



VIETNAM
MEDICAL AND
PHARMACEUTICAL

**CHARTER
ON ORGANIZATION AND
OPERATION**



2026

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PREAMBLE

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definitions

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

- a. “*Charter Capital*” means the aggregate par value of shares sold as stipulated in Article 5 of this Charter;
- b. “*Law on Enterprises*” means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and all amendments, supplements, and guiding instruments for the implementation thereof;
- c. “*Law on Securities*” means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and all amendments, supplements, and guiding instruments for the implementation thereof;
- d. “*Establishment Date*” means the date on which the Company is first granted the Enterprise Registration Certificate;
- e. “*Executives*” means the General Director, Deputy General Directors, and the Chief Accountant of the Company;
- f. “*Related Persons*” means individuals or organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
- g. “*Major Shareholder*” means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
- h. “*Term of Operation*” means the duration of operation of the Company as stipulated in Clause 6, Article 2 of this Charter and any extension period (if any) approved by resolution of the General Meeting of Shareholders;
- i. “*Vietnam*” means the Socialist Republic of Vietnam;
- k. “*Charter*” means the Charter on Organization and Operation of VIETNAM MEDICAL AND PHARMACEUTICAL INVESTMENT JOINT STOCK COMPANY;
- l. “*Shareholder*” means any individual or organization holding at least one share of the Company;
- m. “*Person in charge of corporate governance*” means the person having rights and responsibilities as prescribed in Article 281 of Decree No. 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 the manager of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, and the General Director;
- o. “*Independent Member of the Board of Directors*” means a member as defined 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, or Chief Accountant of the Company;

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

2. In this Charter, references to any provision or legal document or other instrument shall include any amendments or replacements thereof.

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

4. Terms or expressions defined in the Law on Enterprises and the Law on Securities (provided that they are not inconsistent with the subject matter or context) shall bear the same meanings in this Charter.

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

Article 2. Name, legal form, head office, branches, representative offices and term of operation 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: VMPI., JSC

2. Legal form: The Company is a joint stock company with legal personality in accordance with the applicable laws of Vietnam.

3. The registered head office of the Company is:

- Address: 24th Floor, ICON 4 Building, 243A De La Thanh Street, Lang Ward, Hanoi City, Vietnam.
- Tel: 024 36830516
- Fax: 024 36830578
- E-mail: info@vmppi.vn
- Website: vmppi.vn

4. The Company has **02 (two) legal representatives**, namely the Chairperson of the Board of Directors and the General Director.

Rights and obligations of the legal representatives:

a) The legal representative of the Company is an individual representing the Company to exercise rights and perform obligations arising from the Company’s transactions, representing the Company as the petitioner in civil matters, plaintiff, defendant, or person

with related rights and obligations before Arbitration, Courts, and exercising other rights and obligations in accordance with law.

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

c) The specific rights and responsibilities of the Chairperson of the Board of Directors and the General Director shall be prescribed and allocated in detail by the Board of Directors in accordance with this Charter, applicable laws, and the operational requirements of the Company.

5. The Company may establish subsidiaries; invest in and contribute capital to affiliated companies; establish branches, representative offices, and set up agency systems and business locations to implement its operational objectives in accordance with resolutions of the Board of Directors and within the scope permitted by law.

6. Unless the Company terminates its operation prior to the expiry in accordance with Article 53.2 and Article 54 or extends its operation pursuant to Article 55 of this Charter, the term of operation of the Company shall commence from the Establishment Date and be indefinite.

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

Article 3. Objectives of the Company

1. The business lines of the Company include the following sectors:

No.	Business lines and sectors	Code
1	Repair and maintenance of fabricated metal products	3311
2	Repair and maintenance of machinery and equipment	3312
3	Repair and maintenance of electronic and optical equipment	3313
4	Repair and maintenance of electrical equipment	3314
5	Repair and maintenance of other equipment	3319
6	Installation of machinery and industrial equipment	3320
7	Construction of buildings not for residential use	4102
8	Demolition	4311
9	Site preparation <i>(Excluding blasting services)</i>	4312
10	Installation of electrical systems	4321
11	Installation of water supply, drainage systems, heating and air-conditioning systems	4322
12	Installation of other construction systems	4329
13	Completion and finishing of construction works	4330

No.	Business lines and sectors	Code
14	Other specialized construction activities	4390
15	Wholesale of automobiles and other motor vehicles	4661
16	Repair and maintenance of automobiles and other motor vehicles	9531
17	Wholesale of parts and accessories of automobiles and other motor vehicles	4662
18	Agency, brokerage, and auction of goods	4610
	Details: Agency and brokerage services (excluding <i>securities brokerage, insurance brokerage, real estate brokerage, and marriage brokerage involving foreign elements; and excluding the exercise of export rights, import rights, and distribution rights with respect to goods on the list for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights</i>).	
19	Wholesale of other household goods	4649
	Details: - The Company conducts wholesale of drugs and pharmaceutical ingredients imported by the Company to establishments engaged in wholesale of drugs and pharmaceutical ingredients; wholesale of drugs and pharmaceutical ingredients manufactured under outsourcing or technology transfer by the Company in Vietnam to establishments engaged in wholesale of drugs and pharmaceutical ingredients 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 <i>the management, import, export, purchase, sale, storage, and protection of goods on the list of national reserves</i>); - Wholesale of perfumes, cosmetics, and hygiene preparations.	
20	Wholesale of computers, peripheral equipment, and software (Excluding <i>the exercise of export rights, import rights, and distribution rights with respect to goods on the list for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights</i>)	4651
21	Wholesale of electronic equipment and telecommunications components (Excluding <i>the exercise of export rights, import rights, and distribution rights with respect to goods on the list for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights</i>)	4652
22	Wholesale of machinery, equipment, and other machine spare parts	4659 (Main)
	Details: Wholesale of office machinery and equipment (excluding computers and peripheral equipment); wholesale of electrical machinery and equipment, electrical materials (generators, electric motors, wires, and other equipment used in electrical circuits); wholesale of medical machinery and equipment; wholesale of other machinery, equipment, and spare parts not elsewhere classified.	

No.	Business lines and sectors	Code
	<i>(Excluding the exercise of export rights, import rights, and distribution rights with respect to goods on the list for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights; excluding the management, import, export, purchase, sale, storage, and protection of goods on the list of national reserves)</i>	
23	Wholesale of metals and metal ores Details: Wholesale of copper, lead, aluminum, zinc; wholesale of iron and steel; wholesale of metal ores (excluding uranium and thorium ores); <i>(Excluding the exercise of export rights, import rights, and distribution rights with respect to goods on the list for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights)</i>	4672
24	Wholesale of construction materials and installation equipment	4673
25	Other specialized wholesale not elsewhere classified <i>(Excluding the exercise of export rights, import rights, and distribution rights with respect to goods on the list for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights)</i>	4679
26	General wholesale <i>(Excluding the exercise of export rights, import rights, and distribution rights with respect to goods on the list for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights)</i>	4690
27	Retail of information and communication technology equipment <i>(Excluding the exercise of export rights, import rights, and distribution rights with respect to goods on the list for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights)</i>	4740
28	Retail of pharmaceuticals, medical instruments, cosmetics, and hygiene articles in specialized stores <i>(Excluding retail of pharmaceuticals and excluding the management, import, export, purchase, sale, storage, and protection of goods on the list of national reserves)</i>	4772
29	Other computer programming activities	6219
30	Computer consultancy and computer infrastructure management	6220
31	Other information technology and computer service activities	6290
32	Architectural activities and related technical consultancy	7110
33	Technical testing and analysis <i>(Excluding inspection (testing and certification) services for means of transport (including systems, assemblies, equipment, and components of vehicles); inspection and certification services for technical safety and environmental protection of specialized vehicles, equipment, containers, and</i>	7120

No.	Business lines and sectors	Code
	<i>dangerous goods packaging used in transportation; inspection and certification services for technical safety and environmental protection of offshore oil and gas exploration, exploitation and transportation vehicles and equipment; occupational safety technical inspection services for machinery and equipment subject to strict occupational safety requirements installed on means of transport and offshore oil and gas exploration, exploitation and transportation equipment; fishing vessel registration services).</i>	
34	Specialized design activities	7410
35	Renting and leasing of motor vehicles	7710
36	Leasing of machinery, equipment, and other tangible goods without operator	7730
37	Activities of general, specialized, and dental clinics	8620
38	Repair and maintenance of computers and communication equipment	9510
39	Other health activities not elsewhere classified Details: + Activities of medical laboratories + Mobile healthcare services + Patient emergency transportation + Blood bank services	8699
40	Other financial service support activities not elsewhere classified Details: + Investment consultancy services (excluding financial and legal consultancy); + Trustee and supervisory services on a fee or contract basis;	6619
41	Business management consultancy and other management consultancy activities (Excluding <i>financial, accounting, and legal consultancy</i>)	7020
42	Activities of insurance agents and brokers	6622
43	Office administrative and support activities	8210
44	Other business support service activities not elsewhere classified Details: Import and export of goods traded by the Company (Excluding <i>the exercise of export rights, import rights, and distribution rights with respect to goods on the list for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights</i>)	8299
45	Warehousing and storage	5210
46	Real estate business, land use rights owned, used, or leased Details: Real estate business (Excluding " <i>investment in the construction of cemetery and graveyard infrastructure for the purpose of transferring land use rights attached to such infrastructure</i> " as prescribed in Section A.I.7 – sectors not yet accessible to foreign investors under Decree No. 31/2021/ND-CP).	6810

2. Objectives of the Company:

a. To invest in and develop production and business activities in sectors and lines of business permitted by law;

b. On the basis of the Company's resources, to invest, contribute capital, cooperate, collaborate, enter into joint ventures and affiliations with all economic sectors to organize production and business activities in the registered business lines in order to enhance the efficiency of the Company's operations, thereby generating harmonized benefits for employees, shareholders, the Company, and society at large. To further develop additional production, business, and service lines were permitted by the Company's actual conditions and applicable laws.

Article 4. Business scope and operations

1. The Company is entitled to formulate plans and conduct all business activities in accordance with its registered business lines as published on the National Enterprise Registration Portal and this Charter, in compliance with applicable laws, and to implement appropriate measures to achieve its objectives.

2. The Company may conduct business in other sectors and lines of business as permitted by law and approved by the General Meeting of Shareholders.

3. In addition, the Company may utilize 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:

1.125.001.710.000 VND

(In words: One trillion one hundred twenty-five billion one million seven hundred and ten thousand Vietnamese Dong.)

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 upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

3. All shares of the Company at the time of adoption of this Charter are ordinary shares. The rights and obligations attached thereto are stipulated in Article 11.

4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

5. The Company may offer shares issued by it in forms consistent with applicable laws after obtaining approval from the General Meeting of Shareholders. In the case of issuance to existing shareholders, shares shall be offered to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the

General Meeting of Shareholders. The Company must notify the share offering, and such notice must specify the number of shares offered and an appropriate subscription period (at least twenty working days) to enable shareholders to register for purchase. Any shares not subscribed for by shareholders shall be decided upon by the Board of Directors.

The Board of Directors may allocate such shares to other subjects on such terms and in such manner as it deems appropriate, but such shares must not be sold on terms more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or in cases where shares are sold through the Stock Exchange/Securities Trading Center.

6. The Company may repurchase its own issued shares (including redeemable preference shares) in accordance with the methods prescribed in this Charter and applicable laws. Ordinary shares repurchased by the Company shall be handled in accordance with the law.

