

DECISION

On the Issuance of the Company Charter (5th Amendment)

**GENERAL MEETING OF SHAREHOLDERS
INTERNATIONAL INVESTMENT TRADE AND SERVICE
JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 issued on June 17, 2020; the Law Amending and Supplementing some articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025;
- Pursuant to the Charter (4th Amendment) of International Investment Trade and Service Joint Stock Company approved by the General Meeting of Shareholders on the 26/6/2025;
- Pursuant to Resolution No. 01/NQ-DHĐCĐ dated 15/6/2025 of the General Meeting of Shareholders of International Investment Trade and Service Joint Stock Company.

DECIDES:

Article 1: To issue along with this Decision the “Company Charter (5th Amendment)” applicable at International Investment Trade and Service Joint Stock Company.

Article 2: This Decision takes effect from the date of signing.

Article 3: The Board of Directors, the Board of General Managers, Heads of Departments, and related individuals are responsible for implementing this Decision./.

Recipient:

- As per Article 3;
- Board of Supervisory;
- Archived: Admin Office,
BOD Secretary.

**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS**



Phung Tien Toan



INTERNATIONAL INVESTMENT TRADE AND SERVICES

JOINT STOCK COMPANY



Interserco

COMPANY ARTICLES OF ASSOCIATION

(Revision number: 05)

*(Issued together with Decision No. 01/QD-DHDCD dated June 15 , 2026 of)
General Meeting of Shareholders of International Investment Trade and Services
Joint Stock Company*

Hanoi - 2026

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SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CHARTER
INTERNATIONAL INVESTMENT, TRADE AND SERVICES
JOINT STOCK COMPANY

- Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its implementing guidelines;

- Based on Law No. 76/2025/QH15 dated June 17, 2025 of the National Assembly amending and supplementing a number of articles of the Enterprise Law No. 59/2020/QH14, effective from July 1, 2025 ;

- Based on the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its implementing guidelines;

- Based on Government Decree No. 168/2025/ND-CP dated June 30, 2025, regulating business registration (replacing Decree No. 01/2021/ND-CP) and its implementing guidelines ;

- Based on Resolution No. 01/NQ-DHDCD dated June 15 , 2026 of the General Meeting of Shareholders of the Company on the approval of this amended Charter with the following specific contents:

I. DEFINITION OF TERMS IN THE STATUTES

Article 1. Definition of terms

1. In these regulations, the following terms are understood as follows:

- a. "The Company" is the International Investment, Trade and Services Joint Stock Company;
- b. "Charter capital" is the total par value of shares sold or registered for purchase upon the establishment of the enterprise and as stipulated in Article 6 of these Charters;
- c. "Enterprise Law" refers to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- d. "Securities Law" refers to the Securities Law No. 54/2019/QH14 dated November 26, 2019;
- e. "Date of establishment" is the date on which the Company was first granted its Certificate of Business Registration;
- f. "Company Executives" refers to the Legal Representative, General Director, Deputy General Director, and Chief Accountant of the Company;
- g. "Related parties" are individuals and organizations as defined in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law;
- h. "Operating period" means the period of operation of the Company as stipulated in

Article 2 of these Charters;

i. "Vietnam" refers to the Socialist Republic of Vietnam;

k. "Beneficial owner" is an individual who meets one of the criteria specified in Clause 35, Article 4 of the amended Enterprise Law 2025: (i) directly or indirectly owns 25% or more of the charter capital or voting shares; or (ii) has the right to control key management decisions of the Company as stipulated in Article 17 of Decree 168/2025/ND-CP ;

l. "Vice Chairman of the Board of Directors" is a member of the Board of Directors elected by the Board of Directors in accordance with the provisions of Section B, Article 30 of these Charters.

2. In these Statutes, references to one or more other regulations or documents, including amendments or replacements, are prohibited.

3. The headings (chapters, articles of these Statutes) are used for convenience in understanding the content and do not affect the content of these Statutes.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branches, representative offices and operating period of the Company

1. Company Name:

a. Company name in Vietnamese: International Investment, Trade and Service Joint Stock Company.

b. Company name in English: International Investment Trade and Service Joint Stock Company.

c. Company abbreviation: INTERSERCO.

d. Company Logo:



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

3. Registered office of the Company:

a. Head office address: 17 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi City.

b. Phone: 024 3562 0136.

c. Fax: 024 3562 0136.

d. Email: contact@interserco.com.vn; info@interserco.com.vn ; contact@ils.com.vn; info@ils.com.vn.

e. Website: <http://www.ils.com.vn>.

4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.

5. Unless terminated prematurely in accordance with Article 56 of these Charters, the Company's term of operation begins from the date of establishment and is indefinite.

Article 3. Legal Representative of the Company

1. The company has two legal representatives: the Chairman of the Board of Directors and the General Director.

2. The legal representatives of the Company represent the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a party requesting the resolution of civil matters, plaintiff, defendant, or party with related rights and obligations before Arbitration, Courts, and other rights and obligations as prescribed by law. The powers and obligations of the two legal representatives of the Company are exercised according to the Decision of the Company's Board of Directors at each given time.

3. The legal representative of the Company is responsible for honestly, carefully, and diligently exercising the assigned rights and obligations to ensure the legitimate interests of the enterprise; being loyal to the interests of the enterprise; not using the enterprise's information, know-how, or business opportunities; not abusing their position or authority; and not using the enterprise's assets for personal gain or to serve the interests of other organizations or individuals; and promptly, fully, and accurately informing the Company about whether that representative and their related parties own or hold controlling shares or capital contributions in other enterprises.

4. Legal representatives may authorize each other to exercise their rights and obligations as stipulated in this Charter. This authorization must be in writing.

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

Article 4. Objectives and business lines

1. Business lines:

a. Business lines:

No.	Business sector name	Industry code
1	Other support services related to transportation	5229 (Main)

	Details: 52291 - Freight forwarding and delivery agency services; 52292 - Logistics; 52299 - Other transport-related support services not elsewhere classified.	
2	Other road passenger transport	4932
	Details: Multimodal transport business	
3	Road freight transport	4933
4	Inland waterway freight transport	5022
5	Warehousing and goods storage	5210
6	Activities that directly support railway transport services.	5221
7	Activities that directly support water transport services.	5222
8	Activities that directly support air transport services.	5223
9	Loading and unloading goods	5224
10	Activities that directly support road transport services.	5225
11	Postal	5310
12	Delivery	5320
13	Other remaining business support service activities not classified elsewhere.	8299
	Detail:	
	- Services for temporary import, re-export, and transit goods;	
	- Duty-free sales business;	
	- Import and export of goods traded by the company; (TYPES PERMITTED BY THE STATE)	
14	Other food and beverage services (excluding bars, karaoke rooms, and nightclubs)	5629
15	Beverage serving services (excluding bar, karaoke room, and nightclub businesses)	5630
16	Web search portal operations and other information services	6390
17	Real estate business, land use rights belonging to the owner,	6810

	user or lessee.	
18	Other real estate activities on a fee or contract basis	6829
19	Architectural and related engineering consulting activities	7110
20	Advertising (the type permitted by the state)	7310
21	Trade promotion and marketing organization	8230
22	Motor vehicle rental	7710
23	Packaging services	8292
24	Manufacture of wooden building materials	1622
25	Sawing, splitting, planing, and preserving wood.	1610
26	Manufacture of other wood products; manufacture of products from bamboo, rattan, straw, and braided materials.	1629
27	Manufacture of other electronic components	2619
28	Manufacture of consumer electronics	2640
29	Manufacture of corrugated paper, corrugated cardboard, and packaging from paper and cardboard.	1702
30	Manufacture of plywood, veneer, particleboard and other thin boards.	1621
31	Other mining not classified elsewhere	0899
	Details: Trading and processing of minerals (excluding minerals prohibited by the State)	
32	Logging	0220
33	Harvesting and collecting forest products other than timber.	0230
34	Extraction and collection of hard coal	0510
35	Extraction and collection of lignite	0520
36	Extraction of stone, sand, gravel, and clay.	0810
37	Processing and preserving meat and meat products.	1010
38	Processing and preserving seafood and seafood products.	1020
39	Processing and preserving fruits and vegetables	1030

40	Milling and production of raw flour	1061
41	Production of starch and starch products	1062
42	Wooden packaging manufacturing	1623
43	Manufacture of concrete and concrete products, cement and gypsum	2395
44	Planting fruit trees	0121
45	Cultivating perennial spice plants, medicinal plants, and aromatic plants.	0128
46	Agricultural services	0161
47	Post-harvest service activities	0163
48	Forest planting, forest care, and forestry seedling cultivation.	0210
49	Construction of telecommunications and communication infrastructure.	4223
50	Construction of processing and manufacturing facilities.	4293
51	Construction of other civil engineering works	4299
52	Wholesale trade of automobiles and other motor vehicles (excluding auction activities)	4661
53	Retail intermediary services (excluding auction activities)	4790
54	Wholesale of spare parts and accessories for automobiles and other motor vehicles.	4662
55	Wholesale trade of miscellaneous goods (types permitted by the state)	4690
56	Retail sale of automobiles and other motor vehicles. Details: 47811 - Retail sale of passenger cars (9 seats or less)	4781
57	Repair and maintenance of automobiles and other motor vehicles.	9531
58	Agents, brokers, and auctioneers of goods.	4610

