

DECISION

**Regarding the approval of the Charter on organization and
operation of Saigon Traffic Construction Joint Stock Company**

BOARD OF DIRECTORS

SAIGON TRAFFIC CONSTRUCTION JOINT STOCK COMPANY

Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance issuing a circular guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Resolution of the General Meeting of Shareholders No. 01/2026/NQ-DHĐCĐ dated April 22, 2026, of Saigon Traffic Construction Joint Stock Company;

Pursuant to the Minutes of the General Meeting of Shareholders of Saigon Traffic Construction Joint Stock Company dated April 22, 2026;

DECIDES:

Article 1. Hereby approve the attached Charter on organization and operation of Saigon Traffic Construction Joint Stock Company consisting of 10 Chapters and 67 Articles.

Article 2. This Decision takes effect from the date of signing and replaces Decision No. 524/QĐ-HĐQT dated November 19, 2021, and any other related decisions.

Article 3. The members of the Board of Directors, the Board of Supervisors, the Board of Management, Heads of units under the Company, and shareholders are responsible for the implementation of this Decision./.

Recipients:

- As per Article 3 "for implementation";
- Archive: Office, Board of Directors,
Organization - Administration Department .



**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**

Hoang Anh Giao
Hoang Anh Giao



GTS AIGON

CÔNG TY CỔ PHẦN CÔNG TRÌNH GIAO THÔNG SÀI GÒN
Saigon Traffic Construction Joint Stock Company

CHARTER

ORGANIZATION AND OPERATION

Ho Chi Minh City, April 2026

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INTRODUCTION

The Charter of Saigon Traffic Construction Joint Stock Company is established and issued on the basis of the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and relevant legal documents, serving as the legal foundation for all operations of the Company.

The Company's regulations, statutes, and resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors, if duly approved and in compliance with the provisions of law and this Charter, shall serve as binding grounds for the Company to carry out management and business activities.

This Charter was approved pursuant to a valid Decision of the General Meeting of Shareholders held on April 22, 2026.

CHAPTER I GENERAL PROVISIONS

Article 1. Definitions

1. In this Charter, the terms below shall be interpreted as follows:

a. "Charter capital" of the Company is the total par value of all types of sold shares. The Charter capital of the Company at the time of enterprise registration is the total par value of all types of shares registered for purchase and recorded in the Company's Charter and as specified in Article 6 of this Charter;

b. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;

c. "Shares" means the charter capital of the Company divided into equal parts;

d. "Shareholders" are organizations or individuals owning one or several issued shares of the Company and recorded in the Shareholder Register of the Company as the share owner;

e. "Founding shareholders" are shareholders owning at least one ordinary share and signing in the list of founding shareholders of the Company;

f. "Ordinary shareholders" are shareholders owning at least one ordinary share of the Company;

g. "Preference shareholders" are shareholders owning at least one preference share of the Company;

h. "Dividend" is the annual net profit paid for each share in cash or in other assets. Dividends paid on ordinary shares are deducted from the remaining profits of the Company after having fulfilled tax obligations, other financial obligations,

made statutory allocations to the Company's funds, and offset previous losses in accordance with the provisions of law and this Charter;

i. "Share" means a certificate issued by the Company, book entries, or electronic data confirming the ownership of one or several shares of the Company;

j. "Shareholder representative" is an individual authorized by a shareholder in writing to exercise the rights and obligations of a shareholder in the Company in accordance with the law and this Charter;

k. "Date of establishment" is the date on which the Company is granted its first Enterprise Registration Certificate (Business Registration Certificate);

l. "Corporate managers" include the Chairman of the Board of Directors, members of the Board of Directors, and the General Director;

m. "Corporate executive" means the General Director, Deputy General Director, and Chief Accountant;

n. "Affiliated persons" means individuals or organizations that have a direct or indirect relationship with the company in the following cases:

i. Parent Company, managers, and legal representative of the parent company, and the person with the authority to appoint managers of the parent company;

ii. Company's subsidiaries, managers, and legal representative of the Company's subsidiaries;

iii. Individuals, organizations, or groups of individuals or organizations capable of influencing the operation of said company through ownership, acquisition of shares, or through the Company's decision-making processes;

iv. Corporate managers, legal representative, and Supervisor;

v. Spouse, father, adoptive father, mother, adoptive mother, father-in-law, mother-in-law, children, adopted children, son-in-law, daughter-in-law, Older Brother, Older Sister, Younger Sibling, Elder brother-in-law, Younger brother-in-law, Elder sister-in-law, Younger sister-in-law of the company manager, legal representative, Supervisor, or major shareholders holding controlling shares;

vi. Individuals who are authorized representatives of the companies or organizations stipulated in items i, ii, and iii of this Clause;

vii. Enterprises in which the individuals, companies, or organizations stipulated in items i, ii, iii, iv, v, and vi of this Clause own shares to the extent of controlling the decision-making of the company;

viii. "Individuals and organizations as stipulated in Clause 46, Article 4 of the Law on Securities.

o. "Subsidiaries" means an enterprise established in accordance with the provisions of law in which Saigon Traffic Construction Joint Stock Company holds more than 50% of the charter capital or total ordinary shares; or an enterprise in which Saigon Traffic Construction Joint Stock Company has the right to: (i) directly or indirectly decide to appoint the majority or all members of the Board

of Directors, the Director or General Director of that company; or (ii) decide on the amendment and supplementation of the Charter of that company;

p. "Affiliated units" are dependent units located within the internal organizational structure of the Company, having the function and duty of advising and assisting the General Director or the function and duty of production and business under the direction and administration of the General Director;

q. "Operating term" means the operating time of the Company as stipulated in Article 2 of this Charter;

r. "Vietnam" means the Socialist Republic of Vietnam;

s. "Major shareholders" means shareholders as stipulated in Clause 18, Article 4 of the Law on Securities;

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

u. "Contact address" is the registered head office address for an organization; or the permanent residence address, workplace address, or other address of an individual that such person has registered with the company as a contact address.

v. "Personal legal documents" mean one of the following documents: citizen identification card, ID card, passport, or other lawful personal identification documents.

w. "Legal documents of an organization" mean one of the following documents: Decision on establishment, Business Registration Certificate, or other equivalent documents.

x. "Certified copy" means a document copied from the master register or certified as a true copy from the original by a competent agency or organization, or has been cross-checked against the original.

y. "Related family members" include: husband, wife, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, children, adopted children, son-in-law, daughter-in-law, Older Brother, Older Sister, Younger Sibling, Elder brother-in-law, Younger brother-in-law, Elder sister-in-law, Younger sister-in-law, spouse's Order Brother, husband's Order Brother, spouse's Order Sister, husband's Order Sister, spouse's Younger Sibling, husband's Younger Sibling.

z. Voting capital is the share capital according to which the owner has the right to vote on issues within the authority of the General Meeting of Shareholders;

aa. "Online meeting" means a meeting of the General Meeting of Shareholders organized by applying modern information technology solutions to transmit the audio and/or image of the Meeting, allowing shareholders at different locations to attend, observe, discuss, and vote on issues of the meeting;

bb. "Traditional meeting" means a meeting of the General Meeting of Shareholders where shareholders attend in person, discuss, and vote on the issues of the meeting at a specific location, which is not in the online form stipulated in Point aa of this Clause;

cc. "the Regulations on Corporate Governance" means the internal regulations on corporate governance in accordance with the Law on Securities and Decree No. 155/2020/NĐ-CP dated December 31, 2020, providing detailed regulations for the implementation of several articles of the Law on Securities.

2. In this Charter, references to one or more regulations or other documents include any amendments, supplements, or replacement documents.

3. Headings (chapters, articles of this Charter) are used for the convenience of understanding and do not affect the content of this Charter.

Article 2. Name, legal form, head office, Company's subsidiaries, branches, representative offices, business locations, and operating term of the Company; legal representative of the Company

1. Name of company

a. Vietnamese name:

SAIGON TRAFFIC CONSTRUCTION JOINT STOCK COMPANY

b. English name:

SAIGON TRAFFIC CONSTRUCTION JOINT STOCK COMPANY

c. Abbreviated name: Sai Gon Traffic JSC

2. Legal form: The Company is a joint stock company, and each shareholder is responsible for the debts and other property obligations of the Company only to the extent of the capital contributed to the Company.

3. Legal status: The Company is a joint stock company with legal personality in accordance with the current laws of Vietnam.

4. The Company's registered head office is at:

a. Address: 476 Huynh Tan Phat, Tan Thuan Ward, HCMC.

b. Telephone: (028) 3855 8649

c. Fax: (028) 3855 8649

d. Website: www.giaothongsaigon.com.vn

e. Email: ctgtsg@gmail.com

f. Logo:



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Saigon Traffic Construction Joint Stock Company

5. Legal representative: The General Director is the legal representative of the Company.

The powers and obligations of the legal representative are exercised in accordance with current legal regulations.

6. The Company may establish Company's subsidiaries, branches, and representative offices to achieve the Company's operational goals, in accordance with the decisions of the Board of Directors and within the limits permitted by law.

7. Operating term of the Company: Unless terminated early in accordance with Clause 2, Article 63 of this Charter, the Company's operating term begins from the date of establishment and is indefinite.

Article 3. Business lines and operation objectives of the Company

1. The Company's business lines are:

a. Other specialized construction activities, in detail: Public service activities: Maintenance and repair of traffic works. Maintenance and repair of waterway works. Maintenance and repair of irrigation works; greenery; lighting, bridges, drainage sewers, wastewater treatment (Industry code 4390 (main)).

b. Road freight transport. In detail: road freight transport by automobile (excluding liquefied gas for transportation) (Industry code 4933).

c. Architectural activities and related technical consultancy: construction consultancy for group B and C traffic works, water supply and drainage works consultancy, technical infrastructure; design consultancy, bidding consultancy, supervision consultancy, project management consultancy, work testing; material and construction testing; construction survey and design (Industry code 7110).

d. Wholesale of materials and other construction equipment. In detail: Trading in specialized construction materials and traffic signals. Wholesale of materials and equipment for the water supply and drainage industry (Industry code 4663).

e. Inland waterway freight transport (Industry code 5022).

f. Drainage and wastewater treatment. In detail: construction of dredging and water environment/wastewater treatment works (Industry code 3700).

- g. Demolition. In detail: demolition of construction works (Industry code 4311).
- h. Site preparation. In detail: leveling, site preparation (Industry code 4312).
- i. Real estate business, land lease right owned, used, or leased. In detail: Real estate business, office leasing, warehouse and storage business, parking lot services; leasing, operating, and managing housing and land; leasing, operating, and managing non-residential real estate; other real estate businesses (Industry code 6810).
- j. Leasing of machinery, equipment, and other tangible assets without an operator. In detail: leasing of construction machinery and equipment (Industry code 7730).
- k. Leasing of motor vehicles. In detail: Leasing of motorcycles (Industry code 7710).
- l. Temporary labor supply (Industry code 7820).
- m. Industrial cleaning and specialized works (Industry code 8129).
- n. Labor supply and management. In detail: Domestic labor supply management (excluding labor sub-leasing) (Industry code 7830).
- o. General house cleaning (Industry code 8121).
- p. Landscape care and maintenance services (Industry code 8130).
- q. Other wholesale specializing in products not elsewhere classified. In detail: Wholesale of scrap, metal and non-metal waste (excluding wholesale of gas canisters, liquefied petroleum gas LPG, waste lubricating oil, gold bullion, firearms, ammunition for hunting or sports purposes, and metal coins; excluding chemical wholesaling at the office; Executed in accordance with Decision No. 64/2009/QĐ-UBND dated July 31, 2009, of the People's Committee of Ho Chi Minh City and Decision No. 79/2009/QĐ-UBND dated October 17, 2009, of the People's Committee of Ho Chi Minh City on approving the agricultural product planning in Ho Chi Minh City) (Industry code 4669).
- r. Other civil engineering construction. Details: Construction of traffic works; terminals; water supply and drainage systems; civil, industrial, electrical, and lighting works; telecommunications; landscaping; and hydraulic structures. Construction of irrigation works (Industry Code 4299).
- s. Cultivation of other perennial crops (Industry Code 0129).
- t. Propagation and care of annual seedlings (Industry Code 0131).
- u. Mining of stone, sand, gravel, and clay (no operation at the head office) (Industry Code 0810).
- v. Printing (Industry Code 1811).
- w. Service activities related to printing (Industry Code 1812).

