

**VIETNAM MEDICAL AND PHARMACEUTICAL INVESTMENT
JOINT STOCK COMPANY**



**CHARTER
ORGANIZATION AND OPERATION**

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FOREWORD

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definition

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

- a. “*Charter capital*” means the total par value of sold shares specified in Article 5 of this Charter;
- b. “*Law on Enterprises*” means the Law on Enterprises No. 59/2020/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents amending, supplementing and guiding the implementation of this Law;
- c. “*Law on Securities*” means the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and documents amending, supplementing and guiding the implementation of this Law;
- d. “*Date of establishment*” means the date on which the Company is granted the Certificate of Business Registration for the first time;
- e. “*Enterprise executives*” are the General Director, Deputy General Director, Chief Accountant of the Company;
- f. “*Related person*” means an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and in Clause 46, Article 4 of the Law on Securities;
- g. “*Major shareholder*” means a shareholder specified in Clause 18, Article 4 of the Law on Securities;
- h. “*Operation duration*” means the Company's operation time specified in Clause 6, Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders by resolution.
- i. “*Vietnam*” means the Socialist Republic of Vietnam.
- k. “*Charter*” means the Charter of organization and operation of VIETNAM MEDICAL AND PHARMACEUTICAL INVESTMENT JOINT STOCK COMPANY;
- l. “*Shareholder*” means any individual or organization that owns at least one share of the Company;
- m. “*Person in charge of company governance*” means a person with the responsibilities and powers specified in Article 281 of Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- n. “*Enterprise manager*” means a person who manages the Company, including the Chairman of the Board of Directors, members of the Board of Directors, General Director;
- o. “*Independent member of the Board of Directors*” means a member specified in Clause 2, Article 155 of the Law on Enterprises;

p. *“Non-executive member of the Board of Directors”* means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant of the Company;

q. *“Company”* means VIETNAM MEDICAL AND PHARMACEUTICAL INVESTMENT JOINT STOCK COMPANY.

2. In these Charter, references to one or more statutory or other statutory or other provisions shall include amendments or documents replacing them.

3. The headings (sections and articles of this Charter) are used for the convenience of referencing the content and do not affect the content of this Charter;

4. Words or terms that have been defined in the Law on Enterprises, the Law on Securities (if not in conflict with the subject or context) shall have the same meanings in this Charter.

CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE AND OPERATION DURATION OF THE COMPANY

Article 2. Name, form, head office, branch, representative office and operation duration of the Company

1. Company Name:

- Vietnamese name: **CÔNG TY CỔ PHẦN ĐẦU TƯ Y TẾ - DƯỢC PHẨM VIỆT NAM**
- English name: **VIETNAM MEDICAL AND PHARMACEUTICAL INVESTMENT JOINT STOCK COMPANY**
- Abbreviation: **VMPL., JSC.**

2. **Company Type:** The company is a joint stock company, with legal status in accordance with the current laws of Vietnam.

3. The registered office of the Company is:

- Address: **24th Floor, ICON 4 Building, 243A De La Thanh, Lang Ward, Hanoi City, Vietnam.**
- Phone: **024 36830516**
- Fax: **024 36830578**
- E-mail: **contact@yateviethat.com.vn**
- Website: **yateviethat.com.vn**

4. The company has 02 (two) legal representatives who are the Chairman of the Board of Directors and the General Director.

Powers and duties of the legal representative:

a. The Company's legal representative is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, represents the Company as a requester for settlement of civil matters, plaintiffs, plaintiffs, plaintiffs,

persons with interests, related obligations before the Arbitrator, the Court and other rights and obligations as prescribed by law.

b. The legal representative may authorize another individual to perform a number of rights and obligations of the legal representative

c. The specific powers and responsibilities of the Chairman of the Board of Directors and the General Director will be stipulated and assigned in detail by the Board of Directors in accordance with the Charter, legal regulations and the actual operation of the Company.

5. The company may establish subsidiaries, invest and contribute capital to member companies; establish branches, representative offices and establish a system of agents and business locations to implement the Company's operational objectives in accordance with the resolution of the Board of Directors and within the scope permitted by law.

6. Except for the premature termination of operations under Articles 53.2 and 54 or the extension of operations under Article 55 of this Charter, the operation duration of the Company shall commence from the date of establishment and shall be indefinite.

CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 3. Objectives of the Company

1. The Company's business areas include the following industries:

No	Name of business lines	Code
1	Repair of fabricated metal products	3311
2	Repair of machinery and equipment	3312
3	Repair of electronic and optical equipment	3313
4	Repair of electrical equipment	3314
5	Repair of other equipment	3319
6	Installation of industrial machinery and equipment	3320
7	Construction of non-residential buildings	4102
8	Demolition	4311
9	Site preparation (Except <i>blasting services</i>)	4312
10	Electrical installation	4321
11	Plumbing, heat and air-conditioning installation	4322
12	Other construction installation	4329

No	Name of business lines	Code
13	Building completion and finishing	4330
14	Other specialized construction activities	4390
15	Wholesale of motor vehicles	4511
16	Maintenance and repair of motor vehicles and other motor vehicles	4520
17	Sale of parts and accessories for motor vehicles and other motor vehicles	4530
18	Commission agents, brokers and auction agents	4610
	Details: Agency and brokerage (Excluding <i>securities, insurance, real estate brokerage, and marriage brokerage involving foreign elements, and excluding the exercise of export rights, import rights, and distribution rights for goods on the List of goods for which foreign investors or foreign-invested economic organizations are not permitted to exercise export, import, or distribution rights</i>).	
19	Wholesale of other household articles	4649
	Details: - The Company engages in the wholesale of drugs and drug materials imported directly by the Company to drug and drug material wholesalers; and the sale of drugs and drug materials manufactured under contract or transferred technology in Vietnam by the Company to drug and drug material wholesalers, in accordance with Points a and b, Clause 3, Article 53a of the Law Amending and Supplementing a Number of Articles of the Law on Pharmacy No. 44/2024/QH15 dated November 21, 2024. - Wholesale of medical instruments (excluding the management, import, export, purchase, sale, preservation, and protection of goods on the List of National Reserve Items). - Wholesale of perfumes, cosmetics, and sanitary preparations.	
20	Wholesale of computers, computer peripheral equipment and software (Except for <i>exercising the right to export, import, and distribute goods on the List of goods for which foreign investors or foreign-invested economic organizations are not entitled to exercise export, import, and distribution rights</i> .)	4651
21	Wholesale of electronic and telecommunications equipment and parts (Except for <i>exercising the right to export, import, and distribute goods on the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights</i> .)	4652
22	Wholesale of other machinery and equipment	4659 (Main)
	Details: Wholesale of office machinery, equipment and spare parts (except computers and peripheral devices); Wholesale of electrical machinery, equipment and supplies (including generators, electric motors, wires and other devices used in electrical circuits); Wholesale of medical machinery and equipment; Wholesale of other machinery, equipment and spare parts not elsewhere classified. (Excluding <i>the exercise of the right to export, import, and distribute goods on the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights; and the management, import, export, purchase, sale, storage, and protection of goods on the List of national reserve items</i> .)	

No	Name of business lines	Code
23	Wholesale of metals and metal ores	4662
	Details: Wholesale of copper, lead, aluminum, zinc; Wholesale of iron and steel; Wholesale of metal ores (except uranium and thorium ores). (Except for <i>exercising the right to export, import, and distribute goods on the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights.</i>)	
24	Wholesale of construction materials, equipment and supplies	4663
25	Other specialized wholesale not elsewhere classified (Except for <i>exercising the right to export, import, and distribute goods on the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights.</i>)	4669
26	Non-specialized wholesale trade (Except for <i>exercising the right to export, import, and distribute goods on the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights.</i>)	4690
27	Retail sale of computers, peripheral units, software and telecommunications equipment in specialized stores (Except for <i>exercising the right to export, import, and distribute goods on the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights.</i>)	4741
28	Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores (Except for <i>the retail sale of pharmaceuticals and the management, import, export, purchase, sale, storage, and preservation of goods on the list of national reserve commodities</i>)	4772
29	Computer programming activities	6201
30	Computer consultancy and computer system management	6202
31	Other information technology and computer service activities	6209
32	Architectural and engineering activities and related technical consultancy	7110
33	Technical testing and analysis (Except for <i>inspection (testing, examination) services and the issuance of Certificates for means of transport (including systems, assemblies, equipment, and components of such means); inspection services and the issuance of Certificates of technical safety and environmental protection for special-use vehicles, containers, and hazardous goods packaging equipment used in transport; inspection services and the issuance of Certificates of technical safety and environmental protection for vehicles, equipment used in offshore oil and gas exploration, exploitation, and transportation; occupational safety inspection services for machinery and equipment subject to strict occupational safety requirements installed on means of transport and on offshore oil and gas exploration, exploitation, and transportation equipment; and ship registration services for fishing vessels.</i>)	7120
34	Specialized design activities	7410

No	Name of business lines	Code
35	Renting and leasing of motor vehicles	7710
36	Renting and leasing of other machinery, equipment and tangible goods without operator	7730
37	Medical and dental practice activities	8620
38	Repair of computers and peripheral equipment	9511
39	Other health activities not elsewhere classified Details: + Activities of medical laboratories + Activities of mobile healthcare + Ambulance transport of patients + Activities of blood banks	8699
40	Activities auxiliary to financial service activities not elsewhere classified Details: + Investment consulting activities (excluding financial and legal consulting). + Trustee and supervisory services on a fee and contract basis.	6619
41	Management consultancy activities (excluding financial, accounting, legal consulting)	7020
42	Activities of insurance agents and brokers	6622
43	Combined office administrative service activities	8211
44	Other remaining business support service activities not elsewhere classified Details: Import and export of goods traded by the Company (Except for <i>exercising the right to export, import, and distribute goods on the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights.</i>)	8299
45	Warehousing and storage	5210
46	Trading of own or rented property and land use rights Details: Real estate business (excluding “Investment in construction of cemetery and graveyard infrastructure for the purpose of transferring land use rights associated with such infrastructure” under Section A.I.7 – business lines restricted from market access for foreign investors pursuant to Decree No. 31/2021/ND-CP).	6810

2. Objectives of the Company:

a. Investment, development of production and business in the fields and trades provided by law permission;

b. On the basis of the Company's resources, it can be invested, contributed capital, cooperated, collaborated, business and association with all economic sectors to organize production and business in registered industries in order to increase the production and business efficiency of the Company to bring harmonious benefits to employees, shareholders, the Company and the whole society. To further develop other production, business and service lines if the actual conditions of the Company and the law allow.

Article 4. Scope of Business and Activities

1. The Company is authorized to plan and conduct all business activities according to the Company's business lines that have been published on the National Business Registration Portal and this Charter, in accordance with the provisions of applicable law, and to take appropriate measures to achieve the Company's objectives.

2. The company may conduct business activities in other industries and trades permitted by law and approved by the General Meeting of Shareholders.

3. In addition, the Company may use surplus or idle capital for financial investment or securities trading in accordance with the Company's financial management regulations.

CHAPTER IV. CHARTER CAPITAL, SHARES, SHAREHOLDERS

Article 5. Charter capital, shares, shareholders

1. The charter capital of the Company at the time of adoption of this Charter is:

VND 1,125,001,710,000 (*In words: One thousand one hundred and twenty-five billion one million seven hundred and ten thousand VND.*)

The total charter capital of the Company is divided into **112,500,171** shares with a par value of **10,000 VND 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 law.

3. All shares of the Company on the date of adoption of this Charter are ordinary shares. The accompanying rights and obligations are specified in Article 11.

