

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

CHARTER

BEN THANH TOURISM SERVICES CORPORATION

*(Amended and supplemented for the 6th time pursuant to Resolution of the Annual General Meeting
Of Shareholders 2026 No. 01/2026/NQ-DHDCĐ dated 05/06/2026)*

Ho Chi Minh City, dated 05/06/2026



TABLE OF CONTENTS

I. DEFINITIONS OF TERMS IN THE CHARTER	5
Article 1. Interpretation of terms.....	5
II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY.....	6
Article 2. Name, form, address, branches, representative offices, business locations, and duration of operation of the Company	6
Article 3. Legal Representative of the Company.....	6
III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY	7
Article 4. Operational objectives of the Company	7
Article 5. Scope of business and operations of the Company	13
IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS.....	13
Article 6. Charter capital, shares, founding shareholders.....	13
Article 7. Share certificate	14
Article 8. Other securities certificates	14
Article 9. Transfer of Shares	14
Article 10. Redemption of Shares	15
V. ORGANIZATIONAL, MANAGEMENT, AND SUPERVISORY STRUCTURE	15
Article 11. Organizational, management, and supervisory structure	15
IV. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS.....	15
Article 12. Rights of shareholders	15
Article 13. Obligations of shareholders	17
Article 14. General Meeting of Shareholders	17
Article 15. Rights and obligations of the General Meeting of Shareholders.....	19
Article 16. Proxy for attending the General Meeting of Shareholders.....	20
Article 17. Variation of rights	21
Article 18. Convening meetings, meeting agenda, and notice of invitation to the General Meeting of Shareholders	21
Article 19. Conditions for conducting the General Meeting of Shareholders.....	22
Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders	23
Article 21. Conditions for a Resolution of the General Meeting of Shareholders to be passed	25
Article 22. Authority and procedures for collecting shareholders' opinions in writing to pass a Resolution of the General Meeting of Shareholders	25
Article 23. Resolution, Minutes of the General Meeting of Shareholders.....	27

Article 24. Request to cancel a Resolution of the General Meeting of Shareholders	28
VI. BOARD OF DIRECTORS.....	28
Article 25. Candidacy and nomination of members of the Board of Directors	28
Article 26. Composition and term of members of the Board of Directors	29
Article 27. Powers and obligations of the Board of Directors	30
Article 28. Remuneration, bonuses, and other benefits of members of the Board of Directors.....	31
Article 29. Chairman of the Board of Directors	32
Article 30. Meetings of the Board of Directors	33
Article 31. The committees of the board of directors.....	35
Article 32. Person in charge of corporate governance	35
VII. GENERAL DIRECTOR; OTHER EXECUTIVES AND COMPANY SECRETARY	35
Article 33. Organize the management apparatus.....	35
Article 34. Corporate Managers	36
Article 35. Appointment, dismissal, rights, and obligations of the General Director	36
Article 36. Company Secretary	37
VIII. BOARD OF SUPERVIORS.....	37
Article 37. Candidacy and nomination of members of the Board of Supervisors	37
Article 38. Composition of the Board of Supervisors.....	38
Article 39. Head of the Board of Supervisors	38
Article 40. Rights and obligations of the Board of Supervisors.....	39
Article 41. Meetings of the Board of Supervisors	40
Article 42. Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors	40
IX. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVIORS, GENERAL DIRECTORS AND OTHER EXECUTIVES	40
Article 43. Duty of honesty and avoidance of conflicts of interest	40
Article 44. Liability for damages and compensation.....	41
X. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS	42
Article 45. Right to inspect books and records.....	42
XI. EMPLOYEES AND TRADE UNION	42
Article 46. Employees and unions.....	42
XII. PROFIT DISTRIBUTION	42
Article 47. Profit distribution.....	42
XIII. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME.....	43
Article 48. Bank accounts	43

Charter of Ben Thanh Tourism Service Joint Stock Company

Article 49. Fiscal year.....	43
Article 50. Accounting regime.....	43
XIV. FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES	43
Article 51. Annual, semi-annual, and quarterly financial statements.....	43
Article 52. Annual report.....	44
XV. COMPANY AUDIT	44
Article 53. Audit	44
XVI. COMPANY SEAL	44
Article 54. Company seal.....	44
XVII. DISSOLUTION OF THE COMPANY	44
Article 55. Dissolution of the Company.....	44
Article 56. Liquidation.....	45
XVIII. INTERNAL DISPUTE RESOLUTION	45
Article 57. Resolve internal disputes	45
XIX. AMENDMENT AND SUPPLEMENT TO THE CHARTER	45
Article 58. Company Charter.....	45
XX. EFFECTIVE DATE	46
Article 59. Effective date.....	46

PREAMBLE

This Charter was passed pursuant to the Resolution of the General Meeting of Shareholders No. 01/2026/NQ-DHĐCĐ dated 05/06/2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

a) *“Charter capital” means the total par value of shares sold or registered for purchase upon the establishment of the Joint Stock Company and in accordance with Article 6 of this Charter;*

b) *“Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on June 17, 2020, and its amendments and supplements;*

c) *“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, and its amendments and supplements;*

d) *“Date of establishment” means the date the Company is first issued the Business Registration Certificate (Business Registration Certificate and equivalent valid documents);*

e) *“Managers” means the General Director, Deputy General Director, and Chief Accountant appointed by the Board of Directors;*

f) *“Managers” means the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors;*

g) *“Affiliated persons” means individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;*

h) *“Shareholder” means an individual or organization owning at least 01 (one) share of the Company;*

i) *“Founding shareholder” means a shareholder owning at least 01 (one) ordinary share and signing the list of founding shareholders of the Joint Stock Company;*

j) *“Major shareholders” means shareholders as defined in Clause 18, Article 4 of the Securities Law;*

k) *“Member of the Board of Supervisors” means a Supervisor;*

l) *“Duration of operation” means the operating time of the Company as stipulated in Article 2 of this Charter;*

m) *“The Stock Exchange” means the Vietnam Stock Exchange and its Company’s subsidiaries.*

n) *“VSDC” means the Vietnam Securities Depository and Clearing Corporation (VSDC).*

o) *“Contact address” means the registered head office address for organizations; the permanent residence address, workplace address, or other address of an individual that they register with the enterprise to serve as a contact address.*

p) *“Trade Secret” means information regarding cost and profit, finance, technological solutions, and business techniques. Examples include: Business processes, techniques, and know-how; Customer data (including personal information, preferences, booking history, and customer feedback); Marketing strategies (advertising and promotional strategies and market approach methods used by the Company to attract customers); Pricing and policies (price structure, refund policies, and terms and conditions applied by the Company to its services); Information about service partners (such as hotels, airlines, and other suppliers with whom the Company collaborates); Internal processes, booking management systems, and technology used by the Company to operate services; Proprietary products and services (tours, service packages, or exclusive experiences offered by the Company that are not available elsewhere); Research reports and analyses on travel trends, customer needs, and factors affecting the tourism industry.*

q) "Business Secret" means information obtained from financial and intellectual investment activities that has not been disclosed and is capable of being used in business. Examples include: Long-term and short-term plans for company development, including goals, target markets, and competitive approaches; Information and data on revenue, costs, profits, and other financial indicators that the Company has not publicly disclosed; Processes for tour design or customer management; Information technology systems, booking management software, and data analysis tools developed or used by the Company to optimize operations; Customer data (including detailed customer information, preferences, consumption behavior, and feedback, helping the Company personalize services and improve customer experience);...

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

3. The headings (Sections, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, address, branches, representative offices, business locations, and duration of operation of the Company

1. Name of company

- Vietnamese name: CÔNG TY CỔ PHẦN DỊCH VỤ DU LỊCH BẾN THÀNH
- English name: BenThanh Tourist Service Corporation
- Abbreviated name: BenThanh Tourist

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

3. The registered address of the Company is:

- Address: No. 70 Ly Tu Trong, Ben Thanh Ward, Ho Chi Minh City, Vietnam
- Telephone: +84 (0) 28 3822 7788
- Fax: 028.38295060
- E-mail: benthanh@benthanhtourist.com
- Website: www.benthanhtourist.com

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

5. Unless terminated before the expiration date as provided in Article 55, the duration of operation of the Company shall be indefinite from the date of establishment.