- x. Manufacture of structural metal products (Industry Code 2511).
- y. Mechanical processing; metal treatment and coating (Industry Code 2592).
- z. Manufacture of other fabricated metal products, not elsewhere classified (no operation at the head office) (Industry Code 2599).
 - aa. Collection of non-hazardous waste (Industry Code 3811).
 - bb. Collection of hazardous waste (Industry Code 3812).
 - cc. Recycling of waste. Details: Recycling of non-metallic waste and asphalt concrete (Industry Code 3830).
 - dd. Wholesale of automobiles and other motor vehicles. Details: Wholesale of construction machinery and specialized equipment (Industry Code 4511).
 - ee. Sale of spare parts and accessories for automobiles and other motor vehicles (Industry Code 4530).
 - ff. Wholesale of solid, liquid, and gaseous fuels and related products. Details: Fuel trading (excluding liquefied petroleum gas (LPG) and residual lubricating oil trading) (Industry Code 4661).
 - gg. Support service activities for road transport. Details: Road toll collection services; Management and guarding of administrative buildings and toll stations (Industry Code 5225).
 - hh. Wholesale of other machinery, equipment, and parts. Details: Import and export activities (purchase and sale of foreign machinery and materials) (Industry Code 4659).
 - ii. Maintenance and repair of automobiles and other motor vehicles. Details: 2-wheel and 4-wheel vehicle washing services. Maintenance and repair of automobiles and other motor vehicles (Industry Code 4520).
 - jj. Manufacture of concrete and products from concrete, cement, and plaster. Details: Manufacture of hot asphalt concrete, production of commercial concrete, concrete mixing plants (no operation at the head office) (Industry Code 2395).
 - kk. Manufacture of refined petroleum products. Details: Manufacture of emulsion asphalt (no operation at the head office) (Industry Code 1920).
 - ll. Manufacture of other electrical equipment. Details: Manufacture of traffic signals (no operation at the head office) (Industry Code 2790).
 - mm. Advertising. Details: Manufacture of panels for traffic safety promotion (no operation at the head office) (Industry Code 7310).
 - nn. Construction of railway works (Industry Code 4211).
 - oo. Construction of road works (Industry Code 4212).

pp. Construction of non-residential buildings. Details: Construction of workshops, civil construction (Industry Code 4102).

qq. Support service activities for water transport. Details: Regulation and control of navigation, clearing of obstacles, anti-drift measures to ensure inland waterway traffic safety; Inland waterway pilotage (Industry Code 5222).

2. The objective of the Company is to build and maintain its brand, while simultaneously expanding and developing other business sectors in which the Company has a competitive advantage, creating a stable, long-term, and solid foundation for development, maximizing profits, ensuring legal rights and interests for shareholders, and fulfilling obligations to the State.

Article 4. Scope of operations and business

The Company is permitted to carry out business activities according to the industries registered, notified of changes to the business registration agency, and announced on the National Business Registration Portal. In case the Company engages in conditional business investment sectors, it must satisfy all business requirements as stipulated by the Law on Investment and relevant specialized laws.

Article 5. Activities of the Party and socio-political organizations

1. The organization of the Communist Party of Vietnam within the Company operates in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the regulations of the Communist Party of Vietnam.
2. The Trade Union and other socio-political organizations within the Company operate in accordance with the Constitution, legal regulations, and their own charters.

CHAPTER II

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Charter capital of the Company is 284,997,640,000 VND (Two hundred eighty-four billion, nine hundred ninety-seven million, six hundred forty thousand VND).

The total Charter capital of the Company is divided into 28,499,764 shares with a par value of 10,000 VND/share.

2. The Company may change its Charter capital upon approval by the General Meeting of Shareholders and in accordance with legal provisions.

3. As of the date this Charter is approved, all shares of the Company are ordinary shares. The rights and obligations of shareholders holding ordinary shares are specified in Article 16 and Article 17 of this Charter.

4. The Company may issue other types of preference shares upon approval by the General Meeting of Shareholders and in accordance with legal provisions.
5. The Company has no founding shareholders.
6. Ordinary shares must be offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders; the number of shares not purchased by shareholders will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other entities under conditions not more favorable than those offered to existing shareholders, unless otherwise decided by the General Meeting of Shareholders or provided by securities laws.
7. The Company may buy back shares already issued by the Company in the manner prescribed by this Charter and current law.
8. The Company may issue other types of securities upon approval by the Board of Directors or the General Meeting of Shareholders within their respective authorities as defined by this Charter and in accordance with the law.

Article 7. Share certificates

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.
2. Share certificates must bear the signature of the Legal Representative of the Company in accordance with the Law on Enterprises. Share certificates must specify the quantity and type of shares held, the Name of the holder, and other information as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 days from the date of submitting a complete file for transfer of ownership of shares according to the Company's regulations, or within 30 days from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan (or other timeframes specified in the issuance terms), the holder of the shares will be issued share certificates. Share owners are not required to pay the Company for the cost of printing share certificates.
4. If a share certificate is lost, destroyed, or damaged, the holder may apply for a new certificate. The shareholder's application must include the following content:
 - a. Information about the share certificate that was lost, damaged, or destroyed by other means;
 - b. A commitment to accept responsibility for any disputes arising from the re-issuance of new shares.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company are issued bearing the signature of the Legal Representative and the seal of the Company.

Article 9. Offering of shares

1. The Company may offer shares in the following forms:
 - a. Offering of shares to existing shareholders;
 - b. Public offering of shares;
 - c. Private placement of shares.
2. Public offerings of shares are carried out in accordance with the regulations of securities laws.
3. In the event that the Company has not yet become a public company, the private placement of shares shall be carried out in accordance with Article 125 of the Law on Enterprises, and the offering of shares to existing shareholders shall be carried out in accordance with Article 124 of the Law on Enterprises.
4. In the event that the Company becomes a public company, the offering of shares shall be carried out in accordance with the regulations of securities laws.
5. The Board of Directors shall decide the timing, method, and sale price of shares. The sale price of shares must not be lower than the market price at the time of sale or the book value of the shares at the most recent time, except for the following cases:
 - a. Shares sold for the first time to persons who are not founding shareholders;
 - b. Shares sold to all shareholders in proportion to their current share ownership in the Company;
 - c. Shares sold to brokers or underwriters. In this case, the specific discount amount or discount Percentage must be approved by the General Meeting of Shareholders, unless the Company's Charter provides otherwise;
 - d. Other cases and the levels of discount in those cases shall be as stipulated by the Company's Charter or Resolution of the General Meeting of Shareholders.

Article 10. Transfer of shares

1. Shares are freely transferable except for the following cases:
 - a. Preference shares that employees are permitted to purchase further based on commitments of long-term employment with the Company shall be restricted from transfer as per Clause 2, Article 48 of Decree No. 59/2011/NĐ-CP on the conversion of 100% state-owned enterprises into joint stock companies.
 - b. Strategic investors may not transfer their purchased shares within a minimum period of 05 years from the date the Company is granted its initial Enterprise Registration Certificate in accordance with the Law on Enterprises. Any exceptional cases requiring the transfer of these shares before the aforementioned period must be approved by the General Meeting of Shareholders.
2. Shares listed or registered for trading on The Stock Exchange are transferred in accordance with the regulations of the law on securities and the securities market.

3. Shares that have not been fully paid for may not be transferred or enjoy related benefits, such as the right to receive dividends, the right to receive shares issued to increase charter capital from owners' equity, the right to subscribe for new shares on offer, and other related rights in accordance with the law (if any).

Article 11. Redemption of shares (in the case of business registration)

1. In case a shareholder does not fully and timely pay the amount due for the shares purchased, the Board of Directors shall provide notification and has the right to demand that such shareholder pay the remaining amount and bear responsibility corresponding to the total par value of the shares registered for purchase for any of the Company's financial obligations arising from the failure to make full payment.

2. The aforementioned payment notification must clearly state the new payment deadline (a minimum of seven (07) days from the date of sending the notification), the place of payment, and the notification must clearly state that in case of failure to pay as required, the unpaid shares will be redeemed.

3. The Board of Directors has the right to redeem shares that have not been fully and timely paid for in case the requirements in the aforementioned notification are not met.

4. Redeemed shares shall be considered as shares authorized to be offered as provided in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution of these shares under conditions and in a manner that the Board of Directors deems appropriate.

5. A shareholder holding redeemed shares must relinquish their status as a shareholder regarding those shares, but must still bear responsibility corresponding to the total par value of the shares registered for purchase for any of the Company's financial obligations arising at the time of redemption, pursuant to a decision of the Board of Directors from the date of redemption until the date payment is made. The Board of Directors has full authority to decide on compelling payment of the entire share value at the time of redemption.

6. The redemption notice shall be sent to the holder of the shares to be redeemed prior to the time of redemption. The redemption shall remain effective even in cases of error or oversight in the sending of the notice.

Article 12. Share redemption upon shareholder request

1. Shareholders who have voted against a Resolution on the reorganization of the Company or changes to shareholders' rights and obligations as specified in the Company's Charter have the right to request the Company to redeem their shares. Such a request must be in writing and must state the name, address of the shareholder, the quantity of each type of share, the proposed sale price, and the reasons for requesting the Company's redemption. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders approves the resolution on the matters specified in this Clause.

2. Except for cases where redemption is prohibited under Article 36 of the Law on Securities, the Company must redeem shares upon the request of shareholders as provided in Clause 1 of this Article at market price within 90 days from the date of receipt of the request. In case an agreement on the price cannot be reached, the parties may request a valuation organization to determine the price. The Company shall introduce at least 03 valuation organizations for the shareholder to choose from, and that choice shall be final.

Article 13. Share redemption by decision of the Company

The Company has the right to redeem no more than 30% of the total ordinary shares sold, and a portion or all of the dividend preference shares sold, in accordance with the following regulations:

1. The redemption of shares shall be decided by the General Meeting of Shareholders, except for cases where a decision of the General Meeting of Shareholders is not required under Article 36 of the Law on Securities;
2. The Board of Directors shall decide the redemption price of shares in accordance with the principles for determining the redemption price already approved by the General Meeting of Shareholders. For ordinary shares, the redemption price must not exceed the market price at the time of redemption, except as provided in Clause 3 of this Article. For other types of shares, if the Company Charter does not specify or the General Meeting of Shareholders has no other decision, or the Company and the relevant shareholder have no other agreement, the redemption price must not be lower than the market price;
3. The Company may redeem the shares of each shareholder in proportion to their percentage of shares in the Company. In this case, the decision to redeem shares by the Company must be notified by a method ensuring that it reaches all shareholders within 30 days from the date such decision is approved. The notification must include the name and address of head office of the Company, the total number of shares and types of shares to be redeemed, the redemption price or principles for determining the redemption price, the procedures and time limit for payment, and the procedures and time limit for shareholders to sell their shares to the Company.

Shareholders who agree to sell back their shares must send a written consent to sell their shares by a method ensuring it reaches the Company within 30 days from the date of notification. The written consent to sell shares must include the full name, contact address, and legal identification document number of the individual for individual shareholders; the name, business registration code or legal identification document number of the organization, and address of head office for institutional shareholders; the number of shares owned and the number of shares they agree to sell; payment method; and the signature of the shareholder or the legal representative of the shareholder. The Company shall only redeem shares within the aforementioned period.

Article 14. Payment conditions and disposal of redeemed shares

1. The Company shall only have the right to pay for redeemed shares to shareholders in accordance with Article 12 and Article 13 of this Charter if, immediately after full payment for the redeemed shares, the Company still ensures full payment of all debts and other property obligations, and other conditions under Article 36 of the Law on Securities.

2. Shares redeemed in accordance with Article 12 and Article 13 of this Charter shall be considered as unissued shares as provided in Clause 4, Article 112 of the Law on Enterprises. The Company must register a decrease in charter capital corresponding to the total par value of the shares redeemed by the Company within 10 days from the date of completion of payment for the share redemption, unless otherwise provided by securities law.

3. Share certificates confirming ownership of the redeemed shares must be destroyed immediately after the corresponding shares have been fully paid for. The Chairman of The Board Of Directors and the General Director shall be jointly responsible for damages caused by failure to destroy or delayed destruction of share certificates.

4. After full payment for the redeemed shares, if the total value of assets recorded in the Company's accounting books decreases by more than 10%, the Company must notify all creditors within 15 days from the date of full payment for the redeemed shares.

CHAPTER III

ORGANIZATIONAL STRUCTURE, GOVERNANCE AND SUPERVISION

Article 15. Organizational structure, governance and supervision

The Company's management, governance and supervision organizational structure includes:

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

Section I

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 16. Rights of shareholders

1. Ordinary shareholders have the following rights:

- a. To attend, express opinions in meetings of the General Meeting of Shareholders and exercise the right to vote directly at the meeting of the General Meeting of Shareholders or via an authorized representative or other forms as specified in this Charter, the Internal Governance Regulations, and the law. Each ordinary share carries one vote;
- b. To receive dividends at the rate decided by the General Meeting of Shareholders;
- c. To freely transfer fully paid-up shares in accordance with the provisions of this Charter and current laws;
- d. To be given priority to purchase new shares in proportion to each shareholder's ownership ratio of ordinary shares in the Company;
- e. Shareholders have the right to view, look up, and extract information on names and contact addresses in the list of shareholders with voting rights; to request the amendment of incorrect information or supplementation of necessary information about themselves;
- f. To view, look up, extract, or make copies of the Company Charter, the minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- g. In case the Company is dissolved or bankrupt, to receive a portion of the remaining assets in proportion to their share ownership in the Company;
- h. To request the Company to redeem their shares in the cases specified in Article 132 of the Law on Enterprises;
- i. To be treated equally. Each share of the same type entitles the owner to equal rights, obligations, and benefits. In case the Company has different types of preference shares, the rights and obligations attached to the types of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j. To have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;
- k. To have their legal rights and interests protected; to request the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors as provided by the Law on Enterprises;
- l. Other rights as prescribed by this Charter and the law.

Rights of shareholders owning other types of shares (if any) as prescribed by the Law on Enterprises and related laws.