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

5. The Company may offer shares issued by the Company in accordance with the law after obtaining the approval of the General Meeting of Shareholders. In case of issuance of shares to existing shareholders, the shares shall be offered for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise provided for by the General Meeting of Shareholders. The company must notify the offering of shares, in the notice must clearly state the number of shares offered for sale and the appropriate time limit for registration of purchase (at least twenty working days) so that shareholders can register to buy. The number of shares of shareholders who do not register to buy all will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to the subjects under such conditions and in such manner as the Board of Directors deems appropriate, but shall not sell such shares under conditions more favorable than those already offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or in case the shares are sold through the Stock Exchange/Securities Trading Center.

6. The Company may purchase shares issued by the Company itself (including refundable preference shares) in the manner specified in this Charter and applicable laws. Ordinary shares acquired by the Company will be handled in accordance with the law.

7. The Board of Directors shall decide on the issuance of non-convertible bonds, without warrant and bonds, debit certificates and other securities in accordance with the legal regulations on securities and securities market.

8. All shares of the Company are registered at the Vietnam Securities Depository and Clearing Corporation. The list of shareholders provided by the Vietnam Securities Depository and Clearing Corporation on the closing dates of the list of shareholders will be archived by the Company at its head office in accordance with the provisions of law.

Article 6. Stock Certification

1. Shareholders of the Company are granted stock certification corresponding to the number of shares and types of shares owned.

2. Stocks are securities that confirm the legitimate rights and interests of the owner to a part of the issuer's share capital. Stocks issued by the Company, book entries or electronic data confirming the ownership of one or several shares of that Company. Stocks must have all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 20 (twenty) days from the date of submission of a complete dossier of application for transfer of share ownership in accordance with the Company's regulations or within two months (or may longer according to the issuance terms) from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan, the holder of the shares shall be granted a stock certification. The holder of shares does not have to pay the Company the cost of printing the stock certification.

4. In case of transferring only a number of shares in a stock certification, the old certificate will be cancelled and the new certificate recording the remaining shares will be issued free of charge.

5. In case the stock certification is damaged or erased or lost, stolen or destroyed, the shareholder may apply for a new stock certification on the condition that he or she must provide proof of ownership of the shares, undertake to take responsibility for disputes arising from the re-issuance of new stocks and pay all expenses related to the Company. After fifteen days from the date of receipt of a complete application, the Company will issue a replacement new stock certification.

Article 7. Other securities certificates

Bond certificates or other securities certificates of the Company (except for letters of offer, provisional certificates and documents similar to letters of offer and provisional certificates) shall be issued with the seal and sample signature of the legal representative of the Company, unless otherwise specified in the terms and conditions of issuance.

Article 8. Transfer of shares

1. All shares can be freely transferred unless otherwise provided for by the share issuance plan, share ownership certificate, this Charter or otherwise provided for by law. Stocks listed on the Stock Exchange/Securities Trading Center will be transferred in accordance with the provisions of the legal regulations on securities and securities market.

2. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive stocks issued to increase share capital from equity, the right to purchase newly offered stocks and other benefits as prescribed by law.

Article 9. Share Buyback

The Company's repurchase of shares at the request of shareholders or the repurchase of shares at the Company's decision shall comply with the current provisions of the Law on Enterprises and the Law on Securities.

CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 10. Management organizational structure

The organizational structure of the Company includes:

- a. General Meeting of Shareholders;
- b. Board of Directors;
- c. Board of Executive Directors;
- d. Board of Supervisors.

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Shareholders are the owners of the Company, who have the corresponding rights and obligations according to the number of shares and the type of shares they own. Shareholders are only responsible for the Company's debts and other property obligations to the extent of the capital contributed to the Company.

2. Holders of ordinary shares have the following rights:

a. Participate in and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or participate and vote through other forms prescribed by the Company's Charter and law. Each ordinary share has one vote;

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

c. Freedom to transfer their fully paid shares to others, unless otherwise provided for in the Charter, law or share issuance plan;

d. To be given priority to buy newly offered stocks corresponding to the proportion of ordinary shares they own;

e. Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;

f. Considering, looking, extracting or copying the Company's Charter, the minutes of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders;

g. In case the Company is dissolved or bankrupt, it shall receive a part of the remaining assets corresponding to the percentage of share ownership in the Company after the Company has paid to creditors and other shareholders as prescribed by law;

h. Request the Company to repurchase its shares in the cases specified in Article 132 of the Law on Enterprises;

i. To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;

k. Have full access to periodic and unusual information published by the Company in accordance with the law;

l. To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

m. Other rights as prescribed in this Charter and law.

3. Shareholders or groups of shareholders holding 5% or more of the total number of ordinary shares have the following rights:

a. Request the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b. Reviewing, looking up and extracting minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;

c. Request the Board of Supervisors to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be expressed in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for individual

shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; matters to be inspected, the purpose of inspection;

d. Proposing the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 (three) working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue proposed to be included in the meeting agenda.

e. Other rights are provided for in this Charter.

4. Shareholders or groups of shareholders owning **10%** or more of the total ordinary shares have the right to nominate persons to the Board of Directors or the Board of Supervisors. The nomination of persons to the Board of Directors and the Board of Supervisors shall be carried out as follows:

a) Ordinary shareholders form groups to nominate persons to the Board of Directors and the Board of Supervisors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

5. Foreign Shareholders and domestic shareholders have the same rights and obligations. There is no restriction on the ownership ratio of foreign shareholders, unless otherwise provided for by law.

Article 12. Obligations of Shareholders

Shareholders have the following obligations:

1. Comply with the Company's Charter and the Company's regulations; comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

2. Pay in full and on time the number of shares committed to buy as prescribed;

3. Provide complete and accurate information when registering to purchase shares and update changes in the process of holding shares;

4. Fulfilling other obligations as prescribed by current law;

5. Confidentiality of information provided by the Company in accordance with the provisions of the Company's Charter and law; use the information provided only to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.

6. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:

a. Violation of law;

b. Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;

c. Payment of debts that are not due in the face of possible financial risk to the Company.

7. The capital contributed by ordinary shares must not be withdrawn from the Company in any form, except for the case of repurchase of shares by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company shall be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damage incurred.

8. Attending the General Meeting of Shareholders and exercising voting rights through the following forms:

a) Attending and voting directly at the meeting;

b) Authorize other individuals and organizations to attend and vote at meetings;

c) Attend and vote through online conferences, electronic voting or other electronic forms;

d) Send voting ballots to the meeting by mail, fax, email;

e) Attend and send voting by other means as prescribed in the Company's Charter and relevant laws.

Article 13. 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 meet annually within four months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than **06 months** from the end of the fiscal year. In addition to the annual meeting, the General Assembly Shareholders may hold Extraordinary Meetings. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors organizes the convening of the Annual General Meeting of Shareholders and selects a suitable location in the territory of Vietnam. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter. In case the audit report of the Company's annual financial statements

contains material exceptions, contrary audit opinions or rejections, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above is responsible for attending the Company's Annual General Meeting of Shareholders.

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

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

b. The number of members of the Board of Directors, independent members of the Board of Directors and Controllers is less than the minimum number of members as prescribed by law;

c. Shareholders or groups of Shareholders specified in Article 11.3 of this Charter shall request the convening of the General Meeting of Shareholders by a written petition. The written petition for summoning must clearly state the reason and purpose of the meeting, signed by the relevant Shareholders (the written petition can be made in many copies to have the signatures of all relevant Shareholders);

d. At the request of the Board of Supervisors;

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

4. Convening an extraordinary General Meeting of Shareholders:

a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 (thirty) days from the date of occurrence of the case specified at Point 3b of this Article or receipt of the request specified in Clauses 3c and 3d of this Article.

b. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 4a, Article 13, within the next thirty days, the Board of Supervisors must replace the Board of Directors to convene a meeting of the General Meeting of Shareholders under the provisions of Clause 3, Article 140 of the Law on Enterprises.

c. In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 4b, Article 13, the Shareholders or groups of Shareholders who have the requirements specified in Clause 3c, Article 13 may represent the Company to convene the General Meeting of Shareholders in accordance with the provisions of Clause 4, Article 140 of the Law on Enterprises.

d. All expenses for convening and conducting the General Meeting of Shareholders will be refunded by the Company. This cost does not include expenses spent by Shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

e. Procedures for organizing a meeting of the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Law on Enterprises and the provisions of this Charter.

Article 14. Rights and duties of the General Meeting of Shareholders

1. The Annual General Meeting of Shareholders, the Extraordinary General Meeting of Shareholders and the General Meeting shall be held in the form of collecting Shareholders' opinions in writing to adopt decisions on the following issues:

- a. The Company's annual business plan, adjustments or supplements to the Company's annual business plan;
- b. Annual audited financial statements;
- c. The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;
- d. Report of the Board of Supervisors on the Company's business results, operation results of the Board of Directors, General Director;
- e. Report on self-assessment of performance of the Board of Supervisors and members of the Board of Supervisors;
- f. The annual dividend payment for each type of share is in accordance with the Law on Enterprises and the rights associated with that type of shares. This dividend level is not higher than the level proposed by the Board of Directors after consulting Shareholders at the General Meeting of Shareholders;
- g. Number of members of the Board of Directors and the Board of Supervisors;
- h. Election, dismissal and dismissal of members of the Board of Directors and members of the Board of Supervisors;
- i. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and, the Board of Supervisors;
- k. Approving the list of independent auditing firms; decide on the independent audit firm to inspect the Company's operations, dismiss the independent auditor when deeming it necessary;
- l. Supplementing and amending the Company's Charter;
- m. Types of shares and number of newly issued or offered shares for each type of shares;
- n. Division, separation, consolidation, merger or transformation of the Company;
- o. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- p. Decision to invest or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest audited financial statements;
- q. Decide to repurchase more than 10% of the total sold shares of each type;

r. The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest financial statements;

s. Approving the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;

t. Approving the Internal Regulations on company governance, the Regulation on the operation of the Board of Directors, the Regulation on the operation of the Board of Supervisors;

u. Inspect and handle violations of the Board of Directors that cause damage to the Company and its Shareholders;

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

2. The General Meeting of Shareholders may authorize the Board of Directors to consider and decide on arising issues under the jurisdiction of the General Meeting of Shareholders between the General Meetings.

3. Shareholders are not allowed to participate in voting in the following cases:

a. Contracts specified in this Charter when such shareholder or a related person of such shareholder is a party to the contract;

b. The purchase of shares of such shareholder or of a related person of such Shareholders, unless the share repurchase is carried out in proportion to the ownership ratio of all Shareholders or the repurchase is carried out through order matching transactions on the Stock Exchange or public tender offer in accordance with law.

4. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 15. Authorized Representatives

1. Shareholders who have the right to attend the General Meeting of Shareholders according to law may directly attend or authorize their representatives to attend through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises and this Charter. In case more than one authorized representative is appointed, the number of shares and the number of votes of each representative must be specified.

2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders must be made in writing according to the Company's form and must be signed according to the following provisions:

a. The power of attorney is made in accordance with the civil law and must clearly state the name of the authorized individual or organization and the number of authorized shares. Individuals and organizations authorized to attend the General Meeting of Shareholders must present a written authorization when registering to attend the meeting before entering the meeting room.

b. In case the individual shareholder is the authorized person, the signature of such shareholder and the authorized person attending the meeting must be obtained. At meetings convened by the Board of Directors, the Board of Directors may issue specific regulations in writing permitting the authorization by telephone, fax or email if it ensures that the authorization is confirmed and the contents of the authorization can be stored;

c. In case the authorized representative of the shareholder is an organization that is the authorizing person, the signatures of the authorized representative, the legal representative of the shareholder and the authorized person attending the meeting must be obtained;

d. In other cases, the signatures of the legal representatives of Shareholders and persons authorized to attend the meeting are required. Persons authorized to attend the General Meeting of Shareholders must submit a written authorization before entering the meeting room.

