

CENTRAL CONTAINER JOINT STOCK COMPANY

VICONSHIP DANANG

**COMPANY'S CHARTER OF
CENTRAL CONTAINER
JOINT STOCK COMPANY**

Da Nang, March 3 2025

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INTRODUCTION

Based on:

- Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and legal documents guiding its implementation;
- Securities Law No. 54/2019/QH14 dated November 26, 2019 and legal documents guiding its implementation;
- Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Circular 116/2020/TT-BTC dated December 31, 2020 guiding a number of provisions on corporate governance applicable to public companies in Decree 155/2020/ND-CP;
- This Charter is approved by the General Meeting of Shareholders of Central Container Joint Stock Company (hereinafter referred to as "the Company"), a Joint Stock Company established and operating under Business Registration Certificate No. 0400424349 issued by the Department of Planning and Investment of Da Nang City for the first time on June 13, 2002.

I. DEFINITIONS AND TERMS IN THE CHARTER

Article 1. Definitions

1. Except where the terms or context of this Charter stipulate otherwise, the following terms are construed as follows:
 - a. "Company" means VSM Central Container Joint Stock Company.
 - b. "Charter Capital" is the total par value of shares sold or registered to be purchased by shareholders contributed by way of purchasing shares and specified in Article 6 of this Charter.
 - c. "Charter" means the Charter of VSM Central Container Joint Stock Company.
 - d. "Establishment Date" is the date the Company is first granted the Certificate of Business Registration.
 - e. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.
 - f. "Securities Law" means Securities Law No. 54/2019/QH14 dated November 26, 2019.
 - g. "Shareholder" means a natural or legal person whose name is recorded in the Company's Shareholders' Register owning at least one issued share of the Company.
 - h. "Founding shareholder" is a shareholder who owns at least one common share and signs on the list of founding shareholders of a joint stock company.
 - i. "Enterprise executive" means the Director, Deputy Directors, Chief Accountant and other executives according to the provisions of the Company's Charter.
 - j. "Related person" is an individual or organization specified in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law.
 - k. "Authorized representative" is an individual authorized in writing by the Company's shareholders to exercise his/her rights at the Company in accordance with the provisions of the Enterprise Law and this Charter.
 - l. "Vietnam" means the Socialist Republic of Vietnam.
 - m. "Share" means the Share Ownership Certificate of the Shareholder.
2. In this Charter, references to one or more other provisions or documents shall include their amendments or replacements.

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

4. Words or terms defined in the Enterprise Law (if not inconsistent with the subject or context) shall have the same meaning in this Charter.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices and term of operation of the Company

1. Company name : CENTRAL CONTAINER JOINT STOCK COMPANY

Company name written in English : CENTRAL CONTAINER JOINT STOCK COMPANY

Abbreviated name : VICONSHIP ĐN

Transaction name : VICONSHIP DANANG

2. The Company is a Joint Stock Company with legal status in accordance with current laws of Vietnam.

3. Company Headquarters : 75 Quang Trung, Hai Chau Ward, Hai Chau District, Da Nang City, Vietnam

Telephone: 02363.834232 – 822922

Fax: 02363.826111

Email: vicondng@dng.vnn.vn

Website : <http://viconshipdanang.com/>

4. During its operation, the Company may change its headquarters according to the decision of the General Meeting of Shareholders and register with the competent state agency.

5. The Company may establish branches and representative offices to implement the Company's business objectives according to the resolution of the Board of Directors and to the extent permitted by law.

6. Unless the Company terminates its operations ahead of time according to the provisions of this Charter, the Company's operating term is indefinite.

Article 3. Legal representative of the Company

The Company has 01 (one) legal representative who is the Director of the Company

The powers and obligations of the legal representative are in accordance with the provisions of law and the Company's charter.