7. The Board of Directors shall decide on the issuance of non-convertible bonds without warrants and other types of bonds, debt instruments, and other securities in accordance with the laws on securities and the securities market.

8. All shares of the Company shall be registered at the Vietnam Securities Depository and Clearing Corporation. The shareholder register provided by the Vietnam Securities Depository and Clearing Corporation as of record dates shall be maintained by the Company at its head office in accordance with the law.

Article 6. Share certificates

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

2. A share certificate is a type of security certifying the lawful rights and interests of its holder with respect to a portion of the share capital of the issuing organization. Shares issued by the Company, whether in book-entry form or electronic data, certify ownership of one or more shares of the Company. Share certificates must contain all particulars 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 application for transfer of share ownership in accordance with the Company's regulations, or within two months (or a longer period as stipulated in the issuance terms) from the date of full payment for subscribed shares in accordance with the Company's share issuance plan, the holder of such shares shall be issued a share certificate. Shareholders shall not be required to pay any printing costs for share certificates to the Company.

4. In the case of transfer of only a portion of the shares recorded in a share certificate, the existing certificate shall be cancelled and a new certificate recording the remaining shares shall be issued free of charge.

5. In the event that a share certificate is damaged, defaced, lost, stolen, or destroyed, the shareholder may request issuance of a replacement certificate, provided that sufficient

evidence of share ownership is furnished, a commitment is made to assume responsibility for any disputes arising from the reissuance, and all related costs are paid to the Company. Within 15 (fifteen) days from the date of receipt of a complete application, the Company shall issue a replacement share certificate.

Article 7. Other securities certificates

Bond certificates or other securities certificates of the Company (except for offering circulars, temporary certificates, and similar documents) shall be issued bearing the seal and specimen signature of the Company's legal representative, unless otherwise provided in the terms and conditions of issuance.

Article 8. Transfer of shares

1. All shares may be freely transferred, except where otherwise provided in the share issuance plan, share ownership certificates, this Charter, or applicable laws. Shares listed on the Stock Exchange/Securities Trading Center shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid shall not be transferred and shall not be entitled to related rights such as the right to receive dividends, the right to receive bonus shares issued from equity sources, the right to subscribe for newly issued shares, and other rights as prescribed by law.

Article 9. Repurchase of shares

The Company's repurchase of shares at the request of shareholders or by decision of the Company shall be conducted in accordance with the provisions of the Law on Enterprises and the Law on Securities.

CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 10. Organizational structure of management

The organizational structure of management of the Company comprises:

- a. The General Meeting of Shareholders;
- b. The Board of Directors;
- c. The Board of General Directors;
- d. The Board of Supervision.

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

1. Shareholders are the owners of the Company and shall have rights and obligations corresponding to the number and class of shares they hold. Shareholders shall be liable for

the debts and other property obligations of the Company only to the extent of the capital they have contributed to the Company.

2. Holders of ordinary shares shall have the following rights:

a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly or through authorized representatives or by other methods as prescribed by the Company's Charter and applicable laws. Each ordinary share shall carry one vote;

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

c. To freely transfer fully paid shares to others, except where otherwise provided in this Charter, applicable laws, or the share issuance plan;

d. To have pre-emptive rights to subscribe for newly issued shares in proportion to their holdings of ordinary shares;

e. To examine, access, and extract information on names and contact addresses in the list of shareholders entitled to vote; to request correction of inaccurate personal information;

f. To examine, access, extract, or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g. In the event of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their shareholding ratio after the Company has fulfilled its obligations to creditors and other classes of shareholders in accordance with law;

h. To request the Company to repurchase their shares in the cases prescribed in Article 132 of the Law on Enterprises;

i. To be treated equally. Each share of the same class shall confer equal rights, obligations, and benefits upon its holder. In the event that the Company has different classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k. To have full access to periodic and extraordinary information disclosed by the Company in accordance with law;

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

m. Other rights as stipulated in this Charter and applicable laws.

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

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

b. To examine, access, extract the minutes book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of

Supervision, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets;

c. To request the Board of Supervision to inspect specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and include the following particulars: full name, contact address, nationality, and legal identification details for individual shareholders; name, enterprise code or legal identification number, and head office address for institutional shareholders; number of shares and date of registration of shares of each shareholder, the total number of shares of the shareholder group, and the ownership ratio in the total number of shares of the Company; matters to be inspected and purposes of inspection;

d. To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than 03 (three) working days prior to the opening date. The proposal must clearly state the name of the shareholder, the number of each class of shares held, and the matters proposed for inclusion in the agenda;

e. Other rights as stipulated in this Charter.

4. Shareholders or groups of shareholders holding from 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervision. The nomination shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervision must notify the meeting of such grouping prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervision, shareholders or groups of shareholders specified in this Clause shall have the right to nominate one or more candidates as determined by the General Meeting of Shareholders. In the event that the number of candidates nominated by such shareholders or shareholder groups is less than the number they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervision, and other shareholders.

5. Foreign shareholders and domestic shareholders shall have equal rights and obligations in accordance with applicable laws and this Charter. There shall be no restriction on the ownership ratio of foreign shareholders unless otherwise provided by law.

Article 12. Obligations of shareholders

Shareholders shall have the following obligations:

1. To comply with the Company's Charter and internal regulations; to abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
2. To fully and timely pay for the shares subscribed in accordance with regulations;

3. To provide complete and accurate information when registering for share subscription and to update any changes during the course of shareholding;

4. To fulfill other obligations as prescribed by applicable laws;

5. To maintain confidentiality of information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and to refrain from disseminating, copying, or transmitting such information to other organizations or individuals;

6. To bear personal liability when acting in the name of the Company in any form to carry out any of the following acts:

a) Violating the law;

b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;

c) Paying debts not yet due in the face of potential financial risks to the Company.

7. Not to withdraw contributed capital in the form of ordinary shares from the Company under any circumstances, except where such shares are repurchased by the Company or transferred to another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and related persons within the Company shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and for any damages incurred.

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

a) Attending and voting directly at the meeting;

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

c) Attending and voting via online conference, electronic voting, or other electronic forms;

d) Sending voting ballots to the meeting by post, fax, or email;

e) Attending and submitting voting ballots by other means as prescribed in the Company's Charter and applicable laws.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall be held once every year. The General Meeting of Shareholders must be convened within 04 (four) months from the end of the fiscal year. The Board of Directors may decide to extend the time for holding the Annual General Meeting of Shareholders where necessary, but not exceeding 06 (six) months from the end of the fiscal year. In addition to the annual meeting, extraordinary meetings may be convened. The location of the General Meeting of Shareholders shall be

determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue within the territory of Vietnam. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and this Charter. In the event that the audit report on the Company's annual financial statements contains material qualifications, adverse opinions, or disclaimers of opinion, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.

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

a. When it deems necessary for the interests of the Company;

b. When the number of members of the Board of Directors, independent members of the Board of Directors, or Supervisors is fewer than the minimum number required by law;

c. At the request of shareholders or a group of shareholders as prescribed in Article 11.3 of this Charter through a written request. Such request must clearly state the reasons and purposes of the meeting and be signed by the relevant shareholders (the request may be made in multiple copies to obtain sufficient signatures of all relevant shareholders);

d. At the request of the Board of Supervision;

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

4. Convening an Extraordinary General Meeting of Shareholders:

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

b. In the event that the Board of Directors fails to convene the meeting in accordance with Clause 4(a) of Article 13, within the following thirty (30) days, the Board of Supervision shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises.

c. In the event that the Board of Supervision fails to convene the meeting in accordance with Clause 4(b) of Article 13, the requesting shareholder or group of shareholders as prescribed in Clause 3(c) of Article 13 shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises.

d. All expenses incurred in convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses incurred by shareholders when attending the meeting, including accommodation and travel expenses.

e. Procedures for organizing the General Meeting of Shareholders shall comply with 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, Extraordinary General Meeting of Shareholders, and meetings conducted in the form of written ballot collection shall pass decisions on the following matters:

- a. The Company's annual business plan, and any amendments or supplements thereto;
- b. Audited annual financial statements;
- c. Reports of the Board of Directors on corporate governance and performance of the Board of Directors and each member thereof;
- d. Reports of the Board of Supervision on the Company's business results and performance of the Board of Directors and the Board of General Directors;
- e. Self-assessment reports of the Board of Supervision and its members;
- f. The annual dividend rate for each class of shares in accordance with the Law on Enterprises and the rights attached to such shares. Such dividend rate shall not exceed the level proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders;
- g. The number of members of the Board of Directors and the Board of Supervision;
- h. Election, dismissal, and removal of members of the Board of Directors and the Board of Supervision;
- i. Determination of the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervision;
- k. To approve the list of independent auditing firms; to decide on the independent auditing firm to audit the Company's operations; and to dismiss the independent auditor when deemed necessary;
- l. To amend and supplement the Company's Charter;
- m. To decide on the classes of shares and the number of new shares to be issued and offered for each class;
- n. To decide on the division, separation, consolidation, merger, or conversion of the Company;
- o. To decide on the reorganization and dissolution (liquidation) of the Company and to appoint liquidators;
- p. To decide on investments or the sale of assets with a value equal to or exceeding 35% of the total assets recorded in the most recent audited financial statements of the Company;
- q. To decide on the repurchase of more than 10% of the total number of issued shares of each class;

r. To approve contracts and transactions between the Company and entities specified in Clause 1, Article 167 of the Law on Enterprises where the value is equal to or exceeds 35% of the total assets of the Company as recorded in the most recent financial statements;

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

t. To approve the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Board of Supervision;

u. To examine and handle violations committed by the Board of Directors causing 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 matters arising within the competence of the General Meeting of Shareholders between its sessions.

3. Shareholders shall not be entitled to vote in the following cases:

a. Contracts as provided in this Charter where such shareholder or its related person is a party to the contract;

b. The repurchase of shares of such shareholder or of a related person of such shareholder, except where the repurchase is conducted in proportion to the ownership ratio of all shareholders or is carried out through order-matching transactions on the Stock Exchange or via a public tender offer in accordance with law.

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

Article 15. Authorized representatives

1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with law may attend in person or authorize their representatives to attend in one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises and this Charter. Where more than one authorized representative is appointed, the number of shares and votes represented by each representative must be clearly specified.

2. The authorization of an individual or organization to attend the General Meeting of Shareholders must be made in writing in the form prescribed by the Company and must bear signatures as follows:

a. The power of attorney must comply with civil law and clearly state the name of the authorized individual or organization and the number of shares authorized. The authorized representative must present the power of attorney upon registration for attendance before entering the meeting venue;

b. Where the authorizing shareholder is an individual, the document must bear the signatures of both the shareholder and the authorized representative. For meetings convened by the Board of Directors, the Board of Directors may issue written regulations permitting authorization via telephone, fax, or email, provided that such authorization can be verified and properly recorded;

c. Where the authorizing person is the authorized representative of an institutional shareholder, the document must bear the signatures of such authorized representative, the legal representative of the shareholder, and the authorized attendee;

d. In other cases, the document must bear the signatures of the legal representative of the shareholder and the authorized attendee.

The authorized representative must submit the power of attorney prior to entering the meeting venue.

3. Where a lawyer signs an appointment letter on behalf of the authorizing person, such appointment shall only be deemed valid if accompanied by the power of attorney granted to the lawyer or a duly certified copy thereof (if not previously registered with the Company).