3. In case the lawyer signs the letter of appointment of representative on behalf of the authorizer, the appointment of the representative in this case is only considered valid if the letter of appointment of the representative is presented together with the letter of authorization to the lawyer or a valid copy of such letter of authorization (if it has not previously been registered with the Company).

4. Unless the Company receives notice of one of the following events 24 (twenty-four) hours before the opening time, the vote of the authorized person to attend the meeting shall remain valid when:

a. The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;

b. The authorizer has canceled the authorization designation;

c. The authorizer has cancelled the authority of the person performing the authorization.

Article 16. Change Rights

1. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of Shareholders owning preference shares shall only be approved if they are approved by the number of preference Shareholders of the same type who own **75% or more** of the total preference shares of that type or are approved by the preference Shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.

2. The procedure for conducting such separate meetings is similar to the provisions of Articles 18 and 20 of this Charter.

3. Unless otherwise specified in the terms of the issuance of shares, the special rights attached to the types of shares with preferred rights over some or all matters relating to the distribution of profits or the Company's assets shall not be changed when the Company issues additional shares of the same type.

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

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases specified in Article 13.3 of this Charter.

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

a. Prepare a list of Shareholders eligible to participate and vote at the meeting. The list of Shareholders entitled to attend the General Meeting of Shareholders shall be made no later than **ten (10) days** before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information about the list of Shareholders entitled to attend the General Meeting of Shareholders at least **20 (twenty) days** before the last registration date;

b. Determining the time and place of the congress;

c. Notify and send notices of the General Meeting of Shareholders to all Shareholders entitled to attend the meeting;

d. Prepare the program and content of the congress;

e. Preparing documents for the congress;

f. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

g. Other tasks for the congress.

3. The notice of the General Meeting of Shareholders shall be sent by means of ensuring that it reaches the registered address of the Shareholders; and at the same time post on the Company's website at least **21 (twenty-one) days** before the opening date of the General Meeting of Shareholders (counting from the date on which the notice is duly sent or sent, paid or put in the mailbox). In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for Shareholders to access, including:

a. Meeting agendas, documents used in the meeting;

b. List and details of candidates in case of election of members of the Board of Directors, members of the Board of Supervisors (if any);

c. Voting slips;

d. Draft resolutions on each issue on the meeting agenda;

e. Form of appointment of authorized representative to attend the meeting.

4. Shareholders or groups of Shareholders mentioned in Article 11.3 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least 03 (three) working days before the expected opening date of the General Meeting of

Shareholders. The proposal must include the full name of the shareholder, permanent address, nationality, number of the citizen identity card, passport or other legal personal identification for individual Shareholders; name, enterprise code or establishment decision number, address of the head office for Shareholders being organizations; the number and type of shares held by the person, and the contents proposed to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject proposals related to Clause 4 of Article 17 in the following cases:

- a. The proposal is sent in contravention of the provisions of Clause 4 of this Article;
- b. At the time of proposal, the shareholder or group of Shareholders does not have enough 5% or more of ordinary shares;
- c. The proposed issue is not within the scope of the jurisdiction of the General Meeting of Shareholders to discuss and approve;
- d. Other cases as prescribed by law and this Charter.

In this case, the convener of the meeting must reply in writing to Shareholders at least 02 working days before the opening day of the General Meeting of Shareholders and clearly state the reason for the refusal.

6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

7. The Board of Directors must prepare a draft resolution for each issue on the agenda of the meeting.

8. In case all Shareholders representing 100% of the voting shares directly attend or through authorized representatives at the General Meeting of Shareholders, the decisions unanimously passed by the General Meeting of Shareholders shall be considered valid even in case the convening of the General Meeting of Shareholders is not in accordance with the order procedures in accordance with the provisions of the Law on Enterprises and this Charter.

Article 18. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of Shareholders attending the meeting represents more than 50% of the total votes.

2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within thirty days from the date on which the first General Meeting of Shareholders is intended. A reconvened General Meeting of Shareholders shall be held only when the participants are Shareholders and authorized representatives representing at least 33% of the total voting shares.

3. In case the second general meeting is not held due to ineligibility as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within twenty days from the date on which the second general meeting is planned, and in this case, the general meeting shall be held regardless of the number of Shareholders or representatives authorized to attend and be considered valid and have the right to decide on all matters that the First General Meeting of Shareholders may approve.

4. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda which has been sent together with the notice of invitation to the meeting as prescribed in Article 17.3 of this Charter.

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

1. On the day of the General Meeting of Shareholders, the Company must carry out the procedures for registering Shareholders and must carry out the registration until the Shareholders who have the right to attend the meeting are fully registered.

2. When registering Shareholders, the Company will issue each shareholder or authorized representative with the right to vote a voting card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of votes of such shareholder are inscribed. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The results of the vote count were announced just before the end of the meeting. The congress will choose among the delegates who are responsible for counting votes on the basis of the proposal of the Chairman. Amount members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.

3. Shareholders, authorized representatives of Shareholders being organizations or authorized persons who attend the General Meeting of Shareholders until the meeting has opened have the right to register immediately and then have the right to participate and vote right at the meeting.

The presiding officer is not responsible for stopping the general meeting to allow late Shareholders to register and the validity of votes conducted before the late Shareholders attend will not be affected.

4. The Chairman of the Board of Directors presides over meetings or authorizes in order of priority to the Vice Chairman of the Board of Directors or other members of the Board of Directors (when the Vice Chairman of the Board of Directors does not receive or cannot receive authorization) to preside over the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the Vice Chairman of the Board of Directors shall replace the Chairman to exercise the Chairman's rights and obligations. In the event that both the Chairman and Vice Chairman of the Board of Directors are absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting on the principle of majority. In

case of failure to elect a chairperson, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest vote to chair the meeting.

In other cases, the person who convenes the meeting of the General Meeting of Shareholders shall preside over the meeting of the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall be appointed to chair the meeting.

The chairperson shall appoint one or several persons to act as the secretary of the meeting;

The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee at the request of the Chairman of the meeting.

5. The Chairman's decision on the order, procedures or events arising outside the program of the General Meeting of Shareholders will be the highest judgment.

6. The Chairman of the General Meeting of Shareholders may postpone the general meeting even if there are sufficient necessary delegates for a maximum of **03 (three) working days** from the date the meeting is scheduled to open to another time and at a place decided by the chairman without consulting the general meeting if he finds that: (a) the Participants are unable to have a convenient seat at the venue of the Congress; (b) The means of communication at the meeting venue do not ensure the participation, discussion and voting of Shareholders attending the meeting; (c) There are people attending the meeting to obstruct or disrupt the order, and there is a risk of making the meeting not conducted in a fair and lawful manner.

7. In case the chairman postpones or suspends the General Meeting of Shareholders in contravention of the provisions of Clause 6, Article 19, the General Meeting of Shareholders shall elect another person from among the attending members to replace the chairman to administer the meeting until the end and the validity of the votes at such meeting is not affected.

8. The chairman of the general meeting may conduct such activities as he or she deems necessary to conduct the General Meeting of Shareholders in a valid and orderly manner; or let the congress reflect the wishes of the majority of attendees.

9. The Board of Directors or other convener may require Shareholders or their authorized representatives to attend the General Meeting of Shareholders to submit to such inspections or security measures as the Board of Directors deems appropriate. In case a shareholder or authorized representative refuses to comply with the regulations on inspection or security measures mentioned above, the Board of Directors may, after careful consideration, refuse or expel the shareholder or representative to participate in the General Meeting.

10. The Board of Directors or other meeting convener, after careful consideration, may take such measures as it deems appropriate to:

a. Adjusting the number of people present at the main venue of the General Meeting of Shareholders;

b. Ensure the safety of everyone present at that location;

c. Creating conditions for Shareholders to attend (or continue to attend) the general meeting.

The Board of Directors/Convener of the meeting has the right to change the above measures and apply all measures if it deems necessary. Applicable measures may be to issue an entry permit or use other forms of electives.

11. In case the above-mentioned measures are applied at the General Meeting of Shareholders, the Board of Directors/Convener of the meeting may:

a. Notice that the general meeting will be conducted at the location indicated in the notice and that the chairman of the general meeting will be present there (the "Principal Place of the General Meeting");

b. Arrange and organize Shareholders or authorized representatives who are unable to attend the meeting under this Article or who wish to participate at a location other than the main venue of the general meeting to attend the general meeting at the same time;

The notice of the organization of the general meeting does not need to detail the measures taken under this Article.

12. In this Charter (unless otherwise required by circumstances), every shareholder shall be deemed to be participating in the general meeting at the principal venue of the meeting.

Every year, the Company must hold the General Meeting of Shareholders at least once. The Annual General Meeting of Shareholders shall not be held in the form of collecting written opinions.

13. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that Shareholders attend and vote in the form of electronic voting or other electronic forms in accordance with the law.

Article 20. Forms and conditions for approval of resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders approves decisions under its jurisdiction by voting at the meeting or collecting written opinions.

2. For the case of passing the resolution at the meeting:

2.1. The resolution on the following contents shall be approved if it is approved by the number of Shareholders representing **65% or more** of the total votes of all Shareholders attending and voting at the meeting:

a. Type of shares and total number of shares of each type;

b. Change of business lines, professions and fields;

c. Changes in the organizational structure of the Company's management;

d. Reorganization or dissolution of the Company.

e. The transaction of buying and selling assets of the Company or its subsidiaries or branches is valued at 35% or more of the total value of the Company's assets calculated according to the latest audited financial statements.

In this case, the representative of the company signing the contract must notify the Board of Directors and the Controller of the subjects related to such contract or transaction; and at the same time enclose the draft contract or notice of the main contents of the transaction. The Board of Directors submits a draft contract or explains the main contents of the transaction at the General Meeting of Shareholders or collects Shareholders' opinions in writing. In this case, Shareholders with related interests do not have voting rights; The contract or transaction is approved when the number of Shareholders representing 65% of the total remaining votes approves.

2.2. The remaining resolutions shall be passed when they are approved by the number of Shareholders owning **more than 50%** of the total votes of all Shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 5 of this Article and Clause 9, Article 21 of this Charter.

3. Resolutions in the form of collecting written opinions shall be adopted when they are approved by the number of Shareholders owning **more than 50%** of the total voting votes, except for the cases specified in Clauses 4 and 5 of this Article.

4. The voting for the election of members of the Board of Directors and the Board of Supervisors must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Board of Supervisors and the Shareholders have the right to accumulate all or part of their total votes for one or several candidates.

The winner of the election of a member of the Board of Directors or Controller is determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In case there are **02 (two) or more** candidates with the same number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or the Company's Charter.

5. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of Shareholders owning preference shares shall only be approved if they are approved by the number of preference Shareholders of the same type who own **75% or more** of the total preference shares of that type or are approved by the preference Shareholders of the same type owning 75% or more of the total number of shares

the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.

6. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for passing such resolutions are not implemented as prescribed.

7. If the General Meeting of Shareholders approves transactions against Shareholders under the provisions of Article 167 of the Law on Enterprises, Shareholders and persons related to Shareholders do not have the right to vote in this case.