	Details: Agents and brokers (excluding insurance, securities, real estate, and marriage brokerage involving foreign elements; excluding agents and brokers for commodities such as rice, sugarcane, sugar beet, tobacco and cigars, crude oil, refined oil, precious metals and gemstones, photographic materials, books, newspapers and magazines, pharmaceuticals, and explosives)	
59	Wholesale of fabrics, clothing, and footwear.	4641
60	Wholesale of other household goods	4649
61	Wholesale of agricultural machinery, equipment and spare parts.	4653
62	Wholesale of machinery, equipment and other machine parts.	4659
	Detail:	
	Wholesale of machinery, equipment and spare parts for mining and construction;	
	Wholesale of machinery, electrical equipment, and electrical materials;	
	Wholesale of machinery, equipment and spare parts for textile, garment, and footwear industries;	
	Wholesale of office desks, chairs, and cabinets;	
	Wholesale of medical machinery and equipment.	
63	Wholesale trade of other specialized products not elsewhere classified. Details: 46791 - Wholesale trade of fertilizers, pesticides and other chemicals used in agriculture; 46792 - Wholesale trade of other chemicals (excluding those used in agriculture)	4679
64	Wholesale of other building materials and installation equipment.	4673
65	Wholesale trade of agricultural and forestry raw materials (excluding wood, bamboo, and rattan) and live animals.	4620
66	Wholesale of rice, wheat, other cereal products, and flour.	4631
67	Wholesale food	4632
68	Wholesale of tobacco products and pipe tobacco.	4634

69	Wholesale beverages	4633
70	Wholesale of solid, liquid, and gaseous fuels and related products.	4671
71	Wholesale of metals and metal ores	4672
72	Electricity generation from renewable energy sources	3512
73	Electricity transmission and distribution (excluding transmission and dispatching of the National Power System)	3513
74	Basic chemical production	2011
75	Gas production and distribution of gaseous fuels via pipelines.	3520
76	Construction of other civil engineering works	4299
77	Electrical system installation	4321
78	Install water supply and drainage systems, heating and air conditioning.	4322
79	Architectural and related engineering consulting activities	7110
80	Business management consulting and other management consulting activities	7020
81	Scientific research and technological development in the field of natural sciences.	7211
82	(For businesses operating in regulated sectors, enterprises may only conduct business when they meet all the conditions stipulated by law.)	The industry/occupation code does not match the Vietnamese Economic Classification System.

b. When necessary, the Company's General Meeting of Shareholders shall decide on amendments and additions to the business lines in accordance with the law.

2. Objectives:

The International Investment, Trade and Services Joint Stock Company was established with the following objectives:

a. Continuously improve the benefits for the Company, its shareholders, and its employees.

- b. Increase capital accumulation and develop the company's production and business activities.
- c. To make a practical contribution to the implementation of socio-economic development tasks of Hanoi city and the whole country.

Article 5. Scope of Business and Activities of the Company

The company is authorized to plan and conduct all business activities in accordance with applicable laws and regulations and to take appropriate measures to achieve its objectives.

IV. CHARTER CAPITAL AND SHARES

Article 6. Charter capital, shares, and beneficial owners of the Company

1. The company's charter capital is **360,000,000,000 VND. (In words: Three hundred and sixty billion dong)**, divided into **36,000,000 shares** with a par value of **VND 10,000 per share**.
2. The company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of the law.
3. The Company's shares on the date of adoption of these Charters consist only of common shares. The rights and obligations of shareholders are stipulated in Articles 12 and 13 of these Charters.
4. The company may issue other types of shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.
5. Common shares must be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed for by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute these shares to other parties under conditions and in a manner deemed appropriate, but may not sell them under more favorable conditions than those offered to existing shareholders, except in cases where the shares are sold through an auction on the stock exchange.
6. The Company may repurchase shares issued by itself in the manner prescribed in this Charter and applicable law. Shares repurchased by the Company are treasury stock, and the Board of Directors may offer them for sale in manner consistent with the Securities Law, relevant guiding documents, and the provisions of this Charter.
7. The company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with the law.
8. Owners benefit :
 - 8.1. The concept of "beneficiary owner" is understood according to the definition in Article 1 of these Regulations.
 - 8.2. Obligation to identify and declare (according to Article 8(5a) of the amended Enterprise Law of 2025; Article 18 of Decree No. 168/2025):

- a) Individual shareholders owning 25% or more of the voting shares are obligated to disclose information about the beneficial owners to the Company;
- b) Shareholders that are organizations owning 25% or more of the voting shares are obligated to provide information on the ownership structure so that the Company can identify the beneficial owners;
- c) Individuals who have the right to control according to criterion (ii) Article 1 have the obligation to self-determine and declare if they have not already been determined according to criterion (i).

8.3. List of beneficial owners (Article 25(5) of the amended Enterprise Law 2025 ; Article 19 of Decree No. 168/2025):

The company compiles, maintains, and updates a list of beneficial owners including: full name, date of birth, nationality, ethnicity, gender, contact address, ownership percentage or controlling interest, and legal document number. The list is stored at the head office in paper or electronic form.

8.4. Notification of changes (Article 31(1) of the amended Enterprise Law of 2025 ; Article 52 of Decree No. 168/2025):

When there are changes to the company's information, the company shall notify the provincial business registration authority within the timeframe and procedures prescribed by law.

8.5. Information provision and security:

Information about the beneficial owner is kept confidential and will only be provided to competent state authorities upon request in accordance with legal procedures. The legal representative is responsible for the accuracy of the information declared .

Article 7. Stock Certificate

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

2. A share is a certificate issued by a company, a book entry, or electronic data confirming ownership of one or more shares of that company. Shares must contain all the information stipulated in Clause 1, Article 121 of the Enterprise Law.

3. Within 30 (thirty) days from the date of submitting a complete application for transfer of share ownership as prescribed by the Company, or within 60 (sixty) days from the date of full payment for the purchase of shares, or other timeframes specified in the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the Company the cost of printing the share certificate.

4. In the event that a share is lost, destroyed, or damaged, the shareholder may request a replacement share. The shareholder's request must include the following information:

- Information regarding the stock has been lost, damaged, or otherwise destroyed;
- We commit to taking responsibility for any disputes arising from the reissuance of new shares.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by these Articles of Association and the law. Shares listed and registered for trading on the stock exchange are transferable in accordance with the provisions of the law on securities and the securities market.
2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as stipulated by law.

Article 10. Repurchase of shares at the request of shareholders

1. Shareholders who voted against the resolution on the reorganization of the Company or the change of shareholder rights and obligations as stipulated in the Company's Articles of Association have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the shareholder's name and address, the number of shares of each type, the intended selling price, and the reason for requesting the company to repurchase. The request must be sent to the company within 10 (ten) days from the date the General Meeting of Shareholders adopted the resolution on the matters stipulated in this clause.
2. The company must repurchase shares at the request of shareholders as stipulated in Clause 1 of this Article at market price or at a price determined by the Board of Directors within 90 (ninety) days from the date of receiving the request. If an agreement on the price cannot be reached, the parties may request a valuation organization to determine the price. The company shall introduce at least 03 (three) valuation organizations for shareholders to choose from, and that choice shall be final.

V. ORGANIZATIONAL STRUCTURE FOR MANAGEMENT, ADMINISTRATION, AND CONTROL

Article 11. Organizational structure, governance and control

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

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Shareholders are the owners of the Company, possessing rights and obligations

corresponding to the number and type of shares they own. Shareholders are only liable for the Company's debts and other financial obligations to the extent of the capital they have contributed to the Company.

2. Ordinary shareholders have the following rights:

- a. Attend and speak at General Meetings of Shareholders and exercise voting rights directly at the General Meeting of Shareholders or through an authorized representative or by voting remotely;
- b. Receive dividends at the rate decided by the General Meeting of Shareholders;
- c. To freely transfer one's shares to others, except as otherwise provided by law;
- d. Priority is given to purchasing newly offered shares in proportion to the percentage of common shares they own;
- e. Review, search, and retrieve information regarding names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
- f. Review, search, extract, or copy the Company's Articles of Association, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- g. In the event of the company's dissolution or bankruptcy, the shareholder is entitled to receive a portion of the remaining assets corresponding to their shareholding ratio in the company after the company has paid all debts (including obligations to the state, taxes, and fees) and paid other shareholders holding shares in the company in accordance with the law;
- h. Request the Company to repurchase their shares in the cases stipulated in Article 10 of these Charters;
- i. Other rights as prescribed by law and these Statutes.

3. Shareholders or groups of shareholders holding 5% (five percent) or more of the total number of common shares have the following rights:

- a. Request to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law;
- b. Review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;
- c. Request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing; it must include the full name, contact address, nationality, and legal document number of the individual shareholder; the name, business registration number or legal document number of the organization, and the head office address of the organization shareholder; the number of shares and the registration date of each shareholder, the total number of shares of the entire group of shareholders, and their ownership percentage in the total shares of the Company; the issue to be examined, and the purpose of the examination;

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

e. Other rights as prescribed by law and these Statutes.

