SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness



CHARTER

THANH THANH CONG - BIEN HOA JOINT STOCK COMPANY

(Version No.38 – November 2026)

***Headquarters*: Tan Loi Hamlet, Tan Phu Commune, Tay Ninh Province**

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PREFACE

This Charter serves as the legal foundation for Thanh Thanh Cong - Bien Hoa Joint Stock Company (hereinafter referred to as the "**Company**"), a joint stock company established in accordance with the Law on Enterprises. The Charter, the Company's internal regulations, and the Resolutions of the General Meeting of Shareholders and the Board of Directors, if duly approved in compliance with applicable laws, shall constitute binding rules and regulations governing the Company's business operations.

This amended and supplemented Charter has been duly adopted by Thanh Thanh Cong - Bien Hoa Joint Stock Company pursuant to General Meeting of Shareholders' Resolution No. 22/2026/NQ-ĐHĐCĐ dated November 2nd, 2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definition

1. In this Charter, the following terms shall be construed as follows:
   a. "Charter capital" refers to the total value of shares sold or registered for subscription when establishing the company and complying with Article 5 of this Charter.
   b. "Voting shares" refers to shares that entitle their holders to exercise voting rights on matters within the decision-making authority of the General Meeting of Shareholders.
   c. "Law on Enterprise" refers to Law on Enterprise No. 59/2020/QH14 passed by the National Assembly on June 17, 2020 and its amendments and supplements from time to time.
   d. "Law on Securities" refers to Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019 and its amendments and supplements from time to time.
   e. "Decree No. 155/2020/NĐ-CP" detailing the implementation of certain provisions of the Law on Securities, issued by the Government on December 31, 2020 and its amendments and supplements from time to time.
   f. "Establishment Date" refers to the date of issuing the Certificate of Business Registration or similar certificate for the first time to the Company.
   g. "Executive" refers to the Company's management personnel, including the Chief Executive Officer, Vice Presidents, and the Chief Accountant.
   h. "Manager" refers to a manager of the Company, including the Chairman (Chairlady) of the Board of directors, members of the Board of directors, Chief Executive Officer.
   i. "Related person" refers to an individual or organization as defined in Clause 46, Article 4 of the Law on Securities.
   j. "Operating term" refers to the Company's operating duration as stipulated in Article 2 of this Charter, including any extensions (if applicable) as approved by the General Meeting of Shareholders through a resolution.
   k. "Vietnam" refers to the Socialist Republic of Vietnam.
   l. "Shareholder" refers to an individual or organization that owns at least one share of the Company.
   m. "Major shareholder" refers to a shareholder as defined in Clause 18, Article 4 of the Law on Securities.
   n. "Stock exchange" refers to the Vietnam Stock Exchange and its subsidiaries.

o. "Legal identification documents of an individual" refers to one of the following documents: Identity Card, Citizen Identity Card, Passport, or other lawful personal identification document.

p. "Internal Management Regulations" means internal regulations relating to the governance, management and administration of the Company, and other relevant activities or matters, issued by the Board of Directors from time to time, including but not limited to matters relating to authorization, delegation or assignment of authority by the Board of Directors, the Chairperson of the Board of Directors and the Chief Executive Officer; the rights, obligations and responsibilities of the Legal Representative of the Company; matters relating to the operation of the Company's authorized representatives at other organizations; and specific regulations on the operation of Committees, Subcommittees and Units under the Board of Directors. For the avoidance of doubt, Internal Management Regulations shall not include regulations falling within the decision-making authority of the General Meeting of Shareholders or the Chief Executive Officer.

q. "Group of Companies" means the Company, its subsidiaries and associates.

2. In this Charter, references to one or more provisions or documents shall include any amendments, supplements, or replacements thereof.

3. The headings (chapters and articles of this Charter) are provided for convenience of reference and shall not affect the substance of this Charter.

4. Words or terms defined in the Law on Enterprises, the Law on Securities, and other relevant legal instruments shall have the same meanings in this Charter, provided that they do not conflict with the subject matter or context.

II. NAME, TYPE, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, AND OPERATING TERM OF THE COMPANY

Article 2. Name, Type, Headquarters, Branches, Representative Offices, and Operating Term of the Company

1. Company name

- Company name in Vietnamese: CÔNG TY CỔ PHẦN THÀNH THÀNH CÔNG - BIÊN HÒA
- Company name in foreign language: THANH THANH CONG - BIEN HOA JOINT STOCK COMPANY
- Short name: TTC - BH

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

3. The registered office of the Company:

- Headquarters: Tan Loi Hamlet, Tan Phu Commune, Tay Ninh Province
- Phone: (84.276) 839804
- Fax: (84.276) 839834
- E-mail: info@ttcagris.com.vn
- Website: http://ttcagris.com.vn/

4. The Chairman (Chairlady) of the Board of Directors is the legal representative of the Company. Depending on operational needs, the Company may have more than 01 (one) legal

representative, with the number and specific titles determined by the Board of Directors in accordance with the applicable legal provisions at the time. The specific rights and obligations of each legal representative shall be defined in this Charter, the Company's internal regulations, and the resolutions issued by the Board of Directors.

5. The Company may establish branches and representative offices in the business area to implement the objectives of the Company in accordance with the Resolutions of the Board of Directors and to the extent permitted by law.

6. The term of operation of the Company shall be unlimited. The Company may change its term of operation with an effective resolution of the General Meeting of Shareholders.

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

Article 3. Objectives of the Company

1. Business lines:

No.	Name of business line	Code of business line
1	Manufacture of sugar Details: Manufacture of sugar.	1072 (main)
2	Electric power generation from renewable energy sources Details: Generation of electricity from biomass and solar energy, excluding hydropower generation, offshore wind power generation, and nuclear power generation.	3512
3	Transmission and distribution of electricity Details: Distribution of self-generated electricity, excluding the distribution of hydropower, offshore wind power, and nuclear power; not providing electricity distribution services to third parties.	3513
4	Growing of sugar cane	0114
5	Manufacture of other food products not elsewhere classified Details: Manufacture and trading of products using sugar or by-products and waste products derived from sugar production.	1079
6	Manufacture of fertilizers and nitrogen compounds Details: Manufacture and trading of fertilizers and agricultural supplies.	2012
7	Hotels and similar accommodation Details: Hotel business.	5510
8	Restaurants and mobile food service activities Details: Restaurant business.	5610
9	Other professional, scientific and technical activities not elsewhere classified Details: Technical and technological consultancy services for the sugar production industry.	7499
10	Business and other management consultancy activities Details: Management consultancy services for the sugar production industry.	7020
11	Manufacture of basic chemicals Details: Manufacture and trading of alcohol and alcohol by-products.	2011
12	Real estate activities with own or leased property and land use rights	6810

No.	Name of business line	Code of business line
	Details: Real estate business in accordance with Clauses 3 and 4, Article 10 of the Law on Real Estate Business No. 29/2023/QH15 dated 28 November 2023.	
13	Manufacture of non-alcoholic beverages and mineral waters Details: – Manufacture of mineral water and bottled purified water; – Manufacture of non-alcoholic beverages and mineral waters; – Manufacture and processing of soft drinks, fruit juices, and soybean milk; – Manufacture of bottled purified water.	1105
14	Processing and preserving of fruit and vegetables Details: Processing of agricultural products.	1030
15	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo and rattan) and live animals Details: Wholesale of agricultural and forestry raw materials (excluding wood, bamboo and rattan) and live animals; excluding the exercise of export rights, import rights, and distribution rights in respect of rice, cane sugar, beet sugar, wood, bamboo, rattan, natural rubber latex, and tobacco.	4620
16	Wholesale of agricultural machinery, equipment and spare parts	4653
17	Distilling, rectifying and blending of spirits	1101
18	Wholesale of food Details: Wholesale of meat and meat products; vegetables and fruits; milk and dairy products; confectionery and products made from cereals, flour and starch; other food products (excluding sugar and rice).	4632
19	Retail sale in non-specialized stores with food, beverages, tobacco and tobacco products predominating Details: Retail sale of food and beverages predominating in non-specialized stores (excluding sugar, rice, tobacco, pipe tobacco and cigars).	4711
20	Other retail sale in non-specialized stores Details: Retail sale in supermarkets and shopping malls; other retail sale not elsewhere classified in non-specialized stores; excluding the exercise of export rights, import rights and distribution rights in respect of tobacco, pipe tobacco, cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined petroleum products, cane sugar, beet sugar and rice.	4719
21	Retail sale of food in specialized stores Details: Retail sale of meat and meat products; vegetables and fruits; milk and dairy products; bread, jams, confectionery and products made from cereals, flour and starch; other food products in specialized stores (excluding sugar and rice).	4722
22	Wholesale of beverages	4633
23	Retail sale of beverages	4723
24	Retail sale of food	4721

No.	Name of business line	Code of business line
	Details: Retail sale of food (excluding sugar, rice, tobacco, pipe tobacco and cigars) and beverages by mobile vendors or at markets.	
25	Construction of other civil engineering projects Details: Construction of civil engineering projects, including: – Construction of civil engineering works (CPC 513); – Erection and installation works (CPC 514, 516); – Other construction works (CPC 511, 515, 518).	4299
26	Wholesale of other machinery, equipment and spare parts Details: Wholesale of machinery, equipment and supplies for the sugar industry.	4659
27	Repair and maintenance of machinery and equipment Details: Repair and maintenance of equipment for the sugar industry.	3312
28	Installation of industrial machinery and equipment Details: Installation of equipment for the sugar industry.	3320
29	Construction of residential buildings Details: Construction of all types of residential buildings, including: – Construction of high-rise residential buildings (CPC 512); – Completion and finishing works for high-rise residential buildings (CPC 517).	4101
30	Construction of non-residential buildings Details: Construction of all types of non-residential buildings, including: – Industrial factory buildings and civil engineering works (CPC 513); – Erection and installation works (CPC 514, 516).	4102
31	Information technology infrastructure, data processing, hosting and related activities Details: Provision and leasing of information technology infrastructure and server hosting services; excluding postal and telecommunications services.	6310
32	Wholesale of computers, computer peripheral equipment and software Details: Wholesale of computers, computer peripheral equipment and software; excluding the exercise of export rights, import rights and distribution rights in respect of recorded media.	4651
33	Raising of cattle and buffaloes and breeding of cattle and buffaloes Details: Raising of cattle and buffaloes and breeding of cattle and buffaloes; excluding research on and use of animal genetic resources, or the production and trading of new animal breeds and breeding lines before appraisal, evaluation, approval or recognition by the Ministry of Agriculture and Environment.	0141
34	Raising of horses, donkeys and mules and breeding of horses, donkeys and mules Details: Raising of horses, donkeys and mules and breeding of horses, donkeys and mules; excluding research on and use of animal genetic resources, or the production and trading of new animal breeds and	0142

No.	Name of business line	Code of business line
	breeding lines before appraisal, evaluation, approval or recognition by the Ministry of Agriculture and Environment.	
35	Raising of goats, sheep, deer and breeding of goats, sheep and deer Details: Raising of goats and sheep and breeding of goats, sheep and deer; excluding research on and use of animal genetic resources, or the production and trading of new animal breeds and breeding lines before appraisal, evaluation, approval or recognition by the Ministry of Agriculture and Environment.	0144
36	Raising of pigs and breeding of pigs Details: Raising of pigs and breeding of pigs; excluding research on and use of animal genetic resources, or the production and trading of new animal breeds and breeding lines before appraisal, evaluation, approval or recognition by the Ministry of Agriculture and Environment.	0145
37	Raising of poultry Details: Raising of poultry; excluding research on and use of animal genetic resources, or the production and trading of new animal breeds and breeding lines before appraisal, evaluation, approval or recognition by the Ministry of Agriculture and Environment.	0146
38	Other animal production Details: Other animal production; excluding research on and use of animal genetic resources, or the production and trading of new animal breeds and breeding lines before appraisal, evaluation, approval or recognition by the Ministry of Agriculture and Environment.	0149
39	Mixed farming Details: Mixed crop and livestock farming; excluding research on and use of animal genetic resources, or the production and trading of new animal breeds and breeding lines before appraisal, evaluation, approval or recognition by the Ministry of Agriculture and Environment.	0150
40	Growing of tropical and subtropical fruits	0121
41	Growing of oleaginous fruits	0122

If any of the business sectors listed above require approval from the competent state management authorities, the Company shall only engage in such activities after receiving approval from the relevant state authority.

2. The objective of the Company: To mobilize and utilize capital effectively for production and business by the fields, functions and business lines of the Company; To improve efficiency to maximize reasonable returns; To generate job and stable income for employees; To increase dividend for shareholders; To contribute to social benefits; To continuously develop the Company to become stronger.

Article 4. Scope of business and operation

The Company is permitted to plan and conduct all business activities in accordance with applicable law and to take appropriate measures to achieve the Company's objectives.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 5. Charter capital, shares, founding shareholders

1. The charter capital of the Company is **VND 9.562.454.880.000** *(In words: Nine trillion five hundred sixty-two billion four hundred fifty-four million eight hundred eighty thousand Vietnamese dong).* The total charter capital of the Company is divided into **956,245,488** *(Nine hundred fifty-six million two hundred forty-five thousand four hundred eighty-eight)* shares with a par value of **VND 10,000/share**. Of which:

   a. Number of common shares: **934,634,155** *(Nine hundred thirty-four million six hundred thirty-four thousand one hundred fifty-five)* shares.

   b. Number of convertible dividend preference shares: **21,611,333** *(Twenty-one million six hundred eleven thousand three hundred thirty-three)* shares.