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

Article 4. Company's operational objectives

1. The Company's business lines are:

No.	Industry name	Industry code
1	Other support services related to transportation Detail: Container agency services, shipping agents, multimodal forwarding agents, union organizations transporting import-export goods	5229 (Main)

	and goods in transit. International multimodal transport. Airline ticket sales agency <i>(except for the following activities: Services of establishing, operating, maintaining, maintaining aids to navigation, water areas, water areas, public navigational channels and maritime routes; services of surveying water areas, water areas, public navigational channels and maritime routes to serve the publication of Notices to Mariners; Services of surveying, building and publishing nautical charts of water areas, seaports, maritime channels and maritime routes; developing and publishing maritime safety documents and publications; Security regulation services navigation in public waters, waters and navigational channels; maritime electronic information services).</i>	
2	Manufacture of barrels, tanks and metal containers Details: Repair and build new containers (not operating at headquarters).	2512
3	Real estate business, land use rights belonging to the owner, user or tenant Details: Office for rent.	6810
4	Maintenance and repair of cars and other motor vehicles Details: Car repair (not operating at headquarters).	4520
5	Motor vehicle rental	7710
6	Warehousing and storage of goods Details: Warehouse exploitation business.	5210
7	Travel agency Details: Trading in domestic and international travel services <i>(Except for service business taking tourists from Vietnam abroad)</i>	7911
8	Short-term accommodation service Details: Tourist accommodation business.	5510
9	Operate tours <i>(Except for service business taking tourists from Vietnam abroad)</i>	7912
10	Other road passenger transport Details: Passenger transportation business under contract. Business of transporting tourists by car	4932
11	Agents, brokers, auctions of goods Details: Maritime brokerage for domestic and foreign shipping companies.	4610
12	Industrial cleaning and specialized projects Details: Container cleaning.	8129
13	Reservation services and support services related to promotion and organization of tours <i>(Except for service business taking tourists from Vietnam abroad)</i>	7990

2. Company's operational objectives:

The Company's operating objectives are: to continuously develop business activities in the fields mentioned in Point 1 of this Article, and other fields in accordance with the Enterprise Law

to maximize possible profits for the Company, ensuring benefits for shareholders; improve working conditions, increase income for employees in the Company; Fulfill the obligation to pay the State budget.

Article 5. Scope of business and activities

1. The Company is allowed to plan and conduct all business activities in accordance with the provisions of the Business Registration Certificate and this Charter in accordance with the provisions of current law and take appropriate measures to achieve the Company's goals.

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

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is 33.549.960.000 VND (Thirty-three billion, five hundred forty million, nine hundred sixty thousand VND)

The Company's total charter capital is divided into **3.354.996** (Three million, three hundred fifty-four thousand, nine hundred ninety-six shares with a par value of 10,000 (ten thousand) VND/share.

2. The company may increase its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Company on the date of adoption of this Charter are common shares. The rights and obligations attached to shares are specified in Articles 12 and 13 of this Charter.

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

5. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise stipulated by the General Meeting of Shareholders. The company must announce the offering of shares. The announcement must clearly state the number of shares being offered and the appropriate purchase registration period (at least 20 working days) so that shareholders can register to buy. The number of shares that shareholders do not register to buy will be decided by the Company's Board of Directors. The Board of Directors may distribute those shares to subjects under the conditions and methods that the Board of Directors deems appropriate, but may not sell those shares under more favorable conditions than those offered to existing shareholders, except in cases where the shares are sold through the Stock Exchange by auction

6. The Company may repurchase shares issued by the Company itself (including redeemable preference shares in the ways specified in this Charter and current law. Common shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in ways consistent with the provisions of this Charter and the Securities Law and related guiding documents).

7. The Company may issue other types of securities when approved in writing by the General Meeting of Shareholders and in accordance with the provisions of law on securities and the stock market.

8. The capital contribution ratio of foreign investors in charter capital is the highest level allowed by law according to the business lines the Company is operating in.

Article 7. Share certificate

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.

2. Shares are certificates issued by a Joint Stock Company, book entries or electronic data confirming ownership of one or several shares of that Company. Shares must have the following main contents:

- a. Name, business code, and head office address of the Company;
- b. Number and date of issuance of the Business Registration Certificate;;
- c. Number of shares and type of shares;
- d. The par value of each share and the total par value of the shares recorded on the stock;
- e. Full name, contact address, nationality, legal document number of individual shareholders; name, business code or legal document number of the organization, head office address for shareholders who are organizations;
- f. Sample signature of the legal representative and the Company's seal;
- g. Registration number in the Company's shareholder register and share issuance date;
- h. Other contents as prescribed in Articles 116, 117 and 118 of the Enterprise Law for shares of preferred stock.