Article 21. Competence and mode of collecting Shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders

The competence and mode of collecting Shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect Shareholders' opinions in writing to approve all resolutions of the General Meeting of Shareholders at any time if it deems it necessary for the benefit of the Company;

2. The Board of Directors must prepare a poll for opinions, a draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The opinion poll enclosed with the draft resolution and explanatory documents must be sent by means of ensuring that it reaches the contact address of each shareholder; publicize documents to Shareholders within a reasonable time for consideration and voting and must submit them at least **10 (ten) days** before the deadline for receiving opinion polls. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 17 of this Charter;

3. The opinion poll must contain the following principal contents:

a. Name, address of the head office, enterprise code;

b. Purpose of collecting opinions;

c. Full name, permanent residence address, nationality, number of citizen identity card, passport or other lawful personal identification of the shareholder being an individual; name, contact address, nationality, establishment decision number or business registration number of the shareholder or authorized representative of the shareholder being an organization; the number of shares of each type and the number of votes of Shareholders;

d. Issues that need to be consulted to pass the resolution;

e. The voting plan includes approving, disapproving and not having opinions on each issue for consultation;

f. The deadline for sending to the Company the answered opinion poll form;

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

4. The answered opinion poll must be signed by the shareholder being an individual, or the legal representative of the shareholder being an organization or individual, the legal representative of the authorized organization.

5. The opinion poll may be sent to the Company in the following forms:

a. Mail: The answered opinion poll must be signed by the shareholder who is an individual, the authorized representative or the legal representative of the shareholder who is an organization.

The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b. Fax or email: Opinion polls sent to the Company by fax or email must be kept confidential until the time of counting.

c. The opinion poll sent to the Company after the time limit specified in the opinion poll or opened in the case of sending a letter and being disclosed in the case of sending a fax or email is invalid. The opinion poll has been sent to the correct registered address of the shareholder but not sent to the Company by the shareholder within the prescribed time limit or the opinion poll cannot be sent to the shareholder (due to the inability to accurately determine the address of the shareholder, the address of the shareholder is incomplete, the address provided by the shareholder is incorrect...) it is considered a vote not to participate in voting.

6. The Board of Directors counts votes and makes a record of vote counting under the witness of the Board of Supervisors or Shareholders who are not enterprise executives. The vote counting record must contain the following principal contents:

a. Name, address of the head office, number and date of issuance of the Business Registration Certificate;

b. Purpose and issues to be consulted to pass the resolution;

c. The number of Shareholders with the total number of votes that participated in voting, distinguishing the number of valid votes and the number of invalid votes and the method of sending votes, enclosed with an appendix to the list of Shareholders participating in voting;

d. The total number of votes in favor, disapproval and no opinion on each issue;

e. The issue was passed and the vote rate passed accordingly;

f. Full names and signatures of the Chairman of the Board of Directors, the supervisor of vote counting and the vote counter.

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting;

7. The minutes of vote counting results and resolutions sent to Shareholders shall be published on the Company's website within 24 (twenty-four) hours from the end of the vote

counting and must be disclosed in accordance with the provisions of the law on securities and securities market;

8. The opinion poll that has been answered, the vote counting record, the full text of the approved resolution and relevant documents enclosed with the opinion poll must be kept at the head office of the Company;

9. Resolutions adopted in the form of collecting Shareholders' opinions in writing must be approved by the number of Shareholders representing **more than 50%** of the total voting shares and have the same validity as the decisions adopted at the General Meeting of Shareholders

Article 22. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded audio or video and kept in other electronic forms. The record must be made in Vietnamese, additionally made in English and contain the following principal contents:

- a. Name, address of the head office, enterprise code;
- b. Time and place of the General Meeting of Shareholders;
- c. Agenda and contents of the meeting;
- d. Full name of the chairman and secretary;
- e. Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- f. The number of Shareholders and the total number of votes of Shareholders attending the meeting, the appendix to the list of Shareholders and representatives of Shareholders attending the meeting with the corresponding number of shares and votes;
- g. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of Shareholders attending the meeting;
- h. The issues that were passed and the corresponding percentage of votes voted for approval;
- i. Full name, signature of the chairman and secretary.

Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the contents of the Vietnamese and foreign language minutes, the contents of the Vietnamese minutes shall apply.

2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting.

In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed by law and this Charter. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.

The chairperson, the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes

3. The minutes of the General Meeting of Shareholders must be published on the Company's website within 24 (twenty-four) hours and disclose information in accordance with the law on securities and securities market.

4. The minutes of the General Meeting of Shareholders, the appendix to the list of Shareholders registering to attend the meeting, the written authorization to attend the meeting and relevant documents must be kept at the Company's head office.

5. The Resolution of the General Meeting of Shareholders takes effect from the date of adoption or from the effective time specified in such Resolution.

6. The minutes of the General Meeting of Shareholders shall be considered as authentic evidence of the work carried out at the General Meeting of Shareholders unless there is an objection to the contents of the minutes given in accordance with the prescribed procedures within 10 (ten) days from the sending of the minutes.

The Resolution and Minutes of the General Meeting of Shareholders must be disclosed in accordance with the law on information disclosure on the securities market and must be kept at the Company's head office together with the appendix to the list of Shareholders registering to attend the meeting, the written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting.

Article 23. Request to cancel the decision of the General Meeting of Shareholders

Within 90 (ninety) days after receiving the Resolution or the minutes of the General Meeting of Shareholders or the minutes of vote counting results for consultation of the General Meeting of Shareholders, Shareholders or groups of Shareholders specified in Article 11.3 of this Charter may request the Court or Arbitrator to consider, to cancel the decision or part of the decision of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening a meeting of the General Meeting of Shareholders or collecting Shareholders' opinions in writing seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 5, Article 20 of this Charter;
2. The content of the decision violates the law or the Company's Charter.

CHAPTER VII. BOARD OF DIRECTORS

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

1. Where candidates have been identified in advance, information related to the candidates of the Board of Directors shall be included in the documents of the General

Meeting of Shareholders and disclosed at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that Shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to perform their duties honestly if elected as a member of the Board of Directors. Information related to the candidates of the Board of Directors shall be disclosed including at least the following contents:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work process;
- d. Companies in which the candidate is holding the position of member of the Board of Directors and other managerial positions;
- e. Benefits related to the Company (if any);
- f. Other information (if any);
- g. The company shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and interests related to the Company of the Board of Directors candidate (if any).

2. Shareholders or groups of Shareholders owning 10% or more of the total ordinary shares have the right to stand for and nominate candidates for the Board of Directors and the Board of Supervisors. Shareholders or groups of Shareholders holding between 10% and less than 15% of the total voting shares may nominate the number of candidates equivalent to 1/5 of the total number of elected members of the Board of Directors, ensuring at least one (01) candidate; from 15% to less than 30% may nominate a maximum of two (02) candidates or a maximum number of candidates equivalent to 2/5 of the total number of elected members of the Board of Directors; from 30% to less than 50% may nominate a maximum of 03 (three) candidates or a maximum number of candidates equivalent to 3/5 of the total number of elected members of the Board of Directors; from 50% to less than 65% may nominate a maximum of 04 (four) candidates or a maximum number of candidates equivalent to 4/5 of the total number of elected members of the Board of Directors; and if 65% or more are nominated, the maximum number of candidates is equivalent to 100% of the number of elected members of the Board of Directors.

3. In case the number of candidates approved by the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nomination according to the mechanism specified by the Company in the Internal Regulations on Company Governance. The procedures for the incumbent Board of Directors to recommend candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before proceeding with the nomination in accordance with law.

4. The voting for the election of members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and Shareholders have the right to pool all or part of their total votes to one or several candidates. The winner of the election of members of the Board of Directors is determined according to the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In case there are two (02) or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or the Company's Charter.

5. Members of the Board of Directors must meet the following criteria and conditions:

a. Having full civil act capacity, not being subject to enterprise management as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b. Have professional qualifications and experience in business management of the Company and not necessarily be a shareholder of the Company.

c. A member of the Board of Directors of the Company must not be a member of the Board of Directors or a member of the Board of Members at more than 05 (five) other companies.

6. In addition to the above conditions, an independent member of the Board of Directors of the Company must meet the following criteria and conditions:

a. Not be a person who is working for the Company, the Parent Company or its subsidiaries; not being a person who has worked for the Company, the parent company or its subsidiary for at least 03 (three) consecutive years.

b. Not being a person who is receiving salary or remuneration from the Company, except for allowances that independent members of the Board of Directors are entitled to as prescribed;

c. Not being a person whose wife, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the Company; being a manager of the Company or its subsidiaries;

d. Not be a person who directly or indirectly owns at least 1% of the total voting shares of the Company;

e. Not being a person who has been a member of the Board of Directors or the Board of Supervisors of the Company for at least 05 (five) consecutive years, except for the case of being appointed for 02 consecutive terms;

f. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 (two) consecutive terms.

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

1. The number of members of the Board of Directors shall be at least 05 (five) persons and at most 11 (eleven) persons. The term of office of the Board of Directors is 05 (five) years. The term of office of a member of the Board of Directors shall not exceed 05 (five) years; members of the Board of Directors may be re-elected for an unlimited number of terms. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.

2. The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors, specifically:

- a. There is at least 01 independent member in case the company has the number of members of the Board of Directors from 03 to 05 members;
- b. There are at least 02 independent members in case the company has the number of members of the Board of Directors from 06 to 08 members;
- c. There are at least 03 independent members in case the company has the number of members of the Board of Directors from 09 to 11 members.

3. The number of non-executive members of the Board of Directors of the Company must ensure the following provisions:

- a. There is at least 01 non-executive member in case the company has the number of members of the Board of Directors from 03 to 05 members;
- b. There are at least 02 non-executive members in case the company has the number of members of the Board of Directors from 06 to 08 members;
- c. There are at least 03 non-executive members in case the Company has the number of members of the Board of Directors from 09 to 11 members.

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

- a. Failing to meet the criteria and conditions specified in Article 155 of the Law on Enterprises;
- b. Have a letter of resignation and be approved;
- c. Other cases specified in the Company's Charter.

5. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

- a. Not participating in activities of the Board of Directors for 06 consecutive months, except for force majeure cases;
- b. Other cases specified in the Company's Charter.

6. When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; dismissal or dismissal of members of the Board of Directors other than the cases specified in Clauses 3 and 4 of this Article.

7. The election, resignation, dismissal and dismissal of members of the Board of Directors must be notified and disclosed in accordance with the provisions of the legal regulations on securities, the law on securities and the securities market.

Article 26. Powers and duties of the Board of Directors

1. The Company's business activities and affairs shall be subject to the management or direction of the Board of Directors. The Board of Directors is the body with full powers to exercise all rights on behalf of the Company except those belonging to the General Meeting of Shareholders.