2. Shareholders or a group of shareholders holding from 5% of the total number of ordinary shares or more have the following rights:

a. To nominate candidates for the Board of Directors and the Board of Supervisors as prescribed accordingly in Clause 2, Article 29 and Clause 1, Article 39 of this Charter;

Ordinary shareholders forming a group to nominate persons to the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting of such grouping before the opening of the General Meeting of Shareholders;

b. Requesting the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Article 115, Clause 3 and Article 140, Clause 6 of the Law on Enterprises;

c. Inspecting, searching, and extracting copies of the minutes and Resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, and contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets;

d. Requesting the Board of Supervisors to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be made in writing and include the following contents: full name, contact address, nationality, legal document number for individual shareholders; name, address of head office, business registration number or legal document number for organizational shareholders; quantity of shares and time of share registration of each shareholder, total number of shares of the whole group of shareholders, and the ownership percentage in the total number of shares of the Company; the issue to be inspected and the purpose of the inspection;

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

f. Other rights as prescribed by this Charter and the law.

3. Shareholders who are employees committed to long-term employment at the enterprise after equitization and holding shares sold at a preferential price have the following rights:

a. Enjoy the same full rights as shareholders holding ordinary shares. However, they are not allowed to freely transfer them during the commitment period.

b. Shares sold at a preferential price shall be converted into ordinary shares after the end of the commitment period.

c. In case the company carries out restructuring leading to the employee's termination of the labor contract, resignation, or job loss before the committed

term, the shares sold at a preferential price will be converted into ordinary shares. If the employee wishes to resell these shares to the enterprise, the company has the responsibility to repurchase them with the price calculation method specified in Article 12, Clause 2 of this Charter.

d. In case an employee terminates the labor contract before the committed term, they must resell to the company the entire amount of additional shares purchased at a price close to the market transaction price, but not exceeding the price at the time of equitization.

4. An organizational shareholder owning at least 10% of total ordinary shares may authorize a maximum of 04 authorized representatives. The authorized representatives have responsibilities in accordance with Article 15 of the Law on Enterprises No. 59/2020/QH14.

Article 17. Obligations of shareholders

Shareholders have the following obligations:

1. Complying with the Charter and regulations of the Company; obeying the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. Participating in General Meeting of Shareholders meetings and exercising voting rights directly or through an authorized representative, or voting remotely (online meetings, electronic voting, or other electronic forms; sending voting ballots to the meeting via post, fax, or email). A shareholder may authorize a member of the Board of Directors to act as their representative at the General Meeting of Shareholders.

In the event of voting via an online conference, electronic voting, or other electronic forms, shareholders acknowledge the registration and voting results already implemented and have the responsibility to comply with obligations related to participating in online meetings, electronic voting/other electronic forms as prescribed in the Internal Regulations on Corporate Governance and other relevant provisions (if any).

3. Paying fully and on time for the shares committed to purchase.
4. Completing other obligations as prescribed by current law.
5. Taking personal responsibility when acting on behalf of the Company in any form to commit one of the following acts:
 - a. Violating the law;
 - b. Conducting business and other transactions for self-interest or the benefit of another organization or individual;
 - c. Paying debts not yet due when facing possible financial risks for the Company.

6. Major shareholders have the obligations of shareholders as prescribed in this Article, and in addition, must ensure compliance with the following obligations:

a. Major shareholders must not abuse their advantage to affect the rights and interests of the Company and other shareholders in accordance with the law and the Company Charter;

b. Major shareholders have the obligation to disclose information in accordance with the law.

7. Maintaining confidentiality of information provided by the company in accordance with the Company Charter and the law; only using the provided information to exercise and protect their legal rights and interests; strictly prohibiting the distribution, copying, or sending of information provided by the company to other organizations or individuals.

8. Not withdrawing contributed capital in the form of ordinary shares from the Company in any form, except where shares are repurchased by the Company or another person. In case a shareholder withdraws part or all of their contributed share capital contrary to the provisions of this clause, that shareholder and the related persons in the Company shall be jointly and severally liable for the debts and other property obligations of the Company to the extent of the value of the shares withdrawn and any damages occurred.

9. Other obligations as prescribed by the Law on Enterprises and relevant laws.

Article 18. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders is organized once (01) per year. The General Meeting of Shareholders must hold its annual meeting within four (04) months from the end of the fiscal year. The Board of Directors shall decide on the extension of the Annual General Meeting of Shareholders in necessary cases, but no more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

Annual and extraordinary General Meeting of Shareholders can be organized in the form of a traditional meeting, an online meeting, or a combination of both. The format for organizing each General Meeting of Shareholders shall be decided by the convener of the General Meeting of Shareholders and notified to shareholders in the meeting convocation decision.

Members of the Board of Directors and members of the Board of Supervisors must attend the Annual General Meeting of Shareholders to answer questions from shareholders at the meeting (if any); in cases of force majeure where they cannot attend, members of the Board of Directors and members of the Board of

Supervisors must report in writing to the Board of Directors and the Board of Supervisors.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects an appropriate location. The Annual General Meeting of Shareholders decides on issues as prescribed by law and the Company Charter, specifically approving the audited annual financial statements. In case the audit report of the company's annual financial statements contains material qualifications, adverse opinions, or disclaimers, the Company must invite the representative of the approved audit firm that performed the Company's annual financial statements to attend the Annual General Meeting of Shareholders, and the representative of the aforementioned approved audit firm has the responsibility to attend the Company's Annual General Meeting of Shareholders.

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

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. When the number of members of the Board of Directors or Board of Supervisors is less than the minimum number required by law or the number of members of the Board of Directors is reduced by more than one-third (1/3) of the total number of members prescribed in the Charter;
- c. Upon the request of a shareholder or a group of shareholders as prescribed in Article 16, Clause 2 of this Charter. The request to convene a General Meeting of Shareholders must clearly state the reasons and purpose of the meeting and the contents according to the provisions of the Law on Enterprises, having sufficient signatures of the relevant shareholders or the written request established in multiple copies and collecting sufficient signatures of the relevant shareholders;
- d. Upon the request of the Board of Supervisors;
- e. Other cases as prescribed by law and the Company Charter.

4. Convening an extraordinary General Meeting of Shareholders:

- a. The Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of remaining members of the Board of Directors or Supervisors is as prescribed in Clause 3, Point b of this Article or from the date of receiving the request to convene a meeting as prescribed in Clause 3, Points c and d of this Article;
- b. In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Clause 4, Point a of this Article, then within the next thirty (30) days, the Board of Supervisors must replace the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Article 140, Clause 3 of the Law on Enterprises. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate for damages incurred by the company.

c. In case the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed in Clause 4, Point b of this Article, the shareholder or group of shareholders who made the request as prescribed in Clause 3, Point c of this Article has the right to replace the Board of Directors and the Board of Supervisors to convene the General Meeting of Shareholders.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and passing resolutions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders while attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. The procedure for organizing the General Meeting of Shareholders shall be in accordance with the provisions of Clause 5, Article 140 of the Law on Enterprises.

Article 19. Rights and obligations of the General Meeting of Shareholders

1. The Annual General Meeting of Shareholders shall discuss and approve:

a. The audited annual financial statements;

b. The report of the Board of Directors on the corporate governance and performance of the Board of Directors and each member of the Board of Directors;

c. The report of the Board of Supervisors on the Company's business results, the performance of the Board of Directors and the General Director;

d. The self-assessment report on the performance of the Board of Supervisors and its members;

e. Dividend levels for each share of each class;

f. The Company's annual business plan.

2. The General Meeting of Shareholders has the right and obligation to approve resolutions on the following matters:

a. Approval of the Company's development strategy;

b. Decision on the class of shares and total number of shares of each class authorized for offering; decision on the annual dividend level for each class of shares;

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

d. Decision on investment or sale of assets valued at 35% or more of the total value of assets recorded in the Company's most recent financial statements;

e. Decision on amendments and supplements to the Company Charter;

- f. Approval of the annual financial statements;
 - g. Consideration and handling of violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
 - h. Decision on reorganization or dissolution of the Company and appointment of the liquidator;
 - i. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
 - j. Approval of internal governance regulations; regulations on the operation of the Board of Directors and the Board of Supervisors;
 - k. Approval of the list of independent audit companies; decision on the independent audit company to audit the Company's operations, and dismissal of the independent auditor when deemed necessary;
 - l. The Company's annual business plan;
 - m. The report of the Board of Directors on the corporate governance and performance of the Board of Directors and each member of the Board of Directors;
 - n. The report of the Board of Supervisors on the Company's business results, the performance of the Board of Directors and the General Director;
 - o. The self-assessment report on the performance of the Board of Supervisors and its members;
 - p. The number of members of the Board of Directors and the Board of Supervisors;
 - q. Division, split, consolidation, merger, or conversion of the Company;
 - r. The Company entering into contracts or transactions with parties prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total assets of the Company recorded in the most recent financial statements;
 - s. The Company's decision to redempt sold shares of each class, except in cases where the law does not require approval by the General Meeting of Shareholders.
 - t. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;
 - u. Other rights and obligations as prescribed by law, this Charter, and other internal regulations of the Company.
3. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

4. The Board of Directors must report to the General Meeting of Shareholders at the most recent Annual General Meeting regarding the contents approved in previous Resolutions of the General Meeting of Shareholders that have not yet been implemented. In case of any changes to contents under the authority of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders at the next meeting for approval before implementation.

Article 20. Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of organization shareholders have the right to attend the General Meeting of Shareholders directly as prescribed by law or may authorize individuals or organizations to represent them in attending or participate via one of the forms specified in Clause 3, Article 144 of the Law on Enterprises. In case there is more than one authorized representative, the specific number of shares and voting rights authorized for each representative must be identified.

2. Authorization for an individual or organization to attend the General Meeting of Shareholders must be made in writing in accordance with civil law and must specify the name of the authorized individual or organization, the number of authorized shares, the content and scope of authorization, the term of authorization, and the signature of the authorizing party (if the authorizing party is an individual) or the signature of the legal representative of the organization (if the authorizing party is an organization) and the signature of the authorized party.

An authorized person attending the General Meeting of Shareholders must submit the authorization document upon registration for the meeting before entering the meeting room. In the case of re-authorization, the attendee must also present the original authorization document from the shareholder or the authorized representative of the organization shareholder (if not previously registered with the Company).

3. The vote of the authorized attendee within the scope of the authorization remains valid in any of the following cases:

- a. The authorizing party is deceased, limited in civil act capacity, or incapacitated;
- b. The authorizing party has revoked the appointment of authorization;
- c. The authorizing party has revoked the authority of the person performing the authorization.

This provision does not apply in cases where the Company receives notice of one of the aforementioned events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

4. Authorization in the case of a General Meeting of Shareholders held online and/or via electronic voting or other electronic forms shall be carried out according to the guidelines in the Company's Internal Governance Regulations.

Article 21. Variation of rights

1. The variation or cancellation of special rights attached to a class of preference shares is effective when approved by shareholders representing at least 65% of the total voting shares of all attending shareholders. A resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders owning preference shares shall only be passed if it is approved by shareholders owning at least 75% of the total preference shares of that class in attendance, or by shareholders owning at least 75% of the total preference shares of that class in the event that the resolution is passed by way of collecting opinions in writing.
2. The meeting of shareholders holding a class of preference shares to approve the variation of rights mentioned above is valid only when there are at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that class. If there is an insufficient number of attendees as mentioned above, the meeting shall be re-convened within the next thirty (30) days, and the holders of shares of that class present in person or through authorized representatives (regardless of the number of people and number of shares) shall be considered to constitute a sufficient quorum. At the aforementioned meetings of holders of preference shares, those present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.
3. The procedures for conducting such separate meetings shall be similar to the provisions in Articles 23, 24, and 25 of this Charter.
4. Unless otherwise stipulated in the terms of issuance, the special rights attached to any class of preference shares with respect to some or all matters relating to the distribution of the Company's profits or assets shall not be varied when the Company issues additional shares of the same class.

Article 22. Convening of the General Meeting of Shareholders, meeting agenda, and meeting invitation notice

1. The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 18 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare a list of shareholders eligible to attend and vote at the meeting; the meeting agenda; and documents according to regulations consistent with the law and the Company's regulations. The list of shareholders eligible to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the meeting invitation; the Company must disclose

information regarding the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days prior to the record date.

- b. Determine the time and venue for the meeting;
- c. Notify and send the meeting invitation for the General Meeting of Shareholders to all shareholders eligible to attend;
- d. Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent by a method that ensures it reaches the correspondence address of the shareholders and shall simultaneously be announced in the media of the State Securities Commission, the Stock Exchange (where the Company's shares are listed or registered for trading), on the Company's website, and on the online system in case electronic voting is organized. The notice of the General Meeting of Shareholders, along with the documents prescribed in Clause 3, Article 143 of the Law on Enterprises, must be sent at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (counted from the date the notice is validly sent or delivered). The agenda of the General Meeting of Shareholders and documents related to the matters to be voted upon at the Meeting shall be sent to the shareholders and/or posted on the Company's website. In the event that documents are not enclosed with the notice of the General Meeting of Shareholders, the meeting invitation notice must clearly state the website address so that shareholders can access them.

4. A shareholder or group of shareholders referred to in Clause 2, Article 16 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the name of the shareholder, the quantity of each class of shares held by that shareholder, and the content of the proposal to be included in the meeting agenda.