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

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

b. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as stipulated in Clause 2 of Article 25 and Clause 1 of Article 39 of these Charters.

Article 13. Obligations of Shareholders

Common shareholders have the following obligations:

1. Comply with the Company's Charter and internal regulations; abide by the decisions of the General Meeting of Shareholders and the Board of Directors.

2. Attend the General Meeting of Shareholders and exercise voting rights through the following methods:

a. Attend and vote directly at the meeting;

b. Authorize another person to attend and vote at the meeting;

c. Attend and vote via online meetings, electronic voting, or other electronic means;

d. Send the voting ballot to the meeting via mail, fax, or email.

3. Make payment for the registered shares as per regulations.

4. Provide accurate information regarding the name, contact address, and legal document number of the individual/organization when registering to purchase shares.

5. Fulfill other obligations as required by applicable law and the Company's Articles of Association.

6. I will be held personally liable if, in any form, I commit any of the following acts in the name of the Company:

a. Violation of the law;

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

c. Pay off debts that are not yet due in order to mitigate financial risks to the Company.

7. Maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; use the provided information only to exercise and protect your legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.

8. Shareholders who are individuals owning 25% (twenty-five percent) or more of the total voting shares have the following obligations: (i) to determine their beneficial ownership status as defined in Article 1 of the Charter; (ii) to fully and truthfully declare information to the Company in accordance with Clause 8.2 of Article 6 of the Charter; (iii) to notify the Company within 05 (five) working days from the date of any changes to the declared information.

9. Shareholders that are organizations owning 25% (twenty-five percent) or more of the total voting shares are obligated to provide the Company with full information on the internal ownership structure of that organization so that the Company can determine the beneficial owners as stipulated in Clause 8.2 of Article 6 of the Charter and relevant laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders is held once a year. The General Meeting of Shareholders must be held annually within four (4) months from the end of the financial year. The Board of Directors may decide to extend the Annual General Meeting of Shareholders if necessary, but not more than six (6) months from the end of the financial year. The Annual General Meeting of Shareholders has the right to discuss and approve the following matters:

- a. The annual financial statements have been audited;
- b. Report of the Board of Directors on the performance of the Board of Directors and each member of the Board of Directors;
- c. Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors and the General Director; self-assessment report of the Supervisory Board and the supervisors;
- d. The Company's annual business plan;
- e. Dividend rate per share for each class;
- f. Other matters within its jurisdiction.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the company's charter, particularly approving the annual financial statements and the budget for the following fiscal year. If the audit report on the company's annual financial statements contains significant exceptions, adverse audit opinions, or disclaimers, the company must invite a representative from the independent auditing firm to

attend the Annual General Meeting of Shareholders to explain the relevant matters.

3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The number of members of the Board of Directors, independent members of the Board of Directors, and Supervisory Board members is less than the minimum number of members prescribed by law, or the number of members of the Board of Directors is reduced by more than 1/3 (one-third) compared to the number of members stipulated in this Charter;
- c. At the request of a shareholder or group of shareholders as stipulated in Clause 3, Article 12 of these Charters. The request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with the signatures of all relevant shareholders, or the request must be made in multiple copies and include the signatures of all relevant shareholders;
- d. At the request of the Supervisory Board;
- e. Other cases as prescribed by law and these Regulations.

4. Convene an extraordinary general meeting of shareholders:

- a. The Board of Directors must convene a General Meeting of Shareholders within 30 (thirty) days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or Supervisory Board members is as stipulated in point b, clause 3 of this Article, or upon receiving the request stipulated in points c and d, clause 3 of this Article;
- b. If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next 30 (thirty) days, the Supervisory Board must replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law;
- c. If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders making the request as prescribed in point c, clause 3 of this Article have the right to represent the Company in convening a General Meeting of Shareholders in accordance with the Law on Enterprises.

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

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

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

- a. Through the company's development strategy;
 - b. Through the annual financial report;
 - c. Determine the annual dividend payout rate for each type of share in accordance with the Enterprise Law and the rights associated with that type of share;
 - d. Number of members of the Board of Directors and the Supervisory Board;
 - e. Approve the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the company's operations, and dismiss independent auditors when deemed necessary;
 - f. Electing, dismissing, and removing members of the Board of Directors and the Supervisory Board;
 - g. Deciding on the total amount of remuneration, bonuses, and other benefits for members of the Board of Directors and the Supervisory Board;
 - h. Decisions to supplement and amend the company's charter;
 - i. Deciding on the types of shares and the number of new shares to be issued for each type of share;
 - j. Decision to reorganize or dissolve the Company;
 - k. Review and handle violations by members of the Board of Directors and Supervisory Board that cause damage to the Company and shareholders;
 - l. Decisions to invest in/sell assets with a value of 35% (thirty-five percent) or more of the total asset value of the Company as recorded in the most recent audited financial statement;
 - m. Decision to repurchase more than 10% (ten percent) of the total number of shares sold of each class;
 - n. Approving contracts and transactions as stipulated in Clause 3, Article 167 of the Enterprise Law and current implementing guidelines ;
 - o. Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board.
 - p. Other rights and obligations as prescribed by law and the Company's Articles of Association.
2. Shareholders are not allowed to participate in voting in the following cases:
 - a. Through contracts stipulated in Clause 2 of this Article when that shareholder or a person related to that shareholder is a party to the contract;
 - b. The repurchase of shares from that shareholder or a person related to that shareholder, except in cases where the repurchase is carried out proportionally to the ownership of all shareholders, or the repurchase is carried out through order matching transactions on the stock exchange, or a public tender offer as prescribed by law.
 3. All resolutions and matters included on the agenda must be discussed and voted on at the

General Meeting of Shareholders.

Article 16. Authorized Representatives

1. Shareholders who are legally entitled to attend the General Meeting of Shareholders may authorize individuals or organizations to represent them. If more than one authorized representative is present, the number of shares and votes authorized for each representative must be specifically identified.

2. The authorization of a representative to attend the General Meeting of Shareholders must be in writing in accordance with the provisions of civil law, clearly stating the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and must be signed as prescribed below:

a. In the case where an individual shareholder is the authorized representative, the power of attorney must be signed by that shareholder and the individual or legal representative of the organization authorized to attend the meeting;

b. In the case where the institutional shareholder is the authorized representative, the power of attorney must be signed by the authorized representative, the legal representative of the institutional and individual shareholder, and the legal representative of the organization authorized to attend the meeting;

c. In other cases, the power of attorney must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

Authorized representatives attending the General Shareholders' Meeting must submit the authorization document when registering to attend the meeting before entering the meeting room.

3. In cases where a lawyer signs a representative appointment letter on behalf of the authorized person, the appointment of a representative is only considered valid if the representative appointment letter is presented together with the power of attorney for the lawyer (if it has not been previously registered with the Company).

4. Except as provided in Clause 3 of this Article, the voting ballot of a person authorized to attend the meeting within the scope of their authorization remains valid in the event of any of the following circumstances:

a. The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;

b. The person who granted the authorization has revoked the designation;

c. The grantor has revoked the authority of the grantee.

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

Article 17. Convening, agenda and notice of the General Meeting of Shareholders

1. The Board of Directors convenes a General Meeting of Shareholders, or the General Meeting of Shareholders is convened in accordance with the circumstances stipulated in

Clause 4, Article 14 of these Charters.

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

- a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no earlier than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the final registration date;
- b. Prepare the program and content for the congress;
- c. Prepare documents for the conference;
- d. Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting;
- e. Determine the time and location for holding the congress;
- f. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g. Other tasks serving the congress.

3. Notices of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholders' contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are registered for trading, in accordance with the law on securities. The person convening the General Meeting of Shareholders must send notices of the meeting to all shareholders on the List of Shareholders entitled to attend the meeting no later than 21 (twenty-one) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is duly sent or transmitted, postage is paid or it is placed in the mailbox).

The agenda for the General Shareholders' Meeting, and documents related to the matters to be voted on at the meeting, are sent to shareholders and/or posted on the Company's website. If the documents are not included with the notice of the General Shareholders' Meeting, the notice must clearly state the link to all meeting documents so that shareholders can access them, including:

- a. Meeting agenda and materials to be used in the meeting;
- b. List and detailed information of candidates in case of election of members of the Board of Directors or Supervisory Board;
- c. Voting slip;
- d. Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 3, Article 12 of these Charters have the right to propose issues to be included in the agenda of the General

Meeting of Shareholders. Proposals must be in writing and must be sent to the Company at least 03 (three) working days before the opening date of the General Meeting of Shareholders. The proposal must include the name of the shareholder, the number of shares held by the shareholder, and the proposed issue to be included in the agenda.

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

- a. Petitions were submitted late, or were incomplete or contained incorrect information;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% (five percent) of the common shares as stipulated in Clause 3, Article 12 of these Charters;
- c. The proposed issue falls outside the scope of authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and these Regulations.