2. The Board of Directors is responsible for overseeing the General Manager and other executives.

3. The rights and obligations of the Board of Directors are stipulated by law, Charter, internal regulations of the Company and decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and tasks:

a. Decide on strategies, medium-term development plans and commodity business plans year;

b. Determination of operational objectives on the basis of strategic objectives set forth by the General Meeting Co-Shareholders approved;

c. Appointment, dismissal, dismissal, signing of contracts, termination of contracts to decide on salaries and other benefits for the General Director, appointment, dismissal and dismissal of persons in charge of the Company's administration, Secretary of the Board of Directors. The legal representative of the Company will sign the labor contract and terminate the labor contract with the person in charge of the Company's governance and the Secretary of the Board of Directors on the basis of the decision of the Board of Directors. The above-mentioned dismissal or dismissal must not be contrary to the rights under the labor contract of the dismissed or dismissed persons (if any).

d. Decide on the organizational structure of the Company;

e. Resolving the Company's complaints against the enterprise executives as well as deciding to select the Company's representative to resolve matters relating to legal proceedings against such executive;

f. Proposing the types of stocks that can be issued and the total number of stocks issued by each type; To decide on the sale of new shares within the number of shares entitled to be offered for sale of each type; to decide on the issuance of bonds (excluding the issuance of convertible bonds and bonds with warrants) and to decide on the mobilization of additional capital in other forms;

g. To decide on the plan to issue bonds or other types of debit certificates, except for the plan to issue bonds converted into stocks and bonds with warrants that allow the holder to purchase stocks at a predetermined price under the competence of the General Meeting of Shareholders to decide;

h. Deciding on the offering prices of bonds, stocks and convertible securities;

i. Proposing the annual dividend level and determining the temporary dividend level; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business; decide on the allocation of the Company's funds in accordance with the purposes approved by the General Meeting of Shareholders;

j. Proposing the consolidation, merger, reorganization and dissolution of the Company; Public Bankruptcy Request Company;

l. Approval of the investment, sale or transfer of all or any of the assets of the Company is valued at between 25% and less than 35% of the Company's total asset value as recorded in the Company's latest audited financial statements;

m. Through contracts of purchase, sale, borrowing, lending, pledge, mortgage, guarantee, guarantee and other contracts, and the issue of compensation for damages from transactions and activities of the Company valued at 35% or more of the total value of assets recorded in the Company's most recently audited financial statements, except for contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;

n. Approve significant changes in the Company's accounting methods and policies and changes in tax accounting methods;

o. Approve the establishment of any subcommittee under the Board of Directors, and the delegation of any powers of the Board of Directors to any of these subcommittees;

p. Approve any capital construction investment expenses outside the Company's normal business activities and such capital construction investment expenses exceed VND 03 (three) billion in any 12 (twelve) month period (except for capital expenses approved by the Company's Board of Directors according to the Company's annual operating cost estimate). ty). The Board of Directors may delegate authority to the Chairman of the Board of Directors or the legal representative to approve each level of capital construction investment expenses; this decentralization is specified in the Financial Regulation or other documents issued by the Board of Directors;

q. Approve the Company's initiation, conduct, settlement or defense of any suit, proceeding, arbitration or administrative proceedings, litigation or other actions, except for any proceeding against a shareholder relating to: (a) any suit, any arbitration or administrative proceeding (except in the case of being a plaintiff in debt collection lawsuits in ordinary business activities) with a value exceeding VND 03 (three) billion, or (b) any lawsuit,

arbitration proceeding or administrative proceedings related to the administration, the reputation and social influence of the Company and/or its Shareholders;

r. The manner and method of payment of any incentives to the enterprise executives/employees of the company on a non-cash basis (i.e., incentives in the form of the issuance of bonus shares, the right to purchase shares or the grant of any rights in the Company), except for any matters under the jurisdiction of the General Meeting of Shareholders;

s. To decide on investment plans and investment projects within their competence;

t. Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve the decision;

u. Deciding on solutions for market development, marketing and technology;

v. Promulgating and approving the Company's internal management regulations and regulations except for documents under the competence of the General Meeting of Shareholders;

w. Submit the audited annual financial statements to the General Meeting of Shareholders.

x. Through transactions valued at between 25% and less than 35% of the total value of assets recorded in the latest financial statements with the entities specified in Clause 1, Article 167 of the Law on Enterprises;

y. The Board of Directors is entitled to decide on matters related to the plan for issuance of stocks, convertible bonds, bonds with warrants and the use of capital obtained from these issuances in case of being authorized by the General Meeting of Shareholders in accordance with law.

z. Through the contracts and transactions specified at Point b, Clause 4, Article 293 of Decree No. 155/2020/ND-CP amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025 with a value of less than 35% of the total value of assets recorded in the latest financial statements;

aa. Organize training and training on company governance and necessary skills for members of the Board of Directors, General Directors (Directors), Persons in charge of company governance and other managers of the Company.

bb. Pay dividends to Shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders.

cc. Each independent member of the Board of Directors of the listed company must make an evaluation report on the operation of the Board of Directors.

dd. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company's Charter, Internal Regulations and Decisions/authorizations of the General Meeting of Shareholders.

4. The following matters must be approved by the Board of Directors:

a. Establishing, dissolving, restructuring branches or representative offices of the Company;

b. To decide on the establishment, dissolution or restructuring of subsidiaries, capital contribution, purchase and sale of shares, capital contributions in other companies established in Vietnam or abroad with a value equal to or greater than 35% of the total value of assets stated in the company's latest audited financial statements and to appoint, decide on the interests of the authorized representative to exercise the ownership of shares or contributed capital of the Company in companies established by the Board of Directors, contribute capital or purchase shares/contributed capital;

c. Within the scope specified in Clause 2, Article 153 of the Law on Enterprises and except for

the cases specified in Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises, and cases clearly stipulated that must be ratified by the General Meeting of Shareholders, the Board of

Directors shall, from time to time, decide on the implementation. amending and canceling contracts valued at 35% or more of the total value of assets recorded in the Company's latest financial statements (including contracts on purchase, sale, merger, acquisition of the Company and joint ventures);

d. Appointment and dismissal of persons authorized by the Company as commercial representatives and lawyers of the Company;

e. Investments not included in the business plan and budget exceed 10% of the annual business plan and budget value;

f. The valuation of assets contributed to the Company other than cash in the issuance of stocks or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;

g. The Company's repurchase of shares is specified in Article 133 of the Law on Enterprises;

h. Business or transaction matters that the Board decides require approval within the scope of its powers and responsibilities;

i. Other contents in case of being authorized by the General Meeting of Shareholders in accordance with the provisions of law;

5. The Board of Directors must report to the General Meeting of Shareholders on its activities, in particular the Supervision of the Board of Directors over the General Director and other executives in the financial year. In case the Board of Directors fails to submit a report to the General Meeting of Shareholders, the Company's annual financial statements will be considered invalid and have not been approved by the Board of Directors.

6. Unless otherwise provided by law and the Charter, the Board of Directors may authorize the Chairman of the Board of Directors, the Board of Executive Directors, subordinate employees and/or other Managers to act on behalf of the Company.

7. Members of the Board of Directors (excluding representatives authorized to replace them) are entitled to receive remuneration for their work according to business results and efficiency as members of the Board of Directors. The total remuneration for the Board of Directors will be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Directors as agreed upon in the Board of Directors or divided equally in case of failure to reach an agreement.

8. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on company income tax. The total amount of remuneration paid to members of the Board of Directors must be expressed in a separate item in the Company's annual financial statements and detailed in the Company's annual report.

9. A member of the Board of Directors who holds an executive position (including the position of Chairman or Vice Chairman), or a member of the Board of Directors works on subcommittees of the Board of Directors, or performs other tasks that in the opinion of the Board of Directors are outside the scope of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration on a one-off basis, salary, commission, percentage of profits, or in other forms as determined by the Board of Directors.

10. Members of the Board of Directors shall be entitled to pay all reasonable expenses for travel, meals, lodging and other reasonable expenses incurred by them in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the Board of Directors, or subcommittees of the Board of Directors or the General Meeting of Shareholders.

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

Article 27. Chairman and Vice Chairman of the Board of Directors

1. The Board of Directors shall select from among the members of the Board of Directors to elect a Chairman and one or several Vice Chairmen (if necessary).

2. The Chairman of the Board of Directors may not concurrently be the General Director.

3. The Chairman of the Board of Directors shall:

a. Formulate programs and plans for activities of the Board of Directors;

b. Preparing programs, documents, convening and presiding over the General Meeting of Shareholders and meetings of the Board of Directors;

c. Organize the adoption of resolutions and decisions of the Board of Directors;

d. Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;

e. Ensure that the Board of Directors sends annual financial statements, operating reports of the Company, audit reports and inspection reports of the Board of Directors to Shareholders at the General Meeting of Shareholders;

f. Other rights and responsibilities specified in this Charter and the Law on Enterprises.

4. The Vice Chairman has the same rights and obligations as the Chairman in case the Chairman has notified the Board of Directors that he or she is absent due to force majeure reasons or is unable to perform his/her duties. In the above-mentioned case, if the Vice Chairman refuses or is also in a state of absence due to force majeure reasons or is incapable of performing his duties, the remaining members of the Board of Directors shall appoint another of them to perform the duties of the Chairman on the principle of an oversold majority until the Chairman/Deputy The Chairman restores his or her ability to work or when there is a new decision of the Board of Directors.

5. In case both the Chairman and the Vice Chairman of the Board of Directors resign or are dismissed, the Board of Directors must elect a replacement within 10 (ten) days.

Article 28. Meetings of Board of Directors

1. The first meeting of the term of the Board of Directors to elect the Chairman and make other decisions under its jurisdiction must be conducted within seven working days from the end of the election of the Board of Directors for that term. This meeting is convened by the member with the highest number of votes. In case more than one member has the highest and equal number of votes, the members who have voted on the principle of majority of one of them shall convene a meeting of the Board of Directors.

2. Regular meetings: The Chairman of the Board of Directors must convene meetings of the Board of Directors, set the agenda, time and place of the meeting at least three working days before the scheduled meeting date. The Chairman may convene a meeting whenever he deems it necessary, but at least once a quarter.

3. Extraordinary meetings. The Chairman must convene a meeting of the Board of Directors, which must not be postponed without plausible reasons, when one of the following subjects requests in writing to present the purpose of the meeting and the issues to be discussed:

a) At the request of the Board of Supervisors or an independent member of the Board of Directors;

b) At the request of the General Director or at least 05 other managers;

c) At the request of at least 02 members of the Board of Directors;

The proposal must be made in writing, clearly stating the purpose and issues to be discussed and decided under the competence of the Board of Directors

4. Meetings of the Board of Directors specified in Clause 3 of Article 28 must be conducted within seven working days after the meeting proposal is made. In case the Chairman of the Board of Directors failing to convene a meeting as requested, the Chairman shall be responsible for the damage caused to the Company; the persons proposing to hold the meeting mentioned in Clause 3 of Article 28 may convene a meeting of the Board of Directors by themselves.

5. At the request of an independent auditor, the Chairman of the Board of Directors shall consider and decide whether a meeting of the Board of Directors may be convened to discuss the audit report and the Company's situation.

6. Meeting Location. Meetings of the Board of Directors shall be conducted at the Company's registered address or other addresses in Vietnam or abroad at the discretion of the Chairman of the Board of Directors.

7. Announcements and meeting agenda. Notices of Board of Directors meetings must be sent to Board of Directors members at least three business days prior to the meeting date. The notice of the Board of Directors meeting must be made in Vietnamese and must fully notify the agenda, time and place of the meeting, enclosed with necessary documents on the issues to be discussed and voted on at the Board of Directors meeting and voting votes for members (except for issues raised directly at the meeting and the Board of Directors governing issues that need to be voted on in the form of a show of hands or other forms other than secret ballots).

The notice of invitation to the meeting shall be sent by post, fax, e-mail or other means, but must ensure that it reaches the address of each member of the Board of Directors registered at the Company.

In the event of an emergency, the Board of Directors meeting may be held as soon as it is approved by all (100%) members of the Board of Directors and attends the meeting.

The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Board of Supervisors as for members of the Board of Directors. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors, have the right to discuss but do not have the right to vote.