5. If the person who convenes the General Meeting of Shareholders refuses the proposal stipulated in Clause 4 of this Article, they must respond in writing and clearly state the reasons no later than two (02) working days before the opening date of the General Meeting of Shareholders. The person who convenes the General Meeting of Shareholders may only refuse the proposal stipulated in Clause 4 of this Article if it falls into one of the following cases:

- a. The proposal was submitted not in accordance with the provisions of Clause 4 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold enough ordinary shares as stipulated in Clause 2, Article 16 of this Charter;
- c. The proposed issue does not fall within the jurisdiction of the General Meeting of Shareholders for discussion and approval;

d. Other cases.

The person who convenes the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the draft agenda and content of the meeting, except in cases where they have the right to refuse as stipulated in this clause; the proposal is officially added to the agenda and content of the meeting if it is approved by the General Meeting of Shareholders.

6. The person who convenes or the Chairperson of the General Meeting of Shareholders has the right to:

a. Request all meeting attendees to submit to checks or other security measures;

b. Request competent authorities to maintain order at the meeting. Expel from the General Meeting of Shareholders those who do not comply with the direction of the Chairperson, intentionally disrupt order, hinder the normal proceedings of the meeting, or fail to comply with security check requirements.

7. The person who convenes the General Meeting of Shareholders must prepare a draft resolution for each issue in the meeting agenda.

Article 23. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders (including online attendees) represents over 50% of total voting shares.

2. If the first meeting is not qualified to be conducted as prescribed in Clause 1 of this Article, the convenor shall cancel the meeting. The notice of the second General Meeting of Shareholders must be sent within thirty (30) days from the intended date of the first General Meeting of Shareholders. The second convened General Meeting of Shareholders shall be conducted only when the number of attending shareholders (including online attendees) represents at least 33% of the total voting shares.

3. In case the second meeting is not qualified to be conducted as prescribed in Clause 2 of this Article, the notice of the third General Meeting of Shareholders must be sent within twenty (20) days from the intended date of the second meeting, and in this case, the meeting shall be conducted regardless of the total voting shares of the attending shareholders.

Article 24. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before opening the General Meeting of Shareholders, the Company must perform shareholder registration procedures, which shall continue until all shareholders eligible to attend have registered, according to the following order:

a. When conducting shareholder registration, the Company shall provide each shareholder or authorized representative with the right to vote one ballot and/or voting card, on which the registration number, name of the shareholder, and the number of voting shares of that shareholder are recorded. The total number of

approved, disapproved, abstained, or invalid votes for each issue shall be announced by the Chairperson after the voting is conducted. The General Meeting shall elect the persons responsible for vote counting or supervising the vote counting upon the recommendation of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the recommendation of the Chairperson, but shall not exceed the number stipulated by current laws.

b. Shareholders arriving late to the General Meeting of Shareholders have the right to register immediately and then have the right to participate and vote at the meeting. The Chairperson is not responsible for pausing the meeting to allow late arrivals to register, and the validity of voting sessions conducted before the late shareholders joined remains unchanged.

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

a. The Chairman of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to chair meetings of the General Meeting of Shareholders convened by the Board of Directors. In the event the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting based on the majority principle. In the event that no one can be elected to chair the meeting, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect a chairperson for the meeting, and the person with the highest number of votes shall be the chairperson.

b. In other cases, the person who signed the notice to convene the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect a chairperson for the meeting, and the person with the highest number of votes shall be appointed as the chairperson.

c. The Chairperson shall appoint one or more persons as meeting secretary;

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

3. The Chairperson is the person with the authority to decide on the order, procedures, and events arising outside the agenda of the General Meeting of Shareholders.

4. The Chairperson has the right to postpone the General Meeting of Shareholders that has reached the quorum to another time or change the meeting venue in the following cases:

a. The meeting venue does not have enough convenient seats for all attendees;

b. Information equipment at the meeting venue does not ensure that participating shareholders can join, discuss, and vote;

c. Attendees display obstructive behavior, disrupt order, and risk preventing the meeting from being conducted in a fair and lawful manner.

The maximum postponement time shall not exceed 03 (three) working days from the intended date of the meeting.

If the Chairperson postpones or pauses the General Meeting of Shareholders contrary to the provisions of this Charter, the General Meeting of Shareholders has the right to elect another person from the attendees to replace the Chairperson to direct the meeting until its conclusion, and all resolutions passed at those meetings shall be valid and enforceable.

5. The Chairperson of the meeting may carry out necessary activities to manage the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of the attendees.

6. The person who convenes the General Meeting of Shareholders or the Chairperson of the meeting has the right to request shareholders or authorized representatives attending the meeting to submit to inspections or other reasonable and lawful security measures. In case a shareholder or authorized representative refuses to comply with the above security inspection regulations and other behaviors stipulated in Point b, Clause 7, Article 146 of the Law on Enterprises, the person who convenes the General Meeting of Shareholders, after careful consideration, has the right to refuse entry or expel said shareholder or representative from the meeting.

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

- a. Arrange seating at the General Meeting of Shareholders venue;
- b. Ensure safety for everyone present at the meeting venues in case shareholders attend in the traditional format;
- c. Create conditions for shareholders to attend (or continue attending) the meeting.

The person who convenes the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. Applied measures may include issuing admission tickets or using other selective forms.

8. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring that shareholders can participate and vote by electronic voting or other electronic forms as stipulated in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of several articles of the Law on Securities.

9. In case the General Meeting of Shareholders is organized in an online format or a combination of traditional and online formats, the method of registering to attend the online meeting and electronic voting shall be decided by the General Meeting of Shareholders and implemented according to the Company's Internal Corporate Governance Regulation.

Article 25. Conditions for the Resolution of the General Meeting of Shareholders to be passed

1. Except for cases stipulated in Clauses 1, 3, 4, 7, and 9 of this Article, a Resolution regarding the following matters shall be passed if approved by shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting:

- a. Types of shares and total number of shares of each type;
- b. Change in lines of business and business sectors;
- c. Change in the corporate management organizational structure;
- d. Investment projects or the sale of assets valued at 35% or more of the total asset value as recorded in the Company's most recent audited financial statements;
- e. Reorganization or dissolution of the Company;
- f. Amendment or supplementation of the Charter on organization and operation of the Company.

2. Other resolutions shall be passed when approved by shareholders holding over 50% of the total voting rights of all shareholders attending in person or through an authorized representative present at the General Meeting of Shareholders, except for cases stipulated in Clauses 1, 3, 4, 7, and 9 of this Article.

3. Voting for members of the Board of Directors and Board of Supervisors must be conducted by the cumulative voting method, whereby each shareholder has a total number of voting rights corresponding to the total number of shares held multiplied by the number of members to be elected to the Board of Directors or Board of Supervisors, and the shareholder has the right to accumulate all or part of their total votes for one or several candidates. The successful candidates for the position of member of the Board of Directors or the Board of Supervisors shall be determined by the number of votes, calculated from highest to lowest, starting from the candidate with the highest number of votes until the full number of members prescribed in the Company's Charter is reached. If two or more candidates receive the same number of votes for the final seat on the Board of Directors or Board of Supervisors, a re-vote shall be conducted among the candidates with the tied number of votes, or a selection shall be made based on the criteria specified in the election regulations, internal governance regulations, or the Company's Charter.

4. In case a resolution is passed in the form of written comments, the resolution of the General Meeting of Shareholders is passed if approved by shareholders

holding over 50% of the total voting shares, except for matters stipulated in Clause 1 of this Article.

5. A resolution of the General Meeting of Shareholders must be notified to the shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date the resolution is passed; if the Company has a website, the sending of the resolution may be replaced by publication on the Company's website.

6. Resolutions of the General Meeting of Shareholders shall be effective from the date they are passed or from the effective time stated in that resolution.

7. Resolutions of the General Meeting of Shareholders passed with 100% of the total voting shares are lawful and effective even if the order and procedures for convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and this Charter.

8. In the event that a shareholder or group of shareholders requests a Court or Arbitration to cancel a resolution of the General Meeting of Shareholders, such resolutions shall remain in force until the decision of the Court or Arbitration to cancel said resolution takes effect, unless emergency interim measures are applied in accordance with the decision of a competent authority.

9. A resolution of the General Meeting of Shareholders regarding a content that adversely changes the rights and obligations of shareholders holding Preference Shares shall only be passed if approved by shareholders holding 75% or more of the total preference shares of that type who are attending the meeting, or if approved by shareholders holding 75% or more of the total preference shares of that type in the case of passing a resolution by way of written comments.

Article 26. Authority and procedure for collecting written comments from shareholders to approve a resolution of the General Meeting of Shareholders

The authority and procedure for collecting written comments from shareholders to approve a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following regulations:

1. The Board of Directors has the right to collect written comments from shareholders to approve a resolution or decision of the General Meeting of Shareholders at any time if deemed necessary for the interest of the Company, including issues specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare opinion forms, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution. The opinion form accompanied by the draft resolution and explanatory documents must be sent in a manner that ensures arrival at the registered address of each shareholder. The Board of Directors must ensure documents are sent and published to shareholders for a reasonable time to review and vote, and must send them at least ten (10) days before the expiration date for receiving opinion forms.

The preparation of the shareholder list, requirements, and methods for sending opinion forms and accompanying documents shall be carried out in accordance with the provisions of Clauses 2 and 3, Article 22 of this Charter.

3. The opinion form must contain the following main contents:

- a. Name, address of head office, and business registration number;
- b. Purpose of the consultation;
- c. Full name, contact address, nationality, and legal identification number for individual shareholders; name, business registration number, or legal identification number of the organization, and address of the head office for institutional shareholders, or full name, contact address, nationality, and legal identification number of the individual representative for the institutional shareholder; quantity of shares of each type and number of voting rights of the shareholder;
- d. Issue(s) requiring consultation for decision-making;
- e. Voting options, including approve, disapprove, and abstain, for each issue requiring consultation;
- f. Deadline for sending the completed opinion form back to the Company;
- g. Full name and signature of the Chairman of the Board of Directors.

In case the Board of Directors decides to collect shareholder opinions in writing by electronic voting or other electronic forms, the contents of the written opinion form shall exclude point g of this Clause; the format of the written shareholder opinion form shall be implemented in accordance with the provisions of Clause 4 of this Article.

4. Shareholders may send completed opinion forms to the Company by mail, fax, or email in accordance with the following regulations:

- a. By mail: The completed opinion form must bear the signature of the individual shareholder, or the authorized representative or Legal Representative of the institutional shareholder. The opinion form sent to the Company must be placed in a sealed envelope and no one has the right to open it before counting the votes;
- b. By fax or email: Opinion forms sent to the Company via fax or email must be kept confidential until the time of counting the votes.
- c. Electronic voting or other electronic forms: implemented in cases where the Board of Directors organizes the collection of shareholder opinions in writing by way of electronic voting or other electronic forms.

In cases where written consultation involves electronic voting, shareholders shall be provided with an account and password to access and perform voting on the Online System in accordance with the provisions of Point b, Clause 2, Article 8 of the Company's Internal Governance Regulations. Shareholders performing electronic voting must meet the conditions prescribed in Point b, Clause 1, Article

10 and have obligations in accordance with the provisions of Point b, Clause 2, Article 8 of the Company's Internal Governance Regulations.

d. If the Company organizes voting through multiple methods, the shareholder may only choose one method. If the shareholder votes using multiple methods, the electronic vote shall take precedence, and the opinion form submitted in other formats shall not be included in the voting results.

Opinion forms sent to the Company after the deadline specified in the opinion form, or which have been opened in the case of mail or disclosed in the case of fax, email, or electronic voting/other electronic forms, are invalid. An opinion form that is not returned is considered as a vote abstaining from voting.

5. The Board of Directors shall organize the vote count and prepare the minutes of the vote count under the witness and supervision of the Arbitration or a shareholder not holding a management position in the Company. The vote count minutes must contain the following main contents:

- a. Name, address of head office, and business registration number;
- b. Purpose and issues requiring consultation to pass the resolution;
- c. Number of shareholders with the total number of voting rights who have participated in the vote, distinguishing the number of valid votes and invalid votes, and the method of submitting voting forms, accompanied by an appendix listing the shareholders participating in the vote;
- d. Total number of approval, disapproval, and abstention votes for each issue;
- e. Issues that have been passed and the corresponding percentage of voting in favor;
- f. Full name and signature of the Chairman of the Board of Directors, the vote count supervisor, and the vote counter.

Members of the Board of Directors, vote counters, and vote count supervisors shall be jointly liable for the honesty and accuracy of the vote count minutes; jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote count minutes and resolution must be published on the Company's website within twenty-four (24) hours and sent to shareholders within fifteen (15) days from the date of completion of the vote count. If the Company has a website, the sending of the vote count minutes and resolution may be replaced by publication on the Company's website.

7. The completed opinion forms, vote count minutes, the full text of the passed resolution, and all related documents sent along with the opinion forms must be stored at the Company's head office.

8. A resolution passed through the form of written shareholder consultation has the same validity as a resolution passed at a General Meeting of Shareholders.

Article 27. Resolution, Minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in the minutes and may be recorded by audio or recorded and stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language and must contain the following primary contents:

- a. Name, Address of head office, and Enterprise Registration Number;
- b. Time and location of the General Meeting of Shareholders;
- c. Agenda and meeting content;
- d. Full name of the chairperson and the secretary;
- e. Summary of meeting proceedings and comments expressed at the General Meeting of Shareholders regarding each item on the agenda;
- f. Number of shareholders and the total number of voting shares of shareholders present, an appendix of the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and votes;
- g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, approval votes, disapproval votes, and abstentions; and the corresponding Percentage of the total voting shares of shareholders present;
- h. Matters that have been approved and the corresponding Percentage of approving votes;
- i. Full names and signatures of the chairperson and the secretary.