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

Article 18. Conditions for holding a General Meeting of Shareholders

1. A General Meeting of Shareholders is held when the number of shareholders in attendance represents more than 50% (fifty percent) of the total number of voting shares.

2. If the first meeting fails to meet the quorum requirements as stipulated in Clause 1 of this Article, a second meeting shall be convened within 30 (thirty) days from the date of the first planned meeting. The second meeting of the General Meeting of Shareholders shall be held when the number of shareholders attending represents at least 33% (thirty-three percent) of the total number of voting shares.

3. If the second convened meeting fails to meet the quorum requirements as stipulated in Clause 2 of this Article, a third meeting shall be convened within 20 (twenty) days from the date of the planned second meeting. In this case, the General Meeting of Shareholders shall proceed regardless of the number of shareholders attending and the proportion of voting shares held by the attending shareholders.

4. Only the General Meeting of Shareholders has the right to change the meeting agenda that has been sent with the notice of meeting as stipulated in Article 142 of the Enterprise Law.

Article 19. Procedures for conducting meetings and voting at the General Meeting of Shareholders

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

a. When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast. During the general meeting, voting cards supporting the resolution are collected first, followed by those supporting the resolution. Finally, the total number of votes in favor or against is counted to determine the decision. The results of the vote count for each issue are announced by the Vote Counting Committee immediately before the meeting adjourns. The General Meeting elects individuals responsible for counting or supervising the vote count, based on the chairman's proposal. The number of members of the Vote Counting Committee is decided by the General Meeting of Shareholders based on the chairman's proposal.

b. Shareholders or their authorized representatives arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any previously voted-on items remains unchanged.

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

a. The Chairman of the Board of Directors presides over or authorizes another member of the Board of Directors to preside over meetings convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, with the candidate receiving the highest number of votes becoming the presiding officer.

b. In other cases, the person who signs the document convening the General Meeting of Shareholders presides over the meeting. The General Meeting of Shareholders elects the chairman of the meeting, and the person with the highest number of votes is appointed as the chairman.

c. The chairperson appoints one or more people to act as meeting secretaries.

d) The General Meeting of Shareholders shall elect one or more members to the vote counting committee upon the recommendation of the meeting chairman.

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

4. The chairperson of the meeting may conduct the necessary activities to conduct the General Meeting of Shareholders in a valid, orderly manner, according to the approved agenda and reflecting the wishes of the majority of attending delegates.

5. The presiding officer of the meeting may adjourn the meeting upon the unanimous agreement or request of the General Meeting of Shareholders, provided that the required

number of delegates have been present as stipulated in Clause 8, Article 146 of the Enterprise Law.

6. The person convening the General Meeting of Shareholders has the right to require shareholders or their authorized representatives attending the meeting to undergo inspections or other lawful and reasonable security measures. If a shareholder or authorized representative fails to comply with the aforementioned inspection or security measures, the person convening the General Meeting of Shareholders, after careful consideration, has the right to refuse or expel that shareholder or representative from the meeting.

7. The person convening the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:

a. Arrange seating at the Shareholders' General Meeting venue;

b. Ensure the safety of everyone present at the meeting venues;

c. Facilitating shareholder attendance (or continued attendance) at the general meeting. The person convening the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. These measures may include issuing entry passes or using other selection methods.

8. In the event that the General Meeting of Shareholders applies the above-mentioned measures, the person convening the General Meeting of Shareholders, when determining the meeting location, may:

a. The meeting will be held at the location specified in the notice, and the meeting chairman will be present there (“Main venue of the meeting”);

b. Arrangements shall be made so that shareholders or authorized representatives who are unable to attend the meeting under these Articles, or those who wish to participate from a location other than the main meeting venue, may simultaneously attend the meeting;

The announcement regarding the organization of the congress does not need to detail the organizational measures as stipulated in this Article.

9. In accordance with these Articles of Association (unless circumstances require otherwise), all shareholders shall be deemed to be participating in the meeting at the main meeting place.

10. In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed by law.

11. Annually, the Company holds a General Meeting of Shareholders at least once (01). The annual General Meeting of Shareholders shall not be held in the form of obtaining shareholder opinions in writing.

Article 20. Forms of adopting resolutions at the General Meeting of Shareholders

1. The General Meeting of Shareholders adopts resolutions within its authority by voting at the meeting or by obtaining opinions in writing.

2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at the General Meeting of Shareholders:

- a. Electing, dismissing, and removing members of the Board of Directors and the Supervisory Board;
- b. Reorganize or dissolve the company.

Article 21. Adoption of decisions by the General Meeting of Shareholders at the meeting.

1. A resolution of the General Meeting of Shareholders on the following matters shall be adopted if it is approved by shareholders representing 65% (sixty-five percent) or more of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clause 3 of Article 21 and Clause 9 of Article 22 of these Charters:

- a. Types of shares and the total number of shares of each type;
- b. Changes in industry, occupation, and business sector;
- c. Changes to the company's organizational and management structure;
- d. Investment projects or asset sales with a value of 35% (thirty-five percent) or more of the total asset value recorded in the Company's most recent financial statement;
- e. Reorganize or dissolve the Company.

2. Resolutions on matters not covered by Clauses 1 and 3 of this Article shall be adopted when approved by shareholders holding more than 50% (fifty percent) of the total voting rights of all shareholders present and voting at the meeting.

3. The election of members of the Board of Directors and the Supervisory Board must be carried out in accordance with the provisions of Clause 3, Article 148 of the Enterprise Law.

4. Resolutions passed by 100% (one hundred percent) of the total voting shares are legal and effective even if the procedures for passing the resolution are not carried out as prescribed.

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

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

1. The Board of Directors has the right to obtain shareholder opinions in writing to approve decisions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as provided in Clause 2, Article 20 of these Charters.

2. The Board of Directors must prepare ballots, draft resolutions for the General Meeting of Shareholders, and explanatory documents for the draft resolutions. The Board of Directors must ensure that the documents are sent and published to shareholders within a reasonable time for consideration and voting, and must send them at least 10 (ten) days before the

deadline for returning the ballots. The requirements and methods for sending ballots and accompanying documents shall be implemented in accordance with Clause 3, Article 17 of these Charters.

3. The feedback form must include the following key information:

- a. Name, registered office address, and business registration number;
- b. Purpose of soliciting opinions;
- c. Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organizational shareholder; or full name, contact address, nationality, and legal document number of the authorized representative of the organizational shareholder; number of shares of each class and voting rights of the shareholder;
- d. Issues requiring consultation before a decision can be made;
- e. The voting options include "agree," "disagree," and "no opinion" for each issue being considered;
- f. Deadline for returning the answered feedback forms to the Company;
- g. Full name and signature of the Chairman of the Board of Directors.

4. The completed opinion poll form must be signed by the individual shareholder, or the legal representative of the shareholder (organization or individual), or the authorized legal representative of the organization.

5. Shareholders may submit their completed opinion ballots to the Company using one of the following methods:

- a. By mail: The completed opinion poll form must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The opinion poll form sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote count;
- b. Sending by fax or email: Opinion forms sent to the Company via fax or email must be kept confidential until the vote count.

Opinion ballots submitted to the Company after the deadline specified in the ballot, or that have been opened (in the case of mail submission) or disclosed (in the case of fax or email submission), are invalid. Unsubmitted ballots will be considered as non-voting ballots.

6. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company.

The vote counting record must include the following key information:

- a. Name, registered office address, and business registration number;
- b. The purpose and issues requiring consultation for the resolution's adoption;

- c. The number of shareholders with the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the vote, along with an appendix listing the shareholders who participated in the vote;
- d. The total number of votes in favor, against, and abstentions for each issue;
- e. The decisions that were passed and the corresponding voting percentages.
- f. Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Board members and vote counting supervisors shall be jointly liable for the integrity and accuracy of the vote counting record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

7. The vote count minutes and resolutions must be sent to shareholders within 15 (fifteen) days from the date of completion of the vote count. If the Company has a website, sending the vote count minutes may be replaced by posting them on the Company's website.
8. All completed ballots, vote counting records, the full text of the adopted resolution, and any related documents accompanying the ballots must be kept at the Company's head office.
9. A resolution adopted by written shareholder consultation is considered valid if it is approved by shareholders representing more than 50% (fifty percent) of the total number of voting shares, and it has the same value as a resolution adopted at a General Meeting of Shareholders.

Article 23. Minutes of the General Meeting of Shareholders

1. Shareholders' General Meetings must be recorded in minutes and may also be audio-recorded or recorded and stored electronically. The minutes must be in Vietnamese, and may also be in a foreign language, and must include the following main contents:
 - a. Name, registered office address, and business registration number;
 - b. Time and location of the Shareholders' General Meeting;
 - c. Meeting agenda and content;
 - d. Full names of the chairperson and secretary;
 - e. Summarize the proceedings and the opinions expressed at the General Shareholders' Meeting on each item on the agenda;
 - f. The number of shareholders and the total number of voting shares of the shareholders attending the meeting, an appendix listing the registered shareholders, and the shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
 - g. The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting;
 - h. Issues that were approved and the corresponding percentage of votes in favor;

i. Signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and contain all the content as stipulated in this clause. The meeting minutes shall clearly state the reason why the chairperson or secretary refused to sign the minutes.