8. Minimum number of members attending. Meetings of the Board of Directors shall be conducted and resolved only when at least three-fourths of the members of the Board of Directors attend the meeting or through a substitute representative. In case the meeting convened under this regulation does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the date of the intended first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. Vote

a. Except for the provisions of Clause 9b, Article 28, each member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- Attending and voting directly at the meeting;
- Authorize other persons to attend the meeting if approved by the majority of members of the Board of Directors;
- Attending and voting through online conferences or other similar forms;
- Send the ballot to the meeting via mail, fax, email. In case of sending votes to the meeting by mail, the votes must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one hour before the opening.
- Voting ballots are only open in the presence of all participants;

Each Board of Directors member will have one vote.

b. A member of the Board of Directors may not vote on contracts, transactions or proposals in which such member or a person related to that member has an interest and such interests conflict or may conflict with the interests of the Company. A member of the Board shall not be counted towards the minimum number of delegates required to be present in order to be able to hold a meeting of the Board of Directors on decisions that the member does not have the right to vote on;

c. According to the provisions of Clause 9d, Article 28, when an issue arises at a meeting of the Board of Directors related to the level of interests of a member of the Board of Directors or related to the voting rights of a member of the Board of Directors but such issues are not resolved by voluntarily waiving the voting rights of such member of the Board of Directors, such arising issues shall be referred to the Chairman of the meeting and the decision of the Chairman in relation to all other members of the Board of Directors shall be valid as a final decision, unless the nature or scope of interests of the relevant member of the Board of Directors has not been properly announced;

d. Members of the Board of Directors shall benefit from a contract specified in Article 35.4a and Clause 35.4b of these Regulations shall be deemed to have a substantial interest in such contract.

10. Disclosure of benefits: A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is planning to be signed with the Company and knows that he has an interest in it, will have to disclose the nature and content of that interest at the meeting at which the Board of Directors considers the signing issue for the first time this contract or transaction. Or this member may make it public at the first meeting of the Board of Directors held after the member knows that he or she has an interest or will have an interest in the relevant transaction or contract.

11. Majority Vote: The Board of Directors approves resolutions and makes decisions by following the approval of the majority of members of the Board of Directors present (over 50%). In case the number of votes for and against is equal, the Chairman's vote will be the decisive vote.

12. Telephone or other meetings: A meeting of the Board of Directors may be held in an agenda format between members of the Board of Directors when all or several members are in different locations provided that each member participating in the meeting can:

- a. Listening to each other member of the Board of Directors speak in the convene;
- b. If desired, he or she can speak to all other attendees simultaneously.

Communication between members may be conducted directly by telephone or by other means of communication (including the use of such means at the time of the adoption of the Charter or later) or a combination of all these methods. According to this Charter, a member of the Board of Directors participating in such a meeting shall be deemed to be "present" at such meeting. The meeting venue held under this regulation is the place where the largest group of Board of Directors members gather, or, if there is no such group, the place where the Chair of the meeting is present.

Decisions adopted in a telephone/other communication meeting that are duly held and conducted will take effect immediately at the conclusion of the meeting as decisions adopted at the meeting convened and held in accordance with custom.

13. The collection of opinions from members of the Board of Directors in writing must ensure the following principles:

- a. The opinion poll must be sent to all members who have the right to vote on the resolution at the meeting of the Board of Directors;
- b. The number of members who have voted on the Company must not be lower than the minimum number of members as prescribed to conduct a meeting of the Board of Directors;
- c. The Resolution was passed on the principle that the majority of votes were counted out of the total number of votes sent to the Company.

A resolution of this type has the same effect and validity as the resolution adopted by the members of the Board of Directors at a meeting convened and held according to custom.

14. Minutes of the Board of Directors meeting. Minutes of meetings of the Board of Directors shall be made in accordance with the provisions of Article 158 of the Law on Enterprises. The Chairman of the Board of Directors shall be responsible for transmitting the minutes of meetings of the Board of Directors to the members and such minutes shall be regarded as authentic evidences of the work carried out in such meetings, unless there is an objection to the internal within ten days from the date of relocation. The minutes of the meeting of the Board of Directors shall be made in Vietnamese and must be signed by the Chairman and the secretary of the meeting. The Chairperson and the Secretary are jointly responsible for the contents of the Minutes of the meeting. In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but if it is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed by law and this Charter, this record shall take effect.

15. The resolution shall be made in writing and issued by the Chairman of the meeting of the Board of Directors on behalf of the Board of Directors, unless the members of the Board of Directors attending the meeting have agreed differently and are shown in the Minutes of the meeting.

16. Legal validity of the action. Actions to enforce decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of persons with the status of members of the sub-committee of the Board of Directors shall be deemed to be legally valid even in cases where the election or appointment of members of the sub-committee or the Board of Directors may be erroneous.

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

Article 28. Subcommittees of the Board of Directors

1. The Board of Directors of a listed company may establish subcommittees to support the operation of the Board of Directors, namely the sub-committee on human resources, the sub-committee on remuneration and other sub-committees. Independent members of the Board of Directors/non-executive members of the Board of Director should make up the majority in the Subcommittee. The Board of Directors needs to appoint 01 independent member of the Board of Directors as the head of the sub-committees on human resources and the subcommittee on salary and bonus. The establishment of subcommittees must be approved by the General Meeting of Shareholders.

2. The Board of Directors may authorize subcommittees to act and make decisions on matters falling under the jurisdiction of the Board of Directors.

The number of members of the Subcommittee decided by the Board of Directors shall be at least three (03) people. The members of the subcommittee may consist of one or more members of the Board of Directors and one or more external members at the discretion of the Board of Directors.

In the process of exercising the entrusted powers, the sub-committees must comply with the regulations set forth by the Board of Directors. These regulations may govern or permit the admission of persons who are not members of the Board of Directors to the subcommittees mentioned above and authorize such persons to vote as members of the subcommittee but (i) must ensure that the number of external members does not exceed half of the total number of members of the subcommittee and (ii) resolutions of subcommittees shall take effect only when the members attending and voting at the meeting have more than fifty (50) percent of the members of the Board of Directors of such subcommittees.

3. The Board of Directors specifies in detail the establishment, the responsibilities of subcommittees and the responsibilities of each member.

4. The implementation of decisions of the Board of Directors or of Subcommittees under the Board of Directors must comply with current legal provisions and the provisions of the Company's Charter and Internal Regulations on Company Governance.

Article 29. Person in charge of company governance

1. The Board of Directors shall appoint at least one (01) person as the person in charge of company governance to support the effective conduct of the company's governance activities. The term of office of the person in charge of company governance shall be decided by the Board of Directors, a maximum of five (05) years. The person in charge of company governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

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

- a. Have an understanding of the law;
- b. Not to concurrently work for an independent auditing firm that is auditing the Company's financial statements;
- c. Other criteria as prescribed by law, this Charter and decisions of the Board of Directors.

3. The Board of Directors may dismiss the person in charge of the Company's administration, when necessary, but it is not contrary to the current labor laws. The Board of Directors may appoint an Assistant Person in charge of company governance from time to time.

4. The person in charge of company governance has the following rights and obligations:

- a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and Shareholders;
- b. Prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- c. Advising on the procedure of meetings;
- d. Attend meetings;
- e. Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
- f. To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and Controllers;
- g. Supervise and report to the Board of Directors on the Company's information disclosure activities.
- h. Confidentiality of information in accordance with the provisions of law and the Company's Charter;
- i. Acting as a point of contact with relevant stakeholders;
- k. Other rights and obligations as prescribed by law and the Company's Charter.

CHAPTER VIII. GENERAL DIRECTORS, OTHER EXECUTIVES, AND COMPANY SECRETARY

Article 30. Organization of the management apparatus

The company will enact a management system under which the management apparatus will be responsible and under the leadership of the Board of Directors. The company has a General Director and several Deputy General Directors and a Chief Accountant appointed by the Board of Directors.

Article 31. Enterprise Executives

1. Legal representative:

1.1. The legal representative is the head and responsible for directing, assigning and supervising the performance of tasks and powers of the Executive Board.

1.2. In addition to the provisions of Article 3, the legal representative has the following tasks and powers:

- a. Organize the implementation of resolutions of the Board of Directors.
- b. Deciding and signing contracts for purchase, sale, borrowing, lending, guarantee, guarantee, pledge, mortgage and other contracts with a value of less than 35% of the total value of assets recorded in the Company's latest audited financial statements. This provision does not apply to contracts and transactions specified in Clause 1, Article 167 of the Law on Enterprises;
- c. Decide on the investment and/or sale of assets and/or transactions specified in Clause 1, Article 167 of the Law on Enterprises valued at less than 25% of the total value of assets recorded in the latest audited financial statements of the Company;
- d. Decisions on establishment of subsidiaries, capital contribution, purchase and sale of shares, capital contributions in other enterprises established in Vietnam or abroad with a value of less than 35% of the total value of assets recorded in the Company's latest audited financial statements. At the same time, decide to appoint a representative to manage the Company's contributed capital and shares in those enterprises;
- e. Organizing the implementation of the Company's business plan and investment plan;
- f. Proposing the organizational structure plan and internal management regulations of the Company;
- g. Appointment, dismissal and dismissal of managerial positions in the Company, except for those under the competence of the Board of Directors;
- h. Deciding on salaries and other benefits for employees in the Company except for positions under the competence of the Board of Directors;
- i. Proposing a plan to pay dividends or handle losses in business;
- j. To decide and promulgate regulations, processes and other internal documents of the Company except for documents under the competence of the General Meeting of Shareholders and the Board of Directors as prescribed in this Charter.

2. The Board of Executive Directors consists of the General Director and the Deputy General Director(s). At the request of the General Director, the legal representative will decide and implement the recruitment of Deputy General Directors with the number and standards in accordance with the Company's management structure and regulations.

3. Executives must have a diligent responsibility to support the Company in achieving the set objectives in its operations and organization.

4. Remuneration, salaries, benefits and other provisions of the labor contract for the General Director shall be decided by the Board of Directors and the Contract with other executives shall be decided by the Legal Representative after consultation with the General Director.

5. Duties and powers of members of the Executives as assigned by the legal representative are in accordance with the provisions of the Charter, Resolutions of the General Meeting of Shareholders and the Board of Directors

Article 32. Appointment, dismissal, duties and powers of the General Director

1. Appointment: The Board of Directors may appoint a member of the Board or another person as the General Director and shall enter into a contract that sets out the salary, remuneration, benefits, and other terms related to the hiring. General Manager's salary directors and other managers must be presented as separate items in the Company's Annual Financial Statements and must be reported to the General Meeting of Shareholders at the Annual Meeting.

2. The General Director is the person who runs the daily business of the Company in accordance with the provisions of law, the Company's Charter, the labor contract signed with the Company and the resolutions and decisions of the Board of Directors. In case of operation contrary to the provisions of this Clause and causing damage to the Company, the General Director shall be responsible before law and must compensate the Company for damage.

3. The General Director must not be a person who has family relations with the enterprise manager, the controller of the company and the parent company, the representative of the enterprise's capital interests in the company and the parent company as prescribed at Point d, Clause 46, Article 4 of the Law on Securities.

4. Term: The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract. The General Director is not allowed to be a person who is prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company's Charter.

5. Powers and duties: The General Director has the following powers and responsibilities:

a. Decide on matters delegated and authorized by the General Meeting of Shareholders, the Board of Directors and the Chairman of the Board of Directors, including signing

financial and commercial contracts on behalf of the Company, organizing and operating the Company's day-to-day business activities in accordance with best management practices;

b. Recommending the number and types of executives that the Company needs to hire for the Board of Directors to appoint or dismiss, when necessary, in order to apply the activities and good management structures proposed by the Board of Directors, and advising the Board of Directors to decide on salaries, remuneration, benefits, and other terms of other operators' employment contracts;

c. In December of each year, the General Manager must submit to the Board of Directors for approval a detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five-year financial plan.

d. Implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;

e. Propose measures to improve the operation and management of the Company;

f. Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) in service of the Company's long-term, annual and quarterly management activities according to the business plan. The annual estimate (including the balance sheet, the report on production and business activities and the report on expected cash flows) for each fiscal year shall be submitted to the Board of Directors for approval and shall include the information specified in the Company's regulations.

g. Perform all other activities in accordance with the provisions of this Charter and the Company's regulations, resolutions of the Board of Directors, labor contracts of the General Director and law.