In the event that the chairperson or secretary refuses to sign the meeting minutes, such minutes shall be valid if they are signed by all other members of the Board of Directors who attended the meeting and contain full details in accordance with this Clause. The meeting minutes shall clearly state that the chairperson or secretary refused to sign.

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

2. Minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The chairperson, secretary, or other signatories of the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. The minutes of the General Meeting of Shareholders and other relevant documents as prescribed by law must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the date of the meeting's conclusion.

4. The minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, power of attorney for attendance, and relevant documents must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Address of head office of the Company.

Article 28. Request to cancel a Resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receiving a Resolution or minutes of the General Meeting of Shareholders or the minutes of the counting of shareholder votes by written form, a shareholder or group of shareholders as stipulated in Clause 2, Article 16 of this Charter has the right to request a Court or Arbitration to consider and cancel a Resolution or part of a Resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting or collecting shareholders' written opinions and making decisions of the General Meeting of Shareholders were in serious violation of the provisions of the Law on Enterprises and the Company's Charter, except as stipulated in Clause 2, Article 152 of the Law on Enterprises and Clause 7, Article 25 of this Charter;
2. The content of the Resolution is in violation of the law or the Company's Charter.

In the event that a shareholder or group of shareholders requests a Court or Arbitration to cancel a Resolution of the General Meeting of Shareholders in accordance with this Article, that Resolution shall remain in effect until the decision of the Court or Arbitration to cancel such Resolution takes effect, unless an emergency interim measure is applied under the decision of a competent authority.

Section II

BOARD OF DIRECTORS

Article 29. Self-nomination and nomination of a Member of the Board of Directors

1. Once candidates have been determined, information relating to candidates for the Board of Directors must be announced at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently, and for the highest interest of the Company if elected as a Member of the Board of Directors. The information disclosed regarding candidates for the Board of Directors includes:

- a. Full name, date of birth;
- b. Qualification;
- c. Work experience;
- d. Other management positions (including Board of Directors positions in other companies);
- e. Interests related to the Company and Related Persons of the Company;
- f. Other information (If any).

The Company is responsible for disclosing information about companies where the candidate currently holds the position of Member of the Board of Directors, other management titles, and interests related to the Company of the candidate (If any).

2. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of total voting shares are entitled to nominate one (01) candidate; from 10% to less than 30% are entitled to nominate up to two (02) candidates; from 30% to less than 40% are entitled to nominate up to three (03) candidates; from 40% to less than 50% are entitled to nominate up to four (04) candidates; from 50% to less than 60% are entitled to nominate up to five (05) candidates; from 60% to less than 70% are entitled to nominate up to six (06) candidates; from 70% to less than 80% are entitled to nominate up to seven (07) candidates; and 80% or more are entitled to nominate up to eight (08) candidates.

3. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors may introduce additional candidates or organize the nomination according to the mechanism stipulated by the Company in the Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors. The nomination mechanism or the method by which the incumbent Board of Directors introduces additional candidates for the Board of Directors must be clearly disclosed before the General Meeting of Shareholders proceeds to vote on electing a Member of the Board of Directors as prescribed by law.

Article 30. Composition and term of office of a Member of the Board of Directors

1. The number of members of the Board of Directors is five (05). The term of a Member of the Board of Directors shall not exceed five (05) years; a Member of the Board of Directors may be re-elected for an unlimited number of terms. There is at least 01 non-executive member in the Board of Directors.

2. A Member of the Board of Directors must meet the following standards and conditions:

- a. Does not fall into the subjects stipulated in Clause 2, Article 17 of the Law on Enterprises.
 - b. Possesses the qualifications and experience in business administration or in the fields, sectors, or business lines of the Company and does not necessarily have to be a shareholder of the Company.
 - c. Has good health, good moral character, honesty, integrity, and has an awareness of compliance with the law.
 - d. Members of the Board of Directors may only concurrently serve as members of the Board of Directors or Members' Council at a maximum of 05 other companies.
3. In the event that a member is newly elected or replaces a member who has been dismissed or removed during the term, the term of that member shall be the remaining duration of the Board of Directors' term.
4. In the event that all members of the Board of Directors end their term at the same time, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work.
5. A Member of the Board of Directors shall be dismissed in the following cases:
- a. That member does not meet the standards and conditions stipulated in Clause 2 of this Article;
 - b. That member submits a written resignation letter to the Company's Address of head office and it is approved;
 - c. Deceased, or missing with a court decision declaring the person deceased or having restricted civil act capacity.
 - d. Incapable of assuming the work.
 - e. Suffers from a mental disorder and other members of the Board of Directors have professional evidence proving that the person no longer has the capacity for civil acts.
 - f. Other cases as prescribed by law and this Charter.
6. A Member of the Board of Directors shall be removed in the following cases:
- a. That member has not participated in activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
 - b. Violation of legal provisions or the Company's Charter. Disclosure of information or documents that causes serious damage to the rights or interests of or results in serious damage to the company.
 - c. Provision of false personal information when sending to the Company as a candidate for the Board of Directors.
 - d. According to the Resolution of the General Meeting of Shareholders.
 - e. Other cases as prescribed by law and this Charter.

7. When deemed necessary, the General Meeting of Shareholders shall decide to replace a Member of the Board of Directors; dismiss or remove a Member of the Board of Directors outside of the cases stipulated in Clause 5 and Clause 6 of this Article.

8. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the event that:

a. The number of members of the Board of Directors has decreased by more than one-third compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members decreased by more than one-third;

b. In other cases, at the next nearest meeting, the General Meeting of Shareholders shall elect new members to replace the Member of the Board of Directors who has been dismissed or removed.

9. Any changes in Members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the securities market.

10. Rights and obligations of members of the Board of Directors:

a. To study and evaluate the situation and operational results, and contribute to the formulation of the orientation, plans, and operational objectives of the Company in each period;

b. To fully attend meetings of the Board of Directors, discuss and provide opinions on issues under discussion, vote on issues within the content of the meeting, and be responsible to the Board of Directors and the General Meeting of Shareholders for their opinions and the performance of tasks and works directly assigned.

c. To be in charge of works according to the assignment and task division of the Board of Directors and must directly perform their own tasks, and must not authorize others to do so.

d. To implement Resolutions of the Board of Directors related to each member and comply with the assignment and task division of the Board of Directors.

e. Not to take advantage of their position for personal gain or commit acts of appropriating the Company's business opportunities or harming the interests of the Company; to be responsible for maintaining the confidentiality of the Company's information.

f. To perform their duties honestly and prudently in the best interest of shareholders and the Company;

g. To report in a timely and complete manner to the Board of Directors the remuneration they receive from the Company's subsidiaries, associate companies, and other organizations;

h. To report to the State Securities Commission and the Stock Exchange and carry out information disclosure when trading the Company's stocks in accordance with the law.

i. To report to the Board of Directors at the nearest meeting all transactions between the Company, its subsidiaries, companies controlled by Saigon Traffic Construction Joint Stock Company with over 50% of the Charter capital, and members of the Board of Directors and their affiliated persons; as well as transactions between Saigon Traffic Construction Joint Stock Company and companies in which a member of the Board of Directors is a founding member or a corporate manager within the three (03) most recent years prior to the Time of transaction.

j. To have the right to request the General Director to provide documents and information regarding the financial situation and business operations of the Company. The procedures for requesting and providing information shall be governed by the Regulations on Corporate Governance.

Article 31. Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations under the authority of the General Meeting of Shareholders.

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

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

b. To recommend the type of shares and the total number of shares to be offered of each type;

c. To decide to sell unsold shares within the range of authorized shares of each type; to decide on raising additional capital in other forms;

d. To decide on the selling price of the Company's shares and bonds;

e. To decide on the redemption of shares in accordance with the provisions of Article 133, Clause 1 and Clause 2 of the Law on Enterprises and Article 36 of the Law on Securities;

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

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

h. To approve purchase, sale, business, and commercial contracts, credit, construction, and other contracts and transactions with a value equal to or greater than 35% (thirty-five percent) of the total asset value of the Company as recorded in the latest financial statements of the Company, excluding contracts and

transactions between the Company and the subjects specified in Article 19, Clause 2, point r and Article 47, Clause 3 of this Charter;

- i. To decide on the investment or sale of assets with a value from 1% (one percent) to under 35% (thirty-five percent) of the total asset value as recorded in the latest financial statements of the Company.
- j. To decide on capital contribution to establish, purchase shares, or contribute capital to other enterprises with a value of less than 35% (thirty-five percent) of the total asset value of the Company as recorded in the latest financial statements of the Company.
- k. To elect, release, or dismiss the Chairman of the Board of Directors; to appoint, dismiss the General Director and other executives; to sign or terminate contracts with the General Director; to decide on the salary, remuneration, bonus, and other benefits for those executives; to appoint authorized representatives to participate in the Member Council, Board of Directors, or General Meeting of Shareholders in other companies; and to decide on the remuneration and other benefits of those persons;
- l. To supervise and direct the General Director and other managers in the daily operation of the Company's business;
- m. To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of the Company's subsidiaries, branches, representative offices, and capital contribution or purchase of shares of other enterprises;
- n. To decide on the issuance of the Regulations on Operation of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; and to decide on the issuance of regulations on information disclosure of the Company.
- o. To approve the program and content of documents for the General Meeting of Shareholders, and to convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to approve a Resolution;
- p. To submit audited annual financial statements and reports of the Board of Directors to the General Meeting of Shareholders;
- q. To recommend the dividend payment rate; to decide on the time limit and procedures for dividend payment or handling of losses arising during business operations;
- r. To recommend the reorganization, dissolution, or request for bankruptcy of the Company;
- s. To propose the issuance of convertible bonds and bonds with warrants;
- t. To supervise and prevent conflicts of interest of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other

managers, including the misuse of Company assets and abuse of transactions with affiliated parties;

- u. To appoint a Person in charge of Corporate Governance;
- v. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director, the person in charge of corporate governance, and other managers of the Company;
- w. Other rights and obligations in accordance with the Law on Enterprises and the Charter of the Company.

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

Article 32. Remuneration, salary, bonus, and other benefits of members of the Board of Directors

1. Members of the Board of Directors (excluding authorized representatives) are entitled to receive remuneration and bonuses for their work as members of the Board of Directors. The total amount of remuneration and bonuses, as well as the remuneration and bonus level for each member of the Board of Directors, shall be decided by the General Meeting of Shareholders annually.

Work remuneration shall be calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration level for each member according to the principle of consensus. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

2. The remuneration of each member of the Board of Directors shall be recorded as business expenses of the Company in accordance with the law on corporate income tax, must be presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

3. Members of the Board of Directors holding executive positions or performing other tasks outside the scope of regular duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum per case, salary, commission, profit percentage, or in another form as decided by the Board of Directors.

4. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred when performing their responsibilities as members of the Board of Directors, including expenses incurred while attending the General Meeting of Shareholders and meetings of the Board of Directors.

5. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not cover the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 33. Chairman of the Board of Directors

1. The Board of Directors shall elect one member of the Board of Directors as the Chairman. The Chairman of the Board of Directors shall not concurrently hold the position of the Company's General Director.

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

- a. To establish the program and operational plan of the Board of Directors;
- b. To prepare the program, content, and documents for meetings; to convene, preside over, and act as the chair of meetings of the Board of Directors;
- c. To organize the passage of Resolutions and decisions of the Board of Directors;
- d. To supervise the process of implementing the Resolutions and decisions of the Board of Directors;
- e. To act as the chair of the General Meeting of Shareholders;
- f. Other rights and obligations in accordance with the Law on Enterprises and the Charter of the Company.

3. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors. In the event there is no authorized person, or the Chairman Of The Board Of Directors is deceased, missing, temporarily detained, serving a prison sentence, serving an administrative handling measure at a compulsory detoxification or education facility, absconding from their place of residence, has limited or lost capacity for civil acts, has difficulty in cognition or behavioral control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one among themselves to hold the position of Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

4. The Chairman of the Board of Directors may be removed or dismissed by a decision of the Board of Directors.

5. In the event that the CHAIRMAN OF THE BOARD OF DIRECTORS submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or the decision on dismissal or removal.

Article 34. Meetings of the Board of Directors

1. The Chairman of The Board of Directors shall be elected during the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election for that Board of Directors. This meeting shall be

convened and chaired by the member who received the highest number of votes or the highest voting rate. In the event that there is more than one (01) member with the highest and equal number of votes or voting rate, these members shall elect one among themselves to convene the meeting of the Board of Directors by a majority vote.

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors when requested in writing by one of the following subjects, stating the purpose of the meeting and the issues to be discussed and decided that fall under the authority of the Board of Directors:

a. The General Director or at least five (05) other managers;

b. At least two (02) members of the Board of Directors;

c. The Board of Supervisors;

d. Other cases as specified in the Company's Internal Regulations on Corporate Governance.

4. The meetings of the Board of Directors stated in Clause 3 of this Article must be convened within seven (07) working days from the date of receiving the request as stipulated in Clause 3 of this Article. If the Chairman Of The Board of Directors fails to convene the meeting as requested, the Chairman Of The Board Of Directors shall be responsible for any damages incurred by the Company; the person requesting the meeting has the right to replace the Chairman Of The Board of Directors to convene the meeting of the Board of Directors.