Article 3. Legal Representative of the Company

1. The Company has 01 (one) Legal Representative. The General Director is the Legal Representative of the Company.

2. The Legal Representative of the Company is the individual representing the Company in exercising rights and obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, or person with related interests and obligations before Arbitration or Courts. The

Charter of Ben Thanh Tourism Service Joint Stock Company

responsibilities of the Legal Representative shall be implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.

3. The Legal Representative of the Company must reside in Vietnam; and must authorize in writing another person to exercise the rights and obligations of the Legal Representative at the Company when exiting Vietnam.

4. In case the authorization expires and the Legal Representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the Legal Representative of the Company within the authorized scope until the Legal Representative of the Company returns to work, or until the Board of Directors decides to appoint another person as a replacement.

5. In case of absence from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and duties of the Legal Representative of the Company, the Board of Directors shall appoint another person as the Legal Representative of the Company.

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

Article 4. Operational objectives of the Company

1. The Company's main business lines are:

No.	Industry name	Industry code
1	Retail sale of food in specialized stores (implemented in accordance with Decision 64/2009/QD-UBND dated 31/07/2009 and Decision No. 79/2009/QD-UBND dated 17/10/2009 of the People's Committee of Ho Chi Minh City on the planning of agricultural and food business in Ho Chi Minh City)	4721
2	Retail sale of food in specialized stores (implemented in accordance with Decision 64/2009/QD-UBND dated 31/07/2009 and Decision No. 79/2009/QD-UBND dated 17/10/2009 of the People's Committee of Ho Chi Minh City on the planning of agricultural and food business in Ho Chi Minh City)	4722
3	Reservation services and related services for the promotion and organization of tours	7990
4	Installation of water supply, drainage, heating, and air conditioning systems (not operating at the head office)	4322
5	Manufacture of cocoa, chocolate, and confectionery (not operating at the head office)	1073
6	Wholesale of rice, wheat, other grains, and flour (not operating at the head office)	4631
7	Other entertainment activities not elsewhere classified	9329

Charter of Ben Thanh Tourism Service Joint Stock Company

No.	Industry name	Industry code
	Details: Farming of agricultural and aquatic products combined with eco-tourism (under the farm economy model), amateur music club; Karaoke room business; Professional art performance organization (not performing fire or explosion effects; not using explosives, flammable substances, or chemicals as props or tools for art programs, events, or films); Amusement park business (duck pedal boats, river floating bathing, folk games) (not operating at the head office)	
8	Processing and preserving aquatic products and products from aquatic products (not operating at the head office)	1020
9	Retail sale of tobacco and pipe tobacco products in specialized stores (implemented in accordance with Decision 64/2009/QĐ-UBND dated 31/07/2009 and Decision No. 79/2009/QĐ-UBND dated 17/10/2009 of the People's Committee of Ho Chi Minh City on the planning of agricultural and food business in Ho Chi Minh City)	4724
10	Retail sale of beverages in specialized stores	4723
11	Retail sale of household electrical appliances, beds, wardrobes, tables, chairs, and similar furniture, lamps and lighting sets, and other household goods not elsewhere classified in specialized stores	4759
12	Other road passenger transport Details: Road tourist transport; Passenger transport business by contract by car	4932
13	Inland waterway passenger transport	5021
14	Inland waterway freight transport	5022
15	Wine production	1102
16	Manufacture of plywood, veneer, and other thin boards (not operating at the head office)	1621
17	Motion picture projection activities (excluding film production)	5914
18	Printing (excluding printing and coating of metal packaging, printing on textile products, weaving, sewing, knitting at the head office)	1811
19	Printing-related services	1812
20	Road passenger transport within inner cities and suburbs (excluding bus transport)	4931

Charter of Ben Thanh Tourism Service Joint Stock Company

No.	Industry name	Industry code
21	Road freight transport (excluding liquefaction of gas for transport)	4933
22	Provision of catering services under irregular contracts with customers	5621
23	Rental of motor vehicles	7710
24	Retail sale of computers, peripheral equipment, software, and telecommunications equipment in specialized stores	4741
25	Information technology service activities and other computer-related services Details: Informatics services	6209
26	Wholesale of other machinery, equipment, and spare parts Details: Trading of machinery, equipment, spare parts, accessories for the garment industry, equipment, machinery for the photography industry; Trading of water treatment equipment (not operating at the head office)	4659
27	Creative, arts, and entertainment activities Details: Art performance organization (not operating at the head office); Services: electronic games; Disco, music tea room, karaoke business (excluding prize-winning electronic game business and not operating at the head office)	9000
28	Service activities supporting rail and road transport Details: Car and motorcycle parking services	5221
29	Supply and management of labor resources Details: Supply and management of domestic labor resources (excluding labor subleasing)	7830
30	Wholesale of other household goods Details: Trading of electrical, electronic, refrigeration, household appliances, gas stoves, stationery, student supplies, children's toys (excluding toys harmful to children's personality development, health, or affecting security, order, and social safety), sports equipment, cosmetics; Wholesale of books, newspapers, magazines, stationery (with content permitted for circulation)	4649
31	Wholesale of food Details: Wholesale of meat and meat products; Wholesale of aquatic products, wholesale of vegetables, fruits; Wholesale of coffee; Wholesale of tea; Wholesale of sugar, milk and dairy products, confectionery and products processed from cereals, flour, and starch; Wholesale of eggs and egg products; Wholesale of animal and vegetable oils and fats; Wholesale of pepper, other spices; Wholesale of food for pets; Wholesale of honey	4632

Charter of Ben Thanh Tourism Service Joint Stock Company

No.	Industry name	Industry code
32	Wholesale of beverages Details: Wholesale of alcoholic beverages; Wholesale of non-alcoholic beverages.	4633
33	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, rattan) and live animals Details: Trading of agricultural products, food: wheat - flour; flowers and ornamental plants (not operating at the head office)	4620
34	Wholesale of other construction materials and installation equipment Details: Trading of processed wood, construction materials, paint	4663
35	Wholesale of electronic and telecommunications equipment and components Details: Trading of telephones	4652
36	Wholesale of solid, liquid, gaseous fuels and related products Details: Trading of gas, lubricants, solvents (not operating at the head office)	4661
37	Other manufacturing not elsewhere classified Details: manufacture of souvenirs for tourists (not operating at the head office)	3290
38	Manufacture of household electrical appliances Details: Manufacture, assembly, and processing of household electrical appliances (not operating at the head office)	2750
39	Manufacture of ready-made garments (except apparel) Details: Manufacture, assembly, and processing of garments (not operating at the head office).	1322
40	Photographic activities Details: Printing and enlarging of photographs, photography, filming, film editing, and photo developing and printing	7420
41	Manufacture of other food products not elsewhere classified Details: Manufacture and processing of food (not operating at the head office)	1079
42	Manufacture of other electrical equipment Details: Manufacture, assembly, and processing of electronic and refrigeration goods (not operating at the head office)	2790
43	Advertising	7310

Charter of Ben Thanh Tourism Service Joint Stock Company

No.	Industry name	Industry code
	Details: Commercial advertising services	
44	Hairdressing, hairdressing, and shampooing Details: Makeup and facial care services (excluding activities causing bleeding) (not operating at the head office)	9631
45	Educational support services Details: Study abroad consultancy	8560
46	Activities of insurance agents and brokers Details: Activities of insurance agents	6622
47	Wholesale of automobiles and other motor vehicles Details: Trading of automobiles, transport vehicles, and buses	4511
48	Real estate business, land use rights owned, used, or leased by the owner Details: Leasing of offices, stalls, kiosks, and business shops; Investment in construction and housing business; Warehouse leasing; Real estate business	6810
49	Tour operator activities Details: Domestic and international tourism service business	7912 (main)
50	Restaurants and mobile food services Details: Restaurant business	5610
51	Other specialized wholesale not elsewhere classified Details: Trading of chemicals (excluding pharmaceuticals, pesticides, chemicals used in agriculture, highly toxic chemicals, and not wholesaling scrap or metal/non-metal waste at the head office); garment materials and raw materials; interior decoration goods, consumer goods (fabrics, clothing, domestically produced cigarettes); leather and imitation leather products, agricultural materials (excluding plant protection drugs), paper trading; trading of photographic materials	4669
52	Sale of motorcycles and motorbikes Details: Trading of motorcycles	4541
53	Retail sale of other new goods in specialized stores Details: Retail sale of fresh flowers, ornamental plants, seeds, fertilizers, pets, and pet food; Retail sale of souvenirs, wickerwork, handicrafts, worship items, and other goods for religious purposes; Retail sale of paintings, statues, and other commercial artworks; Retail sale of non-food and non-grocery goods not elsewhere classified; Retail sale of cameras, film, optical equipment, and	4773