4. Unless the Company receives notice of one of the following events at least 24 (twenty-four) hours prior to the opening of the meeting, the voting ballot of the authorized representative shall remain valid within the scope of authorization even if:

a. The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;

b. The authorizing person has revoked the authorization;

c. The authorizing person has revoked the authority of the authorized representative.

Article 16. Changes to rights

1. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of preference shares shall only be passed if approved by shareholders holding at least 75% of the total number of such preference shares of the same class attending the meeting, or by shareholders holding at least 75% of the total number of such preference shares in the case of approval by written resolution.

2. Procedures for conducting such separate meetings shall be similar to those prescribed in Articles 18 and 20 of this Charter.

3. Unless otherwise stipulated in the terms of issuance, special rights attached to classes of shares with preferential rights in respect of certain or all matters relating to profit distribution or Company assets shall not be altered upon the issuance of additional shares of the same class.

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

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

2. The convener of the General Meeting of Shareholders shall perform the following duties:

a. To prepare the list of shareholders eligible to attend and vote at the meeting. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of dispatch of the meeting notice. The Company must disclose information regarding the preparation of such list at least 20 (twenty) days prior to the record date;

b. To determine the time and venue of the meeting;

c. To notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend;

d. To prepare the meeting agenda and contents;

e. To prepare documents for the meeting;

f. To prepare draft resolutions of the General Meeting of Shareholders based on the proposed agenda;

g. To perform other tasks necessary for the meeting.

3. The notice of the General Meeting of Shareholders shall be sent by a method ensuring delivery to the registered address of the shareholder and shall be simultaneously published on the Company's website at least 21 (twenty-one) days prior to the opening date of the meeting (calculated from the date the notice is duly sent, postage paid, or deposited into the postal system). In the event that documents are not enclosed with the notice, the invitation must clearly indicate the link to access the full set of meeting documents, including:

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

b. The list and detailed information of candidates in the case of election of members of the Board of Directors and the Board of Supervision (if any);

c. Voting ballots;

d. Draft resolutions for each agenda item;

e. Forms for appointment of authorized representatives.

4. Shareholders or groups of shareholders as referred to in Article 11.3 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least 03 (three) working days prior to the expected opening date. The proposal must include: full name, permanent address, nationality, Citizen ID Card number, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment

decision number, and head office address for institutional shareholders; number and class of shares held; and the proposed agenda item with full grounds and reasons. The request for convening the meeting must be accompanied by documents and evidence of violations by the Board of Directors, the extent of such violations, or decisions exceeding authority. Shareholders or shareholder groups shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to competent authorities when requesting the convening of the General Meeting of Shareholders.

5. The convener of the General Meeting of Shareholders shall have the right to refuse proposals referred to in Clause 4 of this Article in the following cases:

- a. The proposal is not submitted in accordance with Clause 4 of this Article;
- b. At the time of submission, the shareholder or shareholder group does not hold at least 5% of the ordinary shares;
- c. The proposed matter does not fall within the authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and this Charter.

In such cases, the convener must respond to the shareholder in writing no later than 02 working days prior to the opening date of the meeting, clearly stating the reasons for refusal.

6. The convener of the General Meeting of Shareholders must accept and include proposals referred to in Clause 4 of this Article in the draft agenda and contents of the meeting, except for cases specified in Clause 5; such proposals shall be officially included if approved by the General Meeting of Shareholders.

7. The Board of Directors must prepare draft resolutions for each agenda item.

8. Where all shareholders representing 100% of the voting shares directly attend or are represented by authorized representatives at the General Meeting of Shareholders, all resolutions unanimously adopted shall be valid even if the convening of the meeting does not comply with the procedures prescribed by 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 shareholders attending the meeting represent **more than 50%** of the total voting shares.

2. In the event that the first meeting does not meet the conditions prescribed in Clause 1 of this Article, a notice of the second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The reconvened General Meeting of Shareholders shall be conducted when shareholders and their authorized representatives attending represent **at least 33%** of the total voting shares.

3. In the event that the second meeting cannot be held due to failure to satisfy the conditions for convening as prescribed in Clause 2 of this Article, the notice of invitation for the third meeting must be sent within twenty (20) days from the intended date of the second

meeting. In such case, the meeting shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be deemed valid and competent to decide on all matters that the first General Meeting of Shareholders could have approved.

4. Only the General Meeting of Shareholders shall have the authority to decide on any amendment to the meeting agenda that has been sent together with the notice of invitation in accordance with Article 17.3 of this Charter.

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

1. On the date of the General Meeting of Shareholders, the Company must carry out shareholder registration procedures and shall continue such registration until all shareholders entitled to attend have completed registration.

2. Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the meeting agenda. The vote-counting results shall be announced immediately prior to the closing of the meeting. The General Meeting shall select from among the attendees those responsible for vote counting based on the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

3. A shareholder, an authorized representative of an organizational shareholder, or an authorized attendee arriving after the opening of the meeting shall have the right to register immediately and thereafter to participate and vote at the meeting. The Chairperson shall not be required to suspend the meeting to allow late arrivals to register, and the validity of votes already conducted prior to their arrival shall not be affected.

4. The Chairperson of the Board of Directors shall preside over the meetings or authorize, in order of priority, the Vice Chairperson of the Board of Directors or another member of the Board of Directors (in case the Vice Chairperson refuses or is unable to accept the authorization) to preside over the General Meeting of Shareholders convened by the Board of Directors.

In case the Chairperson is absent or temporarily unable to perform his/her duties, the Vice Chairperson shall act on behalf of the Chairperson to exercise the rights and obligations thereof. In the event that both the Chairperson and the Vice Chairperson are absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one among them to preside over the meeting based on the majority principle. If no Chairperson can be elected, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person receiving the highest number of votes shall be selected as the Chairperson.

In other cases, the person signing the decision to convene the General Meeting of Shareholders shall preside over the election of the Chairperson, and the person receiving the highest number of votes shall be appointed as the Chairperson of the meeting.

The Chairperson shall appoint one or more persons as Secretary(ies) of the meeting.

The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the proposal of the Chairperson.

5. Decisions of the Chairperson regarding procedures, order, or events arising outside the agenda of the General Meeting of Shareholders shall be final and binding.

6. The Chairperson of the General Meeting of Shareholders may postpone the meeting even when a sufficient number of attendees are present, for a period not exceeding three (03) working days from the originally scheduled opening date to another time and location decided by the Chairperson without requiring approval from the General Meeting, if it is deemed that:

(a) The attendees cannot be properly seated at the meeting venue;

(b) The communication facilities at the venue do not ensure that attending shareholders can participate, discuss, and vote;

(c) There are attendees obstructing or causing disorder, potentially preventing the meeting from being conducted in a fair and lawful manner.

7. In case the Chairperson postpones or suspends the General Meeting of Shareholders contrary to Clause 6 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the Chairperson to conduct the meeting until completion, and the validity of votes cast at such meeting shall not be affected.

8. The Chairperson of the meeting may take any measures deemed necessary to conduct the General Meeting of Shareholders in a lawful and orderly manner or to ensure that the meeting reflects the wishes of the majority of attendees.

9. The Board of Directors or other convening person may require shareholders or their authorized representatives attending the General Meeting of Shareholders to be subject to inspection or security measures deemed appropriate. In case any shareholder or authorized representative fails to comply, the Board of Directors, after careful consideration, may refuse entry or expel such shareholder or representative from the meeting.

10. The Board of Directors or other convening person, after careful consideration, may implement appropriate measures to:

(a) Regulate the number of persons present at the main meeting venue;

(b) Ensure safety for all persons present at such venue;

(c) Facilitate shareholders' participation (or continued participation) in the meeting.

The Board of Directors / convening person shall have full authority to change such measures and apply all necessary measures, including issuing entry passes or using other selection methods.

11. In the event that such measures are applied at the General Meeting of Shareholders, the Board of Directors / convening person, when determining the meeting venue, may:

(a) Announce that the meeting shall be held at the location stated in the notice and that the Chairperson will be present there (“Main Meeting Venue”);

(b) Arrange for shareholders or authorized representatives who cannot attend at the Main Meeting Venue or who wish to attend at another location to simultaneously participate in the meeting. The notice of meeting need not detail such arrangements.

12. For the purposes of this Charter (unless the context requires otherwise), all shareholders shall be deemed to attend the meeting at the Main Meeting Venue.

The Company must hold a General Meeting of Shareholders at least once per year. The annual General Meeting of Shareholders shall not be conducted in the form of collecting written opinions.

13. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company shall ensure that shareholders can attend and vote via electronic voting or other electronic means in accordance with applicable laws.

Article 20. Form and Conditions for Passing Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall pass resolutions within its authority by voting at meetings or by collecting written opinions.

2. In case of passing resolutions at meetings:

2.1. Resolutions on the following matters shall be passed if approved by shareholders representing at least **65%** of the total voting rights of all attending and voting shareholders:

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

b. Changes to business lines and sectors;

c. Changes to the Company’s management organizational structure;

d. Reorganization or dissolution of the Company;

e. Transactions for purchase or sale of assets of the Company, its subsidiaries, or branches with a value equal to or **exceeding 35%** of the total asset value of the Company as stated in the most recent audited financial statements.

In this case, the Company’s representative signing the contract must notify the Board of Directors and the Supervisors of related parties involved in such contract or transaction, together with the draft contract or a summary of its principal contents. The Board of Directors shall submit such draft contract or explanation to the General Meeting of Shareholders or collect written opinions from shareholders. In this case, shareholders with related interests shall not have voting rights; the contract or transaction shall be approved if shareholders representing at least **65%** of the remaining voting rights vote in favor.

2.2. Other resolutions shall be passed when approved by shareholders representing more than 50% of the total voting rights of all attending and voting shareholders, except as provided in Clauses 3, 4, and 5 of this Article and Clause 9 Article 21 of this Charter.

3. Resolutions adopted by collecting written opinions shall be passed when approved by shareholders representing **more than 50%** of the total voting rights, except as provided in Clauses 4 and 5 of this Article.

4. The election of members of the Board of Directors and the Board of Supervisors shall be conducted by cumulative voting, whereby each shareholder has total votes equal to the number of shares owned multiplied by the number of members to be elected, and may allocate all or part of such votes to one or several candidates.

Elected members shall be determined based on votes from highest to lowest until the required number of members is reached. In case two or more candidates receive equal votes for the final position, a re-election shall be conducted among such candidates or selection shall be made according to the election regulations or this Charter.

5. Resolutions adversely affecting the rights and obligations of preferred shareholders shall only be passed if approved by shareholders of the same class attending the meeting representing **at least 75%** of the total preferred shares of that class, or by written consent of shareholders representing at least **75%** of such preferred shares.

6. Resolutions approved by **100%** of total voting shares shall be valid and effective even if the procedures and formalities for passing such resolutions are not fully complied with.

7. When approving transactions with shareholders under Article 167 of the Law on Enterprises, such shareholders and their related persons shall not have voting rights.