5. The Board of Directors shall meet at the Address of the head office of the Company or elsewhere.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting notice no later than 03 working days prior to the meeting date. The meeting notice must specify the time, location, agenda, and matters to be discussed and decided. Attached to the meeting notice must be documents used at the meeting and the member's voting paper.

The meeting notice for the Board of Directors may be sent by invitation letter, telephone, fax, electronic media, or other methods, provided that it is ensured to reach the contact address of each Member of the Board of Directors and the Supervisors registered at the Company.

7. The Chairman of The Board of Directors or the convenor shall send the meeting notice and attached documents to the members of the Board of Supervisors in the same manner as to the Members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when at least three-quarters of the total members are present in person or via their authorized representative (if approved by a majority of the members of the Board of Directors). In the event that the meeting convened according to this Clause does not have sufficient members to proceed, it shall be reconvened for the second time within 07 days from the initially intended date. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are in attendance.

9. A Member of the Board of Directors shall be considered as present and voting at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote according to the provisions in Clause 10 of this Article.
- c. Attending and voting via online conference, electronic voting, or other electronic forms;
- d. Submitting a voting paper to the meeting via mail, fax, or electronic mail;
- e. Submitting a voting paper by other means as stipulated in the Regulations on Operation of the Board of Directors.

In the event of submitting a voting paper to the meeting via mail, the voting paper must be enclosed in a sealed envelope and delivered to the Chairman of The Board of Directors no later than one hour before the opening of the meeting. The voting paper shall only be opened in the presence of all attendees.

Resolutions and decisions of the Board of Directors shall be approved if approved by a majority of the members present; in the event of a tie in votes, the final decision shall rest with the side containing the opinion of the Chairman of The Board of Directors.

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

11. A meeting of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are at different locations, provided that each member participating in the meeting is able to:

- a. Hear each other member of the Board of Directors participating in the discussion during the meeting;
- b. Speak to all other participants simultaneously. The discussion between members can take place directly via telephone or other communication media, or a combination of these methods. A Member of the Board of Directors participating in such a meeting shall be deemed "present" at that meeting. The location of the meeting organized according to these regulations shall be the

location with the highest number of members of the Board of Directors, or the location where the Chairperson of the meeting is present.

Decisions approved during a meeting held via telephone that are properly organized and conducted shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Members of the Board of Directors participating in this meeting.

12. Voting

a. Except as stipulated at Point b of this Clause, each Member of the Board of Directors or a person authorized in accordance with Clause 9 of this Article who is physically present in a personal capacity at the meeting of the Board of Directors shall have one (01) vote;

b. A Member of the Board of Directors may not vote on contracts, transactions, or proposals in which that member or a related person of that member has an interest, and such interest conflicts or may conflict with the interests of the Company. A Member of the Board of Directors shall not be counted towards the minimum quorum of members required to hold a meeting of the Board of Directors regarding decisions on which that member is not entitled to vote;

c. According to the provisions at Point d of this Clause, when an issue arises at a meeting related to the interest or voting right of a Member of the Board of Directors and that member does not voluntarily relinquish the voting right, the ruling of the Chairperson is final, except in cases where the nature or scope of the relevant interest of the Member of the Board of Directors has not been fully disclosed;

d. A Member of the Board of Directors who benefits from a contract as stipulated in Clause 2, Clause 3 of Article 47 of this Charter shall be considered as having a material interest in that contract;

e. Supervisors have the right to attend meetings of the Board of Directors, have the right to participate in discussions, but do not have the right to vote.

13. Minutes of the Board of Directors' meeting:

a. Meetings of the Board of Directors must be recorded in minutes and may be recorded by audio, or recorded and stored in other electronic formats. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, including the following main contents:

- Name, Address of head office, and business registration number;
- Time and location of the meeting;
- Purpose, agenda, and content of the meeting;
- Full name of each member attending or the authorized person attending and the method of attendance; full names of members not attending and the reasons;

- Matters discussed and voted upon at the meeting;
- Summary of opinions of each attendee following the sequence of the meeting proceedings;
- Voting results, clearly stating members who voted for, against, and abstained;
- Issues that were approved and the corresponding voting rate for approval;
- Full names and signatures of the Chairperson and the minute-taker, except for cases stipulated at Point b of this Clause.

b. In the event that the Chairperson or the minute-taker refuses to sign the meeting minutes, but if signed by all other members of the Board of Directors who attended the meeting and includes all contents as prescribed at Point a of this Clause (except for the full names and signatures of the Chairperson and the minute-taker), then this record shall remain valid.

c. The Chairperson, the minute-taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.

d. The minutes of the Board of Directors' meeting and documents used during the meeting must be stored at the Address of head office of the Company.

e. Minutes shall be prepared in Vietnamese and in a foreign language with equal legal validity. In case there is any discrepancy in content between the minutes in Vietnamese and the foreign language, the content in the Vietnamese minutes shall apply.

Section III

GENERAL DIRECTOR, CORPORATE EXECUTIVE

Article 35. Organization of the management apparatus

The management system of the Company must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company shall have a General Director, Deputy General Directors, and a Chief Accountant. The appointment, dismissal, and removal of the aforementioned titles must be approved by resolution or decision of the Board of Directors.

Article 36. Executives

1. At the request of the General Director and with the approval of the Board of Directors, the Company may hire other executives with numbers and criteria appropriate to the Company's organizational structure and management regulations as stipulated by the Board of Directors. Corporate executives shall be

responsible for assisting the Company in achieving the set operational and organizational goals.

2. Salaries, remuneration, benefits, and other terms in the employment contract for the General Director shall be decided by the Board of Directors, and those for other executives shall be decided by the Board of Directors after consulting with the General Director.

3. The salaries of executives shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 37. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors appoints a member of the Board of Directors or hires another person as General Director; executes a contract specifying the salary, remuneration, benefits, and other relevant terms. Information regarding the General Director's salary must be reported at the Annual General Meeting of Shareholders and presented as a separate item in the Company's annual financial statements.

2. The term of the General Director shall not exceed five (05) years and the person may be reappointed for an unlimited number of terms. The appointment may become ineffective based on the provisions stipulated in the employment contract. The Board of Directors shall decide on the extension of the General Director's term of service in case of necessity.

3. The General Director must satisfy the following criteria and conditions:

a. Not falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises.

b. Holding at least a university degree or higher, with professional qualifications relevant to the Company's main production and business activities.

c. Being in good health, having good ethical qualities, being honest, having integrity, and having a sense of law compliance.

d. Having professional qualifications and experience in corporate business management.

e. The General Director shall not simultaneously serve as a member of the Board of Supervisors.

f. Not being a family member of any corporate manager or members of the Board of Supervisors of the Company.

g. Other conditions and criteria as decided by the Board of Directors.

4. The General Director has the following powers and responsibilities:

- a. To implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, and the business and investment plans of the Company;
 - b. To decide on matters relating to the daily business of the Company not within the authority of the Board of Directors;
 - c. To propose organizational structure plans and internal management regulations of the Company;
 - d. To appoint, dismiss, and remove managerial positions in the Company, except for positions under the authority of the Board of Directors;
 - e. To decide on salaries and other benefits for employees in the Company;
 - f. To recruit employees;
 - g. To propose plans for dividend payment or handling of business losses;
 - h. To propose the number and selection of corporate executives that the Company needs to hire... to propose salary, remuneration, benefits, and other terms of employment contracts for corporate executives;
 - i. To decide on purchasing, sales, business, and commercial contracts, credit agreements, construction contracts, and other contracts and transactions with a value of less than 35% (thirty-five percent) of the total value of the Company's assets recorded in the most recent financial statement of the Company. Except for contracts and transactions between the Company and the subjects specified in Clause 1, Article 47 of this Charter;
 - j. To decide on the policy and implementation of investment or sale of assets with a value of less than 1% (one percent) of the total value of the Company's assets recorded in the most recent financial statement of the Company.
 - k. To perform all other activities in accordance with the provisions of this Charter, the Company's regulations, resolutions of the Board of Directors, the employment contract of the General Director, and the law.
 - l. To have the right to refuse to execute and to propose adjustments to decisions that are contrary to the law or the provisions of the Company's Charter. If the Board of Directors does not provide a written response within 07 (seven) days, depending on the urgency and nature of the specific case, the General Director shall propose that the Chairman of the Board of Directors convene an extraordinary General Meeting of Shareholders for resolution or report to the competent State authority.
5. The General Director is the person who operates the daily business of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and to the law for the exercise of the assigned rights and obligations.

6. Dismissal and removal of the General Director: The General Director shall be dismissed or removed in the following cases:

- a. Being deceased, reported missing, or having a Court decision declaring the person deceased, missing, or having restricted civil act capacity;
- b. No longer meeting the full conditions and criteria to serve as General Director as prescribed;
- c. In case the General Director submits a resignation letter, the General Director must send the written letter to the Chairman of the Board of Directors at the Company's head office. Within a period of no more than 45 days, the Board of Directors is responsible for convening a meeting of the Board of Directors to appoint a new General Director.
- d. The Board of Directors may remove the General Director when the majority of members of the Board of Directors attending the meeting with voting rights vote in favor, and appoint a new General Director as a replacement.

Article 38. Person in charge of Corporate Governance and Company Secretary

1. Person in charge of Corporate Governance:

- a. The Board of Directors must appoint at least one (01) person to act as the Person in charge of Corporate Governance to assist in corporate governance. The Person in charge of Corporate Governance may concurrently hold the position of Company Secretary. The term of office for the Person in charge of Corporate Governance shall be decided by the Board of Directors, up to a maximum of five (05) years.
- b. The Person in charge of Corporate Governance must meet the following criteria:
 - Not concurrently working for the approved auditing organization that is conducting the audit of the Company's financial statements;
 - Other criteria as prescribed by law, this Charter, the Company's Internal Management Regulations, and decisions of the Board of Directors.
- c. The Board of Directors may remove the Person in charge of Corporate Governance when necessary, provided that it is not contrary to current labor laws. The Board of Directors may appoint an Assistant to the Person in charge of Corporate Governance from time to time.
- d. The Person in charge of Corporate Governance has the following rights and obligations:
 - To advise the Board of Directors in organizing meetings of the General Meeting of Shareholders in accordance with regulations and matters related to the relationship between the Company and shareholders;
 - To prepare for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
 - To advise on procedures for meetings;

- To attend meetings;
- To advise on procedures for drafting resolutions of the Board of Directors in compliance with the law;
- To provide financial information, minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;
- To supervise and report to the Board of Directors on the Company's information disclosure activities;
- To maintain confidentiality of information according to the provisions of law and the Company Charter;
- To act as the focal point of communication with stakeholders;
- Other rights and obligations as prescribed by law, the Charter, and the Internal Management Regulations of the Company.

2. Company Secretary:

When deemed necessary, the Board of Directors decides to appoint a Company Secretary. The Company Secretary has the following rights and obligations:

- a. To assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;
- b. To assist members of the Board of Directors in exercising their assigned rights and obligations;
- c. To assist the Board of Directors in applying and implementing corporate governance principles;
- d. To assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders;
- e. To assist the Company in strictly complying with obligations regarding information disclosure and administrative procedures.
- f. To maintain confidentiality of information according to the provisions of law and the Company Charter.
- g. Other rights and obligations as stipulated in the internal documents of the Company.

Section IV

THE BOARD OF SUPERVISORS

Article 39. Self-nomination and nomination of Supervisors

1. The self-nomination and nomination of members of the Board of Supervisors shall be carried out in a manner similar to the provisions in Article 29 of this Charter and the following regulations:

Shareholders owning ordinary shares have the right to combine their voting rights together to nominate candidates for the Board of Supervisors. Shareholders or groups of shareholders holding from 5% to less than 10% of total voting shares are entitled to nominate one (01) candidate; from 10% to less than 30% are entitled

to nominate a maximum of two (02) candidates; from 30% to less than 40% are entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% are entitled to nominate a maximum of four (04) candidates; and from 50% or more are entitled to nominate a maximum of five (05) candidates.

2. In the event that the number of candidates for the Board of Supervisors through nomination and self-nomination is still insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to the mechanism specified by the company in the Regulations on Corporate Governance. The mechanism for the incumbent Board of Supervisors to nominate candidates for the Board of Supervisors must be clearly announced and approved by the General Meeting of Shareholders before conducting the nominations.

Article 40. Composition of the Board of Supervisors

1. The number of members of the Company's Board of Supervisors is three (03). The term of a member of the Board of Supervisors is 05 years, and a member of the Board of Supervisors may be re-elected for an unlimited number of terms. More than half of the members of the Board of Supervisors must be permanent residents of Vietnam.

2. In the event that the terms of members of the Board of Supervisors expire at the same time but a new term's member of the Board of Supervisors has not yet been elected, the outgoing member of the Board of Supervisors shall continue to exercise their rights and duties until the new term's member of the Board of Supervisors is elected and takes office.