Charter of Ben Thanh Tourism Service Joint Stock Company

No.	Industry name	Industry code
	<p>precision instruments; Retail sale of eyewear, including services serving the retail of eyewear such as measuring vision, grinding and fitting lenses; retail sale of watches and jewelry; Retail sale of stamps (not operating at the head office).</p> <p>(excluding retail of gas cylinders, liquefied petroleum gas (LPG), waste lubricating oil, gold bars, hunting or sports guns and ammunition, and metal currency; excluding retail of chemicals at the head office; implemented in accordance with Decision 64/2009/QD-UBND dated 31/07/2009 of the People's Committee of Ho Chi Minh City and Decision 79/2009/QD-UBND dated 17/10/2009 of the People's Committee of Ho Chi Minh City on approving the agricultural product planning in Ho Chi Minh City).</p>	
54	<p>Wholesale of metals and metal ores</p> <p>Details: Trading of jewelry and fine arts gold; trading of silver and gemstones</p>	4662
55	<p>Organization of trade promotion and introduction</p> <p>Details: Conference and seminar organization services. Organization of trade fairs and exhibitions (not performing fire or explosion effects; not using explosives, flammable substances, or chemicals as props or tools for performing arts programs, events, or films)</p>	8230
56	<p>Other telecommunications activities</p> <p>Details: Internet service provider</p>	6190
57	<p>Short-term accommodation services</p> <p>Details: Tourism accommodation business: hotels (meeting star standards and not operating at the head office)</p>	5510
58	<p>Sauna, massage, and similar health-enhancing services (excluding sports activities)</p> <p>Details: Massage, sauna, acupressure, back rubbing, and physical therapy services (not operating at the head office)</p>	9610
59	<p>Activities of labor and employment consulting, introduction, and brokerage centers/agencies</p> <p>Details: Employment service activities (excluding labor subleasing)</p>	7810
60	<p>Other support service activities related to transportation</p> <p>Details: Train ticket agency, airline ticket sales; Transport brokerage; Import-export cargo forwarding services</p>	5229
61	<p>Repair of electronic and optical equipment</p> <p>Details: Electronic repair (excluding mechanical processing, waste recycling, and electroplating at the head office)</p>	3313

No.	Industry name	Industry code
62	Agents, brokers, and auctioneers of goods Details: Foreign currency exchange and remittance agency; Goods trading agency; Goods trading brokerage	4610

2. The Company's operational objectives are:

To build and maintain the brand, while simultaneously expanding and developing synchronously other business areas where the Company has advantages, creating a foundation for stable, long-term, and sustainable development;

To gradually expand the market, promote business activities, create jobs and income for employees, ensure the interests of shareholders, and fulfill obligations to the State.

Article 5. Scope of business and operations of the Company

The Company is permitted to conduct business activities in the business lines specified in this Charter that have been registered, notified of changes in registration content with the business registration authority, and announced on the National Business Registration Portal.

The Company may conduct business activities in other fields not prohibited by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Charter capital of the Company is 250,000,000,000 VND (Two hundred and fifty billion VND).

The total Charter capital of the Company is divided into 25,000,000 (Twenty-five million) shares with a par value of 10,000 (Ten thousand) VND/share.

2. The Company may change its Charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Company on the date of approval of this Charter are ordinary shares. The rights and obligations of shareholders holding each type of share are specified in Article 12 and Article 13 of this Charter.

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

5. The Company officially operates in the form of a joint stock company under the Business Registration Certificate No. 0301171827 first issued by the Department of Planning and Investment of Ho Chi Minh City on 13/01/2005 and registered for subsequent changes. Pursuant to the provisions of the Law on Enterprises, as of now, the transfer restriction period for ordinary shares of founding shareholders has expired.

6. Offering of shares

Offering of shares is the process by which the company increases the number of shares authorized to be offered and sells those shares during its operation to increase its Charter capital.

The offering of shares may be carried out in one of the following forms:

- a) Offering to existing shareholders.
- b) Public offering.
- c) Private placement of shares.
- d) Other forms as decided by the General Meeting of Shareholders.

Ordinary shares must be offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares that shareholders do not register to purchase shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or as otherwise provided by securities laws.

7. The Company may repurchase shares it has issued in the manners prescribed in this Charter and current law.

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

Article 7. Share certificate

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares owned. A share certificate is a certificate issued by a joint stock company, an accounting entry, or electronic data confirming the ownership of one or more shares of that company.

2. A share is a type of security confirming the legal rights and interests of the owner to a portion of the charter capital of the issuing organization. A share certificate must contain all the contents prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. The share owner shall be issued a share certificate within 07 (seven) days from the date the VSDC notifies that it has received a complete application for transfer of share ownership as prescribed by law or within 02 (two) months from the date of full payment for the shares as prescribed in the Company's share issuance plan (or other period as specified in the Issuance Terms). The share owner shall not pay the Company for the cost of printing the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be re-issued a share certificate by the Company upon the request of that shareholder. The shareholder's request must include the following contents:

- a) Information regarding share certificates that have been lost, damaged, or destroyed in other forms;
- b) Commitment to take responsibility for disputes arising from the re-issuance of new share certificates.

5. In case the Company cancels the registration of securities at VSDC, the Company shall re-issue share certificates to shareholders within thirty (30) days from the effective date of the cancellation of securities registration as notified by VSDC.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company issued shall bear the signature of the Legal Representative and the seal of the Company.

Article 9. Transfer of Shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law; shares registered for trading on The Stock Exchange shall be transferred in accordance with the regulations of the law on securities and the securities market.

2. 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 share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Article 10. Redemption of Shares

1. In case a shareholder does not pay the amount payable for the purchase of shares in full and on time, the Board of Directors shall notify and have the right to require such shareholder to pay the remaining amount and be responsible corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising from the failure to make full payment.

2. The aforementioned payment notice must clearly state the new payment deadline (at least 07 (seven) days from the date of sending the notice), the payment location, and the notice 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 paid for in full and on time in case the requirements in the aforementioned notice are not met.

4. Redeemed shares are considered shares authorized for offering as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under conditions and in a manner that the Board of Directors deems appropriate.

5. Shareholders holding redeemed shares must relinquish their status as shareholders regarding those shares, but shall still be responsible corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of redemption according to the decision of the Board of Directors from the date of redemption until the date of payment. The Board of Directors has full authority to decide on the enforcement of payment for the entire value of the shares at the time of redemption.

6. A redemption notice shall be sent to the holder of the shares to be redeemed before the time of redemption. The redemption remains effective even in case of errors or negligence in sending the notice.

V. ORGANIZATIONAL, MANAGEMENT, AND SUPERVISORY STRUCTURE

Article 11. Organizational, management, and supervisory structure

The organizational, management, and supervisory structure of the Company includes:

1. The General Meeting of Shareholders.
2. The Board of Directors, the Board of Supervisors.
3. The General Director.

IV. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:

- a) To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through an Authorized Representative or other forms as prescribed by the Company Charter and the law. Each ordinary share has one vote;
- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
- c) To have priority in purchasing new shares corresponding to the percentage of ordinary share ownership of each shareholder in the Company;
- d) To freely transfer their shares to others, except for cases stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of the law;

e) To review, search, and extract information regarding the name and contact address in the list of shareholders with voting rights; to request the correction of inaccurate information. The provision of information shall follow the process detailed in the Regulations on Corporate Governance;

f) To review, search, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders. The provision of information shall follow the process detailed in the Regulations on Corporate Governance;

g) When the Company is dissolved or bankrupt, to receive a portion of the remaining assets corresponding to the percentage of share ownership in the Company;

h) To request the Company to redeem shares in cases stipulated in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same type gives the owning shareholder equal rights, obligations, and benefits. In case the Company has different types of preference shares, the rights and obligations attached to those 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 in accordance with the law;

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

l) Other rights as prescribed by law and this Charter.