   The Company may increase or decrease its charter capital when approved by the General Meeting of Shareholders and in accordance with the law.

2. Shares of the Company on the date on which this Charter is adopted comprise ordinary share and convertible preference share. The rights and obligations of common shares are provided in Article 11 and Article 12 of this Charter.

3. Apart from common shares, the Company may have preferred shares. The owner of preferred shares is called preferred shareholders. The preferred shares include:

   a. Voting preferred share. Shareholders who own voting preferred share, have the rights in accordance with the provisions of law.

   b. Dividend preferred share. Shareholders who own dividend preferred share, have the rights in accordance with the provisions of law.

   c. Redeemable preferred share. Shareholders who own redeemable preferred share, have the rights in accordance with the provisions of laws.

   d. Dividend redeemable preferred share:

      (i.) Dividend redeemable preferred share is share that:

      - Be paid dividends higher than the dividends of ordinary shares or fixed amount of annual dividends. Annual distributed dividends include fixed dividend and bonus dividend, fixed dividend does not depend on the Company's business outcome. The level of fixed dividend and method for determination of bonus dividend shall be written on the certificates of dividend redeemable preferred shares.
      - Be redeemed value of contribution by the company at the request of their owner or under the conditions provided in the certificate of the dividend redeemable preferred shares and in accordance with the approved method of preferred share offer.
      - Be convertible into ordinary share in accordance with the conditions provided in the certificate of the dividend redeemable preferred.

      (ii.) Shareholder who owns dividend redeemable preferred share, has the rights to:

      - Receive dividends as prescribed in item (i), point d, clause 3of this Article.
      - Receive remaining assets corresponding to the ownership ratio at the Company upon the company's dissolution or bankruptcy after the Company has paid all debts.

- Be redeemed value of contribution by the company at the request of their owner or under the conditions provided in the certificate of the dividend redeemable preferred shares.
- Request for converting into ordinary share in accordance with the conditions provided in the certificate of the dividend redeemable preferred shares and in accordance with the approved method of preferred share offer.
- Other rights are the same as an ordinary shareholder, except for (1) Voting right, except as provided in Article 16 of this Charter; (2) Right to Attend General Meetings of Shareholders; and (3) Right to nominate candidates for the Board of Directors.

e. Convertible preferred share.

(i.) Convertible preferred share is share that:

- Be paid dividends higher than the dividends of ordinary share or a fixed number of annual dividends. Annual distributed dividends include fixed dividend and bonus dividend, fixed dividend does not depend on the Company's business outcome. The level of fixed dividend and method for determination of bonus dividend shall be written on the certificate of convertible preferred shares.
- Be convertible into ordinary share in accordance with the conditions provided in the certificate of the convertible preferred shares.

(ii.) Shareholder who owns convertible preferred share, has the rights to:

- Receive dividends as prescribed in item (i), point e, clause 3of this Article.
- Be prioritized to receive, for each share of such shareholder, the sum of (i) value as share sale surplus as determined by the Board of Directors (but not exceeding the internal rate of profit applicable to the preferred shareholder in accordance with issuance contract and/or any relevant agreement signed between the Company and such preferred shareholder), (ii) the price paid by the preferred shareholder for the purchase of preferred share (if this value has not been included in the calculation of the value in (i) above), and (iii) any interest incurred but not yet paid on dividends payable to the preferred shareholder, and any other amounts owed by the Company to such preferred shareholder (but only if such amounts have not been included in calculating the value in (i)) from the remaining assets or the balances of the Company after payments have been made or transferred to the reserve fund for payment to creditors and any compulsory payments that must be made in accordance with Vietnam laws in event of any of the followings: (i) Any compromise or arrangement made by the Company with creditors/debtors or default on maturity and the occurrence of these events are reasonably expected to result in an insolvency proceeding against the Company; (ii) a temporary or official liquidator appointed by an appropriate court under the applicable Law; (iii) the conduct of any voluntary or involuntary liquidation, dissolution or discontinuance of the Company; (iv) the occurrence of a merger, acquisition, consolidation or one or a series of transactions with the Company or any of its subsidiaries in which the existing shareholders of the Company after one or a series of the above transaction no longer maintains the majority of voting rights in the remaining entity after the merger, acquisition or consolidation; or (v) there is a transfer (whether or not of the value is paid) of all or more than 50% (fifty percent) of the value of the assets of the Company or its subsidiaries, before the Company makes payment to ordinary shareholders.

- To request for converting into ordinary share in accordance with the conditions provided in the certificate of the convertible shares and accordance with the approved method of preferred share offer.
- Other rights are the same of ordinary shareholder, except for (1) Voting right, except as provided in Article 16 of this Charter; (2) Right to Attend General Meetings of Shareholders; and (3) Right to nominate candidates for the Board of Directors.

f. The Company may issue other types of preferred shares after approved by the General of Meeting Shareholders, in accordance with the provisions of the laws.

4. Ordinary shares shall be offered to the existing shareholders in proportion to their shareholding unless otherwise stipulated by the General Meeting of Shareholders. The Company must announce the share offer, specifying the number of shares to be offered and the time of purchase registration so that shareholders can register to buy. The number of shares not registered by the shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to other shareholders according to suitable conditions and methods but shall not be more favorable than the conditions offered to existing shareholders unless otherwise agreed by the General Meeting of Shareholders or in the case where the shares are sold through the Stock Exchange.
5. The Company may purchase shares issued by the company itself (including redeemable preference shares) in the manner as prescribed in this Charter and applicable laws.
6. The Company may issue other types of securities in accordance with the laws.

Article 6. Share certificates

1. Shareholders of the Company shall be issued with share certificates corresponding to the number of shares and types of shares owned.
2. Share certificate is a type of stock certifying lawful rights and benefits of an owner of a portion of the share capital of an issuing organization. Share certificates must contain the details stated in clause 1 Article 121 of the Law on Enterprises.
3. Within two months (or longer term under the terms of issue) from the date of full payment of purchase price of shares as stipulated in the share issue plan of the Company or as from the date of submission of a complete application file for assignment of the ownership of shares as stipulated by the Company, the shareholders shall be issued with share certificates. The owner of shares is not required to pay the Company any expenses for printing the share certificate.
4. In the event of transferring only some shares in a registered share certificate, the old certificates will be canceled, and the new certificate of the remaining shares will be issued free of charge.
5. Where a share certificate is lost, damaged or otherwise ruined, the shareholder shall be re-issued by the Company with a share certificate at the request of such shareholder. Such request of the shareholder must contain the following particulars:

   (a) Information about the share certificate, which was lost, damaged or otherwise ruined.

   (b) Commitment to take responsibility for any disputes arising from the re-issuance of a new share certificate.

Article 7. Other share certificates

Bond certificates or other share certificates of the Company (except for letters of offer, temporary certificates and similar documents) will be issued with the seal and signature of the legal representative of the Company unless otherwise provided by the terms and conditions of the issue.

Article 8. Offer for sale and transfer of shares

1. All shares can be freely transferred unless this Charter and laws otherwise stipulated. Shares listed or registered to trade on the Stock Exchange shall be transferred in accordance with the law on securities and stock market of the Stock Exchange.
2. Shares which have not been fully paid shall not be transferable or entitled to interest, including the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the right to buy new shares and other rights as prescribed by law.
3. The Board of Directors shall decide on the time, method and price of shares. The purchase price shall not be lower than the market price at the time of the offering or the value recorded in the latest book of shares at, except for the following cases:
    a. Shares offered for the first time to non-founding shareholders.
    b. Shares offered to all shareholders in proportion to their existing shares in the Company.
    c. Shares offered to brokers or guarantors. In this case, the discount amount and rate shall be approved by the Board of Directors.
    d. Shares offered are subject to a discount as agreed with the Investor. The specific discount amount or rate shall be decided by the Board of Directors.

Article 9. Share revocation

1. Where a shareholder fails to pay in full and on time the amount payable to purchase the shares, the Board of Directors shall provide a notice and has the right to require such shareholder to pay the residual amount and shall take corresponding responsibility for the total par value of subscribed shares with respect to financial obligations of the Company which arise prior to the date on which the company registers adjustment of its charter capital in accordance with the laws.
2. The above payment notice must clearly state the new payment period (at least seven days after the date of sending the notice) and place of payment. This notice must clearly state that in case of non-payment, unpaid shares shall be revoked fully.
3. In case of failure of payment, the Board of Directors shall have the right to revoke the number of shares prior to fully paying all payment amounts, interests and related expenses. The revocation shall include dividends of the withdrawn shares that have not actually been paid until the time of the revocation. The Board of Directors may accept the submission of shares to be revoked in accordance with clauses 4, 5 and 6 of this Article and in other cases as stipulated in this Charter.
4. Shares revoked shall be deemed as shares to be offered for sale. The Board of Directors may directly or indirectly authorize the sale, redistribution or settlement to the people whose shares are revoked or other subjects in accordance with the conditions and methods decided by the Board of Directors.
5. Shareholders whose shares are revoked shall quit their status as shareholders in respect of those shares, but must take corresponding responsibility for the total par value of subscribed shares with respect to the financial obligations of the Company arising at the time of revocation as decided by the Board of Directors from the date of revocation up to the date of payment. The Board of Directors shall have full power to decide on the coercive payment of the total value of shares at the time of revocation or may discount partly or wholly of such amount.
6. A notice of share revocation shall be sent to the persons holding revoked shares prior to the time of revocation. The revocation shall remain its effect despite the case of erroneous or careless notification.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 10. Organizational structure and management of the Company:

The organizational structure of the company includes:

a. General Meeting of Shareholders.

b. Board of Directors. Board of Director has Audit committee and other committees and units under the Board of Directors.

c. Chief Executive Officer.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

1. Shareholders are the owners of the Company with rights and obligations corresponding to the number of shares and type of shares they own. Shareholders are responsible for debt and other property obligations of the Company within the amount of capital contributed to the Company.
2. A shareholder who owns ordinary share shall have the following rights:
   a. To attend and give an opinion at the General Meeting of Shareholders and exercise the right to vote at the General Meeting of Shareholders or through his/her authorized representative or through other forms in accordance with the Charter and the laws. Each ordinary share has one vote.
   b. To receive dividends at the rate decided by the General Meeting of Shareholders.
   c. To freely transfer their paid shares to others according to the provisions of this Charter and current law.
   d. To be given priority in subscribing to new shares in proportion to the ratio of ownership of ordinary shares each shareholder holds in the company.
   e. To review, search and extract information related to shareholders in the list of shareholders having voting right and request the amendment to inaccurate information of itself;
   f. To review, search, extract or copy the Charter of the Company, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders.
   g. Receiving the remaining assets provokes a ratio to the number of shares owned in the Company in case of dissolution and bankruptcy of the Company.
   h. To request the Company to redeem their shares in accordance with the laws.
   i. To be treated equally. Each share of the same class entitles its Shareholder to equal rights, obligations and benefits. If the Company has classes of preference shares, the rights and obligations attached to such classes of preference shares must be provided in the Charter;
   j. To fully access periodical and extraordinary information disclosed by the Company in accordance with the laws.
   k. To protect their legitimate rights and interests; to request suspension or cancellation of resolutions or decisions of the General meeting of shareholders, the Board of Directors in accordance with the provisions of the Law on Enterprises;
   l. Other rights as stipulated in Law on Enterprises and this Charter.
3. Shareholders or a group of shareholders owning 5% or more of the total number of ordinary shares have the following rights:

a. Request the Board of Directors to convene a General Meeting of Shareholders in any of the following cases. The convening must be carried out in accordance with Article 17 of this Charter, when:

   i. The Board of Directors seriously violates the rights of shareholders, the duties of management, or make decisions beyond their delegated authority.

   ii. Other cases as stipulated in this Charter.

b. Review, inspect, extract minutes and resolutions, decisions of the Board of Directors, reports of the Audit Committee semi-annual and annual financial reports according to the Vietnamese accounting system, contracts, transactions requiring Board of Directors' approval, and other documents, except for documents related to the company's trade secrets or business confidential information, as determined in accordance with the Company's internal rules and regulations issued by the Board of Directors.

c. Request the Board of Directors to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be made in writing and include the shareholder's full name, mailing address, nationality, legal identification document number for individual shareholders, or the company's name, business registration number or legal document, address of the head office for corporate shareholders; the number of shares and registration date for each shareholder, total shares held by the group of shareholders, and the ownership percentage of total shares in the company; the issue to be inspected, and the purpose of the inspection.

d. Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and submitted to the Company no later than 03 (three) working days before the meeting commences.

e. Other rights as provided by law and this Charter.

4. In addition to the rights specified in Clause 3 of this Article, shareholders or a group of shareholders owning 10% or more of the total number of common shares shall have the right to nominate individuals to the Board of Directors. The nomination process shall be carried out in accordance with the provisions in Clauses 2 and 3, Article 24 of this Charter.

Article 12. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To comply with the Company's Charter and the policies, regulations, and internal management rules of the Company; adhere to the decisions/resolutions of the General Meeting of Shareholders or the Board of Directors.