Article 21. Authority and Procedures for Collecting Written Opinions of Shareholders

The authority and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders shall be as follows:

1. The Board of Directors may collect written opinions of shareholders at any time to pass resolutions of the General Meeting of Shareholders if deemed necessary for the benefit of the Company;

2. The Board of Directors shall prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents. The ballots, draft resolutions, and explanatory documents must be sent by a method ensuring delivery to each shareholder's registered address; disclosed to shareholders for a reasonable period for review and voting, and must be sent at least ten (10) days before the deadline for submission of ballots. The requirements and methods for sending ballots and accompanying documents shall comply with Clause 3 Article 17 of this Charter;

3. The opinion collection ballot must include the following principal contents:

a. Name, head office address, and enterprise code;

b. Purpose of opinion collection;

c. Full name, permanent residential address, nationality, Citizen ID Card number, Passport number or other lawful personal identification of shareholders who are individuals; name, contact address, nationality, number of establishment decision or business registration number of shareholders or Authorized Person of shareholders who are organizations; number of shares of each class and number of voting rights of shareholders;

d. Matters on which opinions are sought for the adoption of resolutions;

e. Voting options including approval, disapproval and abstention for each matter on which opinions are sought;

f. Deadline for returning the completed opinion collection forms to the Company;

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

The completed opinion collection forms must bear the signature of the individual shareholder, or the legal representative of the organizational shareholder or individual, or the legal representative of the authorized organization.

Opinion collection forms may be returned to the Company by the following methods:

a. By post: The completed opinion collection forms must bear the signature of the individual shareholder, the Authorized Person, or the legal representative of the organizational shareholder.

Opinion collection forms sent to the Company must be enclosed in sealed envelopes and must not be opened by any person prior to vote counting;

b. By fax or email: Opinion collection forms sent to the Company by fax or email must be kept confidential until the time of vote counting.

c. Opinion collection forms received by the Company after the deadline specified in the opinion collection form, or opened in the case of postal delivery, or disclosed in the case of fax or email, shall be invalid. Opinion collection forms sent to the registered address of shareholders but not returned to the Company within the prescribed time limit, or opinion collection forms that cannot be delivered to shareholders (due to inability to determine the correct address, incomplete address, incorrect address provided by shareholders, etc.) shall be deemed as not participating in voting.

6. The Board of Directors shall conduct vote counting and prepare the vote counting minutes in the presence of the Board of Supervisors or shareholders who are not Executives. The vote counting minutes must include the following principal contents:

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

b. Purpose and matters on which opinions are sought for the adoption of resolutions;

c. Number of shareholders and total number of voting rights that have participated in voting, specifying the number of valid votes and invalid votes and the method of submission of voting forms, together with an appendix listing shareholders participating in voting;

- d. Total number of votes for approval, disapproval and abstention for each matter;
- e. Matters adopted and the corresponding approval voting ratios;
- f. Full name and signatures of the Chairperson of the Board of Directors, the vote counting supervisor and the vote counters.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and shall be jointly liable for damages arising from resolutions adopted due to dishonest or inaccurate vote counting;

7. The vote counting minutes and resolutions shall be sent to shareholders and published on the Company's official website within 24 (twenty-four) hours from the completion of vote counting, and must be disclosed in accordance with the laws on securities and the securities market;

8. The completed opinion collection forms, vote counting minutes, full text of adopted resolutions and related documents attached to the opinion collection forms must be archived at the Company's head office;

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

Article 22. Minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or video-recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in English, and must include the following principal contents:

- a. Name, address of the head office, enterprise code;
- b. Time and venue of the General Meeting of Shareholders;
- c. Meeting agenda and contents of the meeting;
- d. Full name of the Chairperson and the secretary;
- e. Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders on each matter in the agenda;
- f. Number of shareholders and total number of voting rights of shareholders attending the meeting; appendix listing registered shareholders and their representatives attending the meeting with the corresponding number of shares and voting rights;
- g. Total number of votes for each voting matter, clearly specifying the voting method, total number of valid votes, invalid votes, votes for approval, disapproval and abstention; corresponding ratios based on the total voting rights of shareholders attending the meeting;
- h. Matters adopted and the corresponding approval voting ratios;
- i. Full names and signatures of the Chairperson and the secretary.

Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese and the foreign language versions, the Vietnamese version shall prevail.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting.

In case the Chairperson or the secretary refuses to sign the minutes, such minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all contents as prescribed by law and this Charter. The minutes must clearly state the refusal of the Chairperson or the secretary to sign.

The Chairperson, the secretary or other persons signing the minutes shall be jointly liable 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 disclosed in accordance with the laws on securities and the securities market.

4. The minutes of the General Meeting of Shareholders, appendix listing registered shareholders attending the meeting, authorization letters for attendance and related documents must be archived at the Company's head office.

5. Resolutions of the General Meeting of Shareholders shall take effect from the date of adoption or from the effective date specified therein.

6. The minutes of the General Meeting of Shareholders shall be considered authentic evidence of the matters conducted at the meeting, except where objections to the contents of the minutes are raised in accordance with prescribed procedures within 10 (ten) days from the date of dispatch of the minutes.

Resolutions and minutes of the General Meeting of Shareholders must be disclosed in accordance with laws on information disclosure in the securities market and must be archived at the Company's head office together with the appendix listing registered shareholders attending the meeting, authorization letters for attendance, all documents attached to the minutes (if any) and related documents enclosed with the meeting invitation notice.

Article 23. Request for annulment of decisions of the General Meeting of Shareholders

Within 90 (ninety) days from the date of receipt of the Resolution or minutes of the General Meeting of Shareholders or the vote counting minutes of the collection of shareholders' opinions, shareholders or groups of shareholders as specified in Article 11.3 of this Charter shall have the right to request the Court or Arbitration to review and annul the resolution or part of the contents thereof in the following cases:

1. The order and procedures for convening the General Meeting of Shareholders or for collecting shareholders' opinions in writing seriously violate the provisions of the Law on Enterprises, this Charter, except for the case specified in Clause 5, Article 20 of this Charter;

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

CHAPTER VII. BOARD OF DIRECTORS

Article 24. Nomination and self-nomination of members of the Board of Directors

1. In cases where candidates have been identified in advance, information related to candidates for the Board of Directors must be included in the meeting documents of the General Meeting of Shareholders and disclosed at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may study such candidates before voting. Candidates for the Board of Directors must provide written commitments on the truthfulness, accuracy and reasonableness of the disclosed personal information and must undertake to perform their duties honestly if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include at least the following contents:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Employment history;
- d. Companies in which the candidate is currently holding the position of member of the Board of Directors and other managerial positions;
- e. Interests related to the Company (if any);
- f. Other information (if any);
- g. The Company shall be responsible for disclosing information about companies in which candidates are holding positions as members of the Board of Directors, other managerial positions and interests related to the Company of candidates for the Board of Directors (if any).

2. Shareholders or groups of shareholders holding from 10% or more of the total number of ordinary shares shall have the right to nominate or self-nominate candidates to the Board of Directors and the Board of Supervisors. Shareholders or groups of shareholders holding from 10% to less than 15% of the total voting shares may nominate a number of candidates equivalent to 1/5 of the total number of members of the Board of Directors to be elected, ensuring at least one (01) candidate; from 15% to less than 30% may nominate up to two (02) candidates or a number of candidates equivalent to 2/5 of the total number of members of the Board of Directors to be elected; from 30% to less than 50% may nominate up to three (03) candidates or a number of candidates equivalent to 3/5 of the total number of members of the Board of Directors to be elected; from 50% to less than 65% may nominate up to four (04) candidates or a number of candidates equivalent to 4/5 of the total number of members of the Board of Directors to be elected; and from 65% or more may nominate a number of candidates up to the full number equivalent to 100% of the members of the Board of Directors to be elected.

3. In the event that the number of candidates for the Board of Directors nominated or self-nominated remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the mechanism prescribed

by the Company in its internal regulations on corporate governance. Procedures for the incumbent Board of Directors to introduce candidates for the Board of Directors must be clearly disclosed and must be approved by the General Meeting of Shareholders before conducting nominations in accordance with the law.

4. The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members of the Board of Directors to be elected, and each shareholder shall have the right to allocate all or part of his/her total votes to one or several candidates. Candidates elected as members of the Board of Directors shall be determined based on the number of votes received, in descending order from the highest to the lowest, until the number of members as prescribed in the Company's Charter is reached. In the event that two (02) or more candidates receive an equal number of votes for the final position on the Board of Directors, a re-election shall be conducted among those candidates with equal votes, or selection shall be made in accordance with the criteria set out in the election regulations or the Company's Charter.

5. Members of the Board of Directors must satisfy the following standards and conditions:

a. Having full legal capacity for civil acts and not falling within the categories of persons prohibited from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b. Possessing professional qualifications and experience in business administration of the Company and not necessarily being shareholders of the Company;

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

In addition to the above conditions, an independent member of the Board of Directors must satisfy the following standards and conditions:

a. Not being a person currently working for the Company, its parent company or its subsidiary; and not having been employed by the Company, its parent company or its subsidiary for at least the preceding three (03) consecutive years;

b. Not being a person receiving salary or remuneration from the Company, except for allowances to which independent members of the Board of Directors are entitled in accordance with regulations;

c. Not being a person whose spouse, biological or adoptive parent, biological or adoptive child, or sibling is a major shareholder of the Company, or is a manager of the Company or its subsidiary;

d. Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;

e. Not having served as a member of the Board of Directors or the Board of Supervisors of the Company for at least the preceding five (05) consecutive years, except in the case of being appointed for two (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 two (02) consecutive terms

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

1. The Board of Directors shall consist of no fewer than five (05) and no more than eleven (11) members. The term of office of the Board of Directors shall be five (05) years. The term of office of a member of the Board of Directors shall not exceed five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms.

In the event that all members of the Board of Directors simultaneously expire their terms, such members shall continue to act as members of the Board of Directors until new members are elected to replace them and assume their duties.

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. At least one (01) independent member in case the Company has from three (03) to five (05) members of the Board of Directors;

b. At least two (02) independent members in case the Company has from six (06) to eight (08) members of the Board of Directors;

c. At least three (03) independent members in case the Company has from nine (09) to eleven (11) members of the Board of Directors.

3. The number of non-executive members of the Board of Directors must satisfy the following requirements:

a. At least one (01) non-executive member in case the Company has from three (03) to five (05) members of the Board of Directors;

b. At least two (02) non-executive members in case the Company has from six (06) to eight (08) members of the Board of Directors;

c. At least three (03) non-executive members in case the Company has from nine (09) to eleven (11) members of the Board of Directors.

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

a. Failing to meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;

b. Submitting a resignation letter and such resignation is accepted;

c. Other cases as prescribed in the Company's Charter.

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

a. Failing to participate in activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

b. Other cases as prescribed in the Company's Charter.

6. Where deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; to dismiss or remove members of the Board of Directors in addition to the cases specified in Clauses 4 and 5 of this Article.

7. The election, resignation, dismissal and removal of members of the Board of Directors must be notified and disclosed in accordance with the provisions of the Law on Enterprises and the laws on securities and the securities market.

Article 26. Powers and duties of the Board of Directors

1. The business operations and affairs of the Company shall be managed or directed by the Board of Directors. The Board of Directors is the body vested with full authority to exercise all rights on behalf of the Company, except for those falling within the competence of the General Meeting of Shareholders.