2. Shareholders or a group of shareholders owning 5% (five percent) or more of the total ordinary shares have the following rights:

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

b) To review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, and contracts or transactions that must be approved by the Board of Directors, except for documents related to the Company's trade secrets and business secrets. The provision of information shall follow the process detailed in the Regulations on Corporate Governance;

c) To request 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 in writing and must include the following contents: full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise identification number or legal identification document number, and head office address for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the group of shareholders, and the ownership percentage in the total shares of the Company; the issue to be inspected, and the purpose of the inspection;

d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 05 (five) working days before the opening date. The proposal must clearly state the shareholder's name, the quantity of each type of share held by the shareholder, and the issue proposed to be included in the agenda;

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

3. Shareholders or a group of shareholders owning 10% (ten percent) or more of the total ordinary shares have the right to nominate candidates for the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be carried out as follows:

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

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders stipulated in this clause has the right to nominate one or more candidates for the Board of Directors and the Board of Supervisors in accordance with Article 25 and Article 37 of this Charter. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders in accordance with Article 25 and Article 37 of this Charter.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay for the shares committed to be purchased in full and on time.
2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except in cases where the shares are redeemed by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, that shareholder and related persons in the Company shall be jointly and severally liable for the Company's debts and other financial obligations within the value of the withdrawn shares and the damages incurred.
3. To comply with the Company Charter and the Company's Internal Regulations approved by the GMS.
4. To abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company in accordance with the Company Charter and the law; to use the provided information only for the purpose of exercising and protecting their legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send the information provided by the Company to other organizations or individuals.
6. To attend the General Meeting of Shareholders and exercise the right to vote/elect through the following forms:
 - a) Attending and voting/electing directly at the meeting;
 - b) Authorizing other individuals or organizations to attend and vote/elect at the meeting;
 - c) Attending and voting/electing through online conferences, electronic voting, or other electronic forms;
 - d) Sending voting/election ballots to the meeting via mail, fax, or email;
7. Be personally liable when acting in the name of the Company in any form to perform one of the following acts:
 - a) Violating the law;
 - b) Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals;
 - c) Paying off debts that are not yet due in the face of financial risks to the Company.
8. Fulfilling other obligations as prescribed by current laws.

Article 14. 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 General Meeting of Shareholders shall hold an annual meeting once every year within 04 (four) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding 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 shall be determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam. The annual General Meeting of Shareholders shall not be organized in the form of collecting opinions in writing.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company Charter. In case the audited annual financial statements of the Company contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representative of the auditing organization is responsible for attending the Company's annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors or members of the Board of Supervisors is less than the minimum number required by law, or the number of members of the Board of Directors has decreased by more than 1/3 (one-third) compared to the number of members specified in this Charter;
- c) At the request of a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must have sufficient signatures of the relevant shareholders, or the written request may be prepared in multiple copies and compiled with sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- e) The audited quarterly, 6 (six)-month, or annual financial statements indicate that the owner's equity has lost 1/2 (one-half) compared to the beginning of the period;
- f) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must determine the opening date of the General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors or members of the Board of Supervisors is as specified in Point b, Clause 3 of this Article, or from the date of receiving the request as specified in Point c and Point d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 (thirty) days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders as specified in Point c, Clause 3 of this Article has the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening,

conducting the meeting, and passing decisions 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 when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

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

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

- a) Approving the development orientation of the Company;
- b) Deciding on the classes of shares and the total number of shares of each class authorized for offering; deciding on the annual dividend rate for each class of shares;
- c) Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;
- d) Deciding on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- e) Deciding on amendments and supplements to the Company Charter;
- f) Approving annual financial statements;
- g) Deciding on the repurchase of more than 10% (ten percent) of the total sold shares of each class;
- h) Reviewing and handling violations by members of the Board of Directors or members of the Board of Supervisors that cause damage to the Company and its shareholders;
- i) Deciding on the reorganization or dissolution of the Company and appointing a liquidator;
- j) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) Approving, supplementing, and adjusting the Regulations on Corporate Governance; the Regulations on Operation of the Board of Directors, and the Regulations on Operation of the Board of Supervisors;
- l) Approving the list of approved auditing companies; deciding on the approved auditing company to inspect the Company's operations, and dismissing the approved auditor when deemed necessary;
- m) The number of members of the Board of Directors and the Board of Supervisors;
- n) Dividing, splitting, consolidating, merging, or converting the Company;
- o) The Company entering into contracts or transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% (thirty-five percent) of the total asset value of the Company recorded in the most recent financial statements;
- p) Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities, as amended by Clause 84, Article 1 of Decree No. 245/2025/ND-CP issued on September 11, 2025;
- q) Other rights and obligations as prescribed by law.

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

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) The report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors;

- d) The report of the Board of Supervisors on the Company's business results and the performance results of the Board of Directors and the Director or General Director;
- e) The self-assessment report on the performance of the Board of Supervisors and its members;
- f) The dividend rate for each share of each class;
- g) Other matters within its authority.

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

Article 16. Proxy for attending the General Meeting of Shareholders

1. Shareholders or authorized representatives of corporate shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting or attend through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises, according to the following specific regulations:

a) For individual shareholders, they may only authorize a maximum of 01 (one) authorized representative to attend the meeting. A shareholder who has authorized this representative shall not be allowed to attend the meeting even in the case of partial authorization to the authorized representative.

b) For corporate shareholders, authorization shall be carried out as follows:

- Shareholders holding less than 1% of the total common shares have the right to authorize a maximum of 01 (one) person to attend the General Meeting of Shareholders;
- Shareholders holding from 1% to less than 10% of the total common shares have the right to authorize a maximum of 02 (two) people to attend the meeting;
- Shareholders holding 10% or more of the total common shares have the right to authorize a maximum of 03 (three) people to attend the meeting.

In case there is more than one authorized representative, the specific number of shares and votes authorized for each representative must be determined. In case the specific number of shares and corresponding votes for each authorized representative is not determined, the number of shares and votes shall be divided equally among the number of authorized representatives, and fractional shares (if any) shall be prioritized in alphabetical order (ABC) of the authorized representative's name.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The proxy shall be prepared in accordance with the law on civil matters and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the duration of authorization, the signature, full name (handwritten), and seal (if it is an organization) of the authorizing party and the authorized party. The authorized person attending the General Meeting of Shareholders must submit the proxy when registering to attend the meeting.

An authorized representative may re-authorize another person if there is written consent from the original authorizing shareholder. This document shall be presented by the re-authorized person when attending the meeting, along with the original authorization document from the shareholder. The re-authorized person may not authorize any other person.

3. The voting ballot/ballot of an authorized representative attending the meeting within the scope of authorization shall remain valid upon the occurrence of one of the following cases:

- a) The authorizer is deceased, has limited civil act capacity, or has lost their civil act capacity;
- b) The authorizer has revoked the authorization designation;

c) The authorizer has revoked the authority of the person performing the authorization.

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

Article 17. Variation of rights

1. The variation or cancellation of special rights attached to a class of preference shares shall be effective when passed by shareholders representing at least 65% (sixty-five percent) of the total voting shares of all shareholders attending the meeting. 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 approved by shareholders of the same class of preference shares attending the meeting who own at least 75% (seventy-five percent) of the total preference shares of that class, or approved by shareholders of the same class of preference shares who own at least 75% (seventy-five percent) of the total preference shares of that class in the case of passing a resolution by way of written opinion collection.

2. The organization of a meeting of shareholders holding a class of preference shares to pass the variation of rights mentioned above shall only be valid when there are at least 02 (two) shareholders (or their authorized representatives) holding at least 1/3 (one-third) of the par value of the issued shares of that class. In case there are not enough delegates as mentioned above, the meeting shall be reorganized within the next 30 (thirty) days, and holders of shares of that class (regardless of the number of people and number of shares) present in person or through an authorized representative shall be considered as having sufficient required delegates. At the meetings of shareholders holding the aforementioned preference shares, holders of shares of that class present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.

4. Unless the terms of share issuance provide otherwise, the special rights attached to classes of shares with preference rights regarding some or all matters related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 18. Convening meetings, meeting agenda, and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene 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 14 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/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the final registration date;

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

d) Draft the Resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e) Determine the time and location for holding the meeting;

f) Notify and send the notice of invitation to the General Meeting of Shareholders to all shareholders entitled to attend;

g) Other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholder's contact address, and simultaneously published on the Company's website and the State Securities Commission, and the Stock Exchange where the Company's shares are registered for trading. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders on the List of shareholders entitled to attend no later than 21 (twenty-one) days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not sent with the notice of the General Meeting of Shareholders, the notice of invitation must clearly state the link to all meeting documents so that shareholders can access them, including:

a) Meeting agenda, documents used in the meeting;

b) List and detailed information of candidates in case of electing members of the Board of Directors, members of the Board of Supervisors;

c) Voting/election ballot;

d) Draft resolution for each matter in the meeting agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than 05 (five) working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the quantity of each class of shares held by the shareholder, contact address, nationality, ID card number, Citizen ID card, Passport, or other legal personal certification for individual shareholders; name, enterprise code or decision on establishment number, address of the head office for institutional shareholders; the quantity and class of shares held by that shareholder, and the matter proposed to be included in the meeting agenda.

