In the event that all members of the Board of Directors complete their terms of office at the same time, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.

25.3. The composition of the Board of Directors shall be as follows:

The number of non-executive members of the Board of Directors shall comply with the provisions of applicable laws. The number of independent members of the Board of Directors shall satisfy the following requirements:

- There shall be at least 01 independent member where the Company has from 03 to 05 members of the Board of Directors;
- There shall be at least 02 independent members where the Company has from 06 to 08 members of the Board of Directors;
- There shall be at least 03 independent members where the Company has from 09 to 11 members of the Board of Directors.

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

25.5. The appointment of a member of the Board of Directors must be disclosed in accordance with the laws on information disclosure on the securities market.

25.6. A member of the Board of Directors need not necessarily be a shareholder of the Company.

Article 26: Powers and Obligations of the Board of Directors

26.1. The Board of Directors is the management body of the Company and has full authority to act on behalf of the Company to decide and perform the rights and obligations of the

Company, except for rights and obligations falling within the authority of the General Meeting of Shareholders.

26.2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and obligations:

a. To decide on the strategy, medium-term development plan, and annual business plan of the Company;

b. To recommend the classes of shares and the total number of shares of each class authorized for offering;

c. To decide on the sale of unsold shares within the number of shares of each class authorized for offering; Decide on raising additional capital by other methods;

d. To decide on the selling prices of shares and bonds of the Company;

e. To decide on the repurchase of shares in accordance with Clauses 1 and 2 of Article 133 of the Enterprise Law;

f. To decide on investment plans and investment projects within the authority and limits prescribed by law;

g. To decide on solutions for market development, marketing, and technology;

h. To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the Company's most recent audited consolidated financial statements, except for contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders as prescribed at Point d, Clause 14.1, Article 14 of this Charter, and Clauses 1 and 3, Article 167 of the Enterprise Law;

i. To elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into contracts with, and terminate contracts with the General Director and other key managers as prescribed by the Company Charter; decide on salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of another company, and decide on the remuneration and other benefits of such persons;

j. To supervise and direct the General Director and other managers in managing the day-to-day business operations of the Company;

k. To decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, and representative offices, and on capital contributions to and purchases of shares in other enterprises;

l. To approve the agenda and contents of meeting materials for the General Meeting of Shareholders; convene meetings of the General Meeting of Shareholders or solicit written opinions for the General Meeting of Shareholders to adopt resolutions;

m. To submit the audited annual financial statements to the General Meeting of Shareholders;

n. To recommend the dividend payout rate; decide the timing and procedures for dividend payment or the settlement of losses arising in the course of business;

o. To recommend the reorganization or dissolution of the Company; request the bankruptcy of the Company;

p. To decide to promulgate the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; decision promulgating the Company's Regulation on Information Disclosure;

q. Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, and other provisions of law.

26.3. The Board of Directors must report to the General Meeting of Shareholders on the results of its operations 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 Securities Law.

Article 27: Remuneration, bonuses and other benefits of members of the Board of Directors

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

27.2. Members of the Board of Directors are entitled to remuneration for work performed and bonuses. Remuneration for work performed shall be calculated based on the number of working days necessary for a member of the Board of Directors to complete his or her duties and the daily remuneration rate. The Board of Directors shall estimate the remuneration level for each member on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

27.4. A member of the Board of Directors who holds an executive position, or a member of the Board of Directors who serves on subcommittees of the Board of Directors or performs other work outside the scope of the ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee for each assignment, salary, commission, percentage of profits, or another form as decided by the Board of Directors.

27.5. Members of the Board of Directors are entitled to reimbursement of all travel, meal, accommodation, and other reasonable expenses incurred by them in the performance of their duties as members of the Board of Directors, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.

27.6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not include coverage for liabilities of members of the Board of Directors in connection with violations of law.

Article 28: Chairperson of the Board of Directors

28.1. The Chairperson of the Board of Directors shall be elected, removed from office, or dismissed by the Board of Directors from among the members of the Board of Directors.