3. A member of the Board of Supervisors must satisfy the following standards and conditions:

a. Not fall under the subjects prescribed in Clause 2, Article 17 of the Law on Enterprises;

b. Not be a family member of a member of the Board of Directors, the General Director, or other managers;

c. Not be a corporate manager; it is not required to be a shareholder or an employee of the Company;

d. A member of the Board of Supervisors of a listed joint stock company or a company in which the State holds more than 50% of the Charter capital must be an auditor or an accountant;

e. Other standards and conditions as provided by relevant laws.

f. Not work in the accounting or finance department of the Company;

g. Not be a member or employee of an auditing organization approved to audit the Company's financial statements for the three (03) consecutive years preceding that period.

h. Trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a specialty relevant to the Company's business activities.

4. Dismissal and removal of members of the Board of Supervisors :

a. A member of the Board of Supervisors shall be dismissed in the following cases:

- No longer meeting the standards and conditions to act as a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises;
- Submitting a resignation letter and having it accepted;
- Other cases as provided by law, this Charter, and the internal Regulations on Corporate Governance of the Company.

b. A member of the Board of Supervisors shall be removed in the following cases:

- Failing to fulfill the assigned tasks and work;
- Failing to exercise their rights and duties for six (06) consecutive months, except in force majeure cases;
- Seriously or repeatedly violating the duties of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
- According to the Decision of the General Meeting of Shareholders.

Article 41. Head of the Board of Supervisors

1. The Supervisors shall elect one among themselves to be the Head of the Board of Supervisors by majority rule. The Head of the Board of Supervisors must possess a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a specialty relevant to the Company's business activities.

2. The Head of the Board of Supervisors has the following rights and responsibilities:

a. Preparing programs, contents, and documents serving the meetings, and convening and chairing meetings of the Board of Supervisors;

b. Establishing the work program and plan of the Board of Supervisors and taking personal responsibility before the General Meeting of Shareholders for the effectiveness of the Board of Supervisors;

c. Requesting the Board of Directors, the General Director, and other managers to provide relevant information for the purpose of reporting to the Board of Supervisors;

d. Receiving and organizing the processing of documents and reports of the Board of Supervisors submitted to the General Meeting of Shareholders or sent to the Board of Directors, members of the Board of Directors, and the Board of Management for transmission to the Board of Supervisors;

e. Preparing and signing the reports of the Board of Supervisors after consulting with the Board of Directors to be submitted to the General Meeting of Shareholders.

Article 42. Rights and duties of the Board of Supervisors

1. Powers and duties of the Board of Supervisors:

a. The Board of Supervisors performs supervision of the Board of Directors and the General Director in the management and administration of the Company.

b. Inspecting the reasonableness, legality, truthfulness, and diligence in management and administration of business activities; as well as the systematic, consistent, and appropriate nature of accounting, statistics, and financial reporting.

c. Appraising the completeness, legality, and truthfulness of the report on business situation, annual and semi-annual financial statements of the Company, and the assessment report on the management work of the Board of Directors, and presenting the appraisal report at the annual General Meeting of Shareholders. Reviewing contracts and transactions with affiliated persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and making recommendations regarding contracts and transactions that require approval by the Board of Directors or the General Meeting of Shareholders.

d. Reviewing, inspecting, and assessing the effectiveness and efficiency of the internal control, internal audit, risk management, and early warning systems of the Company.

e. Examining the accounting books, accounting records, and other documents of the Company, as well as the management and operational activities of the Company when considered necessary or pursuant to a Resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 16 of the Charter.

f. When there is a request from a shareholder or group of shareholders as stipulated in Clause 2, Article 16 of the Charter, the Board of Supervisors shall carry out the inspection within 07 working days from the date of receiving the request. Within 15 days from the date of concluding the inspection, the Board of Supervisors must report on the issues requested for inspection to the Board of Directors and the shareholder or group of shareholders who made the request.

g. The inspection by the Board of Supervisors as stipulated in this Clause shall not hinder the normal operations of the Board of Directors, nor disrupt the administration of the Company's business activities.

h. Proposing to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure, management, supervision, and administration of the Company's business activities.

i. When it is discovered that a member of the Board of Directors or the General Director is in violation of the provisions of Article 165 of the Law on Enterprises, they must immediately notify the Board of Directors in writing, requesting the

violating party to cease the violation and implement solutions to remediate the consequences.

j. Attending and participating in discussions at the General Meeting of Shareholders, meetings of the Board of Directors, and other meetings of the Company.

k. Utilizing independent consultants and the Company's internal audit department to perform assigned tasks.

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

m. Proposing and recommending that the General Meeting of Shareholders approve the list of auditing organizations qualified to audit the Company's financial statements; deciding on the auditing organization qualified to inspect the Company's operations, and removing qualified auditors when deemed necessary;

n. Taking responsibility before the shareholders for their supervisory activities;

o. Supervising the financial situation of the company, compliance with the law in the activities of the members of the Board of Directors, the General Director, and other managers; and the coordination between the Board of Supervisors, the Board of Directors, the General Director, and shareholders;

p. In the event of discovering acts of law violation or violation of the Company Charter by members of the Board of Directors, the General Director, and other corporate executives, notifying the Board of Directors in writing within 48 hours, requesting the violating party to cease the violation and implement solutions to remediate the consequences;

q. Reporting to the General Meeting of Shareholders on the following: In the case of a public company operating under the model prescribed at Point a, Clause 1, Article 137 of the Law on Enterprises, the Report on the activities of the Board of Supervisors submitted to the annual General Meeting of Shareholders as prescribed at Point d, Point đ, Clause 3, Article 139 of the Law on Enterprises, must also ensure the inclusion of the following contents:

i. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each Supervisor as prescribed at Clause 3, Article 172 of the Law on Enterprises and the Company Charter;

ii. Summary of meetings of the Board of Supervisors and conclusions and recommendations of the Board of Supervisors;

iii. Results of supervision of the company's operational and financial situation;

iv. Results of supervision of the Board of Directors, the Director (General Director), and other corporate executives;

v. Assessment results of the coordination between the Board of Supervisors and the Board of Directors, the Director (General Director), and the shareholders.

vi. Report on evaluation of transactions between the Company, the Company's subsidiaries, companies under the control of Saigon Traffic Construction Joint Stock Company with a stake of over 50% of the Charter capital, and members of the Board of Directors, the General Director, other executives of the Company,

and their affiliated persons; transactions between Saigon Traffic Construction Joint Stock Company and companies in which the members of the Board of Directors, the General Director, or other executives of the Company were founding members or corporate managers within three (03) years prior to the Time of transaction.

r. Ensuring coordination with the Board of Directors, the General Director, and shareholders;

s. Developing the Regulations on Operation of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval.

t. Perform other rights and obligations as prescribed by the Law on Enterprises, the Company's Charter, and Resolutions of the General Meeting of Shareholders.

2. The Board of Supervisors has the right to provide information as prescribed in Article 171 of the Law on Enterprises.

Article 43. Meetings of the Supervisory Board

1. The Board of Supervisors may issue regulations regarding the meetings of the Board of Supervisors and its operational methods. The Board of Supervisors must meet at least twice (02) per year, and the number of members participating in the meetings must be at least two-thirds (2/3) of the members of the Board of Supervisors. The minutes of the Board of Supervisors meetings shall be recorded in detail and clearly. The minutes taker and members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. The minutes of the Board of Supervisors meetings must be maintained in order to determine the responsibility of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request Members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and respond to issues that need to be clarified.

Article 44. Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and entitled to other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors are reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Board of Supervisors shall be recorded as business expenses of the Company in accordance with the laws on

corporate income tax and other relevant legal regulations, and must be listed as a separate item in the Company's annual financial statements.

Section V

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS BOARD OF SUPERVISORS, GENERAL DIRECTOR, AND EXECUTIVES

Members of the Board of Directors, the Board of Supervisors, the General Director, and executives have the responsibility to perform their duties, including duties in their capacity as members of sub-committees of the Board of Directors, honestly and prudently in the best interests of the Company.

Article 45. Disclosure of related interests

The disclosure of interests and affiliated persons of the Company shall be implemented in accordance with the following regulations:

1. The Company must compile and update a list of affiliated persons of the Company in accordance with the provisions of Clause 23, Article 4 of the Law on Enterprises, Clause 46, Article 4 of the Law on Securities, and their corresponding transactions with the Company;
2. Members of the Board of Directors, the Board of Supervisors, the General Director, and other managers of the Company must declare their related interests with the Company, including:
 - a. The name, business code, address of head office, and business lines of the enterprise which they own or hold controlling interest or shares; the percentage and time of ownership of such capital contribution or shares;
 - b. The name, business code, address of head office, and business lines of the enterprise that their affiliated persons own, jointly own, or separately own capital contribution or shares exceeding 10% of the Charter capital.
3. The declaration specified in Clause 2 of this Article must be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement;
4. The storage, disclosure, examination, extraction, and copying of the List of affiliated persons and declared related interests as stipulated in Clause 1 and Clause 2 of this Article shall be carried out as follows:
 - a. The Company must announce the List of affiliated persons and related interests to the General Meeting of Shareholders at the annual meeting;
 - b. The list of affiliated persons and related interests shall be kept at the head office of the enterprise; if necessary, part or all of the content of the aforementioned List may be kept at the Company's branches;

c. Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Board of Supervisors, the General Director, and other executives have the right to examine, extract, and copy part or all of the declared contents;

d. The Company must facilitate the persons specified in Point c of this Clause to access, examine, extract, and copy the list of affiliated persons and related interests in the fastest and most convenient manner; and must not hinder or create difficulties for them in exercising this right. The order and procedures for examination, extraction, and copying of the declared contents of affiliated persons and related interests shall be carried out in accordance with the Company's Charter.

5. Any Member of the Board of Directors or General Director acting on their own behalf or on behalf of others to perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and the Board of Supervisors and may only carry it out when approved by the majority of the remaining members of the Board of Directors; if the work is performed without declaration or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Article 46. Responsibilities of managers and executives of the Company

1. Members of the Board of Directors, the General Director, and other managers and executives have the following responsibilities:

a. Perform assigned rights and obligations in strict compliance with the Law on Enterprises, relevant laws, the Company's Charter, and Resolutions of the General Meeting of Shareholders;

b. Exercise assigned rights and obligations honestly, prudently, and to the best of one's ability to ensure the maximum lawful interests of the Company;

c. Remain loyal to the interests of the Company and shareholders; not use information, secrets, or business opportunities of the Company, nor abuse their position, authority, or use the Company's assets for personal gain or to serve the interests of other organizations or individuals;

d. Timely, fully, and accurately notify the Company of the contents stipulated in Clause 2, Article 164 of the Law on Enterprises.

e. Notify the Board of Directors and the Board of Supervisors in writing about transactions between the Company, its subsidiaries, or other companies controlled by the Company with a capital ownership of 50% or more with that very entity or with the affiliated persons of that entity as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these Resolutions in accordance with securities laws on information disclosure.

f. Members of the Board of Directors, members of the Board of Supervisors, the Director (General Director), other managers, and their affiliated persons may only use information obtained through their positions to serve the interests of the Company; they shall not use or disclose internal information to others to conduct related transactions.

2. Members of the Board of Directors, the General Director, and other managers and executives who violate the provisions of Clause 1 of this Article shall be personally or jointly responsible for compensating for lost benefits, returning received benefits, and compensating for all damages to the Company and third parties.

3. Other obligations as prescribed by law and the Company's Charter.

Article 47. Contracts and transactions must be approved by the General Meeting of Shareholders or the Board of Directors

1. Contracts and transactions between the Company and the following affiliated persons must be approved by the General Meeting of Shareholders or the Board of Directors:

a. Shareholders, authorized representatives of shareholders that are organizations owning more than 10% of the total ordinary shares of the Company, and their affiliated persons;

b. Members of the Board of Directors, the Director or General Director, members of the Board of Supervisors, and their affiliated persons;

c. Enterprises that Members of the Board of Directors, Board of Supervisors, the General Director, and other managers and executives of the Company must declare in accordance with the provisions of Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors approves contracts and transactions with the entities subject to Clause 1 of this Article if the contract or transaction has a value of less than 35% of the total asset value of the enterprise recorded in the most recent audited financial statements and such contract or transaction does not result in the total value of transactions arising within 12 months from the date of the first transaction being 35% or more of the total asset value recorded in the most recent audited financial statements of the Company. In this case, the representative of the Company signing the contract or transaction must notify the members of the Board of Directors and the Board of Supervisors about the related entities involved in such contract or transaction, and at the same time attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification; members of the Board of Directors having related interests in the parties of the contract or transaction do not have the right to vote.

3. The General Meeting of Shareholders approves the following contracts and transactions:

a. Contracts and other transactions outside of those stipulated in Clause 2 of this Article;

b. Contracts or transactions for borrowing, lending, or selling assets with a value greater than 10% of the total asset value of the Company recorded in the most recent financial statements between the Company and shareholders owning 51% or more of the total voting shares or their affiliated persons.

In the cases mentioned above, the representative of the Company signing the contract or transaction must notify the Board of Directors and the Board of Supervisors of the related parties involved in such contract or transaction; at the same time, the draft contract or notice of the main content of the transaction must be enclosed. The Board of Directors shall present the draft contract, transaction, or explanation of the main content of the contract or transaction at the General Meeting of Shareholders or solicit shareholders' opinions in writing. In this case, shareholders with interests related to the parties in the contract or transaction have no voting rights; the contract or transaction shall be approved in accordance with Clause 1 and Clause 4, Article 148 of the Law on Enterprises.