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

2. The minutes of the General Meeting of Shareholders must be prepared and approved before the meeting concludes.

3. The meeting chair and secretary, or any other person who signs the meeting minutes, shall be jointly liable for the truthfulness and accuracy of the minutes' contents.

The minutes of the General Meeting of Shareholders, the appendix listing registered shareholders, the full text of the adopted resolutions, proxies for attending the meeting, and other documents attached to the minutes, as well as related documents sent with the meeting invitation notice, must be kept at the Company's head office. The minutes and resolutions of the General Meeting of Shareholders must be disclosed in accordance with the law on information disclosure in the securities market.

Article 24. Request for annulment of a decision of the General Meeting of Shareholders

Within 90 (ninety) days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the written shareholder vote, the shareholder or group of shareholders specified in Clause 3, Article 12 of this Charter has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening meetings or obtaining shareholder opinions in writing and making decisions by the General Meeting of Shareholders are not carried out in accordance with the provisions of the Enterprise Law and these Charters, except as stipulated in Clause 4, Article 21 of these Charters.

2. The content of the resolution violates the law or these Statutes.

VII. BOARD OF DIRECTORS

Article 25. Nomination and candidacy of Board of Directors members

1. In cases where candidates have been pre-determined, information relating to the candidates for the Board of Directors shall be included in the General Meeting of Shareholders' Meeting documents and published at least 10 (ten) days before the opening date of the General Meeting of Shareholders' Meeting on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the personal information disclosed and must commit to performing their duties honestly if elected as members of the Board of Directors. The information

relating to candidates for the Board of Directors that is disclosed shall include at least the following contents:

- a. Full name, date of birth (day, month, year);
- b. Professional qualifications;
- c. Work experience;
- d. Other managerial positions (including board positions in other companies);
- e. Interests related to the Company and its related parties;
- f. Other information (if any).

2. Shareholders holding common shares have the right to pool their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% (ten percent) to less than 30% (thirty percent) may nominate a maximum of 01 (one) candidate; from 30% (thirty percent) to less than 40% (forty percent) may nominate a maximum of 02 (two) candidates; from 40% (forty percent) to less than 50% (fifty percent) may nominate a maximum of 03 (three) candidates; from 50% (fifty percent) to less than 60% (sixty percent) may nominate a maximum of 04 (four) candidates; from 60% (sixty percent) to less than 70% (seventy percent) may nominate a maximum of 05 (five) candidates; From 70% (seventy percent) to 80% (eighty percent), a maximum of 6 (six) candidates may be nominated; and from 80% (eighty percent) to under 90% (ninety percent), a maximum of 7 (seven) candidates may be nominated.

3. If the number of candidates nominated and elected to the Board of Directors is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism stipulated by the Company in its internal regulations on corporate governance. The procedure for the incumbent Board of Directors to nominate candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before the election takes place, in accordance with the law.

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

1. Number and members of the Board of Directors:

a) The minimum number of Board of Directors members is 05 (five), including 01 (one) Chairman of the Board of Directors and possibly 01 (one) Vice Chairman of the Board of Directors as decided by the Board of Directors.

b) The term of office for a member of the Board of Directors is 05 (five) years.

c) Members of the Board of Directors may be re-elected for an unlimited number of terms.

2. If all members of the Board of Directors complete their terms at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The composition of the Board of Directors must ensure that the total number of non-executive members of the Board of Directors accounts for at least 1/3 (one-third) of the total number of members of the Board of Directors.

In the case of a listed company, the structure of the Board of Directors must ensure that the total number of independent members of the Board of Directors accounts for at least 1/3 (one-third) of the total number of members of the Board of Directors.

4. The election of Board of Directors members must be publicly disclosed in accordance with the regulations of the law on securities and the securities market.

Article 27. Standards and conditions for membership of the Board of Directors

1. Not subject to the prohibition on managing businesses as stipulated in Clause 2, Article 17 of the Enterprise Law.

2. Possess professional qualifications and experience in business administration or in the field, industry, or profession of business of the Company.

3. Possess complete personal documents that have been assessed, verified, and confirmed by the competent authority.

4. Possess good health, moral character, honesty, integrity, and knowledge of the law.

5. Not currently under disciplinary action, investigation, prosecution, or trial.

6. Other conditions as prescribed by law.

Article 28. Powers and obligations of the Board of Directors

1. The Company's business operations and activities are subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise the rights and obligations of the Company that do not fall under the authority of the General Meeting of Shareholders.

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

a. Deciding on the Company's strategic plan, medium-term development plan, and annual business plan;

b. Define operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;

c. Supervising and directing the General Director, Deputy General Director, and Chief Accountant in the daily operation of the Company's business;

d. To resolve the Company's complaints against its business executives and to decide on the Company's representatives to handle legal matters related to those executives;

e. Deciding on the organizational structure of the Company, issuing internal management regulations of the Company, establishing subsidiaries, branches, representative offices, and contributing capital or purchasing shares in other enterprises;

- f. Decisions to invest in or sell assets with a value of less than 35% (thirty-five percent) of the total asset value recorded in the Company's most recent audited financial statements;
- g. Through purchase, sale, loan, lending and other contracts and transactions with a value of 35% (thirty-five percent) or more of the total asset value recorded in the Company's most recent audited financial statements, except in cases within the authority of the General Meeting of Shareholders; approving contracts and transactions as stipulated in Clause 2, Article 167 of the Enterprise Law.
- h. Electing, dismissing, and removing the Chairman and Vice-Chairman of the Board of Directors ; appointing, dismissing, signing contracts with, and terminating employment contracts for the General Director and deciding on the salary and other benefits for the General Director; appointing, dismissing, and deciding on the salary and other benefits for other positions such as: Deputy General Director, Chief Accountant, Directors of branches and subsidiaries, Heads of Departments/Divisions or equivalent; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies;
- i. Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;
- j. Decision to issue internal regulations on corporate governance; regulations on the operation of the Board of Directors after approval by the General Meeting of Shareholders to effectively protect shareholders;
- k. Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to approve decisions;
- l. Propose the annual dividend rate; decide on the timing and procedures for paying dividends or handling losses incurred during business operations;
- m. Propose the types of shares to be issued and the total number of shares to be issued for each type;
- n. Propose the issuance of convertible bonds and bonds with warrants;
- o. Deciding on the offering price of shares and bonds;
- p. Present the audited annual financial statements and corporate governance report to the General Meeting of Shareholders;
- q. The acquisition shall not exceed 10% (ten percent) of the total number of shares of each class offered for sale within 12 (twelve) months;
- r. Deciding on the share buyback price of the Company;
- s. Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;
- t. Other rights and obligations as prescribed by law and the Company's Articles of Association.

3. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically the Board's oversight of the General Management Board and the Chief Accountant during the fiscal year.

4. Unless otherwise provided by law and the Articles of Association, the Board of Directors may authorize subordinate staff and other executives to represent and conduct business on behalf of the Company.

Article 29. Remuneration, salaries and other benefits of members of the Board of Directors

1. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work as members of the Board of Directors. The total amount of remuneration for the Board of Directors is determined by the General Meeting of Shareholders. This remuneration is distributed among the members of the Board of Directors according to an agreement within the Board of Directors or equally distributed in the absence of an agreement.

2. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, must be disclosed in detail in the Company's Annual Report. Remuneration of Board members must be shown as a separate item in the Company's annual financial statements.

3. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in subcommittees of the Board of Directors, or performing other duties that the Board of Directors deems outside the normal scope of a member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors or internal regulations and rules of the Company approved by the Board of Directors.

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

Article 30. Chairman and Vice-Chairman of the Board of Directors

A. CHAIRMAN OF THE BOARD OF DIRECTORS

1. The Board of Directors shall elect one of its members to serve as Chairman.

2. The Chairman of the Board of Directors has the following rights and responsibilities:

a. Develop the program and activity plan for the Board of Directors.

b. Prepare or organize the preparation of the agenda, content, and documents for the meeting; convene and chair the Board of Directors meeting.

c. Organizing the process of adopting decisions by the Board of Directors.

- d. Monitoring the implementation process of the Board of Directors' decisions.
 - e. Presiding over the General Meeting of Shareholders.
 - f. Other rights and duties as prescribed by law and the company's charter.
3. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties:
- (i) The Vice Chairman of the Board of Directors shall automatically exercise the powers and duties of the Chairman;
 - (ii) If there is no Vice Chairman or the Vice Chairman is unable to perform the duties in his place, the Chairman shall authorize another member of the Board of Directors in writing;
 - (iii) If no one is authorized, the remaining members shall elect a person to temporarily hold the position of Chairman by majority vote .
4. When deemed necessary, the Chairman of the Board of Directors shall recruit a Board Secretary to assist the Board of Directors and the Chairman of the Board of Directors in fulfilling their duties within their authority as prescribed by law and the Company's Articles of Association. The Board Secretary shall have the following rights and obligations:
- a. Assisting in organizing and convening General Meetings of Shareholders and Board of Directors; recording meeting minutes;
 - b. To assist members of the Board of Directors in exercising their assigned rights and obligations;
 - c. Assisting the Board of Directors in applying and implementing the company's governance principles;
 - d. To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders;
 - e. Assisting the Company in complying with its obligations regarding information provision, information disclosure, and administrative procedures;
 - f. Other rights and obligations as stipulated in the Articles of Association and other regulations of the Company.
5. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors submits the annual financial statements, the Company's operational report, the audit report, and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders.
6. The Chairman of the Board of Directors may be dismissed by decision of the Board of Directors. In the event that the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 (ten) days.