6. For the following matters, before the General Director of the Company makes a decision, the members of the Board of Executive Directors are tasked to consult the Chairman of the Board of Directors to reach an agreement:

a. Strategic planning of the Company's human resources. Determine the number of personnel (management personnel and officers and employees) in the Company in each period to ensure that the implementation achieves or exceeds the assigned planned targets. In each specific period, the number of managers in the Company must be planned according to the following principles: (i) The number and quality of managers must be suitable to the requirements of the work to be managed; (ii) The ethics of managers must be transparent, honest and diligent in their work; (iii) Managers must take responsibility for all activities and results of performance of assigned tasks of the units under their management; (iv) Loyalty to the Company;

b. Make business plans for fiscal years, quarterly, monthly;

c. Propose personnel titles under the competence of the General Director of the Company as prescribed in Article 31 of this Charter;

d. Implement the strategies and work plans of the Company in the year assigned by the General Meeting of Shareholders and the Board of Directors.

7. The General Director is entitled to request managers to perform tasks within the scope of assignment, authorize and report to the General Director in accordance with relevant regulations.

8. Reporting: The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and powers and must report when requested.

9. Dismissal: The Board of Directors may dismiss or dismiss the General Director when the majority of members of the Board of Directors have the right to vote in favor of the meeting (in case the General Director is a member of the Board of Directors, the approval of this decision on dismissal or dismissal shall not count as the vote of the General Director) and appoint a new General Director to replace him

Article 33. Company Secretary

The Board of Directors shall appoint one (or more) persons to act as the Company Secretary with the term and terms as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not contrary to the current labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. The roles and duties of the Company Secretary include:

a. Organizing meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders under the orders of the Chairman of the Board of Directors or the Board of Supervisors;

b. Make minutes of meetings;

c. Advising on the procedure of meetings;

d. Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and the Board of Supervisors.

The Company Secretary is responsible for keeping information confidential in accordance with the provisions of law and the Company's Charter.

CHAPTER IX. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, CHIEF EXECUTIVE OFFICERS AND MANAGERS

Article 34. Prudent responsibilities of members of the Board of Directors, General Directors and managers

Members of the Board of Directors, the General Director and their trusted managers are responsible for carrying out their duties, including those as members of subcommittees of the Board of Directors, in good faith and in a manner that they believe is in the best interests of the Company and with the degree of care that a person can exercise in the best interests of

the Company. Caution is often present when holding an equivalent position and under similar circumstances.

Article 35. Responsibility for honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Board of Supervisors, General Director and other managers must publicize relevant interests as prescribed in Article 164 of the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, General Directors and managers are not allowed to use business opportunities that may benefit the Company for personal purposes; at the same time, they must not use the information obtained through their positions for personal self-interest or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors, General Directors and managers are obliged to notify in writing to the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries and other companies in which the Company controls more than 50% or more of the charter capital with such entity or with related persons of such entity according to regulations prescribed by law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

4. The Company is not allowed to grant loans, guarantees, or credits to members of the Board of Directors, General Directors, managers, and individuals and organizations related to such members or legal entities with which they have financial interests, unless the Public Company and organizations related to such members are companies in the same group or companies operating in groups of companies, including parent companies - subsidiaries, economic groups and specialized laws, unless otherwise decided by the General Meeting of Shareholders.

5. Contracts or transactions between the Company, its subsidiaries, enterprises in which the Company controls more than 50% or more of the charter capital and one or more members of the Board of Directors, the Board of Supervisors, the General Director, the Executive Director of the Company, or persons related to them or the Company, partners, associations, or organizations to which one or more members of the Board of Directors, the Executives of the Company or persons related to them are members, or have related financial interests, shall not be invalidated in the following cases:

a. For transactions valued at less than 35% of the total value of assets recorded in the latest financial statements, important factors of the contract or transaction as well as the relationships and interests of managers or members of the Board of Directors have been reported to the Board of Directors or relevant subcommittees. At the same time, the Board of Directors or such subcommittee has allowed the performance of such contract or transaction in good faith by a majority of votes of members of the Council who have no related interests; or

b. For transactions with a value of more than 35% or transactions resulting in a transaction value incurred within 12 months from the date of the first transaction with a value of 35% or more, the total value of assets recorded in the latest financial statements, the important contents of this transaction as well as the relationship and interests of members The Board of Directors, members of the Board of Supervisors, the General Director, and other executives have been announced to Shareholders who have no related interests to vote on such matters, and those Shareholders have approved such contracts or transactions;

c. Such contract or transaction is deemed to be fair and reasonable in all respects relating to the Shareholders of the Company at the time of such transaction or contract is authorized by the Board of Directors or the General Meeting of Shareholders, approval or ratification.

Members of the Board of Directors, General Directors, managers or their related persons are not permitted to buy or sell or otherwise trade in the stocks of the Company or its subsidiaries at the time they obtain information that would inevitably affect the price of such stocks and their Shareholders others do not know this information.

6. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprises and the Company's Charter.

7. Members of the Board of Directors, members of the Board of Supervisors, General Directors, other managers and related persons of these entities are not allowed to use or disclose to others internal information to carry out related transactions.

Article 36. Liability for Damage and Compensation

1. Liability for damages. Members of the Board of Directors, the Board of Supervisors, the General Director and managers who violate their obligations to act honestly and fail to fulfill their obligations with care, diligence and professional capacity shall be held responsible for the damages caused by their violations.

2. Compensate. The Company will compensate persons who have been, are and are at risk of becoming a stakeholder in complaints, lawsuits, and prosecutions that have been, are or may be conducted, whether these are civil or administrative cases (which are not litigation conducted by the Company or initiated by the Company) if such persons have been or are a member of the Board of Directors, the Board of Supervisors, a manager, an employee or a representative authorized by the Company (or its subsidiaries), or such person has been or is acting at the request of the Company (or its subsidiaries) as a member of the Board of Directors, managers, employees or authorized representatives of a Company, partnership, joint venture, trust or other legal entity.

Expenses to be compensated include: costs incurred (including attorneys' fees), judgment costs, fines, payables incurred in fact or deemed reasonable when settling these cases within the framework of the law, provided that the person has acted honestly, carefully, diligently and professionally in a manner that he or she believes is in the best interest of the

Company or not against the highest interests of the Company, on the basis of compliance with the law and there is no discovery or confirmation that he has breached his or her responsibilities. The Company reserves the right to purchase insurance for such persons to avoid the above-mentioned liabilities

CHAPTER X. BOARD OF SUPERVISORS

Article 37. Candidacy and nomination of Controllers

1. The candidacy and nomination of the Comptroller shall be carried out in the same manner as prescribed in Clauses 1 and 2, Article 24 of this Charter.

2. In case the number of candidates of the Board of Supervisors approved for nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nomination according to the mechanism specified in the Company's Charter and the Internal Regulations on Company Governance.

The mechanism for the incumbent Board of Supervisors to nominate candidates for the Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with law.

Article 38. Member of the Board of Supervisors

1. The number of members of the Board of Supervisors must be from 03 (three) to 05 (five) members. Controllers must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and relevant current legal documents and are not subject to the following:

- a. Working in the accounting and finance department of the Company;
- b. Being a member or employee of an independent auditing firm auditing the Company's financial statements for the previous 03 (three) years.

The Board of Supervisors must elect one of them as the Head of the Board of Supervisors, and the election, dismissal or dismissal shall be carried out on the principle of majority. The head of the Board of Supervisors must meet the criteria and conditions specified in Articles 168 and 169 of the Law on Enterprises and legal documents relevant applicable laws and the Company's Charter. The Head of the Board of Supervisors has the following rights and responsibilities:

- a. Convening meetings of the Board of Supervisors and acting as the Head of the Board of Supervisors;
- b. Request the Company to provide relevant information to report to its members Board of Supervisors;
- c. Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.

2. The voting for the election of members of the Board of Supervisors must be carried out by the method of cumulative voting, whereby each shareholder has the total number of

votes corresponding to the total number of shares owned by the number of elected members of the Board of Supervisors and Shareholders have the right to pool all or part of their total votes to one or several candidates. The winner of the Board of Supervisors is determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In case there are 02 (two) or more candidates with the same number of votes for the last member of the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or the Company's Charter.

3. Members of the Board of Supervisors shall be appointed by the General Meeting of Shareholders, the term of office of the Board of Supervisors shall not exceed 05 (five) years; members of the Board of Supervisors may be re-elected for an unlimited number of terms.

4. Members of the Board of Supervisors shall be dismissed from office by the General Meeting of Shareholders in the following cases:

a. No longer meet the criteria and conditions for working as a Controller as prescribed in the Law on Enterprises;

b. Failing to exercise his/her rights and obligations for six (06) consecutive months, except for force majeure cases;

c. Have a letter of resignation and be approved;

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

5. Members of the Board of Supervisors shall be considered for dismissal when:

a. Failing to complete assigned tasks and jobs;

b. Seriously violating or repeatedly violating the obligations of the Comptroller as prescribed in the Law on Enterprises and the Company's Charter;

c. According to the decision of the General Meeting of Shareholders;

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

Article 39. Board of Supervisors

1. The Board of Supervisors shall have the powers and responsibilities specified in Article 170 of the Law on Enterprises and this Charter, mainly the following powers and responsibilities:

a. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; propose the approved audit organization to inspect the Company's operations, exempt the approved auditor when deemed necessary;

b. Discuss with the independent auditor the nature and scope of the audit before commencing the audit;

c. Seek independent professional advice or legal advice and ensure the involvement of experts outside the Company with appropriate experience and professional qualifications in the Company's work if deemed necessary;

d. Examine annual, six-monthly, and quarterly financial statements before submitting them to the Board of Directors;

e. Discuss the difficulties and shortcomings that emerge from the results of the mid-term or final audit as well as any issues that the independent auditor wishes to discuss;

f. Consider the opinion of the independent auditor (if any);

g. Review the Company's report on internal control systems prior to the approval of the Board;

i. To be responsible to Shareholders for their supervisory activities;

k. Supervise the financial situation of the Company, the legality of activities of members of the Board of Directors, the General Director, other managers, ensure the coordination of activities between the Board of Supervisors and the Board of Directors, the General Director and Shareholders;

l. In case of detecting acts of violation of law or violation of the company's charter by members of the Board of Directors, the General Director and other enterprise executives, they must notify in writing to the Board of Directors within 48 (forty-eight) hours, request the violators to stop their violations and take remedial solutions;

m. Report at the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 12, 2020 detailing the implementation of a number of articles of the Law on Securities.

n. Formulate the Operation Regulation of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval through.

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

2. Members of the Board of Directors, General Directors and managers must provide all information and documents related to the Company's operations at the request of the Board of Supervisors. The Company Secretary shall ensure that all photocopies of financial information, other information provided to the members of the Board of Directors and copies of the minutes of the Board of Directors meetings shall be made available to the members of the Board of Supervisors at the same time they are provided to the Board of Directors.

3. After consulting the Board of Directors, the Board of Supervisors may issue regulations on the meetings of the Board of Supervisors and the manner in which the Board of Supervisors operates. The Board of Supervisors must meet at least twice a year and the number of members participating in meetings shall be at least two-thirds (2/3) of the number of members of the Board of Supervisors attending the meeting. The recordkeeper and

members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Board of Supervisors must be kept in order to determine the responsibilities of each member of the Board of Supervisors.