2. To participate in the meetings of the General Meeting of Shareholders and exercise the right to vote through the following forms:

   a. Participating in and exercising the right to vote directly at the meeting.

   b. Authorizing other individual(s), organization(s) to participate in and exercise the right to vote at the meeting.

   c. Participating in and exercising the right to vote via online meeting, using electronic votes or other electronic forms.

   d. Sending votes to the meeting via mail, fax, email.

   e. To cast electronic votes through the electronic voting system designated by the Company from time to time, or to send votes to the meeting via other forms in accordance with the applicable laws .

3. To pay for the purchase of shares already registered according to regulations; Not to withdraw the capital contributed to the form of ordinary shares from the Company in any form unless they are repurchased by the Company or other people. When a shareholder withdraws part or all the contributed share capital in contravention of the provisions of this Clause, such shareholders and related people in the company shall jointly be liable for debts and the other assets of the Company within the value of withdrawn shares and the damages arising.
4. To provide the correct address when subscribing to shares.
5. To fulfill other obligations as prescribed by the current law.
6. To take personal responsibility when acting on behalf of the company in any form to commit one of the following acts:
   a. Breaking the laws.
   b. Conducting business and other transactions for self-interest or for the benefit of other organizations and individuals.
   c. Premature payment of debts where the Company is at financial risks that may occur to the Company.
7. To preserve confidentiality of information provided by the company pursuant to the Charter and the law; and only to use information provided to perform and protect their lawful rights and interests, and not to distribute, copy or send such information to other organizations or individuals.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders shall include all Shareholders entitled to vote and shall be the highest decision-making authority of the Company. The General Meeting of Shareholders shall convene an annual meeting once per year and within a time-limit of four (4) months after the end of a financial year. The Board of Directors may extend the time-limit for holding an annual meeting of the General Meeting of Shareholders where necessary, but not beyond six (6) months from the end of the financial year. In addition to such annual meetings, the General Meeting of Shareholders may convene extraordinary meetings. The meeting location of the General Meeting of Shareholders shall be determined as the location where the chairperson of the meeting attends the meeting and must be in the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select the appropriate venue. The Annual General Meeting of Shareholders decides the issues in accordance with the law and the Charter of the Company, especially the annual financial statements and the financial budget for the next fiscal year. Independent auditors may be invited to attend the meeting to advise on the adoption of annual financial statements. If the audit report on the annual financial statements of the Company contains any major reservation, the auditor's opinion which is contrary to or disapproves such financial statements, then the Company must invite a representative of the institutional auditor approved to conduct the audit of the financial statements of the Company to attend the annual meeting of the General Meeting of Shareholders and such representative is responsible to attend the annual meeting of the General Meeting of Shareholders of the Company.
3. The Board of Directors shall convene the 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 the remaining members of the Board of Directors is less than the minimum number of members required by law.

c. When the number of independent members of the Board of Directors is less than the minimum number of members as prescribed by law.

d. Shareholders or groups of shareholders stipulated in Clause 3; Article 11 of this Charter request the convening of the General Meeting of Shareholders in a written proposal. The written request for the convening shall clearly state the reasons and purpose of the meeting, contain all contents prescribed in Clause 4, Article 115 of the Law on Enterprises, and the signatures of the shareholders concerned. This written request shall be made in many copies with full signatures of all relevant shareholders. The request to convene the meeting must be accompanied by documents and evidence of violations by the Board of Directors, the severity of such violations, or decisions exceeding its authority. The shareholder or group of shareholders shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to competent authorities when requesting the convening of a General Meeting of Shareholders.

e. Other cases as required by law.

4. Convening Extraordinary General Meeting of Shareholders

a. The Board of Directors shall convene a meeting of the General Meeting of Shareholders within 60 days from the date when the remaining number of members of the Board of Directors belongs to the cases as stipulated in point b of Clause 3 of this Article.

b. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days of the date when the remaining number of independent members of the Board of Directors belongs to the cases as provided for in Point c, Clause 3 of this Article or receive the request as prescribed in Point d, Clause 3 of this Article. This provision shall not apply to cases when the independent members of the Board of Directors no longer satisfy the conditions prescribed in Clause 3, Article 155 of the Law on Enterprises. Then, the Board of Directors shall have the right to select one of the actions specified in Clause 3, Article 155 of the Law on Enterprises.

c. If the Board of Directors does not convene the General Meeting of Shareholders in accordance with the provisions of point a and b, Clause 4 of this Article, within a period of thirty (30) days, the shareholder or groups of shareholders shall have the right to replace the Board of Directors to convene the General Meeting of Shareholders as stipulated in Clause 3, Article 11.

In this case, the shareholder or groups of shareholders convening the General Meeting of Shareholders may request the business registration office to supervise the convening, conducting and the decision-making of the meeting if it is necessary.

d. Reasonable expenses for the convening and conducting of the General Meeting of Shareholders shall be reimbursed by the Company. In all cases, reasonable expenses shall excluding expenses paid by shareholders such as accommodation and travel expenses when attending the General Meeting of Shareholders.

e. Procedure for conducting the General Meeting of Shareholders in accordance with the provisions of Clause 5 Article 140 of the Law on Enterprises.

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

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

a. To approve the development orientation of the company.

b. To make decisions on the classes of shares and the total number of shares of each class which may be offered for sale; to make decisions on the rate of annual dividend for each class of shares.

c. To elect, dismiss or remove members of the Board of Directors.

d. To make decisions on investing or selling assets valued at seventy (70) or more per cent of the total value of assets recorded in the latest financial statements of the company.

e. To make decisions on amendments of and additions to the Charter of the company.

f. To approve the annual financial statements.

g. To make decisions on redemption of more than ten (10) per cent of the total number of shares sold of each class.

h. To consider and deal with breaches by members of the Board of Directors which cause losses to the company and its shareholders.

i. To make decisions on re-organization, dissolution of the Company.

j. To decide the budget or the total remuneration, bonuses and other benefits of the Board of Directors.

k. To approve the Internal Regulations on corporate governance, and the Regulations on organization and operation of the Board of Directors.

l. To approve the list of independent auditing companies, and to decide on an independent auditor to conduct inspection of the company's activities, and to remove the independent auditor when considered necessary.

m. Other rights and obligations in accordance with the laws.

2. An annual meeting of the General Meeting of Shareholders shall discuss and pass on the following issues:

a. Annual business plan of the company.

b. Audited annual financial statements.

c. Report on the Board of Directors regarding management by and operational results of the Board of Directors and each member of the Board of Directors.

d. Report by each Independent Director assessing the performance of the Board of Directors.

e. Reporting of Independent Member of Board of Directors of Audit Committee. Contents of reporting complying with the laws.

f. Dividend rate for each class of share.

g. Other matters within its authority.

3. In addition to issues that are discussed and passed at the Annual General Meeting of Shareholders, the General Meeting of Shareholders shall discuss and pass the following issues:

a. Quantity of members of Board of Directors.

b. To elect, dismiss, remove, replace members of the Board of Directors.

c. To decide the budget or the total remuneration, bonuses and other benefits of the Board of Directors, Audit Committee.

d. To make decisions on amendments of and additions to the Charter of the Company.

e. To make decisions on the classes of shares and total number of shares of each class which may be offered for sale.

f. To make decisions on the division, separation, consolidation, merger or conversion of the type of Company.

g. To organize the restructuring or dissolution of the Company and appoint a liquidator.

h. To make decisions on investing or selling assets valued at seventy (70) or more per cent of the total value of assets recorded in the latest financial statements of the Company.

i. To make decisions on redemption of more than ten (10) per cent of the total number of shares sold of each class.

j. The Company's signing of contracts with people defined in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the assets of the Company recorded in the latest audited financial statement.

k. To approve the transactions specified in point b, Clause 7, Article 35; Clause 8, Article 35; and point b, Clause 9, Article 35 of this Charter.

l. To approve the Internal Regulations on corporate governance, and the Regulations on organization and operation of the Board of Directors.

m. Other issues stipulated by law and in this Charter of the Company.

4. A shareholder is not allowed to vote in the following cases:

   a. The contracts specified in point j clause 3 Article 14 of this Charter to which the shareholder or his/her related person is a party.

   b. The share redemption of such shareholder or his/her related persons unless such share redemption is conducted pro rata to all shareholders or order matched in the Stock Exchanges or public offering in accordance with laws.

   c. Shareholders have interests relating to contracts, transactions provided in point b, clause 9 Article 35 of this Charter.

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

6. Unless otherwise provided by law, the General Meeting of Shareholders has the right to delegate or assign authority to the Board of Directors, the CEO, and/or other entities to perform one or more responsibilities and powers within its authority for the best interests of the Company. The delegation or assignment of authority must be reflected in a resolution, clearly specifying the entity, the scope, duration, and conditions of the delegation or assignment.

Article 15. Authorized representatives

1. Eligible shareholders to attend the meeting of the General Meeting of Shareholders in accordance with the provisions of law may directly attend or authorize an individual or organization to attend. For meetings with more than one authorized representative, the number of shares of each representative must be specified.

2. The authorization for an individual or organization to attend the meeting of the General Meeting of Shareholders mentioned in Clause 1 of this Article shall be made into written documents. A letter of authorization must be made in accordance with the civil law and must specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents, scope, authorization period, signatures of the authorizing party and the authorized party.

   The authorized participants shall submit the authorization documents when registering their participation in the meeting.

3. The voting card of the authorized person within the scope of authorization shall be still effective in one of the following circumstances:

   a. The authorizing party has died, has limited capacity for civil acts or lost his/her capacity;

b. The authorizing party has canceled the authorization;

c. The authorizing authority has revoked the authority of the authorized party.

d. This Clause shall not be applied in cases the Company receives notice of one of the events mentioned above before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 16. Change of rights

1. A resolution of the General Meeting of Shareholders that changes the rights and obligations of preferred shareholders to their disadvantage may only be approved if (i) it is approved by at least 65% of the total voting shares of the eligible shareholders at the meeting, and the preferred shareholders of the same class attending the meeting hold at least 75% of the total number of preferred shares of that class, or (ii) it is approved by more than 50% of the total voting shares of the eligible shareholders and preferred shareholders of the same class holding at least 75% of the total number of preferred shares of that class, in case the resolution adopted by questionnaire survey;

2. The organization of a meeting to approve changes as specified in Clause 1 of this Article is only valid when shareholders (or their authorized representatives) hold at least 1/3 of the par value of the shares issued of that class are present. If the required number of representatives is not met, the meeting shall be reconvened within the following 30 days, and those holding shares in that class (regardless of the number of individuals or shares) present either in person or by proxies shall be considered to constitute the required quorum. At meetings of shareholders holding preferred shares, those present in person or by proxies may request a secret vote. Each share of the same class shall have equal voting rights at these meetings.

3. The procedures for conducting such separate meetings shall be the same as those set out in Articles 17, 18, 19, 20 and 21 of this Charter.

4. Unless otherwise provided by the issuance regulation, the special rights attached to preference shares of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

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

1. The Board of Directors shall convene the General Meeting of shareholders, or the General Meeting of shareholders shall be convened in accordance with the terms stipulated in clause 3, 4 of Article 13 of this Charter.

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

   a. To prepare a list of eligible shareholders to attend the General Meeting of Shareholders. The list of eligible shareholders to attend the General Meeting of Shareholders must be prepared no more than 10 days before the meeting invitation announcement is sent. The Company must announce information regarding the preparation of the list of eligible shareholders to attend the General Meeting of Shareholders at least 20 days before the record date.

   b. To provide information and deal with complaints relating to the list of shareholders.

   c. To prepare the meeting agenda and meeting contents.

   d. To determine the time and venue of the meeting.

   e. To prepare documents for the meeting and to draft resolutions of the General Meeting of Shareholders in accordance with the proposed agenda of the meeting; To prepare a list and details of candidates in the case of election of members of the Board of Directors.

f. To send a notice of invitation to the meeting to each shareholder entitled to attend the meeting.

g. Other works serving the meeting.

3. The meeting invitation announcement of the General Meeting of Shareholders shall be sent to all shareholders by a method guaranteed to reach the contact addresses of shareholders and posted on the websites of the Company, State Security Commission of Viet Nam and the Stock Exchange where the Company's shares are listed or registered. The convener of the General Meeting of Shareholders shall send invitations to all shareholders on the list of eligible shareholders to attend the meeting in the General Meeting of Shareholders at least twenty-eight (28) days before the opening date (from the day on which the invitation is validly sent). The meeting agenda and documents relevant to the issues to be voted on at the General Meeting of Shareholders shall be posted on the Company's website and the meeting invitation announcement shall specify the website address and links to all documents for shareholders to access, including:

   a. The agenda and documents used in the meeting.

   b. List and details of applicants (in case of known candidates) when electing members of the Board of Directors;

   c. Voting cards;

   d. Draft resolutions for each issue on the agenda;

4. Shareholders or groups of shareholders stipulated in Clause 3, Article 11 of this Charter have the right to propose matters to be included on the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company at least **03 (three)** working days before the opening date of the General Meeting of Shareholders. The proposal shall specify full name, contact address, nationality, and legal document number for individual shareholders; name, business registration number or legal document number of the organizational legal document, and head office address of a shareholder being an organization, quantity of each type of shares owned by the shareholder and the proposed issues.

5. In case the convener of the GMS rejects the proposal mentioned in Clause 4 of this Article, a written response and explanation must be provided at least 02 days before the opening day, clearly explaining reasons of the rejection. The convener may only reject the proposal under the following circumstances:

   a. The proposal is submitted after the deadline or lacks sufficient or correct content as required in Clause 4 of this Article.

   b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the total number of ordinary shares as stipulated in Clause 3, Article 11 of this Charter.

   c. The proposed issue is not within the decision-making authority of the General Meeting of Shareholders.

   d. Other cases as provided by law.