28.2. The Chairperson of the Board of Directors may not concurrently serve as the General Director.

28.3. The Chairperson of the Board of Directors shall have the following rights and obligations:

a. To formulate the programs and operational plans of the Board of Directors;
b. To prepare the agenda, contents, and materials for meetings; convene, preside over, and act as Chair of meetings of the Board of Directors;
c. To organize the adoption of resolutions and decisions of the Board of Directors;
d. To supervise the organization of implementation of resolutions and decisions of the Board of Directors;
e. To act as Chair of meetings of the General Meeting of Shareholders;
f. Other rights and obligations as prescribed by the Enterprise Law.

28.4. In the event that the Chairperson of the Board of Directors submits a resignation letter or is removed from office or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or from the date of such removal or dismissal.

28.5. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, the Chairperson must authorize another member in writing to exercise the rights and perform the obligations of the Chairperson of the Board of Directors. Where there is no authorized person, or where the Chairperson of the Board of Directors dies, is missing, is held in temporary detention, is serving a prison sentence, is subject to an administrative handling measure at a compulsory rehabilitation establishment or compulsory education establishment, has fled his/her place of residence, has restricted or lost civil act capacity, has difficulty in cognition or behavior control, or is prohibited by a Court from holding office, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to hold the office of Chairperson of the Board of Directors on the principle of approval by a majority of the remaining members, until a new decision is made by the Board of Directors.

Article 29: Meetings of the Board of Directors

29.1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors for its term within seven (07) working days from the date of completion of the election of the Board of Directors for such term. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. Where more than one (01) member has the highest and equal number of votes or percentage of votes, the members shall vote on the basis of majority rule to select one (01) person from among them to convene the meeting of the Board of Directors.

29.2. The Board of Directors must meet at least once every quarter and may convene extraordinary meetings. Depending on the conditions and circumstances of each specific case or matter, meetings may be conducted in person, online, through a combination of in-person and online formats, or by collecting written opinions.

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

a. Upon the request of the Supervisory Board or an independent member of the Board of Directors;
b. At the request of the General Director or at least five (05) other managers;
c. At the request of at least two (02) members of the Board of Directors.

29.4. The request specified in Clause 29.3 of this Article must be made in writing, clearly stating the purpose, the matters to be discussed, and the decisions falling within the authority of the Board of Directors.

29.5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) business days from the date of receipt of the request specified in Clause 29.3 of this Article. In the event that a meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be liable for any damage incurred by the Company; the requester shall have the right to convene a meeting of the Board of Directors in place of the Chairman of the Board of Directors.

29.6. The Chairman of the Board of Directors or the Convener of the Meeting of the Board of Directors must send the meeting invitation notice no later than 03 working days prior to the meeting date. The notice of meeting must state clearly the time and venue of the meeting, the agenda, and the matters for discussion and decision. The notice of meeting must be accompanied by the documents to be used at the meeting and the member's voting ballot.

The notice of meeting of the Board of Directors may be sent by written invitation, telephone, fax, electronic means, or another method prescribed by the Company Charter, and must ensure delivery to the contact address of each member of the Board of Directors registered with the Company.

29.7. The Chairperson of the Board of Directors or the convener shall send the meeting invitation notice and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Directors.

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

29.8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members are present. Where a meeting convened in accordance with this clause does not have the required number of attending members as prescribed, it shall be convened for a second time within 07 days from the date scheduled for the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are in attendance.

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

a. Attend and vote in person at the meeting;

b. Authorizing another person to attend the meeting and vote in accordance with Clause 29.11 of this Article;

c. Attend and vote via online conference, electronic voting, or another electronic form;

d. Sending a voting ballot to the meeting by mail, fax, or email;

29.10. In the case of sending a voting ballot to the meeting by mail, the voting ballot must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. Voting Ballots may only be opened in the presence of all persons attending the meeting.

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

29.12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting; in the event of a tie vote, the final decision shall be made in favor of the side supported by the opinion of the Chairperson of the Board of Directors.

Article 30. Subcommittees under the Board of Directors

30.1. The Board of Directors may establish subcommittees under its authority to be responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be decided by the Board of Directors, with a minimum of three (03) persons, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute a majority of each subcommittee, and one of these members shall be appointed as Head of the subcommittee pursuant to a decision of the Board of Directors. The activities of the subcommittee must comply with the rules prescribed by the Board of Directors. A resolution of the subcommittee shall only be effective if a majority of the members attending and voting to approve it at the subcommittee meeting are members of the Board of Directors.