4. The total remuneration for members of the Board of Supervisors shall comply with the decision of the General Meeting of Shareholders. Members of the Board of Supervisors will also be paid for travel, accommodation, incidental expenses and the cost of using independent consultancy services in a reasonable manner when they participate in meetings of the Board of Supervisors or in connection with the Company's business activities. This total remuneration and expenses must not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

Salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on company income tax and other relevant laws and must be made into separate items in the Company's annual financial statements

CHAPTER XI. RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS

Article 40. Right to investigate books and records

1. Shareholders or groups of Shareholders mentioned in Article 11.3 of this Charter have the right to send a written request for inspection during working hours and at the Company's main business location, a list of Shareholders, minutes of meetings, etc. resolutions and decisions of the General Meeting of Shareholders, the Board of Directors of mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company, and copies or extracts of such dossiers. The request for inspection by the lawyer or other authorized representative of the shareholder must be enclosed with the power of attorney of the shareholder that he or she represents or a notarized copy of this power of attorney.

2. Members of the Board of Directors, members of the Board of Supervisors, General Director and managers have the right to inspect the Company's register of Shareholders, the list of Shareholders and other books and records of the Company for purposes related to their positions provided that such information is kept confidential.

3. The Company shall keep this Charter and any amendments to the Charter, Business Registration Certificate, regulations, documents proving property ownership, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, etc. annual financial statements, accounting books and any other papers as prescribed by law at the head office or another place provided that the Shareholders and the business registration authority are notified of the location where these documents are stored.

4. Shareholders have the right to be issued a copy of the Company's Charter free of charge. In case the Company has its own website, this Charter must be published on that website

CHAPTER XII. EMPLOYEES AND TRADE UNIONS

Article 41. Employees and trade unions

The General Director shall make a plan for the Board of Directors to approve matters relating to recruitment, employment, leave, salary, social insurance, benefits, rewards and discipline for managers and employees as well as the Company's relationships with trade unions recognized according to the standards. best management practices and policies, the practices and policies set forth in this Charter, the Company's statutes and applicable laws.

CHAPTER XIII. EMPLOYEES AND TRADE UNIONS

Article 42. Employees and trade unions

1. According to the decision of the General Meeting of Shareholders and in accordance with the provisions of law, dividends will be announced and paid from the Company's profits but must not exceed the level proposed by the Board of Directors.

2. According to the provisions of the Law on Enterprises, the Board of Directors may decide to pay interim dividends if it considers that this payment is in line with the profitability of the Company.

3. The Company does not pay interest on dividend payments or payments related to a type of stock.

4. The Board of Directors may request the General Meeting of Shareholders to approve the payment of all or part of dividends in specific assets (such as fully paid stocks or bonds issued by other companies) and the Board of Directors shall be the implementing agency of this resolution.

5. In case dividends or other amounts related to a type of stock are paid in cash, the Company will be required to pay in Vietnamese dong and may be paid by cheque or postal order to the registered address of the beneficiary shareholder and in case of arising risks (from the registered address of the Shareholders). Shareholders). In addition, dividends or other amounts paid in cash in relation to a type of stock may be paid by bank transfer when the Company has the banking details of the Shareholders in order to enable the Company to make a direct transfer to the shareholder's bank account. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money transferred by the Company to the beneficiary shareholder. The payment of dividends for stocks listed on the Stock Exchange/Securities Trading Center can be conducted through the Securities Company or the Depository Center.

6. Subject to the approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares are entitled to receive dividends in ordinary shares in lieu of cash dividends. These additional shares to pay dividends are credited as those for which the purchase price has been paid in full on the basis that the value of the dividend-paying shares must be equal to the cash amount paid for the dividend.

7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors passed a resolution to determine a specific date for finalizing the list of entitlements. Based on that date, Shareholders or holders of other securities are entitled to attend the general meeting of Shareholders, receive dividends, interest rates, distribution of profits, receive stocks, receive notices or other rights as decided by the Board of Directors or the General Meeting of Shareholders. The closing date can be on the same day or at the time before the benefits are exercised. This does not affect the interests of the two parties in the transfer of stocks or related securities. Persons who register as Shareholders or holders of other securities are entitled to receive dividends, interest, distributions of profits, receive stocks, receive notices or other documents.

Article 43. Other issues related to profit distribution

Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.

CHAPTER XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEMS

Article 44. Bank Account

1. The company will open an account at a Vietnamese bank or at foreign banks licensed to operate in Vietnam.

2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an offshore bank account in accordance with the provisions of the law.

3. The Company will conduct all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks in which the Company opens accounts. The Company may also carry out other payment and transaction methods at the discretion of the Board of Directors and/or the General Director.

Article 45. Funds and deductions

Every year, the Company may deduct from its after-tax profits to be included in funds in accordance with the law. The type of fund, the annual deduction level, the total accumulated value of each fund shall comply with the Resolution of the General Meeting of Shareholders of the Company.

Article 46. Annual accounting period

The Company's annual accounting period starts from January 01 every year and ends on December 31 every year. The accounting period for the first year of application of this regulation is the fiscal year 2022, the period from April 1, 2022 and ending on December 31, 2022.

Article 47. Accounting System

1. The accounting system used by the Company is the Vietnam Accounting System (VAS) or other accounting systems approved by the Ministry of Finance.

2. The company prepares accounting books in Vietnamese. The Company will keep accounting records according to the type of business activities in which the Company is engaged and in accordance with the law. These records must be accurate, up-to-date, systematic and must be sufficient to substantiate and explain the Company's transactions.

3. The company uses Vietnamese dong as the currency used in accounting. In case the company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

CHAPTER XV. ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE AND PUBLIC ANNOUNCEMENT

Article 48. Annual, six-monthly, and quarterly reports

1. The company must make an annual financial statement in accordance with the provisions of law as well as the regulations of the State Securities Commission and the report must be audited in accordance with the provisions of Article 48 of this Charter. The company announces the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state agency.

2. The company must prepare reviewed six-month and quarterly reports in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange and submit them to the relevant tax authorities.

3. Interested organizations and individuals are entitled to inspect or make copies of audited annual financial statements, six-month and quarterly reports during the Company's working hours, at the Company's head office and must pay a reasonable fee for copying.

Article 49. Information disclosure and public announcement

Annual financial statements and other supporting documents must be publicly announced in accordance with the regulations of the State Securities Commission and the Stock Exchange and submitted to the concerned tax authorities in accordance with law.

Article 50. Annual Report

Công ty phải lập và công bố Báo cáo thường niên theo các quy định của pháp luật về chứng khoán và thị trường chứng khoán.

CHAPTER XVI. COMPANY AUDIT

Article 51. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing company, legally operating in Vietnam and approved by the State Securities Commission to audit the listed companies, conducting the company's audit activities for the next fiscal year based on the terms and conditions agreed with the Board of Directors.

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

3. In case the Company's annual financial statement audit report contains material exceptions, the Company may invite a representative of the Independent Audit Company to attend the General Meeting of Shareholders.

CHAPTER XVII. SEAL

Article 52. Seal

1. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, its branches and representative offices and the seals engraved in accordance with the provisions of law.

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

CHAPTER XVIII. TERMINATION AND LIQUIDATION

Article 53. Termination of Operation

1. The company may be dissolved or terminated in the following cases:

- a. The Court declares the Company bankrupt in accordance with the current law;
- b. Dissolve ahead of time according to the decision of the General Meeting of Shareholders;
- c. The Enterprise Registration Certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
- d. According to the resolutions and decisions of the General Meeting of Shareholders;
- e. Other cases prescribed by law.

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

Article 54. In case of impasse between members of the Board of Directors and Shareholders

Unless otherwise provided in this Charter, Shareholders holding half of the outstanding stocks entitled to vote in the election of members of the Board of Directors have the right to file a complaint with the court to request dissolution on one or more of the following grounds:

1. The members of the Board of Directors are not consistent in managing the Company's affairs, leading to the failure to achieve the necessary number of votes as prescribed for the Board of Directors to operate.

2. The Shareholders did not agree, so they could not achieve the necessary number of votes as prescribed to elect members of the Board of Directors.

3. There are internal disagreements and two or more shareholder factions are divided, making dissolution a more beneficial option for all Shareholders.

Article 55. Extension of Operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 07 (seven) months before the end of the operation duration so that Shareholders can vote on the extension of the Company's operation for an additional period of time at the request of the Board of Directors.

2. The operation duration will be further extended when 65% or more of the total votes of Shareholders with voting rights are present in person or through authorized representatives present at the General Meeting of Shareholders for approval.

Article 56. Liquidation

1. At least six months before a decision to dissolve the Company, the Board of Directors must establish a Liquidation Board consisting of 03 (three) members. Two members appointed by the General Meeting of Shareholders among the Shareholders or managers or employees of the Company and one member appointed by the Board of Directors from an independent auditing firm. The liquidation board will prepare its operating regulations. Members of the Liquidation Board can be selected from among the Company's employees or independent experts. All liquidation-related expenses will be preferentially paid by the Company before the Company's other liabilities.

2. The liquidation board shall have to report to the business registration authority on the date of establishment and the date of commencement of operation. From that point on, the Liquidation Board will represent 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 in the following order:

- a. Liquidation expenses;
- b. Salaries and insurance expenses for employees;
- c. Taxes and other remittances of a tax nature that the Company must pay to the State;
- d. Loans (if any);

e. Other liabilities of the Company;

f. The remaining balance after all debts from (a) to (e) above have been paid will be distributed to Shareholders. Preferred shares will be prioritized for prepayment.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal Dispute Resolution

1. In the event of a dispute or complaint related to the Company's activities or the rights of Shareholders arising from the Charter or from any rights or obligations prescribed by the Law on Enterprises or other laws or administrative regulations, between:

a. Shareholders with the Company; or

b. Shareholders with the Board of Directors, Board of Supervisors, General Director or senior managers.

The parties involved will try to resolve that dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of the dispute and shall require each party to present the practical elements related to the dispute within 30 working days from the date the dispute arises. In the event of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.

2. In case the conciliation decision is not reached within 60 days from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, any party may bring such dispute to the Economic Arbitration or the competent Economic Court of Vietnam for settlement.

3. The parties will bear their own costs related to the negotiation and mediation procedures. The costs of the Court will be borne by the Tribunal as to which party.

CHAPTER XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 58. Supplements and amendments to the Charter

1. The supplementation and amendment of this Charter must be considered and decided by the General Meeting of Shareholders, except for the case of adjustment of charter capital due to the sale of new shares within the number of shares entitled to be offered for sale under the Resolution approved by the General Meeting of Shareholders.

2. In case there are provisions of law related to the operation of the Company which are not mentioned in this Charter, or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall naturally apply and regulate the operation of the Company.

CHAPTER XXI. EFFECTIVE DATE

Article 59. Effective Date

1. This Charter consists of 21 Chapters and 60 Articles, which were unanimously approved by the General Meeting of Shareholders of VIETNAM MEDICAL AND PHARMACEUTICAL INVESTMENT JOINT STOCK COMPANY on **November 6, 2025** and jointly approved the full validity of this Charter.điề

2. The Charter shall be made in 03 (three) copies, of equal validity and archived at the Company's Office.

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

4. Copies or extracts of the company's charter must be signed by the Chairman of the Board of Directors or the legal representative to be valid

Article 60. Signature confirming the Charter

The legal representative of the Company signs and certifies the Charter of VIETNAM MEDICAL AND PHARMACEUTICAL INVESTMENT JOINT STOCK COMPANY.

LEGAL REPRESENTATIVE



(Mr) Vu Van Toan
General Director



(Mr) Vu Khanh Din
Chairman of the Board of Directors