2. The Board of Directors shall supervise the General Director and other executives.

3. The rights and obligations of the Board of Directors shall be prescribed by law, the Charter, internal regulations of the Company and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties:

a. Deciding on strategies, medium-term development plans and annual business plans;

b. Determining operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

c. Appointing, dismissing, removing, entering into contracts with, terminating contracts with, and deciding salaries and other benefits of the General Director; appointing, dismissing and removing the Person in charge of corporate governance and the Secretary of the Board of Directors. The legal representative of the Company shall sign and terminate labor contracts with the Person in charge of corporate governance and the Secretary of the Board of Directors based on decisions of the Board of Directors. Such dismissal or removal must not contravene the contractual rights under the labor contracts of such persons (if any);

d. Deciding the organizational structure of the Company;

e. Settling complaints of the Company against executives and deciding on the appointment of representatives of the Company to handle matters related to legal proceedings against such executives;

f. Proposing the types of shares to be issued and the total number of shares to be issued for each class; deciding on the sale of new shares within the number of shares authorized for offering of each class; deciding on the issuance of bonds (Excluding convertible bonds and bonds with warrants) and deciding on other forms of capital mobilization;

g. Deciding on plans for issuance of bonds or other debt instruments, except for plans for issuance of convertible bonds into shares and bonds with warrants entitling holders to purchase shares at predetermined prices, which fall under the authority of the General Meeting of Shareholders;

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

i. Proposing annual dividend levels and determining interim dividend levels; deciding on the time limit and procedures for dividend payment or handling losses arising in the course of business; deciding 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 or dissolution of the Company; requesting bankruptcy of the Company;

l. Approving investments, sale or transfer of all or any assets of the Company with a value from 25% to less than 35% of the total asset value of the Company as recorded in the most recent audited financial statements of the Company;

m. Approving contracts for purchase, sale, borrowing, lending, pledge, mortgage, guarantee, security and other contracts, and matters relating to compensation for damages arising from transactions and operations of the Company with a value of 35% or more of the total asset value as recorded in the most recent audited financial statements of the Company, except for contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

n. Approving material changes to the Company's accounting methods and policies and changes to tax accounting methods;

o. Approving the establishment of any sub-committees under the Board of Directors, and the delegation of any powers of the Board of Directors to such sub-committees;

p. Approving any capital construction expenditures outside the ordinary course of the Company's business where such expenditures exceed 03 (three) billion VND within any 12 (twelve)-month period (except for capital expenditures already approved by the Board of Directors under the Company's annual operating budget). The Board of Directors may delegate to the Chairperson of the Board of Directors or the legal representative the authority to approve specific levels of capital construction expenditures; such delegation shall be stipulated in the Financial Regulations or other documents issued by the Board of Directors;

q. Approving the Company's initiation, conduct, settlement or defense of any lawsuits, legal proceedings, arbitration proceedings, administrative procedures, litigations or other actions, except for any proceedings against shareholders, in respect of: (a) any lawsuits, arbitration or administrative proceedings (except where the Company acts as plaintiff in debt recovery cases arising in the ordinary course of business) with a value exceeding 03 (three) billion VND; or (b) any lawsuits, arbitration or administrative proceedings relating to the governance, reputation and social impact of the Company and/or its shareholders;

r. Determining the manner and method of payment of any incentives to executives/employees of the Company on a non-cash basis (meaning incentives in the form of bonus share issuance, share purchase rights or the granting of any rights in the Company), except for matters falling within the authority of the General Meeting of Shareholders;

s. Deciding on investment policies and investment projects within its authority;

t. Approving the agenda and contents of documents serving meetings of the General Meeting of Shareholders; convening meetings of the General Meeting of Shareholders or organizing the collection of opinions for the General Meeting of Shareholders to adopt resolutions;

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

v. Issuing and approving internal regulations and management rules of the Company, except for documents falling within the authority of the General Meeting of Shareholders;

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

x. Approving transactions with persons specified in Clause 1, Article 167 of the Law on Enterprises having a value from 25% to less than 35% of the total asset value as recorded in the most recent financial statements;

y. The Board of Directors shall have the authority to decide on matters relating to plans for issuance of shares, convertible bonds, bonds with warrants and the use of proceeds from such issuances where authorized by the General Meeting of Shareholders in accordance with the law;

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

aa. Organizing training and capacity-building on corporate governance and necessary skills for members of the Board of Directors, the General Director (Director), the Person in charge of corporate governance and other managers of the Company;

bb. Implementing dividend payments to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders;

cc. Each independent member of the Board of Directors of a listed company must prepare a report assessing the performance of the Board of Directors;

dd. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, the Company's Charter, internal regulations, and resolutions/authorizations of the General Meeting of Shareholders.

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

a. Establishment, dissolution or restructuring of branches or representative offices of the Company;

b. Decision on establishment, dissolution or restructuring of subsidiaries; capital contribution, acquisition or disposal of shares or capital contributions in other companies established in Vietnam or abroad with a value equal to or exceeding 35% of the total asset value as recorded in the most recent audited financial statements of the Company; and appointment and determination of rights and benefits of Authorized Persons exercising ownership rights over shares or capital contributions of the Company in such companies established, invested in or acquired by decision of the Board of Directors;

c. Within the scope prescribed in Clause 2, Article 153 of the Law on Enterprises, and except for cases stipulated in Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises and other cases explicitly required to be approved by the General Meeting of Shareholders, the Board of Directors shall, from time to time, decide on the execution, amendment and termination of contracts with a value of 35% or more of the total asset value as recorded in the most recent financial statements of the Company (including contracts for purchase, sale, merger, acquisition and joint ventures);

d. Appointment and dismissal of persons authorized by the Company to act as its commercial representatives and legal counsels;

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

f. Valuation of non-cash assets contributed to the Company in share or bond issuances, including gold, land use rights, intellectual property rights, technology and technical know-how;

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

h. Business matters or transactions which the Board of Directors deems necessary to approve within its authority and responsibility;

i. Other matters as authorized by the General Meeting of Shareholders in accordance with the law.

5. The Board of Directors must report to the General Meeting of Shareholders on its activities, particularly on its supervision of the General Director and other executives during the financial year. In the absence of such report, the Company's annual financial statements shall be deemed invalid and not yet approved by the Board of Directors.

6. Unless otherwise provided by law and the Charter, the Board of Directors may delegate to the Chairperson of the Board of Directors, the Board of Management, subordinate staff and/or other managers to act on behalf of the Company.

7. Members of the Board of Directors (Excluding alternate Authorized Persons) shall be entitled to remuneration for their duties based on business performance and efficiency in their capacity as members of the Board of Directors. The total remuneration of the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration

shall be allocated among members of the Board of Directors in accordance with agreement within the Board of Directors or equally in the absence of such agreement.

8. Remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax. The total remuneration paid to members of the Board of Directors must be presented as a separate item in the Company's annual financial statements and detailed in the Company's annual report.

9. Members of the Board of Directors holding executive positions (including the positions of Chairperson or Vice Chairperson), or members of the Board of Directors serving on sub-committees, or performing duties beyond the normal scope of responsibilities of a Board member as determined by the Board of Directors, may receive additional remuneration in the form of lump-sum payments, salaries, commissions, profit-sharing percentages, or other forms as decided by the Board of Directors.

10. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation and other reasonable expenses incurred in the performance of their duties, including expenses incurred in attending meetings of the Board of Directors, its sub-committees or the General Meeting of Shareholders.

11. Members of the Board of Directors may be covered by liability insurance purchased by the Company subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter.

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

1. The Board of Directors shall elect from among its members one Chairperson and one or more Vice Chairpersons (if necessary).

2. The Chairperson of the Board of Directors must not concurrently hold the position of General Director.

3. The Chairperson of the Board of Directors shall have the following responsibilities:

- a. To formulate programs and operational plans of the Board of Directors;
- b. To prepare agendas and documents, convene and preside over the General Meeting of Shareholders and meetings of the Board of Directors;
- c. To organize the adoption of resolutions and decisions of the Board of Directors;
- d. To supervise the implementation of resolutions and decisions of the Board of Directors;

e. To ensure that the Board of Directors submits the annual financial statements, reports on the Company's operations, audit reports and supervisory reports of the Board of Directors to shareholders at the General Meeting of Shareholders;

f. Other rights and obligations as prescribed in this Charter and the Law on Enterprises.

4. The Vice Chairperson shall have the same rights and obligations as the Chairperson in the event that the Chairperson has notified the Board of Directors of his/her absence due

to force majeure or incapacity to perform his/her duties. In such case, if the Vice Chairperson refuses or is also absent due to force majeure or incapacity, the remaining members of the Board of Directors shall appoint another member among themselves to perform the duties of the Chairperson in accordance with the principle of simple majority until the Chairperson/Vice Chairperson resumes his/her duties or a new decision is made by the Board of Directors.

5. In the event that both the Chairperson and the Vice Chairperson of the Board of Directors resign or are removed, the Board of Directors must elect replacements within ten (10) days.

Article 28. Meetings of the Board of Directors

1. The first meeting of a term of the Board of Directors for the election of the Chairperson and for making other decisions within its authority must be held within seven (07) working days from the date of completion of the election of the Board of Directors of such term. This meeting shall be convened by the member receiving the highest number of votes. Where there are more than one member receiving the highest and equal number of votes, the members elected shall, on the basis of majority, select one among them to convene the meeting of the Board of Directors.

2. Regular meetings: The Chairperson of the Board of Directors must convene meetings of the Board of Directors, set the agenda, time and venue at least three (03) working days prior to the scheduled meeting date. The Chairperson may convene meetings at any time when deemed necessary, but at least once every quarter.

3. Extraordinary meetings: The Chairperson must convene a meeting of the Board of Directors without undue delay when one of the following persons submits a written request stating the purpose of the meeting and the matters to be discussed:

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

b) Upon request of the General Director or at least five (05) other managers;

c) Upon request of at least two (02) members of the Board of Directors;

The request must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.

4. Meetings of the Board of Directors as specified in Clause 3 of this Article 28 must be held within seven (07) working days from the date of receipt of the request. If the Chairperson fails to convene the meeting as requested, he/she shall be responsible for any damages caused to the Company; the persons requesting the meeting as referred to in Clause 3 of this Article 28 may themselves convene the meeting of the Board of Directors.

5. At the request of the independent auditor, the Chairperson of the Board of Directors shall consider and decide whether to convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Venue of meetings: Meetings of the Board of Directors shall be held at the registered address of the Company or at other locations in Vietnam or abroad as decided by the Chairperson of the Board of Directors.

7. Notice and agenda: Notice of meetings of the Board of Directors must be sent to members at least three (03) working days prior to the meeting date. The notice must be in Vietnamese and must specify the agenda, time and venue of the meeting, together with necessary documents relating to the matters to be discussed and voted upon, and voting ballots for members (except where matters are raised directly at the meeting and adopted by show of hands or other methods not requiring secret ballots). Notices may be sent by post, fax, email or other means, provided that they are delivered to the registered addresses of each member of the Board of Directors.

In urgent cases, a meeting of the Board of Directors may be convened immediately upon the consent and participation of all (100%) members of the Board of Directors.

The Chairperson or the convener shall send the notice and accompanying documents to members of the Board of Supervisors in the same manner 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, to discuss, but not to vote.

8. Quorum: Meetings of the Board of Directors shall be valid and decisions may be adopted only when at least three-quarters (3/4) of the total number of members are present in person or through authorized representatives. Where a meeting convened in accordance with this provision does not have the required quorum, a second meeting shall be convened within seven (07) days from the date scheduled for the first meeting. In such case, the meeting shall be valid if more than one-half of the members of the Board of Directors attend.