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

Article 31. Person in charge of corporate governance

31.1. The Board of Directors shall appoint at least one (01) person as the Person in charge of corporate governance to support corporate governance activities at the Company. The Person in charge of corporate governance may concurrently act as the Company Secretary in accordance with Clause 5, Article 156 of the Enterprise Law.

31.2. The Person in charge of corporate governance shall not concurrently work for the approved audit organization currently auditing the financial statements of the Company.

31.3. The person in charge of corporate governance shall have the following rights and obligations:

a. To advise the Board of Directors on the organization of meetings of the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;
b. To 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. To advise on meeting procedures;
d. To attend meetings;
e. To advise on procedures for formulating resolutions of the Board of Directors in accordance with the provisions of law;
f. To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and Controllers;
g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
h. To serve as the point of contact with stakeholders;
i. To maintain the confidentiality of information in accordance with the provisions of law and the Company Charter;
j. Other rights and obligations as prescribed by law.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 32: Organization of the management structure

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

Article 33: Company Executives

33.1. Company Executives include the General Director, Deputy General Directors, Chief Accountant, and Executive Directors authorized according to their functions to sign the Company's transactions on behalf of the Company.

33.2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's management structure and regulations as stipulated by the Board of Directors. Enterprise executives shall be responsible for assisting the Company in achieving its established operational and organizational objectives.

33.3. The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

33.4. The salary of an executive shall be included in the Company's business expenses in accordance with the law on corporate income tax, recorded as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

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

34.1. The Board of Directors shall appoint 01 member of the Board of Directors or engage another person as the General Director.

34.2. The General Director is the person who manages the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; is accountable to the Board of Directors and before the law for the performance of the assigned rights and obligations.

34.3. The term of the General Director shall not exceed 05 years and may be renewed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and the Company Charter.

34.4. The General Director shall have the following rights and obligations:

a. To decide on matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;

b. To organize the implementation of resolutions and decisions of the Board of Directors;

c. To organize the implementation of the business plan and investment plan of the Company;

d. To propose the organizational structure plan and internal management regulations of the Company;

e. To appoint, relieve of duty, and dismiss managerial titles within the Company, except for titles falling under the authority of the Board of Directors;

f. To decide on salaries and other benefits for employees of the Company, including managers who fall under the appointment authority of the General Director;

g. To recruit employees;

h. To recommend a plan for dividend payment or treatment of business losses;

i. Other rights and obligations as prescribed by law and by resolutions and decisions of the Board of Directors.

34.5. The Board of Directors may dismiss the General Director when approved by a majority of the voting members of the Board of Directors attending the meeting, and appoint a new General Director as replacement.

IX. SUPERVISORY BOARD

Article 35: Candidacy and nomination of members of the Supervisory Board (Supervisors)

35.1. The disclosure of information on candidates for Supervisory Board members shall be carried out in the same manner as prescribed in Clause 24.1, Article 24 of this Charter.

35.2. Shareholders holding ordinary shares have the right to cumulate their voting rights to nominate candidates for membership of the Supervisory Board. Specifically, if a shareholder or group of shareholders owns the total number of shares carrying voting rights:

- From 5% to less than 20%, one (01) candidate may be nominated.
- From 20% to less than 50%, up to two (02) candidates may be nominated.
- From 50% or more, up to three (03) candidates may be nominated.

35.3. Where the number of candidates for the Supervisory Board nominated or self-nominated is insufficient to meet the required number, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanism prescribed in the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. The incumbent Supervisory Board's introduction of additional candidates for the Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

Article 36: Composition of the Supervisory Board

36.1. The number of members of the Company's Supervisory Board shall be from 03 to 05 supervisors. The term of office of a member of the Supervisory Board shall not exceed 05 years, and such member may be re-elected for an unlimited number of terms.

36.2. Members of the Supervisory Board must satisfy the standards and conditions prescribed in Article 169 of the Enterprise Law and must not fall into any of the following cases:

a. Working in the accounting or finance department of the Company;

b. Being a member or employee of an independent auditing company that audited the Company's financial statements for the preceding three (03) consecutive years.