6. The convenor of a meeting of the General Meeting of Shareholders must accept and include the recommendations stipulated in clause 4 of this Article into the draft meeting agenda and meeting contents, except in the cases stipulated in clause 5 of this Article; the recommendation shall be added officially to the meeting agenda and the meeting contents if the General Meeting of Shareholders so agrees.

Article 18. Conditions for conducting the General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted when the number of shareholders attending represents more than fifty (50) per cent of the total number of the voting shares.
2. When a meeting is not able to be conducted for the first time because the conditions stipulated in clause 1 of this Article are not satisfied, the meeting invitation announcement to the second meeting must be sent within sixty (60) days from the date of the intended opening of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents thirty-three (33) or more per cent of the total number of voting shares.
3. When the second meeting is not able to be conducted because the conditions stipulated in clause 2 of this Article are not satisfied, the meeting invitation announcement to the third meeting must be sent within sixty (60) days of the date of the intended opening of the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted irrespective of the total number of voting shareholders attending the meeting.
4. Only the General Meeting of Shareholders may make decisions on a change of the agenda accompanying the meeting invitation announcement as stipulated in clause 3 Article 17 of this Charter.

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

1. The General Meeting of Shareholders shall be convened and held in accordance with applicable laws and this Charter to allow shareholders to attend in person at a physical venue, participate online via electronic means, or participate through a combination of both methods, for the purpose of discussing, voting on, and deciding matters within the authority of the General Meeting of Shareholders. The venue of the General Meeting of Shareholders shall be deemed to be the place where the chairperson attends the meeting and must be located within the territory of Vietnam.
2. Prior to the opening of a meeting, the Company shall carry out the procedures for registration of the shareholders attending the meeting.
3. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. Votes include approval, disapproval and abstention votes. Voting results shall be announced by the Chairperson immediately before the meeting ends.
4. Shareholders or authorized representatives that arrive after the opening of the meeting may register and have the right to participate in voting immediately after registration. In this case, the Chairperson shall not be obliged to stop the meeting for such late registration and the validity of matters that have been voted shall not be affected.
5. The election of the Chairperson, Secretary, and the Vote Counting Board is regulated as follows:
    a. The Chairman (Chairlady) of the Board of Directors shall act as the chairperson or delegate another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman (Chairlady) is absent and has not authorized another member of the Board, or temporarily loses the ability to perform their duties, the remaining members of the Board of Directors shall elect one of themselves to preside over the meeting by majority vote. If no chairperson can be elected, an Independent Member of the Board of Director under the Audit Committee or one of the Executive Board members will preside over the meeting for the General Meeting of Shareholders to elect the chairperson, with the person receiving the most votes becoming the meeting's chairperson.

b. Except for the case outlined in point a of this clause, the person who signs the notice convening the General Meeting of Shareholders shall act as the convener for the General Meeting to elect the chairperson, with the person receiving the most votes becoming chairperson.

c. The chairperson should appoint one or more individuals to serve as the meeting's secretary.

d. The General Meeting of Shareholders shall elect one or more individuals to the Vote Counting Board based on the chairperson's proposal.

6. The meeting agenda and meeting contents must be passed by the General Meeting of Shareholders in the opening session. The agenda must state clearly and in detail the time applicable to each matter on the meeting agenda.

7. The chairperson has the right to postpone the General Meeting of Shareholders for which sufficient attendees have registered for a period of no more than 03 working days from the proposed date of the meeting and may only postpone the meeting or change the venue of the meeting in the following cases:

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

   b. The media at the meeting does not ensure that participants can participate, discuss and vote.

   c. Some participants obstruct, disturb the order or there is a risk that the meeting is not conducted in a fair and legal manner.

8. In case the chairperson postpones the meeting of the General Meeting of Shareholders in contravention of clause 6 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson of the meeting until the expiration; all resolutions which were passed at such meeting shall take effect.

9. The chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and to reflect the desires of most attendees, including but not limited to:

   a. Arranging seating at the venue of the General Meeting of Shareholders.

   b. Ensuring the safety of all individuals present at the in-person meeting venue.

   c. Facilitating shareholders' participation (or continued participation) in the meeting. The chairperson has full authority to modify the measures and apply any necessary actions. These measures may include issuing entry passes or employing other selection methods.

10. The convener or the chairperson of the General Meeting of Shareholders has the following rights:

    a. To request all attendees to undergo a security check or be subject to other lawful and reasonable security measures.

    b. To request a competent agency to maintain orders during the meeting; to expel from the meeting any person who fails to comply with the authority of the chairperson to direct the meeting, who intentionally disrupts order or prevents the normal process of the meeting or who fails to comply with a request to undergo a security check.

11. The Company may apply modern technology to organize the General Meeting of Shareholders (annual or extraordinary) through online meetings or a combination of in-person and online meetings, as decided by the Board of Directors or the person convening the meeting. In cases the Company utilizes modern technology to organize the General Meeting of Shareholders (annual or extraordinary) through online meetings, the Company is responsible for ensuring that shareholders can attend and vote via electronic voting or other electronic methods in accordance with the Company's internal corporate governance regulations and applicable legal provisions.

Article 20: Approval of decisions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall approve all matters within its competence under clause 2, clause 3 of Article 14 of this Charter, and matters under clause 2, Article 147 of Law on Enterprises, by way of voting at the meeting or by collecting written opinions.
2. For a resolution of the General Meeting of Shareholders in relation to the following matters to be passed by way of voting at the meeting, it must be approved by shareholders holding at least 65% of the total number of votes of all attending and voting shareholders:
   a. Deciding on the class(es) of share and total number of shares of each class.
   b. Changing business lines and sectors.
   c. Changing organizational structure of the Company.
   d. Deciding on investment project or sale of assets equal to or greater than 70% of the total value of assets recorded in the latest audited financial statements of the Company.
   e. Re-organization or dissolution of the Company.
3. Except for cases stipulated under clause 2 of this Article and clause 1 of Article 16 of this Charter, a resolution of the General Meeting of Shareholders shall be passed by way of voting at the meeting if it is approved by shareholders holding more than 50% of the total voting rights of all attending and voting shareholders.
4. A resolution of the General Meeting of Shareholders, if passed by questionnaire survey, including the issues specified in Clause 2 of this Article, must be approved by shareholders representing more than 50% of the total voting shares of all eligible shareholders.
5. The vote on the election of the members of the Board of Directors shall be conducted by voting according to the ownership rate or cumulative voting. Before the meeting of the General Meeting of Shareholders is collected or shareholders' opinions are collected, the Board of Directors will decide the voting method to elect a member of the Board of Directors in accordance with the provisions of this Charter.

   In case voting for the election of members of the Board of Directors by the method of cumulative voting, each shareholder or authorized representative of the shareholder who has the total number of votes corresponding to the total number of shares owned or total number of representative shares multiplied with the number of elected members of the Board of Directors and shareholders are entitled to put all of their votes into one or several candidates.

   The method of cumulative voting shall be set by the Board of Directors in the Election Rules.

   The elected members of the Board of Directors shall be determined according to the number of votes from high to low, starting from the candidates with the highest number of votes until there are enough members of the Board of Directors (ensuring minimum ratio of number of independent members of the Board of Directors) as stipulated in the Charter of the Company. To ensure the minimum number of independent members of the Board of Directors in accordance with Clause 1, Article 24 of this Charter, independent candidates of the Board of Directors shall be selected first (in the number of votes from high to low for independent candidates). After selecting enough independent members of the Board of Directors, the selection of the remaining members of the Board of Directors will be calculated by the number of votes from high to low (including the non-independent candidates and the remaining independent candidates).

   In cases two (02) or more candidates reach the same number of votes for the last member of the Board of Directors, they shall be re-elected among candidates of equal number of votes or selected according to the Election Rules. In case there are not enough members of the Board

of Directors or independent members of the Board of Directors, the General Meeting of Shareholders will proceed to be re-elected until the number of shareholders has been reached.

6. Any resolutions of the General Meeting of Shareholders, which are passed by shareholders holding 100% of the total number of votes, shall be lawful and effective even if the procedures for convening the meeting and passing such a resolution are in breach of the provisions of Law on Enterprises and the Company's Charter.

Article 21. Authority and procedures for ratifying resolutions of the General Meeting of Shareholders by questionnaire survey

The authority and procedures for ratifying resolutions of the General Meeting of Shareholders by questionnaire survey shall be implemented in accordance with the following provisions:

1. The Board of Directors is entitled to collect shareholders' opinions via questionnaire survey in order to pass matters under the authority of the General Meeting of Shareholders as stipulated in this Charter at any time if it is deemed necessary for the interests of the company.
2. The Company must disclose the expected record date for shareholders to exercise their voting rights at least 10 days before the record date. The BOD shall prepare the questionnaires, the draft resolution and explaining documents and send them to all voting shareholders at least 10 days before the deadline for submission of the questionnaires. Questionnaires and documents shall be sent in accordance with the provisions of Clause 3, Article 17 of the Company's Charter and applicable legal regulations;
3. The questionnaire shall contain the following principal contents:
   a. Name, head office address and business registration number.
   b. Purpose of the survey.
   c. Full name, contact address, number of personal legal document of individual shareholders; name, business registration number or number of organizational legal document, head office address of organizational shareholders or full name, contact address, nationality, number of personal legal documents of representative(s) of organizational shareholder; number of shares of each type and number of votes of shareholders;
   d. The issues that need voting;
   e. Voting options, including approval, disapproval and abstention;
   f. Deadline for submission of the answered questionnaire;
   g. Full name and signature of the Chairman (Chairlady) of the Board of Directors.
4. Answered questionnaires shall be signed by the individual shareholder, the authorized representative or the legal representative of the organizational shareholder.
5. A shareholder may send the answered questionnaire to the Company by post, fax or email in accordance with the following provisions:
   a. An answered questionnaire sent by post shall be placed in a closed envelope which shall not be opened before vote counting time.
   b. An answered questionnaire sent by fax or email shall be kept confidential until the vote counting time.
   c. Answered questionnaires that are submitted after the deadline or opened before vote counting time (for those sent by post) or revealed (for those sent by fax or email) shall be considered invalid.
   d. Questionnaires that are not submitted shall not be counted as votes.

6. The Board of Directors shall count the votes and make a vote counting record in the witness of shareholders who do not hold managerial positions in the Company. The vote counting record shall contain the following principal contents:

   a. Name, head office address, business registration number.

   b. Purposes and the issues that need voting.

   c. Quantities of voters, votes casted, valid votes and invalid votes, voting method and a list of voters.

   d. Quantities of approving votes, disapproving votes and abstentions on each issue.

   e. Ratified issues and corresponding ratio of approving votes.

   f. Full name and signature of the Chairman (Chairlady) of the Board of Directors, vote-counting supervisor and vote counters.

   Members of the Board of Directors, vote counters and vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote counting record; To be jointly and severally liable for losses arising from decisions adopted due to untruthful or inaccurate counting of votes;

7. Vote counting record and resolutions shall be posted on the website of the company and disclosed in accordance with the laws within twenty-four (24) hours from the date of vote counting completion..

8. The answered questionnaires, the vote counting record, the ratified resolutions and relevant documents enclosed with the answered questionnaires shall be retained at the company's headquarters.

9. A resolution that is ratified through questionnaire survey has the same value as those ratified at the General Meeting of Shareholders.

Article 22. Minutes of the General Meeting of Shareholders

1. The meeting of the General Meeting of Shareholders shall be recorded in the Minutes and may be recorded or saved in electronic form. The Minute must be made in Vietnamese, may be made in foreign language and must contain the following information:

   a. Name, head office address, business registration number.

   b. Time and place of the meeting.

   c. The agenda and contents of the meeting.

   d. Full name of the chairperson and secretary.

   e. Summary of progress of the meeting, comments at the meeting on each issue on the agenda.

   f. Total number of shareholders and votes participating in the meeting, list of shareholders and shareholders' representatives participating in the meeting together with corresponding number of shares and votes.

   g. Total number of votes for each issue, voting method, total number of valid, invalid, approval, disapproval and abstention votes; corresponding percentage over the total number of votes of attending shareholders.

   h. Matters that have been passed and percentage of approving votes.

   i. Full name and signature of the chairperson and secretary.

   If (i) the chairman or the secretary, or (ii) both the chairman and the secretary refuse to sign the meeting minutes, the minutes shall still be valid if signed by all other members of the

Board of Directors attending the meeting and contain all required contents as specified in this clause. The meeting minutes must clearly state that (i) the chairman or the secretary, or (ii) both the chairman and the secretary refused to sign the minutes.

2. The Minutes of the General Meeting of Shareholders must be completed and passed prior to the closing of the meeting. The chairperson and secretary at the meeting or any other person signing in the Minutes must be jointly liable for the truthfulness and accuracy of the contents of the Minutes.

3. The Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders attending the meeting, the Resolutions which were passed and the documents attached to the meeting invitation announcement shall be kept at the head office of the company.

4. Resolutions, Minutes prepared in Vietnamese and in foreign language are of equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, then the Vietnamese version shall prevail.

5. Minutes, Resolutions of the General Meeting of Shareholders that have been passed must be posted on the website of the Company and disclosed in accordance with the laws within twenty four (24) hours from the time of passing.