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

a) The proposal is sent 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 at least 5% (five percent) of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;

c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;

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

6. The person convening the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4 of this Article into the expected agenda and content of the meeting, except for the cases prescribed in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

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

2. In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice of invitation for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending represents at least 33% (thirty-three percent) of the total voting shares.

3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice of invitation for the third meeting must be sent within 30 (thirty) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the shareholders attending.

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must perform registration until all shareholders entitled to attend are present and registered according to the following order:

a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/voting ballot/election ballot, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares/election votes of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda content. Voting shall be conducted by voting in favor, against, and abstaining. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The Meeting shall elect persons responsible for counting votes or supervising vote counting at the request of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote/elect at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of the contents already voted/elected previously shall not change.

2. The election of the chairperson, secretary, Committee for checking shareholder/delegate status, and Vote Counting Committee shall be prescribed as follows:

a) The Chairman of the Board of Directors shall act as the chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case 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 by majority principle. In case no one can be elected to chair, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a meeting chair from among those present, and the person with the highest number of votes shall chair the meeting;

b) Except for the case specified in point a of this clause, the person who signed the notice convening the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a meeting chair, and the person with the highest number of votes shall chair the meeting;

c) The chair shall appoint one or more persons to act as meeting secretary; the person convening the General Meeting of Shareholders shall appoint one or more persons to act as the committee for verification of shareholder/delegate eligibility to serve the meeting;

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

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time for each issue in the meeting agenda.

4. The chair of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of those present.

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

b) Ensuring the safety of all persons present at the meeting venues;

c) Creating conditions for shareholders to attend (or continue to attend) the meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. The measures applied may include issuing entry passes or using other forms of selection.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by casting votes of approval, disapproval, and abstention. The vote counting results shall be announced by the chair immediately before the closing of the meeting.

6. Shareholders or authorized representatives attending the meeting after it has opened are still entitled to register and have the right to participate in voting immediately after registration; in this case, the validity of the contents already voted upon previously shall remain unchanged.

7. The person convening or the chair of the General Meeting of Shareholders has the following rights:

a) Requiring all persons present to undergo inspection or other lawful and reasonable security measures;

b) Requesting competent authorities to maintain order at the meeting; expelling from the General Meeting of Shareholders those who do not comply with the chair's authority to conduct the meeting, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security inspection requirements.

8. The chair has the right to postpone the General Meeting of Shareholders that has reached the required number of attendees for a maximum of 03 (three) working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have enough convenient seating for all attendees;

b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

c) There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted in a fair and lawful manner.

9. In case the chair postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the chair and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be legally effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders can attend and vote via electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause

3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law.

Article 21. Conditions for a Resolution of the General Meeting of Shareholders to be passed

1. A resolution on the following content shall be passed if it is approved by shareholders representing 65% (sixty-five percent) or more of the total voting shares of all shareholders present, or 65% (sixty-five percent) of the total voting shares of all shareholders with voting rights in case of collecting shareholders' opinions in writing, except for cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a) Type of shares and total number of shares of each type;
- b) Changing the business lines and sectors;
- c) Changing the Company's organizational management structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statements;
- e) Reorganization or dissolution of the Company;
- f) Extending the Company's duration of operation.

2. Resolutions shall be passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders present, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

Note: In case of electing members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the Board of Directors/Board of Supervisors to be elected, the election of members of the Board of Directors/Board of Supervisors may be carried out by the cumulative voting method as above or by the voting method (approval, disapproval, abstention). The voting rate for approval by the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company's Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal 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 the Company's Charter.

Article 22. Authority and procedures for collecting shareholders' opinions in writing to pass a Resolution of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' opinions in writing to pass a Resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders on the following issues:

- a) Amending and supplementing the contents of the Company's Charter;
- b) Approving, supplementing, and adjusting the Regulations on Corporate Governance, Regulations on the operation of the Board of Directors, and Regulations on the operation of the Board of Supervisors;
- c) Company development orientation;
- d) Type of shares and total number of shares of each type;
- e) Electing, dismissing, or removing members of the Board of Directors and the Board of Supervisors;
- f) Deciding on the investment or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent Financial Statements;
- g) Approving annual Financial Statements
- h) Reorganization or dissolution of the Company.
- i) Changing the business lines and sectors;

- j) Changing the Company's organizational management structure;
- k) Other issues when the Board of Directors deems it necessary for the Company's interests.

2. The Board of Directors must prepare the opinion collection form, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution and send them to all shareholders with voting rights at the latest 10 (ten) days before the deadline for returning the opinion collection form. The requirements and methods for sending the opinion collection form and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.

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

- a) Name, address, and enterprise identification number;
- b) Purpose of opinion collection;
- c) Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, and address for institutional shareholders, or full name, contact address, nationality, and legal document number of the individual for the representative of the institutional shareholder; quantity of shares of each type and number of voting/election shares of the shareholder;
- d) Matters requiring consultation for the approval of a Decision;
- e) Voting options including approval, disapproval, and abstention for each issue requiring opinion collection;
- f) Election options (if any);
- g) Deadline for returning the completed opinion collection form to the Company;
- h) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the completed opinion collection form to the Company by mail, fax, or email according to the information registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with the following provisions:

a) In case of sending by mail, the completed opinion collection form must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The opinion collection form sent to the Company must be enclosed in a sealed envelope and no one has the right to open it before the vote counting;

b) In case of sending by fax or email, the opinion collection form sent to the Company must be kept confidential until the time of vote counting;

c) Voting ballots sent to the Company after the deadline specified in the content of the voting ballot, or ballots that have been opened in the case of mail or disclosed in the case of fax or email, shall be invalid. Voting ballots not returned shall be considered as abstentions.

5. The Board of Directors shall count the votes and prepare minutes of vote counting under the witness of the Board of Supervisors or shareholders who do not hold management positions in the Company. The minutes of vote counting must contain the following primary contents:

- a) Name, address, and enterprise identification number;
- b) Purpose and issues requiring opinions to pass a resolution;
- c) Number of shareholders with the total number of voting/election shares that have participated in voting/election, distinguishing between valid and invalid voting/election ballots and the method of sending voting/election ballots, accompanied by an appendix of the list of shareholders participating in voting/election;
- d) Total number of votes for, against, and abstentions for each issue, and the total number of votes for each candidate (if any);
- e) Issues that have been passed and the corresponding voting rate;

f) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

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

6. The minutes of vote counting and the resolution must be sent to shareholders within 15 (fifteen) days from the date of completion of vote counting. The sending of the minutes of vote counting and the resolution may be replaced by posting them on the Company's website within 24 (twenty-four) hours from the time of completion of vote counting.

7. The returned voting ballots, the minutes of vote counting, the passed resolution, and related documents sent with the voting ballots must all be kept at the Company's address.

8. A resolution is passed via the form of collecting shareholders' opinions in writing if it is approved by shareholders owning over 50% (fifty percent) of the total voting shares of all shareholders with voting rights, except for the contents specified in Clause 1, Article 21 of this Company's Charter, and shall have the same validity as a resolution passed at a General Meeting of Shareholders.

Article 23. Resolution, Minutes of the General Meeting of Shareholders

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

- a) Name, address, and enterprise identification number;
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and content of the meeting;
- d) Full name of the chairperson and secretary;
- e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue in the agenda;
- f) Number of shareholders and total number of voting shares of shareholders attending the meeting, an appendix of the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
- g) Total number of voting shares for each voting issue, clearly stating the voting method, total number of valid and invalid ballots, votes for, against, and abstentions; and the corresponding percentage of the total voting shares of shareholders attending the meeting;
- h) Summary of the number of votes for each candidate (if any);
- i) Issues that have been passed and the corresponding voting rate;
- j) Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.

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

4. The resolution, minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, the power of attorney for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be kept at the Company's address.

The resolution, minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure in the securities market.

Article 24. Request to cancel a Resolution of the General Meeting of Shareholders

Within 90 (ninety) days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for collecting opinions of the General Meeting of Shareholders, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting/collecting shareholders' opinions in writing and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 3, Article 21 of this Company's Charter.