36.3. A member of the Supervisory Board shall be dismissed in the following cases:

a. Ceasing to satisfy the criteria and conditions for serving as a Supervisor as prescribed in Clause 36.2 of this Article;

b. Tendering a resignation and such resignation is approved;

36.4. A member of the Supervisory Board shall be removed in the following cases:

a. Failing to complete the assigned duties and tasks;

b. Failing to exercise his/her rights and perform his/her obligations for 06 consecutive months, except in cases of force majeure;

c. Repeatedly breaching or seriously breaching the obligations of a member of the Supervisory Board as prescribed by the Enterprise Law and the Company Charter;

d. Other cases as provided under a resolution of the General Meeting of Shareholders.

Article 37: Head of the Supervisory Board

37.1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among the members of the Supervisory Board; the election, removal from office, and dismissal shall be conducted on the basis of majority approval. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another field related to the enterprise's business operations.

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

a. To convene meetings of the Supervisory Board;

b. To request the Board of Directors, the General Director and other managers to provide relevant information for reporting to the Supervisory Board;

c. To prepare and sign reports of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 38: Rights and obligations of the Supervisory Board

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

38.1. To propose and recommend that the General Meeting of Shareholders approve the list of approved auditing organizations to audit the Company's Financial Statements; decide on the approved auditing organization to inspect the Company's operations, and dismiss approved auditors when deemed necessary;

38.2. To be accountable to Shareholders for its supervisory activities;

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

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

38.5. In the event of detecting any act of violation of the law or violation of the Company Charter by a member of the Board of Directors, the General Director, or other enterprise managers, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request that the person committing the violation cease the violation, and take measures to remedy the consequences;

38.6. To formulate the Regulations on the operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;

38.7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Securities Law;

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

38.9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents regarding the management, administration and business operations of the Company.

38.10. Other rights and obligations as prescribed by law (if any).

Article 39: Meetings of the Supervisory Board

39.1. The Supervisory Board must meet at least 02 times per year, with the number of members attending each meeting being at least 2/3 of the members of the Supervisory Board. The minutes of meetings of the Supervisory Board shall be prepared in a detailed and clear manner. The recording secretary and the members of the Supervisory Board attending the meeting must sign the meeting minutes. The minutes of meetings of the Supervisory Board must be kept in order to determine the responsibility of each member of the Supervisory Board.

39.2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and respond to matters requiring clarification.

Article 40: Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board

Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board shall be provided in accordance with the following provisions:

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

40.2. Members of the Supervisory Board shall be reimbursed for meal, accommodation and travel expenses, and expenses for the use of independent advisory services, at reasonable rates. The total amount of such 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.

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

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

Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives shall be responsible for performing their duties, including duties performed in their capacity as members of committees of the Board of Directors, honestly, prudently and in the interests of the Company.

Article 41: Duty of Honesty and Avoidance of Conflicts of Interest

41.1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers must disclose their relevant interests in accordance with the Enterprise Law and other relevant legal instruments.

41.2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and related persons of such members may use information obtained by virtue of their positions solely to serve the interests of the Company.

41.3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers shall notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, or other companies in which the public company controls 50% or more of the Charter Capital, and such persons themselves or their related persons, in accordance with the law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information on such resolutions in accordance with the provisions of securities law on information disclosure.

41.4. A member of the Board of Directors shall not vote on any transaction that brings benefits to such member or to a related person of such member in accordance with the Enterprise Law and the Company Charter.

41.5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related persons of these persons shall not use or disclose internal information to others to carry out related transactions.

41.6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these persons shall not be rendered invalid in the following cases:

a. For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statements, the material terms of the contract or transaction, as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by the Board of Directors by a majority of affirmative votes of the members of the Board of Directors who have no related interests;

b. For any transaction valued at 35% or more, or any transaction that results in the value of transactions arising within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the most recent financial statements, the material contents of such transaction, as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been disclosed to the shareholders and approved by the General Meeting of Shareholders by voting ballots of shareholders having no related interests.

Article 42: Liability for Damage and Indemnification

42.1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives who breach their duties and responsibilities of honesty and prudence and fail to fulfill their obligations shall be liable for any damage caused by their breaches.