3. Within 30 days from the date of submitting a complete application for the transfer of share ownership in accordance with the Company's regulations, or within 60 days (or another period specified in the issuance terms) from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan, the shareholder will be issued a share certificate. The shareholder is not required to pay the Company for the cost of printing the share certificate.

4. In case a share certificate is damaged, erased, lost, stolen, or destroyed, the shareholder may request the issuance of a new share certificate, provided that they present evidence of share ownership and pay all related costs to the Company.

5. In case a share certificate is lost, destroyed, or otherwise damaged, the shareholder shall be reissued a new certificate by the Company upon their request.

The shareholder's request must include the following details:

i. The share certificate has been lost, destroyed, or otherwise damaged; in the case of a lost certificate, the shareholder must additionally certify that they have made every effort to search for it and, if found, will return it to the Company for destruction.

ii. Take responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Share Recovery (in the case of business registration)

1. In case a shareholder fails to fully and punctually pay the required amount for purchasing shares, the Board of Directors shall notify and have the right to request the shareholder to pay the remaining amount. The shareholder shall be held liable for the total par value of the subscribed shares concerning the Company's financial obligations arising from the incomplete payment.

2. The payment notice mentioned above must clearly specify the new payment deadline (at least [07 days] from the date of the notice), the payment location, and state that if the payment is not made as required, the unpaid shares will be recovered.

3. The Board of Directors has the right to recover shares that have not been fully and punctually paid for if the requirements stated in the notice are not fulfilled.

4. The recovered shares shall be considered as shares available for sale as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale or redistribution of these shares under conditions and methods it deems appropriate.

5. Shareholders holding recovered shares shall forfeit their shareholder status regarding those shares but shall remain liable for the total par value of the subscribed shares concerning the Company's financial obligations arising at the time of recovery, as determined by the Board of Directors. This liability remains in effect from the recovery date until full payment is made. The Board of Directors has full authority to enforce the payment of the total share value at the time of recovery.

6. A recovery notice shall be sent to the holder of the shares subject to recovery before the recovery date. The recovery shall remain valid even in the event of any errors or negligence in sending the notice.

Article 9. Share Transfer

1. All shares are freely transferable unless otherwise stipulated by this Charter and the law. Listed shares on the Stock Exchange shall be transferred in accordance with securities and stock market regulations. If the Company's Charter imposes restrictions on share transfers, such restrictions shall only be effective if explicitly stated on the corresponding share certificates.

2. Shares that have not been fully paid for cannot be transferred and do not entitle the holder to related rights, such as the right to receive dividends, the right to receive shares issued to increase charter capital from equity, or the right to purchase newly offered shares.

Article 10. Other Securities Certificates

Bond certificates or other securities certificates of the Company (excluding offering letters, temporary certificates, and similar documents) shall be issued with the seal and the specimen signature of the Company's legal representative, unless otherwise stipulated by the terms and conditions of the issuance.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL

Article 11. Organizational structure, governance, and control

The company's organizational management, governance, and control structure includes:

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

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Shareholders' Rights

1. A shareholder is an individual or organization that owns at least one share of the Company and has corresponding rights and obligations based on the number and type of shares they own. Shareholders are only liable for the Company's debts and other financial obligations within the amount of capital they have contributed to the Company.

2. Holders of common shares have the following rights:

a) Attend and speak at the General Meeting of Shareholders and exercise voting rights directly, through an authorized representative, or in other forms as prescribed by the Company's Charter and the law. Each common share carries one voting right;

b) Receive dividends at the rate determined by the General Meeting of Shareholders;

c) Have preemptive rights to purchase newly issued shares in proportion to their ownership of common shares in the Company;

d) Freely transfer their shares to others, except as stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises, and other relevant legal provisions;

đ) Review, inspect, and extract information regarding names and contact addresses in the list of shareholders entitled to vote, and request corrections to any inaccurate information;

e) Review, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) Upon the Company's dissolution or bankruptcy, receive a portion of the remaining assets corresponding to their shareholding ratio;

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

i) Be treated equally. Each share of the same type grants its holder equal rights, obligations, and benefits. If the Company issues preferred shares, the rights and obligations associated with these shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) Have full access to periodic and extraordinary information disclosed by the Company in accordance with legal regulations;

l) Be protected in their legal rights and interests; request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors as prescribed by the Law on Enterprises;

m) Exercise other rights as stipulated by law and this Charter.