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

Within ninety days from the date of receipt of the Resolutions or Minutes of the General Meeting of Shareholders or the Vote Counting Record of questionnaire survey, shareholders, groups of shareholders as stipulated in clause 3, Article 11 of this Charter may request the court or the arbitrator to consider and invalidate the Resolutions in part or in full in the following cases:

1. The order and procedures for convening the General Meeting of Shareholder and passing the Resolutions of the General Meeting of Shareholder or carrying out questionnaire surveys does not comply with the provisions of Law on Enterprises and the Charter of the Company, except for cases under Clause 6, Article 20 of this Charter;

2. The contents of the Resolutions are in breach of the laws and the Charter of the Company.

If part or all of the resolutions of the General Meeting of Shareholders are annulled, the Board of Directors shall consider organizing a new General Meeting of Shareholders as soon as possible to address the issues arising from the annulled resolutions.

VII. BOARD OF DIRECTORS

Article 24. Members and office terms of members of the Board of Directors

1. The number of members of the Board of Directors must be at least three (03) and no more than eleven (11) members. The specific number of members in each period is determined by the General Meeting of Shareholders, but it must ensure that the number of independent members meets the minimum requirement according to Clause 4, Article 276 of Decree 155/2020/NĐ-CP, and that at least half (1/2) of the total number of members of the Board of Directors are non-executive members. The term of office of a Board member is no longer than five (05) years; a Board member may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors for a maximum of two consecutive terms. In case all members of the Board of Directors complete their term of office, they will continue to serve as members until new members are elected to replace them and take over the responsibilities.

2. Shareholders and groups of shareholders owning 10% or more of the total number of voting shares have the right to nominate candidates of the Board of Directors in accordance with the laws, the Charter of the Company and must notify the Board of Directors at least 03 working days before the date of the meeting or the date for submitting the answered questionnaire to the Company. Shareholders or groups of shareholders holding from 10% to less than 20% of the

total number of voting shares have the right to self-nominate, nominate one (01) candidate; from 20% to less than 30% of the total number of voting shares have the right to self-nominate, nominate up to two (02) candidates; from 30% to less than 40% of the total number of voting shares have the right to self-nominate, nominate up to three (03) candidates; from 40% to less than 50% of the total number of voting shares have the right to self-nominate, nominate up to four (04) candidates; from 50% to less than 60% of the total number of voting shares have the right to self-nominate, nominate up to five (05) candidates; 60% or more of the total number of voting shares have the right to self-nominate, nominate full number of candidates.

3. If the number of candidates for the Board of Directors through nominations and candidacies is still insufficient to meet the required number according to Clause 2 of this Article, the incumbent Board of Directors must propose additional candidates or organize nominations as per the company's Charter and Internal corporate governance regulations. The incumbent Board's introduction of additional candidates must be disclosed before the General Meeting of Shareholders votes to elect the members of the Board of Directors, in accordance with the law.

   Members of the Board of Directors must meet the standards and conditions stipulated by the Law on Enterprises, the Company's Internal corporate governance regulations, and the Regulations on the organization and operation of the Board of Directors.

4. If candidates for the Board of Directors have been identified, the Company must announce information about such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on its website for shareholders to find information about such candidates before voting. Candidates for the BOD shall have a written commitment to the honesty and accuracy of the published personal information and shall commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the BOD. Information related to the candidates for the BOD to be announced includes:

   a. Full name, date and place of birth.

   b. Professional qualifications.

   c. Working experience.

   d. Other managerial positions (including Board of Directors positions and other management roles in other companies).

   e. Interests related to the Company and its affiliated parties.

   f. Information about other companies where the candidate holds Board member positions, other managerial roles, and related interests (if any).

   g. Other information (if any) required by law.

5. Members of the Board of Directors will no longer be members of the Board of Directors in cases of being replaced, removed or dismissed by the General Meeting of Shareholders in accordance with the following provisions:

   a. Cases of Dismissal:

      i. Failure to satisfy the criteria and conditions to be a member of the Board of Directors in accordance with the provisions of Law on Enterprises.

      ii. Upon written notice of resignation which is approved.

   b. Cases of Removal:

      i. Failure to participate in activities of the Board of Directors for six consecutive months, except for cases of force majeure.

When considered necessary, the General Meeting of Shareholders shall decide to replace any member of the Board of Directors; or dismiss or remove any member of the Board of Directors in cases other than those stipulated in Point a and Point b of this Clause.

6. A member of the Board of Directors automatically loses their status as a member when one of the following events occurs:
   a. End of term.
   b. Death or being declared dead by the court.
   c. Being declared missing by the court.
   d. Being declared legally incapacitated by the court.
   e. Being declared to have difficulty in recognizing and controlling actions by the court.
   f. Being declared limited legal capacity by the court.
   g. Other cases as stipulated by law.
7. The Board of Directors must convene a General Meeting of Shareholders to elect additional members to the Board of Directors in the following cases:
   a. If the number of members of the Board of Directors decreases by more than 1/3 compared to the number of members as stipulated in the company's charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the number of members decreases by more than 1/3.
   b. Except for the cases specified in point a of this Clause and Clause 3 of Article 13, the General Meeting of Shareholders must elect new members to replace those who have been dismissed, removed, or lost their status as members of the Board of Directors at the nearest meeting.
8. The election of members of the Board of Directors must be notified in accordance with regulations of law on information disclosure on the securities market.
9. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 25. Rights and tasks of the Board of Directors

1. The Board of Directors is the body managing the Company and has full authority to make decisions in the name of the Company and to exercise the rights and fulfil the obligations of the Company, except for those within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are as stipulated by laws, the Company Charter and by the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
   a. To make decisions on strategies, medium-term development plans and annual business plans of the Company, and supervise and evaluate the implementation of the Company's strategy, development plans and key objectives, with the detailed requirement for such supervision and evaluation to be specified in the Board of Directors' Supervision Regulations issued by the Board of Directors from time to time;
   b. To recommend the classes of shares and total number of shares of each class which may be offered;
   c. To make decisions on selling unsold shares within the number of shares of each class which may be offered for sale; to make decisions on raising additional funds in other forms;
   d. To make decisions on the selling price of shares and bonds of the Company; approve the public offering of bonds (excluding convertible bonds and bonds with warrants), including but not limited to the bond issuance plan, the plan for the use of proceeds and

repayment of debts arising from the public offering of bonds, and decide on the registration, depository registration and listing of the bonds on the securities trading system, approve the relevant documents and carry out other related procedures in accordance with applicable laws;

e. To make decisions on redemption of shares in accordance with Law on Enterprises;

f. To make decisions on investment plans and investment projects within the authority and limits stipulated by law;

g. To make decisions on solutions for market development, marketing and technology.

h. To decide on investment or sale of assets valued at less than 70% of the total value of assets recorded in the latest financial statement of the Company;

i. Approving contracts for the purchase, sale, borrowing, lending, and other transactions of the Company, except for contracts and transactions that fall under the decision-making authority of the General Meeting of Shareholders according to Clause 3, Article 167 of the Law on Enterprises; point d of Clause 1; point h, k of Clause 3 of Article 14, point b of Clause 7, Clause 8 of Article 35, and point b of Clause 9, Article 35 of this Charter.

j. To elect, dismiss, remove the Chairman (Chairlady) of the Board of Directors; to appoint, dismiss, sign contracts or terminate contracts with the Chief Executive Officer and other key managers according to request of Chief Executive Officer; to make decisions on salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the members' council or general meeting of shareholders of another company, and to make decisions on the level of remuneration and other benefits of such persons;

k. To supervise and direct the Chief Executive Officer and other Executive in their work conducting the day-to-day business of the Company.

l. Establish, adopt and amend the Company's governance framework, including the organizational structure and the rules on internal management of the Company, and other governance matters, except for matters falling within the decision-making authority of the General Meeting of Shareholders.

m. Decide on the establishment of subsidiaries, branches and representative offices, and on capital contributions to and acquisition of shares in other enterprises, except for matters falling within the decision-making authority of the General Meeting of Shareholders; exercise the Company's rights and perform its obligations with respect to subsidiaries, affiliated companies and other legal entities within the Group in accordance with Article 53 of this Charter, applicable laws, the charter of the relevant legal entity and lawful agreements between the parties.

n. To approve the agenda and contents of documents for the meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or to ratify resolutions of the General Meeting of Shareholders by questionnaire survey.

o. To submit the audited annual financial statements to the General Meeting of Shareholders.

p. To recommend the dividend rates to be paid, to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred in the business operations.

q. To recommend re-organization or dissolution of the Company, or to request bankruptcy of the Company.

r. To make decisions on promulgating the Organizational and operational regulations of the Board of Directors and the Internal corporate governance regulations after they are passed by the General Meeting of Shareholders; to make decisions on promulgation of the

Operational regulations of the Auditing Committee under the Board of Directors and the regulations on information disclosure of the Company.

s. To decide on investments that are not included in the business plan or investments that exceed 10% of the value of the annual business plan and budget but are not under the authority of the General Meeting of Shareholders;

t. Canceling or amending the decisions of the CEO if these decisions cause or potentially cause a conflict of interest, are not in the best interests of the Company, or violate legal provisions, the Charter, or the internal regulations of the Company.

u. Issuing resolutions requiring the CEO to implement matters within the his/her authority according to the direction and guidance of the Board of Directors.

v. Oversee the establishment and operation of the Company's risk management, internal control, compliance, and sustainability governance systems from time to time;

w. Other rights and obligations as stipulated by applicable laws, the Charter, the Internal Corporate Governance Regulation, the Regulation on the Organization and Operation of the Board of Directors, resolutions of the General Meeting of Shareholders, and any rights not expressly falling within the authority of the General Meeting of Shareholders or the Chief Executive Officer.

3. The Board of Directors must make a report to the General Meeting of Shareholders on the results of its activities in accordance with Point c, Clause 2, Article 14 of this Charter and must contain the following matters:

   a. Remuneration, operating costs and other benefits of the Board of Directors and of each member of the Board of Directors.

   b. Summary of the meetings of the Board of Directors and its decisions.

   c. Report on any transaction between the company, a subsidiary company or a company in which Company has the controlling right of above 50% charter capital and a member of the Board of Directors or any related person of such member; and any transaction between the company and a company in which a member of the Board of Directors is a founding member or a manager in the last three (3) years prior to the time of such transaction.

   d. Each Independent Director of the Company must prepare an assessment report on the performance of the Board of Directors.

   e. Activities of the Auditing Committee under the Board of Directors.

   f. Activities of other committees under the Board of Directors.

   g. Results of supervision of the General Director.

   h. Results of supervision of other Executives.

   i. Plans.

4. Unless otherwise provided by law, the Board of Directors may delegate or assign authority to the Chairman of the Board, Board members, the CEO, other executives, Committees under the Board, or other entities to perform some or all the responsibilities and powers within their jurisdiction. The delegation or assignment must be in the best interest of the Company, be expressed in a resolution, and clearly specify the entities involved, the content, duration, and conditions of the delegation or assignment. Entities to whom authority is delegated or assigned by the Board of Directors are not allowed to further delegate or assign that authority to other individuals or entities, unless approved by the Board of Directors.

5. Remuneration of Members of the Board of Directors

a. Members of the Board of Directors shall be paid remuneration by the Company in accordance with applicable laws, the Company's Charter, and the remuneration policy for members of the Board of Directors issued by the Board of Directors from time to time. The Board of Directors determines the proposed remuneration for each member by consensus. The total remuneration and bonuses for the Board of Directors are approved by the General Shareholders' Meeting at the annual meeting.

b. The remuneration policy for members of the Board of Directors shall ensure compliance with the following principles:

(i) The remuneration of members of the Board of Directors shall be determined based on each member's experience, scope of work, responsibilities, contributions, and time commitment.

(ii) Executive members of the Board of Directors shall, in addition to remuneration, be paid bonuses, benefits and other interests by the Company based on the Company's business results and business performance.

(iii) For non-executive members and independent members of the Board of Directors, the remuneration structure must ensure objectivity and independence in performing governance and oversight functions and protecting the long-term interests of the Company and its shareholders.

(iv) Members of the Board of Directors who serve on committees, sub-committees, or units/departments that support the Board's operations—or who perform other tasks deemed by the Board to fall outside the scope of a director's standard duties—may receive additional remuneration, as determined by the Board of Directors.

c. Members of the Board of Directors are entitled to all travel, accommodation, meals and other expenses that they are paid when performing their duties as members of the Board of Directors, including all expenses incurred in attendance at meetings of the Board of Directors or Committees of the Board of Directors or General Meetings of Shareholders. Such expenses shall not be considered remuneration, bonuses or other benefits received by members of the Board of Directors.

6. In compliance with the provisions of the Charter, the Board of Directors' Organizational and Operational Regulations, and the company's internal rules and regulations, members of the Board of Directors have the right to request the Chief Executive Officer, and other Executives to provide information and documents regarding the financial situation and business operations of the company and its subsidiaries or branches (if any).

The person being requested must provide the required information and documents in a timely, complete, and accurate manner as requested by the members of the Board of Directors. The procedures and steps for requesting and providing information shall be governed by this Charter and the company's internal rules and regulations.

7. The Company may affect liability insurance for members of the Board of Directors upon approval of the General Meeting of Shareholders. Such insurance does not cover the responsibilities of members of the Board of Directors relating to breaches of law and the Company Charter.