42.2. The Company shall indemnify persons who have been, are, or may become involved as a related party in any claim, lawsuit or prosecution (including civil and administrative matters, and excluding lawsuits in which the Company is the plaintiff), provided that such person has been or is a member of the Board of Directors, Supervisor, General Director, other executive, employee, or authorized representative of the Company; has performed or is performing duties as authorized by the Company; has acted honestly and prudently in the interests of the Company and in compliance with the law; and there is no evidence confirming that such person has breached his or her responsibilities.

42.3. Indemnification expenses include judgment costs, fines, and amounts actually payable as incurred in practice (including attorneys' fees) in resolving such matters to the extent permitted by law. The Company may purchase insurance for such persons to cover the indemnification liabilities stated above.

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

Article 43: Right to inspect books and records

43.1. Ordinary Shareholders have the right to inspect books and records, specifically as follows:

a. Ordinary shareholders have the right to review, look up, and extract information on names and contact addresses in the list of shareholders with voting rights; request the correction of their inaccurate information; review, look up, extract, or make copies of the Company Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. A shareholder or group of shareholders owning 05% or more of the total ordinary shares has the right to review, look up, and extract the books of minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to trade secrets and business secrets of the Company.

43.2. Where the authorized representative of a Shareholder or a group of Shareholders requests to inspect books and records, such request must be accompanied by the power of attorney issued by the Shareholder or group of Shareholders represented by such person, or a notarized copy of such power of attorney.

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

43.4. The Company must keep and maintain this Charter and any amendments and supplements to the Charter, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at its head office or at another location, provided that the shareholders and the Business Registration Authority are notified of the place where such documents are stored.

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

XII. EMPLOYEES AND TRADE UNION

Article 44: Employees and Trade Union

44.1. The General Director must prepare a plan for approval by the Board of Directors on matters relating to recruitment, employee termination, salaries, social insurance, welfare benefits, rewards, and disciplinary measures applicable to employees and enterprise managers.

44.2. The General Director must formulate a plan for the Board of Directors to approve matters relating to the Company's relations with trade union organizations in accordance with the best standards, practices and management policies, the practices and policies prescribed in this Charter, the Company's regulations and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 45: Profit Distribution

45.1. The General Meeting of Shareholders shall decide the annual dividend payment rate and form of dividend payment from the Company's retained earnings.

45.2. The Company shall not pay interest on any amount paid as dividends or on any payment related to a class of share certificates.

45.3. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of dividends in share certificates, and the Board of Directors shall be the body responsible for implementing such decision.

45.4. Where dividends or other amounts related to a class of share certificates are paid in cash, the Company must make such payment in Vietnamese dong. Payment may be made directly or through banks on the basis of detailed bank account information provided by the shareholder. Where the Company has transferred funds in accordance with the bank details provided by a shareholder but such shareholder does not receive the funds, the

Company shall not be liable for the amount transferred by the Company to such shareholder. The payment of dividends for share certificates listed/registered for trading on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

45.5. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors shall adopt a resolution or decision determining a specific date for finalizing the list of shareholders. As of such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or share certificates, notices, or other documents.

45.6. Other matters relating to profit distribution shall be implemented in accordance with the provisions of law.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 46: Bank Accounts

46.1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.

46.2. Subject to the prior approval of the competent authority, where necessary, the Company may open bank accounts overseas in accordance with the provisions of law.

46.3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts opened by the Company at banks.

Article 47: Fiscal Year

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

Article 48: Accounting Regime

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

48.2. The Company shall keep its accounting books in Vietnamese and retain accounting records in accordance with the law on accounting and other relevant laws. Such records must be accurate, up to date, systematic, and sufficient to evidence and explain the Company's transactions.

48.3. The Company shall use the Vietnamese dong as its accounting currency. Where the Company's economic transactions arise primarily in a foreign currency, it may select such foreign currency as its accounting currency, shall be legally responsible for that selection, and shall notify the tax authority directly managing it.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 49: Annual, Half-Year and Quarterly Financial Statements

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

49.2. The annual financial statements must include all reports, appendices and explanatory notes as prescribed by the law on corporate accounting. The annual financial statements must truthfully and objectively reflect the Company's operating situation.