9. Voting at meetings:

a. Except as provided in Clause 9(b) of this Article 28, each member of the Board of Directors shall be deemed to attend and vote at a meeting in any of the following cases:

- Attending and voting directly at the meeting;
- Authorizing another person to attend the meeting if approved by the majority of the Board of Directors;
- Attending and voting via online conference or other similar forms;
- Sending voting ballots to the meeting by post, fax or email. In case of sending ballots by post, such ballots must be enclosed in sealed envelopes and delivered to the Chairperson at least one (01) hour before the opening of the meeting. Ballots shall only be opened in the presence of all attendees;
- Sending voting ballots by other means. Each member of the Board of Directors shall have one vote.

b. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which such member or his/her related persons have interests that conflict or may

conflict with the interests of the Company. Such member shall not be counted in determining the quorum for decisions on matters in which he/she is not entitled to vote;

c. Pursuant to Clause 9(d) of this Article 28, where an issue arises at a meeting relating to the extent of a member's interest or voting rights and such issue is not resolved by voluntary abstention, the matter shall be referred to the Chairperson of the meeting whose decision shall be final and binding on all other members of the Board of Directors, unless the nature or scope of the relevant interest has not been adequately disclosed;

d. A member benefiting from a contract as prescribed in Articles 35.4(a) and 35.4(b) of this Charter shall be deemed to have a material interest in such contract.

10. Disclosure of interests: A member of the Board of Directors who directly or indirectly benefits from a contract or transaction entered into or proposed to be entered into with the Company, and who is aware of such interest, must disclose the nature and content of such interest at the meeting where the Board of Directors first considers entering into such contract or transaction. Alternatively, such disclosure may be made at the first meeting of the Board of Directors held after the member becomes aware that he/she has or will have such interest.

11. Majority voting: The Board of Directors shall adopt resolutions and decisions based on the approval of a majority of members present (more than 50%). In case of a tie, the vote of the Chairperson shall be the casting vote.

12. Meetings by telephone or other means: A meeting of the Board of Directors may be held in the form of a conference among members where all or some members are in different locations, provided that each participating member is able to:

- a. Hear each other member speaking during the meeting;
- b. If desired, speak simultaneously with all other participating members.

Communication among members may be conducted directly by telephone or by other communication means (whether such means are used at the time of adoption of this Charter or thereafter), or by a combination of such methods. Under this Charter, members participating in such a meeting shall be deemed present at the meeting. The venue of the meeting shall be deemed to be the place where the largest group of members is assembled, or, if no such group exists, the place where the Chairperson of the meeting is present.

Decisions adopted at meetings conducted by telephone or other communication means in compliance with procedures shall have the same validity as those adopted at duly convened and held meetings.

13. Collection of written opinions of members of the Board of Directors must comply with the following principles:

- a. Opinion collection forms must be sent to all members entitled to vote on the resolution;
- b. The number of members submitting voting forms to the Company must not be less than the minimum number required to hold a meeting of the Board of Directors;

c. Resolutions shall be adopted on the basis of majority votes calculated on the total number of votes received by the Company.

Such resolutions shall have the same validity as resolutions adopted at duly convened and held meetings of the Board of Directors.

14. Minutes of meetings of the Board of Directors: Minutes shall be prepared in accordance with Article 158 of the Law on Enterprises. The Chairperson of the Board of Directors shall be responsible for sending the minutes to members, and such minutes shall be deemed conclusive evidence of the matters conducted at the meetings unless objections to their contents are raised within ten (10) days from the date of dispatch. The minutes shall be prepared in Vietnamese and must be signed by the Chairperson and the secretary of the meeting. The Chairperson and the secretary shall be jointly liable for the contents of the minutes. Where the Chairperson or the minute-taker refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all required contents in accordance with law and this Charter. The minutes must clearly state the refusal to sign. The signatories of the minutes shall be jointly responsible for the truthfulness and accuracy of the contents. The Chairperson and the minute-taker shall bear personal liability for damages caused to the Company due to refusal to sign the minutes in accordance with this Law, the Company's Charter and relevant laws.

15. Resolutions shall be issued in writing by the Chairperson of the meeting of the Board of Directors on behalf of the Board of Directors, unless otherwise unanimously agreed by the attending members and recorded in the minutes.

16. Validity of acts: Actions taken in execution of decisions of the Board of Directors, or its sub-committees, or persons acting in the capacity of members of such sub-committees shall be deemed legally valid notwithstanding any defects in the election or appointment of members of such sub-committees or the Board of Directors.

17. Members of the Board of Directors must attend all meetings. A member may authorize another person to attend and vote on his/her behalf if approved by the majority of the Board of Directors.

Article 29. Sub-committees of the Board of Directors

1. The Board of Directors may establish sub-committees to support its operations in areas such as development policy, human resources, remuneration, internal audit and risk management. Independent members and/or non-executive members should constitute the majority of each sub-committee, and one of them shall be appointed as Head of the sub-committee by decision of the Board of Directors.

2. The Board of Directors may delegate authority to sub-committees to act and make decisions on matters within the competence of the Board of Directors.

The number of members of each sub-committee shall be decided by the Board of Directors, but must be at least three (03). Members may include one or more members of the Board of Directors and one or more external members as decided by the Board of Directors.

In exercising delegated authority, sub-committees must comply with regulations issued by the Board of Directors. Such regulations may allow inclusion of non-Board members in sub-committees and permit them to vote as sub-committee members, provided that: (i) the number of external members does not exceed half of the total number of members of the sub-committee; and (ii) resolutions of sub-committees shall be valid only when more than 50% of the members attending and voting at the meeting are members of the Board of Directors of such sub-committee.

3. The Board of Directors shall prescribe in detail the establishment and responsibilities of sub-committees and of each member thereof.

4. Implementation of decisions of the Board of Directors or its sub-committees must comply with applicable laws and the Company's Charter and internal regulations on corporate governance

Article 30. Person in charge of corporate governance

1. The Board of Directors shall appoint at least one (01) Person in charge of corporate governance to support effective corporate governance. The term of office shall be determined by the Board of Directors, but shall not exceed five (05) years. The Person in charge of corporate governance may concurrently serve as Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The Person in charge of corporate governance must meet the following criteria:

a. Having knowledge of law;

b. Not concurrently working for an independent auditing firm 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 corporate governance when necessary, provided that such dismissal does not contravene applicable labor laws. The Board of Directors may appoint an assistant to the Person in charge of corporate governance from time to time.

4. The Person in charge of corporate governance shall have the following rights and obligations:

a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters between the Company and shareholders;

b. Preparing meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;

c. Advising on meeting procedures;

d. Attending meetings;

- e. Advising on procedures for drafting resolutions of the Board of Directors in compliance with law;
- f. Providing financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and Supervisors;
- g. Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
- h. Ensuring confidentiality of information in accordance with the law and the Company's Charter;
- i. Acting as a liaison with stakeholders;
- k. Other rights and obligations as prescribed by law and the Company's Charter.

CHAPTER VIII. GENERAL DIRECTOR, OTHER EXECUTIVES AND COMPANY SECRETARY

Article 31. Management structure

The Company shall establish a management system under which the management apparatus shall be accountable to and operate under the direction of the Board of Directors. The Company shall have one General Director, one or more Deputy General Directors, and one Chief Accountant appointed by the Board of Directors.

Article 32. Executives

1. Legal representative:

1.1. The legal representative shall be the head and shall be responsible for directing, assigning and supervising the performance of duties and powers of the Executive Board of the Company.

1.2. In addition to the provisions set out in Article 3, the legal representative shall have the following duties and powers:

- a. To organize the implementation of resolutions of the Board of Directors;
- b. To decide on and execute contracts for purchase, sale, borrowing, lending, guarantee, security, pledge, mortgage and other contracts with a value of less than 35% of the total asset value as recorded in the most recent audited financial statements of the Company. This provision shall not apply to contracts and transactions prescribed in Clause 1, Article 167 of the Law on Enterprises;
- c. To decide on investments and/or disposal of assets and/or transactions as prescribed in Clause 1, Article 167 of the Law on Enterprises with a value of less than 25% of the total asset value as recorded in the most recent audited financial statements of the Company;
- d. To decide on the establishment of subsidiaries; capital contribution, acquisition or disposal of shares or capital contributions in other enterprises established in Vietnam or abroad with a value of less than 35% of the total asset value as recorded in the most recent

audited financial statements of the Company; and to appoint representatives to manage the Company's capital contributions or shareholdings in such enterprises;

e. To organize the implementation of the Company's business plans and investment plans;

f. To propose organizational structures and internal management regulations of the Company;

g. To appoint, dismiss and remove managerial positions within the Company, except for those falling within the authority of the Board of Directors;

h. To decide on salaries and other benefits of employees of the Company, except for positions under the authority of the Board of Directors;

i. To propose plans for dividend distribution or handling of business losses;

k. To decide and promulgate internal rules, procedures and other documents of the Company, except for those falling within the authority of the General Meeting of Shareholders and the Board of Directors in accordance with this Charter.

The legal representative shall bear personal liability in accordance with the law for any damage caused to the Company due to breach of the responsibilities specified in this Clause 1.

2. The Board of Management shall consist of the General Director and the Deputy General Director(s). At the proposal of the General Director, the legal representative shall decide on and implement the recruitment of Deputy General Directors in a number and with qualifications appropriate to the Company's organizational structure and management regulations.

3. Executives must exercise due diligence to support the Company in achieving its operational and organizational objectives.

4. Remuneration, salary, benefits and other terms of the labor contract of the General Director shall be decided by the Board of Directors; contracts with other executives shall be decided by the legal representative after consultation with the General Director.

5. Duties and powers of executives shall be assigned by the legal representative in accordance with this Charter, resolutions of the General Meeting of Shareholders and the Board of Directors.

Article 33. Appointment, dismissal, duties and powers of the General Director

1. Appointment: The Board of Directors may appoint a member of the Board of Directors or another person as the General Director and shall enter into a contract specifying salary, remuneration, benefits and other employment terms. The salary of the General Director and other managers must be presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

2. The General Director shall manage the day-to-day business operations of the Company in accordance with the law, the Company's Charter, the labor contract signed with the Company, and resolutions and decisions of the Board of Directors. In case of acting contrary to this provision and causing damage to the Company, the General Director shall be liable before the law and must compensate the Company for such damage.

3. The General Director must not be a person having family relations with managers of the enterprise, Supervisors of the Company and its parent company, or representatives of enterprise capital in the Company and its parent company as prescribed in 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 terminate in accordance with the labor contract. The General Director must not be a person prohibited by law from holding such position and must satisfy the standards and conditions prescribed by law and the Company's Charter.

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

a. To decide on matters delegated or authorized by the General Meeting of Shareholders, the Board of Directors and the Chairperson of the Board of Directors, including representing the Company in signing financial and commercial contracts, and organizing and managing the Company's daily operations in accordance with best management practices;

b. To propose the number and types of executives to be recruited for appointment or dismissal by the Board of Directors as necessary to implement effective operations and management structures as proposed by the Board of Directors, and to advise the Board of Directors on salaries, remuneration, benefits and other terms of labor contracts of other executives;

c. **In December** each year, to submit to the Board of Directors for approval a detailed business plan for the following financial year, aligned with the appropriate budget and five-year financial plan;

d. To implement annual business plans approved by the General Meeting of Shareholders and the Board of Directors;

e. To propose measures to improve the Company's operations and management;

f. To prepare long-term, annual and quarterly budgets (hereinafter referred to as "budgets") to support long-term, annual and quarterly management of the Company in accordance with business plans. The annual budget (including the projected balance sheet, profit and loss statement and cash flow statement) for each financial year must be submitted to the Board of Directors for approval and must include information as required by the Company's internal regulations;

g. To perform all other activities in accordance with this Charter, the Company's internal regulations, resolutions of the Board of Directors, the labor contract of the General Director and applicable laws.