Article 26. Chairman (Chairlady) and Vice Chairman (Vice Chairlady) of the Board of Directors

1. The Chairman (Chairlady) of the Board of Directors is elected, dismissed or discharged by the Board of Directors from among members of the Board of Directors. The Chairman (Chairlady) of the Board of Directors may not act concurrently as the General Director.

The Standing Vice Chairman (Standing Vice Chairlady) of the Board of Directors or the Vice Chairman(s) (Vice Chairlady(es)) of the Board of Directors shall be elected, relieved of duty or dismissed by the Board of Directors from among the members of the Board of Directors. The number of Vice Chairman (Vice Chairlady) of the Board of Directors shall be decided by the Board of Directors from time to time.

2. The Chairman (Chairlady) of the Board of Directors has the following rights and obligations:
   a. To prepare working plans and programs of the Board of Directors.
   b. To prepare the agenda, contents and documents for meetings of the Board of Directors; to convene, preside over and chair meetings of the Board of Directors.
   c. To organize for resolutions and decisions of the Board of Directors to be passed.
   d. To monitor the implementation of resolutions and decisions of the Board of Directors.
   e. Chairing meetings of the General Meetings of Shareholders.
   f. Other rights and obligations as prescribed by the Law on Enterprises, resolutions of the General Meeting of Shareholders, the Board of Directors, this Charter, and the internal regulations and policies of the Company.
3. The Chairman (Chairlady) of the Board of Directors has the right to delegate, assign, or transfer authority to the members of the Board of Directors, executives, Committees under the Board of Directors, and/or other entities to perform one or more responsibilities and powers within their authority.
4. In the event that the Chairman (Chairlady) of the Board of Directors is absent or unable to perform their duties, he/she must delegate authority in writing to the Standing Vice Chairman (Standing Vice Chairlady) of the Board or another member of the Board of Directors to exercise the rights and obligations of the Chairman (Chairlady). If there is no designated delegate, or if the Chairman (Chairlady) of the Board passes away, is declared missing, is in detention, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation center, a compulsory education facility, has fled, is restricted or loses their civil capacity, experiences difficulties in cognition or controlling behavior, or is banned by the court from holding a position, practicing a profession, or engaging in certain activities, the remaining members of the Board of Directors shall elect a new Chairman (Chairlady) from among themselves by majority vote until further decisions are made by the Board;

   .
5. In the event that the Chairman (Chairlady) of the Board of Directors resigns, ceases to be a member of the Board, or is removed or dismissed, the Board of Directors must elect a replacement within thirty (30) days from the date of receipt of the resignation letter, the date the Chairman (Chairlady) no longer holds the position of a Board member, or the date of removal or dismissal.

Article 27. Authorization to attend the meeting of the Board of Directors

Members must attend all meetings of the Board of Directors. A member of the Board may delegate another member of the Board to attend the meeting and vote on their behalf, provided this is approved by most of the other members of the Board.

Article 28. Meetings of the Board of Directors

1. The Chairman (Chairlady) of the Board of Directors shall be elected at the initial meeting of the Board of Directors within a time-limit of seven working days from the date of completing the election of the Board of Directors. Such meeting shall be convened and chaired by the member who obtains the highest number of votes or the highest percentage of votes. If two or more members obtain the same highest number of votes or the same highest percentage of

votes, the members shall elect by a majority vote to select a person among them to convene the meeting.

2. The total number of meetings of the Board of Directors in each year shall be at least six (6), in which, the Board of Directors must hold a meeting at least once every quarter and may hold extraordinary meetings. The annual schedule of regular meetings shall be prepared by the Board of Directors before the start of the financial year.

3. The Chairman (Chairlady) of the Board of Directors convenes a meeting of the Board of Directors in the following circumstances:

   a. Upon request of an independent member of the Board of Directors.

   b. Upon request of the Chief Executive Officer or upon request of at least five (5) other Managers.

   c. Upon request of at least two (2) members of the Board of Directors.

   d. Upon request of an independent auditing company which audits the Company's financial statements to discuss the audited financial statements.

   e. When the Board of Directors considers it's necessary for the benefit of the Company.

4. The request prescribed in Clause 3 of this Article must be made in writing and must specify the objectives and matters which require to be discussed, and decisions within the authority of the Board of Directors.

   The Chairman (Chairlady) of the Board of Directors must convene a meeting of the Board of Directors within seven (7) working days from the date of receiving a request stipulated in Clause 3 of this Article. If a meeting of the Board of Directors is not convened pursuant to a request, the Chairman (Chairlady) of the Board of Directors must be liable for any loss caused to the Company; the person making the request has the right to convene a meeting of the Board of Directors in place of the Chairman (Chairlady) of the Board of Directors.

5. A member of the Board of Directors is deemed to attend and vote at a meeting in the following cases:

   a. Such members attend and vote at the meeting in person.

   b. Such a member authorizes other members of the Board to attend and vote in accordance with Article 27 of this Charter.

   c. Such members attend and vote via an online conference, by casting an electronic vote or by other electronic forms.

   d. Such member sends his or her voting card to the meeting by post, fax or email; Where a voting card is sent to the meeting by post, it must be enclosed in a sealed envelope and delivered to the Chairman (Chairlady) of the Board of Directors at least one (1) hour prior to the opening of the meeting. Voting cards are only opened in the presence of all attendees.

6. The Board of Directors shall adopt a resolution by voting at the meeting, questionnaire survey or other forms depending on the specific conditions and issues. Each member of the Board of Directors shall have one vote.

7. Places of the meetings: Meetings of the Board of Directors shall be held at the registered address of the Company or other addresses in Vietnam or abroad under the decision of the Chairman (Chairlady) of the Board of Directors and agreed by the Board of Directors.

8. The Chairman (Chairlady) of the Board of Directors or the convener of the meeting of the Board of Directors must send a meeting invitation announcement at least 05 (five) working days before the date of meeting. The meeting invitation announcement must specify the time and location of the meeting, the agenda and issues to be discussed, and decided. The meeting invitation announcement must enclose documents to be used at the meeting and voting cards for the members.

The meeting invitation announcement of the Board of Directors may be sent in the form of a letter of invitation, or by telephone, fax, electronic form or other method guaranteeing to reach the contact address of each member of the Board of Directors as registered with the company.

9. Minimum number of participants:

   a. A meeting of the Board of Directors shall be conducted when three quarters (3/4) or more of the total members are in attendance.

   b. If the meeting convened under the provisions of Point a, Clause 9 of this Article does not have enough participants as prescribed, a second meeting shall be convened within seven (7) days after the date of the first meeting. In this case, the meeting shall be conducted if there are more than half of the members of the Board of Directors attending.

10. Voting

   a. Except for the provisions in Clause 10b of Article 28, each member of the Board of Directors or his authorized person at the meeting of the Board of Directors shall have one vote.

   b. Members of the Board of Directors are not allowed to vote on contracts, transactions beneficial to such members or related people in accordance with the law. Members of the Board of Directors shall not be included in the minimum number of attendants required to hold a meeting for decisions that such a member has no voting right.

   c. Pursuant to the provisions of Clause 10d, Article 28, when a problem arises in a meeting of the Board of Directors relating to benefits of members of the Board of Directors or related to voting rights of a member which cannot be resolved by the voluntary renunciation of the voting rights of such member shall be referred to the Chairperson of the meeting and the decision of the Chairperson shall be the final decision, except that the nature or scope of the benefit of the members of the Board of Directors is not adequately disclosed.

   d. Members of the Board of Directors who benefit from a contract as provided in Clause 9, Article 35 of this Charter shall be deemed to have benefits from such a contract.

   e. The Board of Directors has the right to decide to invite others to attend the Board meeting. Those invited to attend the Board meeting may discuss and provide opinions, but they do not have the right to vote.

11. Disclosure of benefits. Members of the Board of Directors directly or indirectly benefit from a contract or transaction that has been signed or is expected to sign with the Company and know that they have interests in it shall be publicized on the nature and contents in the meeting of the Board of Directors for the first time to consider the issue of signing the contract or transaction. Besides, the member may disclose benefits at the first meeting of the Board of Directors after he/she knows that he or she has benefits or shall have benefits in the transactions or related contracts.

12. The resolutions and decisions of the Board of Directors are adopted if they receive the approval of most of the members present and are eligible to vote. In case of a tie, the final decision will be determined by the opinion of the Chairman (Chairlady) of the Board or the person authorized by the Chairman (Chairlady). If the Chairman (Chairlady) of the Board does not have voting rights and the votes are tied, the issue will not be approved. To clarify, the person authorized by the Chairman (Chairlady) of the Board may not vote on issues related to the interests of the Chairman or their own.

13. A resolution in the form of a questionnaire survey shall be adopted based on the opinion of most of the members of the Board of Directors with voting rights. This Resolution shall take

effect and is effective as the Resolution adopted by members of the Board of Directors at the meeting convened and organized as usual.

14. The minutes of the Board of Directors meeting must be detailed and clear, including the names and signatures of the Chairman (Chairlady) and the person who recorded the minutes, as well as other contents as required by Clause 1, Article 158 of the Law on Enterprises. The contents that are agreed upon by most of the members present at the meeting should be documented in resolutions for approval. The minutes of the meeting must be kept at the company's headquarters in accordance with the law. In cases (i) the Chairman (Chairlady) or the person recording the minutes, or (ii) both the Chairman (Chairlady) and the person recording the minutes refuse to sign the minutes, but if all other members of the Board present agree to approve the minutes, sign it, and ensure that the content complies with the requirements of Clause 1, Article 158 of the Law on Enterprises (excluding the names and signatures of the Chairman (Chairlady) and the person recording the minutes), then the minutes are considered valid. The minutes must clearly state the situation when (i) the Chairman (Chairlady) or the person recording the minutes, or (ii) both the Chairman (Chairlady) and the person recording the minutes. The person signing the minutes is responsible for the accuracy and truthfulness of the content of the meeting minutes. The Chairman (Chairlady) and the person recording the minutes are personally liable for any damages to the company resulting from their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the company's charter, and relevant laws.

    The minutes are valid in both Vietnamese and foreign languages. In case of any discrepancies between the Vietnamese and foreign language versions of the minutes, the content in the Vietnamese version shall prevail.

15. The Board of Directors may establish Boards, Committees or units/departments to support its activities. The number, terms, standards, and conditions for the members of each Board, Committees, or supporting unit/department shall be decided by the Board of Directors. The Board of Directors shall issue regulations on the organization and operation to specify the establishment of Board, Committees, supporting units, the responsibilities of each Committee, the responsibilities of Committee members, organizational structure, methods for conducting meetings and voting, decision-making procedures, remuneration, evaluation, and other related matters concerning the activities of the Board, Committees, or supporting unit. The activities of the Committees must comply with the regulations of the Board of Directors. The Board of Directors shall establish the principles for coordination among the Board of Directors, its Committees, the General Director and other Executives.

16. The legal value of the action. The actions to enforce decisions of the Board of Directors or Committees under the Board of Directors or members of the Committees under the Board of Directors shall be considered as valid even if the election and the nomination of members of the Board of Directors or the division may be wrong.

17. Non-executive members of the Board of Directors shall meet separately at least twice a year without the presence of executive members of the Board of Directors. Such separate meetings shall serve as a mechanism for non-executive members of the Board of Directors to exchange views and discuss matters independently. These meetings shall not be considered meetings of the Board of Directors under applicable laws and the Company's Charter and shall not be counted towards the minimum number of Board of Directors meetings required to be held each year. The procedures for convening and conducting these meetings shall be prescribed by the Board of Directors.

Article 29. Audit committee

1. The company has an Audit Committee under the Board of Directors. The Audit Committee consists of at least two members, including at least two independent members of the Board of

Directors. The Chairman of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors. The structure, composition, membership standards, rights and obligations, meetings, and operating expenses of the Audit Committee are governed by legal regulations and specified in the Regulations on the Organization and Operations of the Audit Committee, which is approved by the Board of Directors.

2. Other matters relating to the organization and operation of the Audit Committee shall be decided by the Board of Directors on a legal basis.

VIII. CHIEF EXECUTIVE OFFICER, OTHER EXECUTIVES AND THE SECRETARY OF COMPANY

Article 30. Organization of 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 Board's supervision and direction in the daily business operations of the Company. The Company has a Chief Executive Officer (CEO), Vice Presidents (VPs), a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of these positions must be approved by a resolution or decision of the Board of Directors.

Article 31. Executives of the Company

1. According to the proposal of the Chief Executive Officer and approved by the Board of Directors, the Company may recruit or hire other executives, which is necessary or suitable for the structure and management of the company from time to time under the proposal of the Board of Directors. Executives of the Company shall have the necessary diligence so that the activities and organization of the company can achieve the goals set.

2. The wages, benefits and other terms in the labor contract signed with the Chief Executive Officer shall be decided by the Board of Directors and the labor contracts with other executives shall be decided by the Board of Directors after consulting the Chief Executive Officer.

3. The salaries of managers and executives are considered part of the Company's business expenses in accordance with the corporate income tax regulations. These expenses must be listed 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 32. Appointment, dismissal, tasks and rights of the Chief Executive Officer

1. Appointment: The Board of Directors shall appoint one (01) member of such Board or employ another person to be the Chief Executive Officer.

   The Chief Executive Officer is an executive person managing the day-to-day business of the Company; is subject to the supervision by the Board of Directors and is liable to the Board of Directors and before the law for the performance of the assigned rights and obligations.