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

Article 50: Annual Report

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

XVI. AUDIT OF THE COMPANY

Article 51: Audit

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

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

51.3. The independent auditor conducting the audit of the Company's financial statements may attend meetings of the General Meeting of Shareholders and is entitled to receive notices and other information related to such meetings of the General Meeting of Shareholders, and to express opinions at the meeting on matters relating to the audit of the Company's financial statements.

XVII. SEAL

Article 52: Seal

52.1. The seal includes a seal made at a seal-engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.

52.2. The Board of Directors shall decide on the type, quantity, form and contents of the seals of the Company, the Company's branches and representative offices (if any).

52.3. The Board of Directors and the General Director shall use and manage the seals in accordance with applicable law.

XVIII. DISSOLUTION OF THE COMPANY

Article 53: Dissolution of the Company

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

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

b. Having its Enterprise Registration Certificate revoked, except where otherwise provided by the Law on Tax Administration;

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

53.2. The dissolution of the Company prior to the expiry of its term (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to, or approved by, the competent authority (if mandatory) in accordance with applicable regulations.

Article 54. Liquidation

54.1. At least six (06) months before the end of the Company's term of operation or after a decision to dissolve the Company is issued, the Board of Directors must establish a Liquidation Committee comprising three (03) members. Two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among employees of the Company or independent experts. All costs related to the liquidation shall be paid by the Company with priority over other debts of the Company.

54.2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the date of its establishment and the date of commencement of its operations. As from that time, the Liquidation Committee shall act on behalf of the Company in all matters relating to the liquidation of the Company before the Court and administrative authorities.

54.3. Proceeds from the liquidation shall be paid in the following order:

a. Liquidation expenses;

b. Salary debts, severance allowances, social insurance contributions, and other employee benefits under the collective labor agreement and executed labor contracts;
c. Tax debts;
d. Other debts of the Company;
e. The remainder, after all debts specified in items (a) to (d) above have been paid, shall be distributed to the shareholders. Preference shares shall have priority for payment.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 55: Settlement of Internal Disputes

55.1. In the event of any dispute or complaint arising in connection with the operations of the Company, or the rights and obligations of shareholders as prescribed in the Enterprise Law, the Company Charter, other legal provisions, other legal provisions, or agreements between:

a. A Shareholder and the Company;
b. A Shareholder and the Board of Directors, Supervisory Board, General Director or other executives;

The related parties shall endeavor to resolve such dispute through negotiation and mediation. Except where the dispute relates to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and require each party to present information relating to the dispute within 15 working days from the date on which the dispute arises. In the event of a dispute relating to the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as mediator in the dispute resolution process.

55.2. If no mediated settlement is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer such dispute to Economic Arbitration or the Economic Court.

55.3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of the Court expenses shall be made in accordance with the ruling of the Court.

XX. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER

Article 56: Company Charter

56.1. Any amendment or supplementation to this Charter must be considered and decided by the General Meeting of Shareholders.

56.2. Where the law provides for matters relating to the operations of the Company that are not addressed in this Charter, or where new legal provisions differ from the provisions of this Charter, such provisions shall apply to govern the operations of the Company.

XXI. EFFECTIVE DATE

Article 57: Effective Date

57.1. This Charter consists of 21 chapters and 57 articles and was unanimously approved by the General Meeting of Shareholders of Vinacontrol Group Corporation on 18 June 2026 in the city of Hanoi, with the full text of this Charter being jointly approved to take effect.

57.2. The Charter is made in ten (10) copies, each having equal validity, and shall be kept at the Head Office of the Company.

57.3. This Charter is the sole and official Charter of the Company, superseding all previously issued Charters.

57.4. Copies or excerpts of the Company Charter shall be valid when signed by the Chairman of the Board of Directors or by at least one half (1/2) of the total members of the Board of Directors.

Legal representative of the Company

General Director

M.S.D.N: 0100107... C.T.C.P. CÔNG TY CỔ PHẦN TẬP ĐOÀN VINACONTROL P. HAI BÀ TRUNG - TP. HÀ NỘI

Mai Tien Dung