B. VICE CHAIRMAN OF THE BOARD OF DIRECTORS

7. Pot size and quantity:

The Board of Directors shall elect 01 (one) member as Vice Chairman of the Board of

Directors. The Vice Chairman shall be elected by a majority vote of the Board members with voting rights. The term of office of the Vice Chairman shall not exceed the term of office of the Board member and may be re-elected.

8. Rights and responsibilities of the Vice President:

- a) Assisting the Chairman in organizing and managing the Board of Directors;
- b) To perform tasks assigned or delegated by the Chairman;
- c) Replacing the Chairman according to the mechanism in Clause 3, Section A of this Article;
- d) Participate in the Board of Directors' subcommittees as assigned;
- e) Other rights and obligations as stipulated by law and the Charter.

9. Dismissal and removal from office:

The Board of Directors dismisses the Vice Chairman when his resignation is accepted or he ceases to be a member of the Board of Directors. The Board of Directors may remove him from office when deemed necessary by a majority vote. After removal, the Board of Directors shall elect a new Vice Chairman within 20 (twenty) days if necessary.

10. Benefits:

The Vice Chairman is entitled to remuneration and benefits as stipulated in Article 29 of the Charter and the decisions of the Board of Directors, reflecting the actual responsibilities of the position.

Article 31. Meetings of the Board of Directors

1. The first meeting of the Board of Directors' term to elect the Chairman and make other decisions within its authority must be held within 07 (seven) working days from the date of the conclusion of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes. In the event that more than one member has the highest number of votes and they are equal, the members who elected by majority rule shall choose 01 (one) person among them to convene the Board of Directors' meeting.

2. The Board of Directors may meet at the Company's head office or elsewhere as decided by the Chairman of the Board of Directors and with the unanimous consent of the Board of Directors.

3. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, set the agenda, time and place of the meeting at least 05 (five) working days before the meeting date. The Chairman may convene a meeting when deemed necessary, but at least one (1) meeting must be held every quarter.

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay unless there is a valid reason, when one of the following parties requests in writing, clearly stating the purpose of the meeting and the issues to be discussed:

- a. As recommended by the Supervisory Board.
- b. As proposed by the General Director; or at least 05 (five) managers of the Company.

c. Upon the recommendation of at least 02 (two) members of the Board of Directors.

d. Upon the recommendation of an independent member of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receiving the request mentioned in Clause 4 of this Article. If the Chairman fails to convene a meeting of the Board of Directors as requested, the Chairman shall be responsible for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

6. If an independent auditing firm is required to audit the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

7. Notices of Board of Directors meetings must be sent to Board members and Supervisors at least 05 (five) working days before the meeting date. Board members may refuse the notice of meeting in writing; such refusal may be amended or revoked in writing by that Board member. Notices of Board of Directors meetings must be in writing in Vietnamese and must fully inform the time, place of the meeting, agenda, content of the issues to be discussed, along with necessary documents on the issues to be discussed and voted on at the meeting and the members' voting ballots.

The meeting notice shall be sent by mail, fax, email, or other means, but must ensure that it reaches the contact address of each member of the Board of Directors and the Supervisors registered with the Company.

8. Meetings of the Board of Directors shall be held when at least three-quarters of the total number of members are present, either in person or through a representative (authorized person) if approved by a majority of the members of the Board of Directors.

If the required number of members are not present, a second meeting must be convened within 7 (seven) days from the date of the first scheduled meeting. The second meeting will be held if more than ½ (one-half) of the Board of Directors members are present.

9. Board meetings may be held in the form of online conferences among members of the Board when all or some members are located in different places, provided that each participating member is able to:

a. Listen to each of the other Board members who are participating in the meeting speak;

b. Address all other attending members simultaneously. Discussions among members may take place in person by telephone or other means of communication, or a combination of these methods. Board members participating in such meetings are considered to be "present" at that meeting. The meeting location as stipulated in this regulation is the location where the largest number of Board members are present, or the location where the meeting chair is present.

Decisions made during a formal meeting held and conducted by telephone take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members present at the meeting.

10. Members of the Board of Directors may submit ballots to the meeting via mail, fax, or email. If ballots are submitted by mail, they must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 (one) hour before the meeting begins. Ballots may only be opened in the presence of all attendees.

11. Voting

a. Except as provided in point b of this clause, each member of the Board of Directors or a person directly authorized to be present in their personal capacity at the Board of Directors meeting has 01 (one) vote;

b. Board members shall not vote on contracts, transactions, or proposals in which they or persons related to them have an interest that conflicts with, or may conflict with, the interests of the Company. Board members shall not be counted toward the minimum quorum required to convene a Board meeting regarding decisions in which they do not have the right to vote;

c. As stipulated in point d of this clause, when an issue arises at a meeting relating to the interests or voting rights of a member of the Board of Directors who does not voluntarily relinquish their voting rights, the chairman's decision shall be final, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

d. A member of the Board of Directors who benefits from a contract as stipulated in points a and b of Clause 5, Article 44 of these Charters shall be considered to have a substantial interest in that contract;

e. Auditors have the right to attend Board of Directors meetings and participate in discussions, but are not entitled to vote.

12. A Board member who directly or indirectly benefits from a contract or transaction already concluded or slated for conclusion with the Company and is aware of their own interest is responsible for disclosing this interest at the first Board meeting discussing the conclusion of such contract or transaction. If a Board member is unaware of their own or related parties' interest at the time the contract or transaction is concluded with the Company, that Board member must disclose the relevant interest at the first Board meeting held after they become aware of their interest or potential interest in the aforementioned transaction or contract.

13. The Board of Directors adopts decisions and resolutions based on a majority vote of the Board members present at the meeting. In the event of a tie vote, the vote of the Chairman of the Board of Directors shall be the deciding vote.

14. Resolutions adopted by written consultation are based on the unanimous agreement of a majority of the Board of Directors members with voting rights. These resolutions have the same effect and value as resolutions adopted at a meeting.

15. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and these minutes serve as authentic evidence of the work done at the meeting unless there is an objection to the content of the minutes

within 10 (ten) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in a foreign language. The minutes must be signed by the chairman and the person recording the minutes.

Article 32. Subcommittees of the Board of Directors

1. The Board of Directors may establish subordinate subcommittees to handle development policy, human resources, compensation, and internal audit. The number of members of the subcommittee shall be determined by the Board of Directors, but should consist of at least three (3) members, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of the members present and voting at the subcommittee meeting who are members of the Board of Directors have approved them.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of individuals holding membership status in subcommittees of the Board of Directors must comply with applicable laws and regulations and the provisions of the company's charter and internal regulations on corporate governance.

Article 33. Person in charge of corporate governance

1. The Board of Directors shall appoint at least one (1) person to be the Head of Corporate Governance to support the effective conduct of corporate governance. The term of office of the Head of Corporate Governance shall be decided by the Board of Directors, with a maximum term of five (5) years.

2. The person in charge of company administration must meet the following standards:

- a. Possesses knowledge of the law;
- b. It is prohibited to simultaneously work for an independent auditing firm that is auditing the Company's financial statements;
- c. Other standards as prescribed by law, this Charter, and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Chief Executive Officer when necessary, provided that such dismissal is not contrary to applicable labor laws. The Board of Directors may appoint an Assistant Chief Executive Officer from time to time.

4. The person in charge of corporate governance has the following rights and responsibilities:

- a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;
- b. Prepare for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

- c. Providing advice on meeting procedures;
- d. Attend meetings;
- e. Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and the Supervisory Board;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Maintain confidentiality of information in accordance with legal regulations and the Company's Articles of Association;
- i. Other rights and obligations as stipulated by law and the Company's Articles of Association.

Article 34. Dismissal, removal and appointment of members of the Board of Directors

1. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:

- a. Does not meet the qualifications and conditions stipulated in Article 155 of the Enterprise Law and the Company's Charter.
- b. A resignation letter was submitted and accepted.
- c. Other cases as prescribed by law.

2. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:

- a. Not participating in the activities of the Board of Directors for 06 (six) consecutive months, except in cases of force majeure;
- b. Other cases as prescribed by law.

3. Except for the cases stipulated in Clause 1 of this Article, a member of the Board of Directors may be dismissed at any time by decision of the General Meeting of Shareholders.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors if the number of Board members is reduced by more than 1/3 (one-third) of the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 (sixty) days from the date the number of members is reduced by more than 1/3 (one-third).