2. The term of the Chief Executive Officer shall not exceed 05 (five) years, and he/she may be re-appointed for an unlimited number of terms. The CEO must meet the standards and conditions set forth by the law and the Company's Charter, including the following requirements, unless the Board of Directors decides otherwise:

   a. Possess professional qualifications and practical experience in managing a company.

   b. The CEO and his/her related parties must not be providing consulting services, working, investing, contributing capital, or holding a management or executive position in any company with a business activity like that of the Company, except for the Company's subsidiaries and affiliates.

c. The CEO and his/her related parties must not hold 5% or more of the charter capital in any other company operating in the agriculture sector, except for the Company's subsidiaries and affiliates

3. The Chief Executive Officer has the following powers and responsibilities:

   a. To make decisions on all matters relating to the day-to-day business of the Company which does not fall under the authority of the Board of Directors.

   b. To implement the Resolutions, the Decisions of the Board of Directors;

   c. On May 31st each year, the Chief Executive Officer must submit to the Board of Directors for approval the detailed business plan for the next financial year based on meeting the requirements of the budget as well as the financial plans of 05 years.

   d. To organize the implementation of business plans and investment plans of the company.

   e. To recommend organizational restructuring options and internal management rules of the Company.

   f. To appoint, dismiss and remove managerial positions in the Company, except for those which fall under the authority of the Board of Directors.

   g. To make decisions on salary and other benefits for employees of the company, including managers who are appointed by the General Director.

   h. Recruiting employees.

   i. To recommend a plan for dividend payment or dealing with business losses.

   j. To refuse to implement resolutions or decisions of the Board of Directors if there is clear evidence that such resolutions or decisions contradict or violate the law, the Charter, or the internal regulations and policies of the Company, and must promptly inform the Board of Directors when refusing to implement; and

   k. Other rights and obligations as provided by law, the Company's Charter, and the resolutions or decisions of the General Meeting of Shareholders, the Board of Directors, and the Company's internal regulations and policies.

4. The CEO has the right to delegate, assign, or transfer authority to other executives and/or relevant parties to perform some or all the responsibilities and powers within their authority.

5. The Chief Executive Officer shall be responsible to the Board of Directors for the performance of the assigned duties and exercise of the assigned powers and shall report to the Board of Directors and the General Meeting of Shareholders upon request.

6. The Board of Directors may dismiss the Chief Executive Officer when the majority of attending members of the Board of Directors with voting rights accept and appoint a new Chief Executive Officer for replacement.

   For cases of resignation of the General Director, he/she must submit resignation letter to the Board of Directors. Within 30 working days from the date of receiving the resignation letter, the Board of Directors must issue a decision to handle the case.

Article 33. The Corporate Secretary, Person in charge of company governance

1. When necessary, the Board of Directors may decide to appoint a corporate secretary. The corporate secretary has the following rights and obligations:

   a. To assist the convention of meetings of the General Meeting of Shareholders or of the Board of Directors; to record meeting minutes.

   b. To assist members of the Board of Directors with exercising their assigned rights and performing their assigned obligations.

c. To assist the Board of Directors to apply and implement the corporate governance principles.

d. To assist the company to build up the relationship with the shareholders and protect the lawful rights and interests of the shareholders; to comply with the obligations to provide and disclose information and comply with administrative procedures.

e. Other rights and obligations as stipulated in the regulations of law.

2. The Board of Directors must appoint at least one (1) person in charge of corporate governance to support the corporate governance work in the Company. The person in charge of corporate governance may concurrently act as the secretary of the Company.

3. The person in charge of corporate governance may not concurrently work with an approved auditing organization which currently audits the financial statements of the Company.

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

a. To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on relevant work as between the Company and shareholders.

b. To prepare meetings of the Board of Directors, of the General Meeting of Shareholders as requested by the Board of Directors.

c. To advise on procedures of meetings.

d. To attend all meetings.

e. To advise on procedures for formulating resolutions of the Board of Directors in compliance with law.

f. To provide financial information, copies of minutes of the Board of Directors and other information to members of the Board of Directors and of the Audit Committee.

g. To supervise and report to the Board of Directors on information disclosure activities of the Company.

h. To act as the contact point for parties with related interests.

i. To maintain confidentiality of information in accordance with law and the Company Charter.

j. Other rights and obligations as stipulated by law and decisions of the Board of Directors.

IX. TASKS OF MEMBERS OF THE BOARD OF DIRECTORS, CHIEF EXECUTIVE OFFICER AND OTHER MANAGERS

Article 34. Carefulness principle

Members of the Board of Directors, the Executives should be responsible for the performance of their duties honestly, including duties as members of the Boards, Committees, units/departments supporting the Board of Directors for the highest benefit of the Company and with a degree of carefulness when taking over the same position and in the same situation.

Article 35. Honesty and avoiding conflicts of interests

1. Members of the Board of Directors, the Executives must publicly disclose their relevant interests in accordance with the Law on Enterprises and relevant legal instruments.

2. Members of the Board of Directors, the Chief Executive Officer and other managers and their related people may use information obtained by virtue of their position for the interests of the Company only.

3. Members of the Board of Directors, the Chief Executive Officer and other managers are obliged to notify the Board of Directors and the Audit Committee of transactions between the

Company, subsidiaries, or other companies in which the Company controls fifty (50) percent of the Charter Capital and themselves, or their related people in accordance with law. Regarding the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the law on securities with respect to information disclosure.

4. A member of the Board of Directors may not vote on transactions which bring interest to such member or his/her related people in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, the Chief Executive Officer, other managers and their related people may not use or disclose internal information to carry out related transactions to others.

6. The Company shall not be allowed to provide loans or guarantees to (i) shareholders being individuals and their related people being individuals; and (ii) shareholders being organizations and their related people being individuals.

7. The company is prohibited from providing loans or guarantees to related parties of shareholders who are organizations, except in cases the company and the organization are related parties of the shareholder, and both are companies within the same group or part of a conglomerate, including parent companies and subsidiaries. This transaction must be approved by the General Meeting of Shareholders or the Board of Directors, specifically:

   a. The Board of Directors approves transactions under Clause 7 of this Article if their value is less than 50% of the total asset value as recorded in the most recent financial statements and does not result in a total transaction value exceeding 50% of the total assets in the most recent financial statements within 12 months from the first transaction.

   b. Except for the cases specified in point a of this clause, the General Meeting of Shareholders must approve the transactions under Clause 7 of this Article.

8. The company is only allowed to implement the following transactions upon approval of the General Meeting of Shareholders:

   a. Provide loans or guarantees to members of the Board of Directors, the Chief Executive Officer and other managers who are not shareholders and their related individuals or organizations.

      In the case of provision of loans or guarantees to related organizations of members of the Board of Directors, the Chief Executive Officer and other managers and the company and such organization are companies of the same group or companies operating in group of companies, including parent company – subsidiaries, or an economic group, under the authority approved by the Board of Directors.

   b. Contracts or transactions for borrowing or sale of assets valued at more than 10% of the total asset value stated in the latest financial statements between the company and a shareholder holding 51% or more of the total number of voting shares or related person of such shareholder.

9. Transactions between the Company and one of the following entities (i) members of the Board of Directors, the Chief Executive Officer, other managers, and related persons of such entities; (ii) Shareholders, authorized representatives of shareholders holding more than ten (10) percent of the total ordinary share capital of the Company and their related persons; (iii) Enterprises related to the entities stipulated in Clause 2 of Article 164 of the Law on Enterprises are not nullified in the following cases:

   a. For transactions with a value less than 35% of the total asset value as recorded in the latest financial statements and which do not result in the total transaction value reaching 35% or more of the total asset value within 12 months from the first transaction: the key contents

of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, the CEO, other managers, and related parties, must be disclosed by the Company's representative. This information, including a draft contract or the main details of the transaction, must be reported to the Board of Directors and approved by a majority vote of the members of the Board of Directors who have no conflicting interests, within 15 days from the date of receiving the notice.

b. For transaction with a value of equal or more than 35% or a transaction leading to the value of transactions arising within twelve (12) months from the date of the first transaction with a value of 35% or more of the total value of assets recorded in the latest financial statements: the important contents of such transaction as well as the relationships and interests of such member of the Board of Directors, the Chief Executive Officer or another manager has been disclosed to the shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who do not have any related interest.

10. For contracts or transactions not entered into between the Company and the parties specified in Clause 9 of this Article, but with sufficient reasonable grounds to demonstrate direct benefits for the parties defined in Clause 9 of this Article: the Company's representative signing the contract or transaction, being fully aware of this content, must notify the Board of Directors and provide a draft contract or the main details of the transaction. The Board of Directors must approve the contract or transaction by a majority of the members of the Board of Directors who have no conflicting interests, within 15 days of the date of receiving the notice.

Article 36. Liability for damage and compensation

1. Members of the Board of Directors, Chief Executive Officer and other managers who violate the obligation and responsibilities to be honest and prudent or who fail to fulfil their obligations shall be liable for damages caused by their violation.

2. The Company shall pay compensation to any person who has been, is or is likely to become a related party in a claim, suit or prosecution (including civil and administrative cases other than those initiated by the Company) if such person was or is the members of the Board of Directors , General Director, another executive, an employee or a representative authorized by the Company who performed or is performing duties as authorized by the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with law, and there is no evidence that such person committed a breach of his/her responsibilities.

3. The costs of compensation include: judicial costs, penalties, payables arising in actual situations (including attorney's fees) when solving cases within the framework of the law provided. The company has the right to buy insurance for such people to avoid the above compensation liability.

X. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 37. Right to inspect books and records of the Company

1. An ordinary shareholder has right to inspect the books and records, in particular.

   a. An ordinary shareholder has the right to sight, consult and make an extract of information about names and contact addresses in the list of shareholders with the right to vote; to request amendment of their own information which is incorrect; and to sight, consult and make an extract or copy of the Company Charter, meeting minutes and resolutions of the General Meeting of Shareholders;

   b. A shareholder or a group of shareholders holding 5% of the total number of ordinary shares has the right to sight, consult and make an extract of the book of minutes, resolutions and decisions of the Board of Directors; semi-annual and annual financial statements, reports of the Audit Committee, contracts and transactions which must be approved by the Board

of Directors; and other documents, except for documents relating to trade secrets or business secrets of the Company as determined in accordance with the Company's internal rules and regulations issued by the Board of Directors.

2. A request for inspection books and records made by the authorized representative of a shareholder or of a group of shareholders must be accompanied by a power of attorney from the shareholder or from the group of shareholders being represented by such person or a notarized copy of such power of attorney.
3. Members of the Board of Directors, the Chief Executive Officer and other managers have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for purposes related to their position, provided that the information is confidential.
4. The Company shall keep this Charter and other amendments and supplements to the Charter, business registration certificate, regulations, documents proving ownership of the property of Company, Minutes of meetings, Resolutions of the General Meeting of Shareholders and the Board of Directors, annual financial statements, accounting books and any other documents as required by law at the head office or other place provided by the Decision of the Board of Directors.
5. The Company Charter must be published on the website of the Company.

XI. EMPLOYEES AND TRADE UNION

Article 38. Employees and trade unions

The Chief Executive Officer shall make plans for the Board of Directors to pass on issues related to recruitment, retrenchment of employees, salary, social insurance, welfare, rewards and discipline of the employees and the Executives as well as the relationship of the Company with the trade union organizations which are recognized in accordance with the best standards, practices and management policies, practices and policies stipulated in the Charter the Company's regulations and current regulations.

XII. DISTRIBUTION OF PROFITS

Article 39. Dividends

1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the form of annual dividend payment from the retained profits of the Company after-tax profits of the Company. Dividends paid on Ordinary Shares shall be determined based on after-tax profits and the dividend payment shall be appropriated from the retained earnings of the Company. The Company may pay dividends to Shareholders only when the conditions prescribed by law are satisfied.
2. Based on compliance with legal regulations, the Board of Directors may decide to pay an interim dividend if it deems the payment to be in line with the Company's profitability, provided that the interim dividend does not exceed the dividend amount that the General Meeting of Shareholders has decided to distribute for that year.
3. The company shall not pay interest on dividends or payments related to a class of shares.
4. The Board of Directors may request the General Meeting of Shareholders to approve the payment of all or part of dividends by shares. The Board of Directors is the executing body of this decision.
5. In case dividends or other payments relating to a class of shares are paid in cash, the Company must pay in VND. The payment may be made directly or via banks on the basis of the bank details provided by the shareholders. In case the company has transferred dividends to the bank account in accordance with the detailed information about the bank provided by the

shareholder but the shareholder has not still received the dividend, the Company is not responsible for the amount which it transferred to the shareholder. Payment of dividends in respect of shares listed or registered for trading on the Stock Exchange may be made via a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision fixing a specific date to close the list of shareholders. Based on that date, those who register as shareholders or other owners of securities are entitled to receive dividends in cash or by shares, notices or other documents.

Article 40. Other issues related to distribution of profits

Other issues related to distribution of profits are made in accordance with the law.

XIII. BANK ACCOUNTS, RESERVES, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 41. Bank account

1. The Company shall open an account at a Vietnamese bank or at a foreign bank licensed to operate in Vietnam.
2. Under the prior approval of the competent authority, in case of necessity, the Company may open a bank account abroad in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 42. Deduction for setting up reserves

After fulfilling tax obligations and other financial obligations as prescribed by law, repaying fully (or have fully paid for) debts and other property obligations which are due, depending on the business situation and in accordance with the provisions of the law, the Company will set up the welfare fund, development investment fund, reserve fund for charter capital and other funds under Decision of the General Meeting of Shareholders. The appropriation of funds will be decided by the General Meeting of Shareholders. The Board of Directors shall decide to use these funds at the level set by the General Meeting of Shareholders.