6. With respect to the following matters, prior to making decisions, members of the Board of Management must seek opinions of the Chairperson of the Board of Directors for consensus:

a. Formulating strategic human resource plans of the Company; determining the number of personnel (including managers and employees) in each period to ensure the achievement or exceeding of assigned targets. In each specific phase, the number of managerial staff must be planned based on the following principles: (i) quantity and quality must match management requirements; (ii) integrity, transparency and diligence; (iii) accountability for all activities and performance results of the units under their management; (iv) loyalty to the Company;

b. Formulating business plans for financial years, quarters and months;

c. Proposing personnel positions under the authority of the General Director as prescribed in Article 32 of this Charter;

d. Implementing strategies and annual work plans assigned by the General Meeting of Shareholders and the Board of Directors.

7. The General Director shall have the authority to require managers to perform assigned or delegated tasks and to report in accordance with relevant regulations.

8. Reporting: The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report upon request.

9. Removal: The Board of Directors may remove or dismiss the General Director upon approval by a majority of attending members having voting rights (in case the General Director is also a member of the Board of Directors, his/her vote shall not be counted) and appoint a replacement General Director.

Article 34. Company Secretary

The Board of Directors shall appoint one or more persons as Company Secretary with term and conditions determined by the Board. The Board may dismiss the Company Secretary in compliance with labor laws and may appoint Assistant Company Secretaries when necessary. Duties include:

a. Organizing meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders;

b. Taking minutes of meetings;

c. Advising on meeting procedures;

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

The Company Secretary must maintain confidentiality in accordance with law and this Charter.

CHAPTER IX. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR AND MANAGERIAL STAFF

Article 35. Duty of Care of Members of the Board of Directors, the General Director and Managerial Staff

Members of the Board of Directors, the General Director and entrusted managerial staff shall perform their duties, including those performed in their capacity as members of committees of the Board of Directors, honestly and in a manner they reasonably believe to be in the best interests of the Company, and with the degree of care that a prudent person would exercise when holding an equivalent position and acting under similar circumstances.

Article 36. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers must disclose their related interests in accordance with Article 164 of the Law on Enterprises and relevant legal regulations.

2. Members of the Board of Directors, the General Director and managerial staff shall not use business opportunities that may bring benefits to the Company for personal purposes; nor shall they use information obtained by virtue of their positions for personal gain or for the benefit of any other organization or individual.

3. Members of the Board of Directors, the General Director and managerial staff are obligated to notify in writing the Board of Directors and the Board of Supervisors of any transactions between the Company, its subsidiaries, or other enterprises in which the Company holds **more than 50%** of the charter capital, with themselves or their related persons in accordance with the law.

For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on the relevant resolutions in accordance with securities laws on information disclosure.

4. The Company shall not grant loans, guarantees or credit to members of the Board of Directors, the General Director, managerial staff and their related persons or to legal entities in which such persons have financial interests, except in cases where the Company is a public company and the related organizations are companies within the same group or operating under a group structure, including parent company – subsidiary relationships or economic groups, unless otherwise provided by specialized laws or decided otherwise by the General Meeting of Shareholders.

5. Contracts or transactions between the Company, its subsidiaries, or enterprises in which the Company holds more than 50% of the charter capital, with one or more members of the Board of Directors, the Board of Supervisors, the General Director, Company executives, or their related persons, or with companies, partners, associations or organizations

in which such persons are members or have financial interests, shall not be rendered invalid in the following cases:

a. For transactions with a value of **less than 35%** of the total assets recorded in the most recent financial statements, where material details of the contract or transaction, as well as the relationships and interests of the managerial staff or members of the Board of Directors, have been disclosed to the Board of Directors or the relevant committee, and such Board or committee has approved the contract or transaction in good faith by a majority vote of members without related interests; or

b. For transactions with a value exceeding 35%, or transactions resulting in cumulative transaction value within twelve (12) months from the date of the first transaction reaching 35% or more of the total assets recorded in the most recent financial statements, where the material contents of the transaction and the relationships and interests of the relevant persons have been disclosed to shareholders without related interests who are entitled to vote on such matter, and such shareholders have approved the contract or transaction;

c. The contract or transaction is assessed by an independent advisory organization as fair and reasonable in all respects to the shareholders of the Company at the time it is approved or ratified by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, the General Director, managerial staff and their related persons shall not buy, sell, or otherwise trade shares of the Company or its subsidiaries at a time when they possess information that is certain to affect the share price and is not known to other shareholders.

6. Members of the Board of Directors shall not vote on transactions that provide benefits to themselves or their related persons in accordance with the Law on Enterprises and the Charter of the Company.

7. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons must not use or disclose internal information to conduct related transactions.

Article 37. Liability for Damages and Indemnification

1. Liability for damages: Members of the Board of Directors, the Board of Supervisors, the General Director and managerial staff who breach their duty to act honestly, or fail to perform their duties with due care, diligence and professional competence, shall be liable for any damage caused by such violations.

2. Indemnification: The Company shall indemnify persons who have been, are, or may become a party to any complaint, lawsuit or legal proceeding, whether civil or administrative (Excluding cases initiated by the Company), if such person is or was a member of the Board of Directors, the Board of Supervisors, managerial staff, employee, or an authorized representative of the Company (or its subsidiary), or acted at the request of the Company (or its subsidiary) in such capacities for another entity, partner, joint venture, trust or other legal entity.

Indemnifiable expenses include actual incurred costs (including legal fees), judgments, fines, and amounts reasonably paid in settlement of such matters to the extent permitted by law, provided that such person acted honestly, prudently, diligently and with professional competence in a manner they reasonably believed to be in, or not contrary to, the best interests of the Company, and in compliance with the law, and there is no determination that such person has breached their obligations. The Company may purchase insurance for such persons to cover the aforementioned indemnification liabilities.

CHAPTER X. BOARD OF SUPERVISORS

Article 38. Nomination and Candidacy for Supervisors

1. The nomination and self-nomination of Supervisors shall be conducted in accordance with Clauses 1 and 2 of Article 24 of this Charter.

2. In cases where the number of candidates nominated or self-nominated for the Board of Supervisors is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the mechanisms prescribed in the Charter and the Company's internal corporate governance regulations.

Such nomination mechanism must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Supervisors in accordance with law.

Article 39. Members of the Board of Supervisors

1. The Board of Supervisors shall consist of from three (03) to five (05) members. Supervisors must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and relevant legal regulations, and must not fall into the following cases:

- a. Working in the accounting or finance department of the Company;
- b. Being a member or employee of an independent auditing firm that has conducted audits of the Company's financial statements during the preceding three (03) consecutive years.

The Board of Supervisors shall elect one of its members to serve as the Head of the Board of Supervisors. The election, removal and dismissal shall be decided by majority vote. The Head of the Board of Supervisors must satisfy the standards and conditions prescribed in Articles 168 and 169 of the Law on Enterprises, relevant legal regulations, and the Charter of the Company. The Head of the Board of Supervisors shall have the following rights and responsibilities:

- a. To convene meetings of the Board of Supervisors and act in the capacity of Head of the Board of Supervisors;
- b. To request the Company to provide relevant information for reporting to members of the Board of Supervisors;
- c. To prepare and sign reports of the Board of Supervisors, after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

2. The election of members of the Board of Supervisors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Supervisors. Shareholders may allocate all or part of their votes to one or more candidates. Elected members of the Board of Supervisors shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Charter is filled. In the event that two (02) or more candidates receive an equal number of votes for the final position, a re-election shall be conducted among those candidates with equal votes or selection shall be made in accordance with the election regulations or the Charter of the Company.

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

4. A member of the Board of Supervisors shall be removed from office by the General Meeting of Shareholders in the following cases:

- a. No longer meeting the standards and conditions for serving as a Supervisor as prescribed by the Law on Enterprises;
- b. Failing to perform his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c. Submitting a resignation which is accepted;
- d. Other cases as prescribed by law or this Charter.

5. A member of the Board of Supervisors shall be considered for dismissal in the following cases:

- a. Failure to fulfill assigned duties and responsibilities;
- b. Committing serious violations or repeated breaches of the obligations of a Supervisor as prescribed by the Law on Enterprises and the Charter of the Company;
- c. As decided by the General Meeting of Shareholders;
- d. Other cases as prescribed by law or this Charter.

Article 40. Board of Supervisors

1. The Board of Supervisors shall have the rights and responsibilities as prescribed in Article 170 of the Law on Enterprises and this Charter, primarily including the following:

- a. To propose and recommend that the General Meeting of Shareholders approve the list of approved auditing firms to audit the Company's financial statements; to propose approved auditing firms to review the Company's operations, and to dismiss such approved auditors when deemed necessary;
- b. To discuss with the independent auditor the nature and scope of the audit before the audit commences;

c. To seek independent professional or legal advice and to ensure the participation of external experts with appropriate qualifications and experience in the Company's activities when necessary;

d. To review annual, semi-annual and quarterly financial statements before submission to the Board of Directors;

e. To discuss difficulties and outstanding issues identified from interim or final audit results, as well as any matters the independent auditor wishes to discuss;

f. To review the opinions of the independent auditor (if any);

g. To review the Company's reports on internal control systems prior to approval by the Board of Directors;

i. To be accountable to shareholders for its supervisory activities;

k. To supervise the financial condition of the Company and the legality of activities of members of the Board of Directors, the General Director and other managers; to ensure coordination between the Board of Supervisors, the Board of Directors, the General Director and shareholders;

l. In case of detecting any violations of law or the Charter of the Company by members of the Board of Directors, the General Director or other executives, to notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation and take remedial measures;

m. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Law on Securities and its amendments and supplements;

n. To formulate the operating regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval;

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

2. Members of the Board of Directors, the General Director and managerial staff must provide all information and documents relating to the Company's operations upon request of the Board of Supervisors. The Company Secretary shall ensure that copies of all financial information and other information provided to members of the Board of Directors, as well as copies of minutes of meetings of the Board of Directors, are provided to members of the Board of Supervisors at the same time as they are provided to the Board of Directors.

3. After consulting the Board of Directors, the Board of Supervisors may issue regulations governing its meetings and methods of operation. The Board of Supervisors shall meet at least twice a year, and at least two-thirds (2/3) of its members must attend each meeting.

The minute-taker and attending members of the Board of Supervisors must sign the minutes. Minutes of meetings must be retained to determine the responsibility of each member.

4. Total remuneration for members of the Board of Supervisors shall be determined by the General Meeting of Shareholders. Members of the Board of Supervisors shall also be reimbursed for reasonable travel, accommodation and other incurred expenses, including costs of independent advisory services, when participating in meetings or carrying out Company-related duties.

The total remuneration and expenses shall not exceed the 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 recorded as operating expenses of the Company in accordance with corporate income tax regulations and other relevant legal provisions, and must be presented as a separate item in the Company's annual financial statements.

CHAPTER XI. RIGHTS TO INSPECT BOOKS AND COMPANY RECORDS

Article 41. Rights to Inspect Books and Records

1. A shareholder or a group of shareholders referred to in Article 11.3 of this Charter shall have the right, either directly or through a lawyer or an authorized representative, to submit a written request to inspect, during working hours and at the Company's principal place of business, the list of shareholders, minutes of meetings, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets, and to copy or extract such records.