In another scenario, at the most recent meeting, the General Shareholders' Meeting elects a new member to replace a member of the Board of Directors who has been dismissed or removed from office.

5. The election of Board of Directors members must be publicly disclosed in accordance

with the regulations of the law on securities and the securities market.

VIII. COMPANY MANAGER

Article 35. Organizational structure of the management apparatus

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

Article 36. Company Managers

1. Upon the recommendation 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 structure and management regulations as stipulated by the Board of Directors. These executives must diligently support the Company in achieving its operational and organizational goals.
2. The remuneration, salary, benefits, and other terms of the employment contract for the General Director are decided by the Board of Directors, and the contracts with other executives are decided by the Board of Directors after consulting with the General Director.

Article 37. Appointment, dismissal and term of office of the General Director

1. The Board of Directors shall appoint one (1) member of the Board of Directors or hire one (1) other person to be the General Director; and shall also decide on the salary and other benefits of the General Director. The salary and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, shown as a separate item in the Annual Financial Statements and included in the Company's Annual Report.
2. The term of office of the General Director shall not exceed 05 (five) years and may be reappointed. The appointment may be terminated based on the provisions of the employment contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and the Company's regulations.
3. The Board of Directors may dismiss the CEO when a majority of the Board members with voting rights present at the meeting approve and appoint a new CEO to replace him.

Article 38. Rights and obligations of the General Director

1. To make decisions on matters related to the day-to-day business operations without requiring a decision from the Board of Directors, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the Company's business operations;
2. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, and the business plan and investment plan of the Company that have been approved by the Board of Directors and the General Meeting of Shareholders;

3. To propose to the Board of Directors a plan for the organizational structure and internal management regulations of the Company;
4. Propose measures to improve the company's operations and management;
5. Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as the budget) to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan. The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information stipulated in the Company's regulations;
6. Develop a detailed business plan for the next fiscal year, report it to the Board of Directors for review, and submit it to the General Meeting of Shareholders for approval as a basis for implementation;
7. Propose the number and titles of Deputy General Directors that the Company needs to recruit for appointment or dismissal by the Board of Directors in accordance with internal regulations, and propose remuneration, salaries, and other benefits for these positions for the Board of Directors to decide;
8. Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the Board of Directors;
9. Decisions regarding salaries and other benefits for employees in the Company, including managers, fall under the appointment authority of the General Director;
10. Recruiting employees; signing, amending, supplementing, and terminating employment contracts with employees in the Company (after the Board of Directors decides on appointments and dismissals - if any);
11. Propose a plan for dividend payment or handling of business losses for the Board of Directors to decide;
12. Other rights and obligations as prescribed by law, the Company's Articles of Association, and resolutions of the Board of Directors.
13. The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these levels when requested.

IX. SUPERVISORY BOARD

Article 39. Candidacy and Nomination of Supervisors

1. The nomination and candidacy of Supervisors shall be conducted in accordance with the provisions of Clauses 1 and 2 of Article 25 of these Regulations.
2. If the number of candidates for the Supervisory Board nominated through candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the mechanism stipulated in the company's charter and internal regulations on corporate governance. The mechanism for the incumbent Supervisory Board to nominate candidates must be clearly announced and approved by

the General Meeting of Shareholders before the election takes place.

3. Members of the Board of Directors, the General Director, and other business executives must provide complete, accurate, and timely information and documents on the management, operation, and activities of the Company as requested by the Supervisory Board. The person in charge of corporate governance must ensure that all copies of resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, and other information and documents provided to shareholders and members of the Board of Directors are provided to the Supervisors at the same time and in the same manner as to shareholders and members of the Board of Directors.

4. The Supervisory Board shall develop its operating regulations and submit them to the General Meeting of Shareholders for approval. The Supervisory Board must meet at least twice a year, and the meeting shall be held when at least two-thirds of the Supervisory Board members are present. The person recording the minutes and the members of the Supervisory Board attending the meeting must sign the meeting minutes. The minutes of the Supervisory Board meetings must be kept to determine the responsibilities of each member of the Supervisory Board.

Article 40. Inspectors

1. The auditor must meet the standards and conditions stipulated in Article 169 of the Enterprise Law, the company's charter, and must not fall under the following cases:

- a. Working in the accounting and finance department of a company;
- b. Being a member or employee of an independent auditing firm that has audited the company's financial statements for the three (3) consecutive years prior to the audit.

2. The supervisor shall be dismissed in the following cases:

- a. No longer meets the qualifications and conditions to be an Inspector as prescribed in Clause 1 of this Article;
- b. A resignation letter has been submitted and accepted;
- c. Other cases as prescribed by law and these Regulations.

3. The supervisor shall be dismissed in the following cases:

- a. Failure to complete assigned tasks or duties;
- b. Failure to exercise one's rights and obligations for 06 (six) consecutive months, except in cases of force majeure;
- c. Serious or repeated violations of the duties of the Auditor as stipulated in the Enterprise Law and the company's charter;
- d. By decision of the General Meeting of Shareholders;
- e. Other cases as prescribed by law and these Regulations.

Article 41. Supervisory Board

1. The Supervisory Board has 03 (three) members.
 - a. The term of office of the Supervisory Board is 05 (five) years.
 - b. Supervisors may be re-elected for an unlimited number of terms.
 - c. The Supervisory Board is elected directly by the General Meeting of Shareholders through secret ballot using the cumulative voting method as stipulated in Clause 3, Article 148 of the Enterprise Law.
2. The Supervisors shall elect one of their members as the Head of the Supervisory Board by majority vote. More than half of the members of the Supervisory Board must be residents of Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the Enterprise, and must not fall into any of the following categories:
 - Working in the accounting and finance department of the company;
 - Being a member or employee of an audit organization approved to audit the company's financial statements for the three (3) consecutive years preceding the audit. The Head of the Supervisory Board has the following rights and responsibilities:
 - a. Convene a meeting of the Supervisory Board;
 - b. Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
 - c. Prepare and sign the Supervisory Board's report after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.
3. If, at the end of the term, a new Supervisory Board has not yet been elected, the outgoing Supervisory Board shall continue to exercise its rights and duties until a new Supervisory Board is elected and assumes its duties.
4. The Supervisory Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:
 - a. Propose and recommend that the General Meeting of Shareholders approve the list of independent auditing firms to conduct the audit of the company's financial statements;
 - b. Be accountable to shareholders for their supervisory activities;
 - c. Monitoring the company's financial situation and the legality of the activities of the Board of Directors members, the General Director, and other managers; ensuring coordination with the Board of Directors, the General Director, and shareholders;
 - d. In case of discovering any violation of the law or the company's charter by a member of the Board of Directors, the General Director, or other business executives, the Board of Directors must be notified in writing within 48 (forty-eight) hours, requiring the person committing the violation to cease the violation and take measures to remedy the consequences;
 - e. Reporting to the General Meeting of Shareholders as prescribed by the Enterprise Law

and the Securities Law.

f. To examine the reasonableness, legality, honesty, and level of prudence in the management and operation of business activities, in the organization of accounting and statistical work, and in the preparation of financial reports.

g. To assess the completeness, legality, and accuracy of the Company's annual and six-month business performance reports, financial statements, and the Board of Directors' management evaluation report, and to present the assessment report at the Annual General Meeting of Shareholders.

h. Review, examine, and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management, and early warning systems.

i. To examine the Company's accounting books, accounting records, and other documents, as well as the Company's management and operational activities, when deemed necessary or as per a resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 12 of the Charter.

j. Upon request from a shareholder or group of shareholders as stipulated in Clause 2, Article 12 of the Charter, the Supervisory Board shall conduct an inspection within 07 (seven) working days from the date of receiving the request. Within 15 (fifteen) days from the date of completion of the inspection, the Supervisory Board must submit a report explaining the issues requested for inspection to the Board of Directors and the shareholder or group of shareholders who made the request.

The inspections conducted by the Supervisory Board as stipulated in this clause shall not hinder the normal functioning of the Board of Directors or disrupt the Company's business operations.

k. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for managing, supervising, and operating the Company's business activities.

l. Entitled to attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

m. Has the right to utilize independent consultants and the Company's internal audit department to perform assigned tasks.

n. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

o. Other rights and obligations as prescribed by law and these Statutes.

Article 42. Salary and other benefits of the Auditor

The salary and other benefits of the Supervisor are implemented according to the following regulations:

1. Supervisors are paid salaries or remuneration and enjoy other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total annual salaries, remuneration, and operating budget of the Supervisory Board;

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

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

X. RESPONSIBILITIES OF BOARD MEMBERS, AUDITOR, GENERAL MANAGER, AND OTHER EXECUTIVES

Article 43. Responsibility for Care

Members of the Board of Directors, Supervisors, the General Manager, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in good faith and with due diligence for the benefit of the Company.

Article 44. Responsibility for honesty and avoiding conflicts of interest

1. Members of the Board of Directors, Supervisory Board, General Director, and other executives must disclose their related interests in accordance with the Enterprise Law and relevant legal regulations.