Article 43. Fiscal year

The financial year of the Company commences on the first (01) day of July (07) of the calendar year and ends on the thirtieth (30) day of June of the following calendar year. The first fiscal year starts on the date of issuance of the business registration certificate (or business license for conditional business lines) and ends on the 31st day of December following the date of issuance of the business registration certificate (business license).

Article 44. Accounting regime

1. The accounting system used by the Company is the accounting system of enterprises or another special accounting system issued and approved by a competent State agency.
2. The Company shall establish accounting books in Vietnamese and shall keep them in accordance with the law on accounting and other relevant laws. These records must be accurate, up-to-date, systematic and sufficient to substantiate and explain the Company's transactions.
3. The Company shall use Vietnamese dong as the currency in accounting. In case the Company's economic transactions arise mainly in a foreign currency, then it may choose such foreign currency as the currency in accounting, shall be liable for such choice before the law and must notify it to the tax office directly managing it.

XIV. ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE, NOTIFICATION TO THE PUBLIC

Article 45. Annual, biannual and quarterly reports

1. The Company shall prepare annual financial statements and such statements must be audited in accordance with law. The Company shall disclose the audited financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent State agency.
2. The annual financial statements must fully include reports, appendices and notes in accordance with the law on corporate accounting. The annual financial statements shall reflect honestly and objectively the situation of the Company's operations.
3. The Company shall prepare and publish semi-annual financial statements which have been reviewed and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent State agency.
4. The Company shall prepare and publish annual report in accordance with the law on Securities and securities market.

XV. AUDITING

Article 46. Auditing

1. The General Meeting of Shareholders shall designate an independent auditing company or a list of independent auditing companies and authorize the Board of Directors to select one of these units to audit the Company's financial statements for the forthcoming financial year based on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the annual financial statements of the Company.
3. Independent auditors who conduct the audit of financial statements of the Company shall be allowed to attend all meetings of the General Meeting of Shareholders and be entitled to receive notices and other information related to the General Meeting of Shareholders where the shareholders are entitled, have the right to receive and speak at the Meetings on matters related to auditing of the financial statements of the Company.

XVI. SEAL

Article 47. Seal

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures in accordance with the law on e-transactions.
2. The Board of Directors shall approve the type, quantity, form and contents of the seal(s) of the Company, and of the seal(s) of branch(es) or representative office(s) of the Company (if any).
3. The Board of Directors and the Chief Executive Officer shall use and manage the seal according to the current law provisions.

XVII. TERMINATION OF OPERATION AND LIQUIDATION

Article 48. Termination of operation

1. The Company may be dissolved in the following case:
    a. At the end of the Company's term of operation even after extension period;
    b. Upon revocation of the enterprise registration certificate, unless otherwise stipulated by the Law on Tax Administration;
    c. Upon being decided by the General Meeting of Shareholders.

d. Other cases as prescribed by law.

2. The dissolution of the Company ahead of time (including the extended term) shall be decided by the General Meeting of Shareholders, the Board of Directors. This dissolution decision shall be notified or approved by the competent agency (if required) according to regulations.

Article 49. [Deleted]

Article 50. Extension of operation

1. The Company's term of operation is indefinite according to Clause 6, Article 2 of this Charter. In case, it wants to change the Company's term of operation, the Board of Directors shall convene a meeting of the General Meeting of Shareholders to approve the new Company's term of operation.

2. The duration of operation of the Company shall be extended when it is approved by the number of shareholders representing sixty-five (65) per cent or more of the total votes of all of the shareholders attending the General Meeting of Shareholders or more than fifty (50) per cent of the total votes of all of the shareholders with the right to vote approval in case of collecting shareholders' written opinions.

Article 51. Liquidation

1. At least six months before the expiration of the operation duration of the Company or after a decision to dissolve the Company, the Board of Directors shall establish a Liquidation Committee of three members. Two members are appointed by the General Meeting of Shareholders and one member is appointed by an independent auditing company by the Board of Directors. The Liquidation Committee shall prepare its operation regulations. Members of the Liquidation Committee may be selected from employees of the Company or independent experts. All expenses related to liquidation shall be paid by the Company before other debts of the Company.

2. The Liquidation Committee shall have to report to the business registration office the date of its establishment and the date of commencement of its operation. After that, the Liquidation Committee shall be on behalf of the Company to solve all matters relating to liquidation of the Company before the Court and administrative agencies.

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

   a. Liquidation costs;

   b. Debts being salaries, retrenchment allowances, social insurance and other benefits of employees pursuant to the signed collective labor agreement and signed labor contracts;

   c. Debts being taxes;

   d. Loans (if any).

   e. Other debts of the Company.

   f. The remaining balance after payment of all debts from a to e above shall be distributed to the shareholders. Preference shares shall be paid in advance.

XVIII. SETTLEMENT OF INTERNAL DISPUTES

Article 52. Settlement of internal disputes

1. In case of any dispute or complaint relating to the operation of the Company or the rights of shareholders arising from the Charter or from any rights or obligations under the Law on Enterprises or other laws or administrative regulations between:

   a. Shareholder with the Company; or

b. Shareholders with the Board of Directors, members of the Board of Directors, the Executives.

2. The parties involved will attempt to resolve the dispute through negotiation. Unless the dispute involves the Chairman (Chairlady) of the Board of Directors, the Chairman (Chairlady) will lead the negotiation and will request each party to present the relevant factual factors related to the dispute within 20 working days from the date the dispute arises.

3. If the dispute cannot be resolved within six (6) weeks from the start of the negotiation process, either party may bring the dispute to Arbitration or Court.

4. The parties shall bear their own costs relating to the negotiation and conciliation procedures. Expenses of the court shall be borne by the losing party.

XIX. THE RELATIONSHIP BETWEEN THE COMPANY AND ITS SUBSIDIARIES

Article 53. Rights, Obligations, and Responsibilities of the Company towards its Subsidiaries and Associates

1. Rights, obligations and responsibilities of the Company toward subsidiaries and associates

   a. The Company shall exercise its rights and fulfill its obligations as a member, owner, or shareholder in relation to its Subsidiaries and associates in accordance with the provisions of the law and the agreements between the Company and its Subsidiaries.

   b. Contracts, transactions, and other relationships between the Company and its Subsidiaries and associates must be established and carried out independently and on equal terms, in accordance with the conditions applicable to independent legal entities.

   c. If the Company intervenes beyond the authority of its members, owners, or shareholders and forces the Subsidiaries or associates to engage in business activities contrary to normal business practices or to undertake non-profitable activities without reasonable compensation in the relevant fiscal year, resulting in damages to the Subsidiaries, the Company shall be liable for such damages.

   d. The Company and its Manager are responsible under the provisions of the Law on Enterprises for intervening and compelling the Subsidiaries or associates to engage in business activities as stipulated in Clause 3 of this Article.

   e. The Company shall perform its role in providing direction and oversight to the system of subsidiaries and affiliated companies within the scope of the Company's rights and responsibilities as a parent company, owner, capital-contributing member or shareholder, on the basis of applicable laws, the charters of the relevant legal entities and lawful agreements between the parties. Such direction and oversight shall not alter or replace the governance, management and executive authority of each legal entity under applicable laws and its own Charter.

2. Corporate governance by the Company over subsidiaries and associates

   a. The corporate governance framework and principles of the Group of Companies shall be developed based on key pillars decided by the Board of Directors. These pillars and principles shall be specifically provided by the Board of Directors in the Company's Internal Management Regulations and agreements between the Company and companies within the Group of Companies, on the basis of compliance with the law and the Charter and without changing the statutory authority of the governance and management bodies of each legal entity.

   b. The Board of Directors shall be responsible for issuing Internal Management Regulations as a basis for guidance, oversight and coordination within the scope of the Company's rights as the parent company, owner, capital-contributing member or shareholder of companies within the Group of Companies, in accordance with the law and agreements

of the Group of Companies. Internal Management Regulations shall be issued based on principles decided by the Board of Directors and shall not be interpreted as granting direct governance or management rights beyond the Company's lawful authority over subsidiaries and associates.

c. The Board of Directors shall be responsible for organizing the drafting of agreements between the Company and its subsidiaries and associates to establish general principles on corporate governance, coordination mechanisms and enterprise management in accordance with the law, the Charter and the internal regulations of the Company, its subsidiaries and associates.

d. The Board of Directors shall be responsible for providing direction and organizing internal audit, risk management and compliance activities at subsidiaries in accordance with agreements with such subsidiaries and the Company's Internal Management Regulations, while ensuring that these mechanisms are implemented in a manner that respects the legal independence, governance structure and management authority of the subsidiaries.

e. The Board of Directors may authorize, delegate or assign authority to the Chief Executive Officer or another entity to perform the matters under this Article in accordance with the law and the Company's Charter.

3. Related-party transactions between the Company and its subsidiaries and associates

a. The Board of Directors shall issue regulations on the order, procedures, authority and other relevant matters regarding the signing, establishment and performance of transactions between the Company and its subsidiaries and associates, and transactions between the Company and Related Persons of the Company, including mechanisms for identifying and disclosing related interests, the principle of self-recusal by persons with related interests, requirements for maintaining transaction records, criteria for assessing the fairness of transactions, and mechanisms for review, supervision or post-transaction inspection of material transactions in accordance with the law and the Company's internal regulations.

b. The Company shall declare and determine prices for related-party transactions in accordance with the law, except where exempted.

4. Authorized representatives of the Company at subsidiaries, associates and other organizations

a. The Board of Directors shall decide on the appointment of the Company's authorized representatives at subsidiaries and other organizations and send the written appointment of authorized representatives to such organizations. The written appointment of authorized representatives must contain all contents prescribed in Clause 4, Article 14 of the Law on Enterprises.

b. In addition to exercising the Company's rights and obligations in its capacity as owner, shareholder or capital-contributing member of another organization, the Company's authorized representatives at another organization may be nominated by the Board of Directors of the Company to serve as members of the board of directors, members' council or controllers, or to hold other management or executive positions at such organization.

c. The Board of Directors shall be responsible for issuing the Regulation on Management of Representatives in accordance with the law and the Company's Charter to specify matters relating to qualifications, appointment, dismissal or removal, remuneration, salary and other benefits, supervision, performance assessment, periodic and extraordinary reporting obligations, prior consultation obligations for matters falling within authority or reserved matters, mechanisms for handling conflicts of interest, and

other matters relating to the management of the Company's authorized representatives at subsidiaries, associates and other organizations.

5. Reporting and accountability

The Company shall provide directions on the establishment of a governance reporting framework applicable to the Group of Companies, subsidiaries and affiliated companies.

Article 54. Consolidated Financial Statements between the Company and its Subsidiaries

1. At the end of the fiscal year, in addition to the reports and documents required by law, the Company must prepare the following reports:
   a. The Company's consolidated financial statements in accordance with the legal regulations on accounting.
   b. A consolidated annual business performance report for the Company and its Subsidiaries.
   c. A consolidated management and operational report for the Company and its Subsidiaries.
2. Upon the request of the legal representative of the Company, the legal representatives of the Subsidiaries must provide the necessary reports, documents, and information as required for the preparation of the consolidated financial statements and consolidated reports for the Company and its Subsidiaries.
3. The person responsible for preparing the Company's reports shall use the reports specified in Clause 2 of this Article to prepare the consolidated financial statements and consolidated reports of the Company and its Subsidiaries, provided there is no doubt regarding the accuracy, truthfulness, or authenticity of the reports prepared and submitted by the Subsidiary.
4. The person responsible for preparing the reports specified in Clause 1 of this Article shall not prepare and submit such reports if the consolidated financial statements of the Subsidiaries have not been received in full. In cases the Company's management has taken necessary measures within its authority but still has not received the required reports, documents, and information from the Subsidiaries, the Company's management shall still prepare and submit the consolidated financial statements and consolidated reports of the Company and its Subsidiaries. The reports may or may not include information from the Subsidiaries but must include necessary explanations to avoid any misunderstandings or misinterpretations.
5. The reports, documents for annual financial settlement, consolidated financial statements, and consolidated reports of the Company and its Subsidiaries must be kept at the Company's head office.

XX. MODIFICATION AND AMENDMENT OF THE CHARTER

Article 55. Amendment and supplement to the Charter

1. The amendment and supplementation of this Charter shall be considered and decided by the General Meeting of Shareholders.
2. If there are provisions of law relating to the Company's activities which are not mentioned in this Charter or in case there are new legal provisions other than the provisions in this Charter, the provisions of the law will automatically apply and adjust the operation of the company.

XXI. EFFECTIVE DATE

Article 56. Effective date

1. This Charter consists of XXI chapters and 56 articles and has been amended and approved by the General Meeting of Shareholders of Thanh Thanh Cong – Bien Hoa Joint Stock Company through the valid General Meeting of Shareholders' Resolution No. 22/2026/NQ-ĐHĐCĐ dated November 2nd, 2026, which ratifies the full effectiveness of this Charter.

2. The Charter is made in 10 copies, all of which are of 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 excerpts of the Company's Charter must bear the signature of the Chairman (Chairlady) of the Board of Directors or at least half of the total number of members of the Board of Directors to be valid.

LEGAL REPRESENTATIVE OF THE COMPANY



DANG HUYNH UC MY