2. The content of the resolution violates the law or this Company's Charter.

In case a shareholder or group of shareholders requests a Court or Arbitration to cancel a resolution of the General Meeting of Shareholders in accordance with Article 151 of the Law on Enterprises, that resolution shall remain in effect until the decision of the Court or Arbitration to cancel such resolution takes effect, except in cases where temporary emergency measures are applied according to the decision of a competent authority.

VI. BOARD OF DIRECTORS

Article 25. Candidacy and nomination of members of the Board of Directors

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, carefully, and in the best interest of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Qualification;
- c) Work experience;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and related parties of the Company;
- f) Other information as prescribed by law (if any).

The Company shall be responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders holding common shares have the right to aggregate their voting rights to

nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 10% (ten percent) to less than 20% (twenty percent) of the total number of voting shares shall be entitled to nominate one (01) candidate; from 20% (twenty percent) to less than 30% (thirty percent) may nominate a maximum of two (02) candidates; from 30% (thirty percent) to less than 40% (forty percent) may nominate a maximum of three (03) candidates; from 40% (forty percent) to less than 50% (fifty percent) may nominate a maximum of four (04) candidates; from 50% (fifty percent) to less than 60% (sixty percent) may nominate a maximum of five (05) candidates; from 60% (sixty percent) to less than 70% (seventy percent) may nominate a maximum of six (06) candidates; from 70% (seventy percent) to less than 80% (eighty percent) may nominate a maximum of seven (07) candidates; and from 80% (eighty percent) to less than 90% (ninety percent) may nominate a maximum of eight (08) candidates. The nomination and candidacy of members of the Board of Directors are specified in detail in the Regulations on Corporate Governance.

3. In case the number of candidates for the Board of Directors through nomination and candidacy as prescribed in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. In case the number of candidates nominated by the incumbent Board of Directors pursuant to Clause 3 of this Article is still insufficient, the Board of Directors shall disclose information regarding the insufficiency of the number of candidates for the Board of Directors no later than 05 (five) days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to nominate candidates in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The organization by the incumbent Board of Directors for other shareholders to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

5. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company's Charter.

6. A member of the Board of Directors of a public company may only concurrently be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

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

1. The number of members of the Board of Directors is 05 (five) persons. The term of a member of the Board of Directors shall not exceed 05 (five) years and members may be re-elected for an unlimited number of terms. In case all members of the Board of Directors finish their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

2. The structure of the Board of Directors is as follows:

The structure of the Board of Directors of the company must ensure that the number of non-executive members of the Board of Directors of a public company complies with the following regulations.

a) There is at least 01 non-executive member in case the company has from 03 to 05 members of the Board of Directors;

b) There are at least 02 non-executive members in case the company has from 06 to 08 members of the Board of Directors;

c) There are at least 03 non-executive members in case the company has from 09 to 11 members of the Board of Directors.

The company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

3. Members of the Board of Directors must meet the following standards and conditions:

a) Not falling into the cases specified in Clause 2, Article 17 of the Law on Enterprises;

b) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors at a maximum of 05 (five) other companies.

4. A member of the Board of Directors shall cease to be a member of the Board of Directors in case of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

A Member of the Board of Directors shall continue to fully exercise their rights and obligations until the General Meeting of Shareholders approves the dismissal of the Member of the Board of Directors, excluding the right to attend and vote at meetings of the Board of Directors immediately upon the Company's receipt of notification regarding the following cases:

- The member of the Board of Directors has limited civil act capacity, has lost civil act capacity, or has difficulties in perception and control of their behavior.
- The member of the Board of Directors is under criminal prosecution, is being temporarily detained, is serving a prison sentence, is serving administrative handling measures at a compulsory drug rehabilitation center or compulsory education center, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

6. Members of the Board of Directors may not be shareholders of the Company.

Article 27. Powers and obligations of the Board of Directors

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

2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a) Deciding on the strategy, medium-term development plans, and annual business plans of the Company;

b) Proposing the types of shares and the total number of shares authorized to be offered for each type;

c) Deciding on the sale of unsold shares within the scope of the number of shares authorized to be offered for each type; deciding on raising additional capital in other forms;

d) Deciding on the selling price of shares and bonds of the Company;

e) Deciding on share buybacks in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

f) Deciding on investment plans and investment projects with an investment value of less than 35% of the total asset value recorded in the Company's most recent audited Financial Statements;

g) Deciding on market development, marketing, and technology strategies;

h) Approving contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements; contracts and transactions as prescribed in Clause 1 and Clause 2, Article 167 of the Law on Enterprises, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

i) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts, and terminating contracts with the General Director and other key managers as prescribed by the Company's Charter upon the proposal of the Chairman of the Board of Directors; deciding on the salaries, remuneration, bonuses, and other benefits of those managers upon the proposal of the Chairman of the Board of Directors; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those persons;

j) Supervising and directing the General Director and other managers in the daily business operations of the Company;

k) Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment of Company's subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares of other enterprises;

l) Approving the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or collecting opinions for the General Meeting of Shareholders to pass resolutions;

m) Submitting the annual audited Financial Statements to the General Meeting of Shareholders;

n) Recommend the dividend rate to be paid; decide on the time limit and procedures for dividend payment or handling of losses incurred during the business process; implement dividend payment to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders.

o) Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director (Director), Person in charge of corporate governance, and other managers of the company;

p) Proposing the reorganization or dissolution of the Company; requesting the bankruptcy of the Company;

q) Deciding on the issuance of the Regulations on Operation of the Board of Directors, the Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; and the Regulations on information disclosure of the Company;

r) Requesting the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units. The requested managers must provide information and documents in a timely, complete, and accurate manner as requested by members of the Board of Directors. The order and procedures for requesting and providing information are specified in the Regulations on Corporate Governance.

s) Other rights and obligations as prescribed by the Law on Enterprises, the Securities Law, other provisions of law, and the Company's Charter.

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

Article 28. Remuneration, bonuses, and other benefits of members of the Board of Directors

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

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is 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 estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonus for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual Financial Statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

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

6. 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 include insurance for the liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors (if any) shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

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

- a) Preparing the agenda and operating plans of the Board of Directors;
- b) Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c) Organize the passing of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation process of resolutions and decisions of the Board of Directors;
- e) Chair the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 (ten) days from the date of receiving the resignation letter or the dismissal or removal decision.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member of the Board of Directors to perform the rights and obligations of the Chairman of the Board of Directors. In case 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 facility or compulsory education facility, has fled their place of residence, has limited or lost their civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority consent of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 (seven) working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than 1 (one) member with the same highest number of votes or highest percentage of votes, the members shall elect by majority principle to choose 01 (one) person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least 01 (one) time per quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) Upon the request of the Board of Supervisors;
- b) Upon the request of the General Director or at least 05 (five) other managers;
- c) Upon the request of at least 02 members of the Board of Directors;
- d) Other cases when deemed necessary.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must send a meeting invitation notice to members of the Board of Directors within 07 (seven) working days from the date the Company receives the request specified in Clause 3 of this Article and at the latest 03 (three) working days before the meeting date. The meeting of the Board of Directors must be held no later than 10 (ten) working days from the date the Company receives the request. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors, with the convening procedure similar to that of the Chairman of the Board of Directors convening upon request.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation notice at the latest 03 (three) working days before the meeting date. The meeting invitation notice must specify the time and location of the meeting, meeting format, agenda, and issues for discussion and decision. The meeting invitation notice must be accompanied by documents used at the meeting and the member's voting ballot.

The meeting invitation notice for the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, and ensured to reach the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation notice and accompanying documents to members of the Board of Supervisors as they do for 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 discuss but not to vote.

8. A meeting of the Board of Directors shall be conducted when 3/4 of the total number of members or more attend. In case the meeting convened according to the provisions of this Article does not have enough members to attend as prescribed, the Chairman of the Board of Directors must send a second meeting invitation notice to members of the Board of Directors within 07 (seven) days from the intended date of the first meeting and at the latest 03 (three) working days before the meeting date. The meeting of the Board of Directors must be held no later than 10 (ten) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

A meeting of the Board of Directors may be held in the form of a conference between members of the Board of Directors when all or some members are at different locations, provided that each participating member can:

- Hear each other member of the Board of Directors participating in the meeting speak; and
- If desired, that person can speak to all other participating members simultaneously.