4. A contract or transaction shall be void pursuant to the decision of a Court and processed in accordance with the provisions of law if it is signed in violation of the provisions of Clause 2 and Clause 3 of this Article; the signatory of the contract or transaction, and the related shareholders, members of the Board of Directors, or Directors or General Director must jointly compensate for the damages incurred and refund the Company for any benefits obtained from the performance of such contract or transaction.

A contract or transaction shall not be void in the case where such contract or transaction is deemed fair and reasonable in all aspects regarding the Company's shareholders by an independent consulting organization at the time of the transaction, or if such contract has been approved by the Board of Directors or the General Meeting of Shareholders.

Article 48. Responsibility for damages and compensation

1. Members of the Board of Directors, Board of Supervisors, the General Director, and executives who violate their obligations, their responsibilities of honesty and prudence, and fail to fulfill their duties shall be held liable for damages caused by their violations.

2. The Company shall indemnify those who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil, administrative, and other proceedings where the Company is not the plaintiff) if such person is or was a member of the Board of Directors, a member of Board of Supervisors, the General Director, other executives, employees, or an authorized representative of the Company, and was acting within the scope of their assigned duties for the Company, acting honestly and prudently in the interest of the Company, based on

compliance with the law, and there is no evidence to confirm that such person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and expenses incurred in reality (including attorney fees) when resolving these cases within the framework allowed by law. The Company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

CHAPTER IV

RIGHTS TO EXAMINE BOOKS AND RECORDS OF THE COMPANY

Article 49. Rights to examine books and records

1. Ordinary shareholders have the right to examine books and records as follows:

a. Ordinary shareholders have the right to review, search, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request the correction of their inaccurate information; and review, search, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

b. A shareholder or group of shareholders holding 05% or more of the total ordinary shares has the right to review, search, and extract copies of minutes, Resolutions, and Decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors and other documents, excluding documents related to the trade secrets and business secrets of the Company.

2. If the authorized representative of a shareholder or a group of shareholders requests to examine books and records, they must enclose a letter of authorization from the shareholder or group of shareholders that they represent, or a notarized copy of this letter of authorization.

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

4. The Company must keep this Charter and its amendments and supplements, the Certificate of Business Registration, regulations, documents proving ownership of assets, Resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and any other documents as required by law at the head office or another location, provided that

shareholders and the business registration authority are notified of the location where these documents are stored.

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

CHAPTER V

THE COMPANY - EMPLOYEES - TRADE UNION

Article 50. Employees and Trade Union

1. The General Director must develop a plan for the Board of Directors to approve issues related to recruitment, dismissal, salary, social insurance, welfare, rewards, and disciplinary actions for employees and executives of the Company.
2. The General Director must develop a plan for the Board of Directors to approve issues related to the Company's relationship with trade unions according to the best standards, practices, and management policies, the practices and policies prescribed in this Charter, the internal regulations of the Company, and the current laws.

CHAPTER VI

FINANCE AND INFORMATION DISCLOSURE

Article 51. Profit distribution

1. The General Meeting of Shareholders decides on the dividend payout ratio and the method of annual dividend payment from the Company's retained earnings.
2. Pursuant to the Law on Enterprises, the Board of Directors may decide to pay interim dividends if it deems such payment consistent with the Company's profitability.
3. The Company does not pay interest on dividends or any payments related to a class 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 shares, and the Board of Directors is the authority to execute this Decision.
5. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in VND. The payment may be made directly or through banks based on bank account details provided by shareholders or according to other payment methods as prescribed by law. In case the Company has made a transfer according to the exact bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount the Company has transferred to the beneficiary shareholder. Payment of dividends for shares listed or registered for trading on the Stock Exchange may

be carried out through securities companies or the Vietnam Securities Depository and Clearing Corporation.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a Resolution to determine a specific date to close the list of shareholders. Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or in shares, or receive notices or other documents.

7. The Company's profit, after offsetting losses of previous years as stipulated by the Law on Corporate Income Tax and paying corporate income tax, shall be used to set up funds and distribute dividends to shareholders, as planned and presented by the Board of Directors for decision by the General Meeting of Shareholders each year, in the following order:

a. Payment of corporate income tax to the State budget in accordance with the provisions of law.

b. Profit after payment of corporate income tax shall be distributed as follows:()*

- Distribution of profits to partners in joint ventures in accordance with the signed economic contracts (If any);

- Covering losses of previous years that have exceeded the time allowed for deduction from pre-tax profit as prescribed;

- Allocation to the enterprise development investment fund. The fund allocation percentage shall be decided by the General Meeting of Shareholders in accordance with current laws.

- Allocation to the reward fund, welfare fund for employees, and reward fund for corporate managers (). The fund contribution percentage shall be decided by the General Meeting of Shareholders in accordance with current laws;**

- Remaining profit shall be used to pay dividends to shareholders at a percentage decided by the General Meeting of Shareholders.

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

Article 52. Bank accounts

1. The Company is allowed to open accounts at Vietnamese banks or foreign bank branches authorized to operate in Vietnam.

*In accordance with Decree No. 140/2020/NĐ-CP dated November 30, 2020 (content related to Decree No. 140/2020/NĐ-CP will be automatically updated when this regulation is amended, supplemented, replaced, or repealed).

**Executed in accordance with Clause 2, Article 3 of Decree No. 53/2016/NĐ-CP dated June 13, 2016 (content related to Clause 2, Article 3 of Decree No. 53/2016/NĐ-CP will be automatically updated when this regulation is amended, supplemented, replaced, or repealed).

2. Subject to the prior approval of competent authorities, in case of necessity, the Company may open bank accounts abroad in accordance with the provisions of law.

3. The Company shall conduct all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company maintains accounts.

Article 53. Fiscal year

The Company's fiscal year begins on January 01 each year and ends on December 31 of each calendar year.

The first fiscal year begins from the date of issue of the Enterprise Registration Certificate and ends on December 31 of the same year.

Article 54. Accounting system

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

2. The Company shall keep accounting books in Vietnamese. The Company shall maintain accounting records based on the type of business activities in which the Company participates. These records must be accurate, up-to-date, systematic, and sufficient to verify and explain the Company's transactions.

3. The Company uses Vietnamese Dong (or freely convertible foreign currency in cases approved by competent state authorities) as the currency unit for accounting.

Article 55. Annual, semi-annual, and quarterly financial statements

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

2. Annual financial statements must include full reports, appendices, and notes as required by the laws on corporate accounting. Annual financial statements must truthfully and objectively reflect the situation of the Company.

3. The Company must prepare and disclose reviewed semi-annual reports and quarterly reports in accordance with the provisions of law on information disclosure in the securities market and submit them to the competent state authority.

Article 56. Annual report

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

Article 57. Audit

1. The General Meeting of Shareholders designates an independent audit company or approves a list of independent audit companies and authorizes the Board of Directors to select one of these entities to perform audit activities for the Company for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. Auditors performing the audit of the Company's financial statements may attend meetings of the General Meeting of Shareholders, are entitled to receive notices and other information related to the General Meeting of Shareholders, and have the right to express opinions at the meeting on matters related to the audit.

Article 58. Seal

1. The seal includes a seal created at a seal engraving facility or a seal in the form of a digital signature as prescribed by the laws on electronic transactions.
2. The Board of Directors decides on the form, quantity, and content of the seal of the Company, its branches, representative offices, and other units.
3. The Board of Directors and the General Director use and manage the seal according to the regulations issued by the enterprise, branch, representative office, or other unit of the enterprise possessing a seal and the provisions of current law.

CHAPTER VII

ESTABLISHMENT, MANAGEMENT AND OPERATION OF THE COMPANY'S SUBSIDIARIES

Article 59. Establishment of the subsidiaries

The Company has the right to establish or participate in the establishment of the Company's subsidiaries to meet the Company's business development requirements. The process and procedures for establishing the Company's subsidiaries are carried out in accordance with the provisions of law and this Charter.

Article 60. Legal form of the subsidiaries

The Company's subsidiaries are established in one of the following forms:

1. The Company owns 100% of the Charter capital of the Company's subsidiary. In this case, the legal form of the subsidiary is a one-member limited liability company.
2. The Company owns controlling capital contributions or controlling shares of the subsidiary's charter capital. In this case, the legal form of the subsidiary is a limited liability company with two or more members or a joint-stock company.

3. The Company's subsidiary has legal status, has its own seal, and has the right to financial autonomy as prescribed by law.

Article 61. Relationship between the Company and the Company's subsidiaries

1. Depending on the type of subsidiary, the Company exercises its rights and obligations toward the subsidiary as an owner or member/shareholder in accordance with the provisions of law. Contracts, transactions, and other relationships between the Company and the subsidiary are established and implemented independently and equally in accordance with the law and this Charter.

2. The Company exercises the right to supervise the management and administration of the business operations of the subsidiary.

3. In the event that the Company intervenes beyond the authority of an owner, member, or controlling Shareholder and forces the subsidiary to conduct business activities contrary to normal practice or activities that are unprofitable, the Company must be held responsible for such interventions. The Company must compensate the subsidiary if the intervention exceeds the Company's authority and causes damage to the subsidiary.

4. Corporate managers who are responsible for the intervention, forcing the subsidiary to carry out business activities as stipulated in Clause 3 of this Article, must be jointly responsible with the Company for such damages.

5. In the event that business operations as stipulated in Clause 3 of this Article performed by the subsidiary bring benefits to another subsidiary of the Company, the beneficiary subsidiary must be jointly liable with the Company to refund the benefited amount to the damaged subsidiary.

Article 62. Financial statements of the Company and the subsidiaries

1. At the end of the fiscal year, in addition to reports and documents as required by law, the Company must also prepare the following reports:

a. Consolidated financial statements of the Company and the Company's subsidiaries as per the provisions of the laws on accounting;

b. Annual business results reports of the Company and the Company's subsidiaries;

c. Summary report on the management and administration of the Company and the Company's subsidiaries.

2. Upon the request of the Company's Capital Representative at the subsidiary, the subsidiary must provide reports, documents, and necessary information to prepare the consolidated financial statements and summary reports of the Company and its subsidiaries.



3. The annual financial finalization reports and documents of the Company, the Company's subsidiaries, and the consolidated financial statements and combined reports of the Company and the Company's subsidiaries must be stored at the Company's headquarters. Copies of the reports and documents specified in this clause must be kept at the Company's branches in Vietnam.

CHAPTER VIII

TERMINATION OF OPERATION AND LIQUIDATION

Article 63. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a. Pursuant to a Resolution or Decision of the General Meeting of Shareholders;
 - b. The Enterprise Registration Certificate is revoked, except in cases where the Law on Tax Administration provides otherwise;
 - c. Other cases as prescribed by law.
2. The early dissolution of the Company is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) as prescribed.

Article 64. Liquidation

1. At least six (06) months before the end of the Company's operating term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members are designated by the General Meeting of Shareholders and one (01) member is designated by the Board of Directors from an independent audit company. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among Company employees or independent experts. All costs related to the liquidation are given priority by the Company to be paid before other debts of the Company.
2. The Liquidation Committee is responsible for reporting the date of its establishment and the date it commences operation to the business registration authority. From that point on, the Liquidation Committee represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.
3. Proceeds from the liquidation shall be paid in the following order:
 - a. Liquidation expenses;
 - b. Wages, severance allowances, insurance costs, and other benefits for employees as per collective labor agreements and signed labor contracts;
 - c. Taxes and other payments to the State;
 - d. Loans (if any);

- e. Other debts of the Company;
- f. The remaining balance after paying all debts from items (a) to (e) above shall be distributed to shareholders. Preference Shares are given priority for payment first.

CHAPTER IX

INTERNAL DISPUTE RESOLUTION

Article 65. Internal dispute resolution

1. In the event of a dispute or complaint related to the operations of the Company or to the rights and obligations of shareholders as provided by the Law on Enterprises, other laws, this Charter, or other provisions of law or agreements between:

- a. A Shareholder and the Company;
- b. A Shareholder and the Board of Directors, the Board of Supervisors, the General Director, or an Executive.

Involved parties shall attempt to resolve such disputes through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and require each party to present information related to the dispute within 30 working days from the date the dispute arises. In the event that the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.

2. In the event that a conciliation decision is not reached within six (06) weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to an Arbitrator or a Court.

3. Parties shall bear their own costs related to negotiation and mediation procedures. Payment of Court costs shall be performed in accordance with the Court's judgment.

CHAPTER X

IMPLEMENTATION PROVISIONS

Article 66. Amendment and modification of the Charter

- 1. Amendments and modifications to this Charter must be considered and decided by the General Meeting of Shareholders.
- 2. In cases where provisions of law related to the operations of the Company have not been mentioned in this Charter, or in cases where new legal provisions are

different from the clauses in this Charter, such legal provisions shall automatically apply and regulate the operations of the Company.

Article 67. Effective date

1. This Charter consists of 10 chapters and 67 articles and was unanimously approved by the General Meeting of Shareholders of Saigon Traffic Construction Joint Stock Company on April 22, 2026, at the General Meeting of Shareholders, and the full content of this Charter was approved for effectiveness.
2. The Charter is made in ten (10) copie, all having equal validity and must be kept at the head office of the Company.
3. This is the unique and official Charter of the Company.
4. Copies or extracts of the Company Charter shall be valid when they bear the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

LEGAL REPRESENTATIVE

GENERAL DIRECTOR



HOANG ANH GIAO