Requests for inspection made by a lawyer or other authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder represented or a notarized copy thereof.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director and managerial staff shall have the right to inspect the Company's shareholder register, 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 and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other documents as required by law at its head office or at another

location, provided that shareholders and the business registration authority are notified of such storage location.

4. Shareholders shall be entitled to receive a copy of the Company's Charter free of charge. Where the Company maintains its own website, this Charter must be published on such website.

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 42. Employees and Trade Union

The General Director shall formulate plans for submission to the Board of Directors for approval regarding matters relating to recruitment, employment, termination, salaries, social insurance, welfare, rewards and disciplinary measures applicable to managerial staff and employees, as well as the Company's relations with recognized trade union organizations, in accordance with best practices and policies, the provisions of this Charter, the Company's internal regulations and applicable laws.

CHAPTER XIII. DISTRIBUTION OF PROFITS

Article 43. Dividends

1. Subject to the decision of the General Meeting of Shareholders and in accordance with the law, dividends shall be declared and paid out of the Company's profits, but shall not exceed the level proposed by the Board of Directors.

2. In accordance with the Law on Enterprises, the Board of Directors may decide to pay interim dividends if such payment is considered consistent with the Company's profitability.

3. The Company shall not pay interest on dividends or on any amounts payable in respect of shares.

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in specific assets (such as fully paid shares or bonds issued by another company), and the Board of Directors shall implement such resolution.

5. Where dividends or other amounts relating to a class of shares are paid in cash, such payment shall be made in Vietnamese Dong and may be effected by cheque or payment order sent by post to the registered address of the entitled shareholder, and any risks arising therefrom (from the shareholder's registered address) shall be borne by such shareholder. In addition, cash dividends or other amounts relating to shares may be paid by bank transfer where the Company has been provided with sufficient banking details to enable direct transfer to the shareholder's account.

Where the Company has made payment in accordance with the banking details provided by the shareholder but the shareholder does not receive such payment, the Company

shall not be liable for the amount transferred. Dividend payments for shares listed on a Stock Exchange or Securities Trading Center may be made through securities companies or the Securities Depository Center.

6. Subject to approval by the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares shall receive dividends in the form of additional ordinary shares instead of cash. Such additional shares shall be deemed fully paid, and the value of such shares must be equivalent to the amount of cash dividends.

7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a record date. Based on such date, shareholders or holders of other securities shall be entitled to attend the General Meeting of Shareholders, receive dividends, interest, profit distributions, shares, notices or other rights as decided by the Board of Directors or the General Meeting of Shareholders.

The record date may be set on the same day or at a time prior to the exercise of such rights. This shall not affect the rights of the parties in transactions involving the transfer of shares or related securities.

Persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices or other documents.

Article 44. Other Matters Relating to Profit Distribution

Other matters relating to the distribution of profits shall be carried out in accordance with applicable laws.

CHAPTER XIV. BANK ACCOUNTS, RESERVE FUNDS, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 45. Bank Accounts

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

2. Subject to prior approval from the competent authorities, where necessary, the Company may open bank accounts abroad in accordance with applicable laws.

3. The Company shall conduct all payments and accounting transactions through its Vietnam Dong or foreign currency accounts opened at banks. The Company may also adopt other payment methods and transaction mechanisms as decided by the Board of Management and/or the General Director.

Article 46. Funds and Appropriation to Funds

Annually, the Company may allocate a portion of its after-tax profits to various funds in accordance with the law. The types of funds, annual appropriation levels, and the accumulated value of each fund shall be determined pursuant to resolutions of the General Meeting of Shareholders.

Article 47. Financial Year

The financial year of the Company shall commence on 01 January and end on 31 December each year. The first financial year applying this provision shall be the fiscal year 2022, commencing from 01 April 2022 and ending on 31 December 2022.

Article 48. Accounting System

1. The Company shall apply the Vietnamese Accounting Standards (VAS) or any other accounting system approved by the Ministry of Finance.

2. The Company shall maintain its accounting books in Vietnamese. Accounting records shall be retained in accordance with the nature of the Company's business activities and applicable legal regulations. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.

3. The Company shall use Vietnam Dong as its accounting currency. Where the Company conducts transactions primarily in a foreign currency, it may select such foreign currency as its accounting currency, shall be legally responsible for such selection, and must notify the directly managing tax authority accordingly.

CHAPTER XV. ANNUAL REPORTS, INFORMATION DISCLOSURE OBLIGATIONS AND PUBLIC ANNOUNCEMENTS

Article 49. Annual, Semi-Annual and Quarterly Reports

1. The Company shall prepare annual financial statements in accordance with applicable laws and regulations of the State Securities Commission, and such statements must be audited in accordance with Article 48 of this Charter. The Company shall disclose its audited annual financial statements in compliance with securities laws on information disclosure and submit them to competent state authorities.

2. The Company shall prepare reviewed semi-annual reports and quarterly reports in accordance with regulations of the State Securities Commission, and submit them to the State Securities Commission, the Stock Exchange, and the relevant tax authorities.

3. Any interested organizations or individuals may inspect or copy the audited annual financial statements, semi-annual reports, and quarterly reports during the Company's working hours at its head office, subject to payment of a reasonable copying fee.

Article 50. Information Disclosure and Public Announcements

The Company's annual financial statements and supporting documents must be publicly disclosed in accordance with the regulations of the State Securities Commission, the Stock Exchange, and submitted to the relevant tax authorities in compliance with applicable laws.

Article 51. Annual Report

The Company shall prepare and publish its Annual Report in accordance with the laws on securities and the securities market.

CHAPTER XVI. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm lawfully operating in Vietnam and approved by the State Securities Commission to audit listed companies, to conduct the Company's audit for the following financial year based on terms and conditions agreed with the Board of Management.

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

3. In the event that the audit report on the Company's annual financial statements contains material qualifications, the Company may invite representatives of the independent auditing firm to attend the General Meeting of Shareholders.

CHAPTER XVII. SEAL

Article 53. Seal

1. The Board of Management shall determine the type, quantity, form, and contents of the Company's seal(s), including those of its branches and representative offices, and such seals shall be engraved in accordance with applicable laws.

2. The Board of Management and the General Director shall manage and use the seal(s) in compliance with prevailing laws.

CHAPTER XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION

Article 54. Termination of Operations

1. The Company may be dissolved or have its operations terminated in the following cases:

- a. The Court declares the Company bankrupt in accordance with applicable laws;
- b. Early dissolution as decided by the General Meeting of Shareholders;
- c. Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
- d. Pursuant to a resolution or decision of the General Meeting of Shareholders;
- e. Other cases as prescribed by law.

2. The early dissolution of the Company (including any extended duration) shall be decided by the General Meeting of Shareholders and implemented by the Board of Management. Such dissolution decision must be notified to or approved by the competent authorities (where required) in accordance with regulations.

Article 55. Deadlock among Members of the Board of Management and Shareholders

Unless otherwise provided in this Charter, shareholders holding one-half of the voting shares outstanding in the election of members of the Board of Management shall have the right to file a petition with the Court for dissolution on one or more of the following grounds:

1. The members of the Board of Management fail to reach agreement in managing the Company's affairs, resulting in the inability to obtain the required number of votes for the Board of Management to operate.

2. The shareholders fail to reach agreement, making it impossible to obtain the required number of votes for the election of members of the Board of Management.

3. Internal disputes arise and two or more shareholder factions are so divided that dissolution would be more beneficial to all shareholders.

Article 56. Extension of Operation

1. The Board of Management shall convene a General Meeting of Shareholders at least seven (07) months prior to the expiry of the Company's term of operation for shareholders to vote on the extension of the Company's operation as proposed by the Board of Management.

2. The term of operation shall be extended upon approval by at least 65% of the total votes of voting shareholders present in person or represented by authorized representatives at the General Meeting of Shareholders.

Article 57. Liquidation

1. At least six (06) months prior to the issuance of a decision on dissolution of the Company, the Board of Management must establish a Liquidation Committee consisting of three (03) members. Two members shall be appointed by the General Meeting of Shareholders from among the shareholders, managers, or employees of the Company, and one member shall be appointed by the Board of Management from an independent auditing firm. The Liquidation Committee shall formulate its own operating regulations. Its members may be selected from the Company's personnel or independent experts. All expenses related to the liquidation shall be given priority for payment by the Company ahead of its other liabilities.

2. The Liquidation Committee shall be responsible for reporting to the business registration authority on the date of its establishment and commencement of operation. From that time, the Liquidation Committee shall represent the Company in all matters relating to its liquidation before the Court and administrative authorities.

3. Proceeds from the liquidation shall be distributed in the following order of priority:

a. Liquidation expenses;

b. Salaries and insurance expenses for employees;

c. Taxes and other payable obligations of a tax nature owed to the State;

d. Loans (if any);

e. Other liabilities of the Company;

f. The remaining balance, after settlement of all debts from items (a) to (e) above, shall be distributed to shareholders. Preference shares shall be given priority in payment.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal Dispute Resolution

1. In the event of any dispute or complaint arising in connection with the Company's operations or the rights of shareholders derived from this Charter or from any rights or obligations provided under the Law on Enterprises, other laws, or administrative regulations, between:

- a. Shareholders and the Company; or
- b. Shareholders and the Board of Management, the Board of Supervisors, the General Director, or senior management personnel;

The parties concerned shall first attempt to resolve such dispute through negotiation and conciliation. Except for disputes involving the Board of Management or the Chairperson of the Board of Management, the Chairperson shall preside over the resolution process and request each party to present the relevant facts within thirty (30) working days from the date the dispute arises. For disputes involving the Board of Management or the Chairperson, any party may request the appointment of an independent expert to act as arbitrator in the dispute resolution process.

2. If no conciliation decision is reached within sixty (60) days from the commencement of conciliation, or if the conciliation outcome is not accepted by the parties, any party may refer the dispute to a competent Economic Arbitration body or Economic Court of Vietnam for resolution.

3. Each party shall bear its own costs related to negotiation and conciliation procedures. Court costs shall be allocated as decided by the Court.

CHAPTER XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 59. Amendments and Supplements to the Charter

1. Any amendment or supplement to this Charter must be considered and approved by the General Meeting of Shareholders, except for adjustments to charter capital arising from the issuance of additional shares within the authorized offering limit approved by the General Meeting of Shareholders.

2. Where applicable laws contain provisions relevant to the Company's operations that are not provided for in this Charter, or where new legal provisions differ from those set out herein, such legal provisions shall automatically apply and govern the Company's operations.



CHAPTER XXI. EFFECTIVE DATE

Article 60. Effective Date

1. This Charter consists of 21 Chapters and 61 Articles and was unanimously adopted by the General Meeting of Shareholders of Vietnam Medical and Pharmaceutical Investment Joint Stock Company on **April 29, 2026**, which also approved the full validity of this Charter.

2. This Charter is made in three (03) originals of equal validity and shall be kept at the Company's Office.

3. This Charter constitutes the sole and official Charter of the Company.

4. Copies or extracts of this Charter shall be valid only when signed by the Chairperson of the Board of Management or the legal representative of the Company.

Article 61. Execution of the Charter

The Legal Representative of the Company shall sign to certify this Charter of Vietnam Medical and Pharmaceutical Investment Joint Stock Company.



LEGAL REPRESENTATIVES



Nguyen Ngoc Cuong
General Director

Pham Thanh Nam
Chairman of Board of Directors