Discussion between members can be conducted directly via telephone or other communication means or a combination of all these methods. A member of the Board of Directors participating in such a meeting is considered to be “present” at that meeting. The location of the meeting held according to these provisions is the location where the largest number of members of the Board of Directors are gathered, or if there is no such group, the location where the meeting Chair is present.

Decisions passed in a meeting held and conducted legitimately via telephone are effective 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 attending this meeting.

9. The Board of Directors passes resolutions and decisions by voting at the meeting or by collecting opinions in writing. Each member of the Board of Directors has one vote. A member of the Board of Directors is considered to be 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 in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- e) Sending a voting ballot by other means as prescribed by law (If any).

10. In case of sending a voting ballot to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at the latest 01 hour before the opening. The voting ballot shall only be opened in the presence of all meeting attendees.

11. Members must fully attend meetings of the Board of Directors. A member may authorize another member of the Board of Directors or another person (who is not a member of the Board of Directors if approved by the majority of the Board of Directors) to attend and vote.

12. Resolutions and decisions of the Board of Directors are passed if approved by the majority (more than one-half) of the attending members; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors. Note that a member of the Board of Directors shall not

vote on transactions that bring benefits to that member or their affiliated persons in accordance with the Law on Enterprises and Article 43 of the Company's Charter.

Resolutions and decisions of the Board of Directors in the form of collecting opinions in writing are passed based on the approval of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution or decision passed by members of the Board of Directors at a meeting.

Article 31. The committees of the board of directors

1. When deemed necessary, the Board of Directors may establish subordinate committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of the committee shall be decided by the Board of Directors, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority in the committee, and one of these members shall be appointed as the Head of the committee according to the decision of the Board of Directors. The operation of the committee must comply with the regulations of the Board of Directors. A resolution of the committee is only effective when passed by the majority of members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or of the committees subordinate to the Board of Directors must be in accordance with current legal regulations and the provisions of the Company's Charter and the Regulations on Corporate Governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 (one) person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance shall not concurrently work for an approved auditing organization that is auditing the Company's Financial Statements.

3. The person in charge of corporate governance has the following rights and obligations:

- a) Advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related tasks between the Company and shareholders;
- b) Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
- c) Advise on meeting procedures;
- d) Attend meetings;
- e) Advise on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f) Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g) Supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) Act as the point of contact for stakeholders;
- i) Maintain confidentiality of information in accordance with the provisions of law and the Company's Charter;
- j) Other rights and obligations as prescribed by law and this Charter.

VII. GENERAL DIRECTOR; OTHER EXECUTIVES AND COMPANY SECRETARY

Article 33. Organize the management apparatus

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

Article 34. Corporate Managers

1. Corporate Managers include the General Director, Deputy General Directors, and Chief Accountant appointed by the Board of Directors.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other corporate managers with quantities and standards suitable to the Company's structure and management regulations as prescribed by the Board of Directors. Corporate managers have the responsibility to assist the Company in achieving the set goals in operation and organization.

3. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.

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

Article 35. Appointment, dismissal, rights, and obligations of the General Director

1. The Board of Directors shall appoint 01 (one) member of the Board of Directors or hire another person as the General Director.

2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of the General Director shall not exceed 05 (five) years and may be re-appointed for an unlimited number of terms. The General Director shall not be an affiliated person of the enterprise manager, the company's Controller, the parent company, the representative of state capital, or the representative of enterprise capital at the company and the parent company as prescribed in Point d, Clause 46, Article 4 of the Law on Securities. The General Director must meet the standards and conditions as prescribed by law and the Company's Charter Company.

4. The General Director has the following rights and obligations:

- a) Decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors and the Chairman of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors and the Chairman of the Board of Directors;
- c) Organize the implementation of the Company's business plans and investment schemes;
- d) Propose the organizational structure and internal management regulations of the Company;
- e) Recruit, transfer, dismiss, reward, and discipline employees, except for management positions under the authority of the Board of Directors and the Chairman of the Board of Directors;
- f) Decide on salaries, bonuses, and other benefits for employees in the Company, except for management positions under the authority of the Board of Directors and the Chairman of the Board of Directors;
- g) Propose plans for dividend payment or handling of business losses;

h) The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and powers, and must report to these levels when requested.

i) Other rights and obligations as prescribed by law, the Charter, the Regulations on Corporate Governance, and according to Resolutions and Decisions of the Board of Directors, Decisions of the Chairman of the Board of Directors, and the labor contract signed with the Company.

5. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors present at the meeting approve, and appoint a new General Director as a replacement.

Article 36. Company Secretary

When deemed necessary, the Board of Directors shall decide to appoint 01 (one) or more persons as Company Secretary with a term of office as decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that it does not contravene current labor laws. The Company Secretary has the following rights and obligations:

- a) Assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b) Assist members of the Board of Directors in performing their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing corporate governance principles;
- d) Assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; complying with the obligation to provide information, disclose information, and administrative procedures;
- e) Other rights and obligations as prescribed in the Company's Charter and the Company's Internal Regulations.

VIII. BOARD OF SUPERVIORS

Article 37. Candidacy and nomination of members of the Board of Supervisors

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 25 of this Charter. A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares may nominate a maximum of 01 (one) candidate; from 30% to less than 50% may nominate a maximum of 02 (two) candidates; from 50% or more may nominate a maximum of 03 (three) candidates. The nomination and candidacy of members of the Board of Supervisors are detailed in Clause 1, Article 70 of the Regulations on Corporate Governance.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy according to Clause 5, Article 115 of the Law on Enterprises is not sufficient, the incumbent Board of Supervisors may nominate additional candidates in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

3. In case the number of candidates nominated by the incumbent Board of Supervisors according to Clause 2 of this Article is still not sufficient, the Board of Supervisors shall announce information regarding the insufficiency of the number of candidates for the Board of Supervisors no later than 05 (five) days before the opening date of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize for other shareholders to nominate in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The organization of additional nominations by the incumbent Board of Supervisors must be clearly announced before the

General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 38. Composition of the Board of Supervisors

1. The number of Supervisors of the Company is 03 (three). The term of a member of the Board of Supervisors shall not exceed 05 (five) years and may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

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

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

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

a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;

b) Submitting a resignation letter that is accepted;

c) Due to mental disorder, and other members of the Board of Supervisors have professional evidence proving that the person no longer has civil act capacity;

d) Other cases as prescribed by law or this Charter.

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

a) Failing to complete assigned tasks and duties;

b) Failing to exercise their rights and obligations for 06 (six) consecutive months, except in cases of force majeure;

c) Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;

d) Other cases as per the resolution of the General Meeting of Shareholders.

5. A member of the Board of Supervisors shall continue to fully exercise their rights and obligations until the General Meeting of Shareholders approves the dismissal of such member, except for the right to attend and vote at meetings of the Board of Supervisors and the right to receive remuneration as a member of the Board of Supervisors immediately upon the Company receiving notification of the following cases:

- The member of the Board of Supervisors is restricted in civil act capacity, loses civil act capacity, or has difficulty in cognition and behavior control.
- The member of the Board of Supervisors is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs.
- The Board of Supervisors shall have a decision to approve the receipt of the resignation/resignation letter of a member of the Board of Supervisors, and shall perform the same in accordance with the provisions of Article 9 of the Regulations on Operation of the Board of Directors.

Article 39. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be conducted by majority vote. More than half of the members of the Board of Supervisors must be permanent residents in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a major relevant to the Company's business operations.

2. Rights and obligations of the Head of the Board of Supervisors:

a) To convene meetings of the Board of Supervisors;

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

c) To prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

Article 40. Rights and obligations of the Board of Supervisors

In addition to the rights and obligations stipulated in Article 170 of the Law on Enterprises, the Board of Supervisors shall have the following rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders the approval of a list of audit organizations authorized to audit the Company's Financial Statements; to decide on the authorized audit organization to inspect the Company's operations, and to remove an authorized auditor when deemed necessary.

2. To be responsible to shareholders for its supervisory activities.

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

4. To ensure coordination with the Board of Directors, the General Director, and shareholders.

5. In case of discovering any violation of the law or the Company Charter by members of the Board of Directors, the General Director, or other managers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 (forty-eight) hours, requesting the violating person to terminate the violation and implement measures to remedy the consequences.

6. To develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. To report at the General Meeting of Shareholders in accordance with the provisions of Article 290 of Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Securities Law.