2. Members of the Board of Directors, Supervisors, the General Director, and other executives are not permitted to use business opportunities that could benefit the Company for personal gain; nor are they permitted to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors, members of the Supervisory Board, the Director (General Director), and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the public company holds a controlling stake of 50% or more of the charter capital, and those entities themselves or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.

4. Contracts or transactions between the Company and one or more members of the Board of Directors, Supervisory Board, General Director, other executives and individuals or organizations related to them, or companies, partners, associations, or organizations of which the members of the Board of Directors, Supervisory Board, General Director, other executives, or those related to them are members or have a financial interest shall not be invalidated in the following cases:

a. For contracts with a value less than or equal to 35% (thirty-five percent) of the total value of assets recorded in the most recent financial statement, the significant contents of the

contract or transaction, as well as the relationships and interests of the Board members, Supervisors, General Manager, and other executives, have been reported to the Board. Furthermore, the Board has authorized the execution of such contract or transaction in good faith by a majority vote of Board members with no vested interest;

b. For contracts with a value exceeding 35% (thirty-five percent) of the total value of assets recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationship and interests of the members of the Board of Directors, Supervisory Board, General Director, and other executives, have been disclosed to shareholders without an interest in the matter who have the right to vote on it, and those shareholders have approved the contract or transaction;

c. The contract or transaction is deemed fair and reasonable in all respects relating to the Company's shareholders at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

5. Members of the Board of Directors, Supervisory Board, General Director, other executives, and organizations and individuals related to the aforementioned members are prohibited from using or disclosing unauthorized information of the Company to conduct related transactions.

Article 45. Liability for damages and compensation

1. Members of the Board of Directors, Supervisors, General Managers, and other executives who violate their duties and responsibilities of integrity and diligence, or fail to perform their duties with conscientiousness and professional competence, shall be held liable for damages caused by their misconduct.

2. The Company shall compensate persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Directors, Supervisory Board, General Director, other executive, employee, or authorized representative of the Company, or if that person has acted or is acting at the request of the Company as a member of the Board of Directors, executive, employee, or authorized representative of the Company, provided that person acted honestly, carefully, and diligently in the interests of or not in conflict with the interests of the Company, in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. Compensation costs include incidental expenses (including attorney fees), judgment costs, fines, and payments actually incurred or deemed reasonable in resolving these cases within the framework of the law. The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

XI. RIGHT TO INSPECT COMPANY RECORDS AND ACCOUNTING

Article 46. Right to investigate books and records

1. Shareholders or groups of shareholders mentioned in Clause 2, Article 12 of these Charters have the right, directly or through an authorized representative, to submit a written

request to review and search for information on names and contact addresses in the list of shareholders with voting rights, minutes of General Meetings of Shareholders, and to obtain copies or extracts of these documents during working hours and at the Company's head office. Requests for verification made by an authorized representative of the shareholder must be accompanied by the power of attorney from the shareholder they represent or a notarized copy of this power of attorney.

2. Members of the Board of Directors, Supervisory Board, General Manager, and other executives have the right to inspect the Company's shareholder register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

3. The company must keep these Articles of Association and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.

4. The company's charter must be published on the company's website.

XII. WORKERS AND TRADE UNIONS

Article 47. Workers and trade unions

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

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

XIII. PROFIT DISTRIBUTION

Article 48. Profit Distribution

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

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

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

4. In cases where dividends or other payments related to a stock are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks

based on the bank account details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments for listed/registered shares on the stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution specifying a particular date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends, interest, profit distributions, share certificates, notices, or other documents.

6. Other matters related to profit distribution shall be handled in accordance with the law.

XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 49. Bank Accounts

1. The company opens accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.

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

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

Article 50. Fiscal Year

The Company's fiscal year begins on January 1st and ends on December 31st of each year, except for the first year of operation, which begins on the date of commencement and ends on December 31st of the same year.

Article 51. Accounting System

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS), the enterprise accounting system, or other specific accounting systems issued by competent authorities and approved by the Ministry of Finance.

2. The company shall maintain accounting records in Vietnamese and keep accounting records in accordance with accounting laws and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.

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

XV. ANNUAL REPORTS, FINANCIAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 52. Annual, semi-annual, and quarterly financial reports

1. The company must prepare annual financial statements in accordance with the law and the regulations of the State Securities Commission, and these statements must be audited as stipulated in Article 54 of these Charters. The company must submit its annual financial statements to the state management agency as required by law.
2. Annual financial statements must include a statement of income reflecting, in a true and objective manner, the Company's profit/loss for the financial year; a statement of financial position reflecting, in a true and objective manner, the Company's operating position up to the date of the report; a statement of cash flows; and notes to the financial statements.
3. The company must prepare and publish audited six-month financial reports and quarterly financial reports (for listed companies/large-scale public companies) in accordance with the regulations of the State Securities Commission and the Stock Exchange (for listed companies) and submit them to the State management agency as prescribed by law.
4. Audited annual financial statements (including auditor's opinion), reviewed semi-annual financial statements, and quarterly financial statements (for listed companies and large-scale public companies) must be published on the Company's website.
5. Interested organizations and individuals have the right to examine or copy the audited annual financial statements, the reviewed six-month reports, and the quarterly financial statements during working hours at the Company's head office and must pay a reasonable fee for copying.

Article 53. Annual Report

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

XVI. COMPANY AUDIT

Article 54. Auditing

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Supervisory Board to decide on the selection of one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Supervisory Board. The Company must prepare and submit the annual financial statements to the independent auditing firm after the end of the fiscal year.
2. A copy of the audit report is attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company is permitted to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive, and to express opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. THE SEAL

Article 55. Seals

1. The Board of Directors shall decide on the number, form, and content of the Company's official seal, and the seal shall be engraved in accordance with the law and the Company's Articles of Association.

2. The Board of Directors and the General Director shall use and manage the seal in accordance with current laws and regulations.

XVIII. DISSOLUTION OF THE COMPANY

Article 56. Cases of Company Dissolution

1. A company may be dissolved in the following circumstances:

a. Dissolution by decision of the General Meeting of Shareholders;

b. The company no longer has the minimum number of members required by the Enterprise Law for a continuous period of 06 (six) months without carrying out the procedure to change the type of business;

c. The business registration certificate is revoked, except where the Law on Tax Administration provides otherwise;

d. Other cases as prescribed by law.

2. The premature dissolution of the Company (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 as prescribed by law.

Article 57. Dissolution Procedure

The dissolution process and procedures are carried out in accordance with the provisions of Article 208 of the Enterprise Law.

Article 58. Liquidation

1. At least six (6) months before the end of the Company's operating term or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (3) members. Two (2) members shall be appointed by the General Meeting of Shareholders and one (1) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be paid by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the Business Registration Authority. From that point onwards, the Liquidation Committee acts on behalf of the Company in all matters related to the liquidation of the Company before the Courts and administrative agencies.

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

a. Liquidation costs;

b. Outstanding wages, severance pay, social insurance contributions, and other employee

- benefits as stipulated in collective bargaining agreements and signed employment contracts;
- c. Tax debt;
 - d. Other liabilities of the Company;
 - e. The remaining amount after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be paid first.

XIX. RESOLVING INTERNAL DISPUTES

Article 59. Resolution of internal disputes

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

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

The parties involved attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board, the Chairman of the Board presides over the dispute resolution process and requests each party to present relevant information. In cases involving the Board of Directors or the Chairman of the Board, either party may request the Board to appoint an independent expert to mediate the dispute resolution process.

2. If no agreement is reached during the mediation process, or if the mediator's decision is not accepted by the parties, either party may bring the dispute to the Economic Arbitration Tribunal or a competent court in Hanoi.

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

XX. SUPPLEMENTS AND AMENDMENTS TO THE STATUTES

Article 60. Amendments and Supplements to the Charter

1. Amendments and additions to these Charters must be considered and decided upon by the General Meeting of Shareholders.

2. In the event that there are legal provisions relating to the Company's operations not addressed in this Charter, or in the event that new legal provisions differ from the provisions in this Charter, those legal provisions shall automatically apply and govern the Company's operations.

21. EFFECTIVE DATE

Article 61. Effective Date

1. This Charter, comprising 21 chapters and 61 articles, was unanimously approved by the General Meeting of Shareholders of the International Investment, Trade and Service Joint Stock Company on June 26, 2025, and the full text of this Charter was also accepted as

effective.

2. The Charter is drawn up in 02 (two) copies, which are equally valid and are kept at the Company's headquarters.

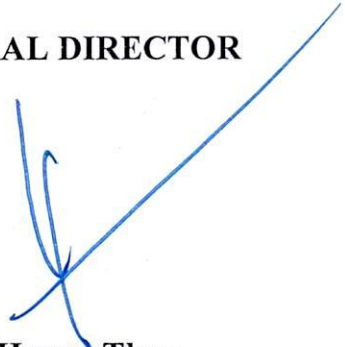
LEGAL REPRESENTATIVE'S SIGNATURE

CHAIRMAN OF THE BOARD OF DIRECTORS

GENERAL DIRECTOR



Phung Tien Toan



Vu Hoang Thao