8. To have the right to access the Company's records and documents kept at the head office, branches, and other locations related to the performance of assigned tasks by members of the Board of Supervisors if approved by the Board of Supervisors, provided that such information does not fall within the scope of the Company's business secrets. The person provided with information is responsible for keeping the information confidential and using it for the assigned work; to have the right to access the workplace of the Company's managers and employees during working hours. The provision of information shall follow the process specified in detail in the Regulations on Corporate Governance.

9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company. The order and procedures for

requesting and providing information are specified in detail in the Regulations on Corporate Governance and the Regulations on Operation of the Board of Supervisors.

10. Other rights and obligations as prescribed by law and this Charter.

Article 41. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least 02 (two) times per year, with at least 2/3 (two-thirds) of the members of the Board of Supervisors in attendance. Minutes of the Board of Supervisors meetings shall be prepared in detail and clearly. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. The minutes of the Board of Supervisors meetings must be archived 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 authorized audit organization to attend and answer issues that need clarification.

Article 42. Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors

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

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

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of this remuneration and these 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. Salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the laws on corporate income tax and other relevant legal provisions, and must be recorded as a separate item in the Company's annual Financial Statements.

IX. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTORS AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the responsibility to perform their duties, including duties as members of sub-committees of the Board of Directors, honestly and prudently for the benefit of the Company.

Article 43. Duty of honesty and avoidance of conflicts of interest

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

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the obligation to notify the Board of Directors and the Board of Supervisors in

writing of transactions between the Company, its subsidiaries, or other companies over which the Company holds a controlling interest of more than 50% of the Charter capital and themselves or their affiliated persons 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 the securities laws on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their affiliated persons in accordance with the Law on Enterprises and this Charter.

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

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and individuals or organizations affiliated with these persons shall not be void in the following cases:

a) For transactions with a value of less than 35% (thirty-five percent) of the total asset value recorded in the most recent Financial Statements, the important contents of the contract or transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other manager have been reported to the Board of Directors and approved by the Board of Directors with a majority of votes of the members of the Board of Directors who have no related interests;

b) For transactions with a value from 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent Financial Statements, the important contents of this transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other manager have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

c) Contracts or transactions for borrowing or selling assets with a value greater than 10% of the total asset value recorded in the most recent Financial Statements between the Company and a shareholder owning 51% or more of the total voting shares or an affiliated person of such shareholder have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

Article 44. Liability for damages and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers who violate their obligations, the duty of honesty and prudence, or fail to fulfill their duties shall be liable for damages caused by their violations.

2. The Company shall indemnify those who have been, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil, administrative, and non-Company-initiated lawsuits) if such person is or was a member of the Board of Directors, member of the Board of Supervisors, General Director, other manager, employee, or representative authorized by the Company, has been or is performing duties under the Company's authorization, acts honestly and prudently for the benefit of the Company on the basis of compliance with the law, and there is no evidence confirming that such person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and payments incurred in practice (including legal fees) when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

X. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 45. Right to inspect books and records

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:

a) Ordinary shareholders have the right to examine, inspect, and extract information regarding their names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information; examine, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or a group of shareholders owning 05% (five percent) or more of the total ordinary shares has the right to examine, inspect, and extract the minute book and 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 Company's trade secrets and business secrets.

2. In case an authorized representative of a shareholder or a group of shareholders requests to inspect books and records, they must attach the power of attorney from the shareholder or group of shareholders they represent or a notarized copy of this power of attorney.

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

4. The Company must keep this Charter and its amendments and supplements, the Business Registration Certificate, 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 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 storage location of these documents.

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

XI. EMPLOYEES AND TRADE UNION

Article 46. Employees and unions

1. The General Director shall report annually to the Board of Directors on matters related to employees and corporate managers.

2. The General Director shall report annually to the Board of Directors on matters related to the Company's relationship with trade union organizations in accordance with best management standards, practices, and policies, the practices and policies prescribed in this Charter, the Company's regulations, and current legal provisions.

XII. PROFIT DISTRIBUTION

Article 47. Profit distribution

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

2. The Board of Directors may decide on interim dividend advances upon authorization by the General Meeting of Shareholders if it deems such payment consistent with the Company's profitability.

3. The Company shall not pay interest on dividend payments or 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 shall be the body executing this decision.

5. In case dividends or other payments related to a class of shares are paid in cash, the Company shall pay in VND. Payment may be made directly or through banks based on bank account details provided by the shareholder. In case the Company has transferred funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to this shareholder. Dividend payments for shares registered for trading on The Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation (VSDC).

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

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

XIII. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME

Article 48. Bank accounts

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

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

3. The Company may conduct payments and accounting transactions through VND or foreign currency accounts at the banks where the Company holds accounts.

Article 49. Fiscal year

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December. The first fiscal year begins on the date of issue of the Business Registration Certificate and ends on the 31st day of December of the year of issue of such Business Registration Certificate.

Article 50. Accounting regime

1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime issued or approved by the competent authority.

2. The Company shall prepare accounting books in Vietnamese and keep accounting records in accordance with accounting laws and related regulations. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company shall use VND as the accounting currency. In case the Company has economic transactions occurring mainly in a foreign currency, it may choose that foreign currency as the accounting currency, be responsible for such choice before the law, and notify the direct tax management authority.

XIV. FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 51. Annual, semi-annual, and quarterly financial statements

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

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

3. Annual, semi-annual, and quarterly financial statements must include full reports, appendices, and notes as required by the law on enterprise accounting. Annual, semi-annual, and quarterly financial statements must reflect the Company's operational situation truthfully and objectively.

Article 52. Annual report

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

XV. COMPANY AUDIT

Article 53. Audit

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to decide on the selection of one of these entities to audit the Company's financial statements for the next fiscal year based on terms and conditions agreed upon with the Board of Directors.

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

3. The independent auditor performing the audit of the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information related to the General Meeting of Shareholders, and express their opinions at the meeting on matters related to the audit of the Company's financial statements.

XVI. COMPANY SEAL

Article 54. Company seal

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

2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with current legal provisions.

XVII. DISSOLUTION OF THE COMPANY

Article 55. 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) Revocation of the Business Registration Certificate, except in cases otherwise provided by the Law on Tax Administration;
- c) Other cases as prescribed by law.

2. The dissolution of the Company before the expiration of its term shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) in accordance with regulations.

Article 56. Liquidation

1. After the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 (three) members, in which 02 (two) members are appointed by the General Meeting of Shareholders and 01 (one) member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be paid by the Company with priority over other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority the date of establishment and the date of commencement of operations. From that moment, the Liquidation Committee shall represent 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 costs;
- b) Debts for wages, severance pay, social insurance, and other benefits of employees under the collective labor agreement and signed labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be paid first. The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be paid first.

XVIII. INTERNAL DISPUTE RESOLUTION

Article 57. Resolve internal disputes

1. In case of disputes or complaints related to the Company's operations, rights, and obligations of shareholders as prescribed by the Law on Enterprises, the Company Charter, other legal regulations, or agreements between:

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, Board of Supervisors, General Director, or other managers;

The involved parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes related to 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 request each party to present information related to the dispute within 30 (thirty) working days from the date the dispute arises. In case of disputes related to the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case a conciliation decision is not reached within 06 (six) weeks from the start of the conciliation process or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or the Court.

3. The parties shall bear their own costs related to negotiation and conciliation procedures. The payment of Court costs shall be made in accordance with the Court's judgment.

XIX. AMENDMENT AND SUPPLEMENT TO THE CHARTER

Article 58. Company Charter



Charter of Ben Thanh Tourism Service Joint Stock Company

1. The amendment and supplement to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case legal regulations related to the Company's operations are not mentioned in this Charter, or in case new legal regulations differ from the provisions in this Charter, such regulations shall apply to govern the Company's operations.

XX. EFFECTIVE DATE

Article 59. Effective date

1. This Charter consists of 21 (twenty-one) sections and 59 (fifty-nine) articles, unanimously passed by the General Meeting of Shareholders of Ben Thanh Tourism Service Joint Stock Company pursuant to Resolution No. 01/2026/NQ-ĐHĐCĐ dated 05/06/2026, and the full text of this Charter is hereby approved.

2. The Charter is made in 10 copies, each having equal validity and must be kept at the Company's head office.

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

4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 (one-half) of the total members of the Board of Directors.

LEGAL REPRESENTATIVE

GENERAL DIRECTOR



NGUYEN NGOC HOAI NGUYEN