3. A shareholder or a group of shareholders holding more than 5% of the total common shares shall have the following rights:

a. Review, inspect, and extract the minutes and resolutions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to Board approval, and other documents, except those related to the Company's trade secrets and business secrets.

b. Request the convening of the General Meeting of Shareholders in cases specified in Clause 3, Article 115 of the Law on Enterprises.

c. Request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be made in writing and include the full name, contact address, nationality, and legal identification number for individual shareholders; or the name, enterprise code or legal identification number, and headquarters address for organizational shareholders. It must also specify the number of shares held, the time of share registration for each shareholder, the total number of shares held by the group, the percentage of ownership in the Company's total shares, the issues to be examined, and the purpose of the examination.

d. Other rights as stipulated in this Charter.

4. A shareholder or a group of shareholders holding at least 10% of the total common shares, or a lower percentage as stipulated in the Company's Charter, has the right to nominate candidates for the Board of Directors and the Supervisory Board. If the Company's Charter does not specify otherwise, the nomination process shall be as follows:

a) Common shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the shareholders attending the General Meeting of Shareholders about their grouping before the meeting commences;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more candidates, as determined by the General Meeting of Shareholders, for election to the Board of Directors and the Supervisory Board. If the number of candidates nominated by the shareholder or group of shareholders is lower than the number they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Obligations of Shareholders

Shareholders have the following obligations:

1. Fully and punctually pay for the shares they have committed to purchase.

2. Not withdraw contributed capital in the form of common shares from the Company in any manner, except in cases where the Company or another party repurchases the shares. If a shareholder unlawfully withdraws part or all of their contributed capital in violation of this clause, that shareholder and any related beneficiaries within the Company shall be jointly liable for the Company's debts and other financial obligations up to the value of the withdrawn shares and any resulting damages.

3. Comply with the Company's Charter and Internal Management Regulations.

4. Abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Maintain the confidentiality of information provided by the Company as stipulated in the Company's Charter and applicable laws; use such information solely to exercise and protect their legal rights and interests; and strictly refrain from distributing, copying, or sharing the information with any other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following methods:

- a) Attend and vote directly at the meeting;
- b) Authorize another individual or organization to attend and vote at the meeting;
- c) Attend and vote via online conference, electronic voting, or other electronic means;
- d) Send voting ballots to the meeting via mail, fax, or email;
- d) Submit voting ballots through other means as stipulated in the Company's Charter.

7. Be personally liable when acting on behalf of the Company in any form to engage in the following actions:

- a) Violating the law;
- b) Conducting business or other transactions for personal gain or for the benefit of another organization or individual;
- c) Making payments for debts not yet due in anticipation of financial risks to the Company.

8. Fulfill other obligations as required by applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. It may be convened as an annual or extraordinary meeting.

2. The annual General Meeting of Shareholders is held once a year. The meeting must take place within the territory of Vietnam. It must be convened within four months from the end of the fiscal year. The Board of Directors may extend this period if necessary, but not beyond six months from the end of the fiscal year..

3. The Board of Directors is responsible for convening the annual General Meeting of Shareholders and selecting an appropriate venue. The annual General Meeting of Shareholders makes decisions on matters stipulated by law and the Company's Charter, particularly approving the annual financial statements and the financial budget for the following fiscal year. Independent auditors may be invited to attend the meeting to provide advice on the approval of the annual financial statements.

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

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

b. When the number of members of the Board of Directors or the Supervisory Board falls below the minimum required by law;

c. When a shareholder or group of shareholders, as specified in Article 12.3 of this Charter, requests in writing to convene the General Meeting of Shareholders. The request must clearly state the reason and purpose of the meeting and bear the signatures of the relevant shareholders (the written request may be made in multiple copies to collect all required signatures);

d. Upon request of the Supervisory Board;

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

5. Convening an Extraordinary General Meeting of Shareholders:

a. The Board of Directors must convene the General Meeting of Shareholders within 30 (thirty) days from the date the remaining number of Board members meets the condition specified in Clause 4b, Article 13, or from the date of receiving a request as stipulated in Clauses 4c and 4d, Article 14;

If the Board of Directors fails to convene the General Meeting of Shareholders as required, the Chairman of the Board and the members of the Board shall be responsible before the law and must compensate for any damages incurred by the Company.

b. If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Clause 5, Article 14, then within the following 30 (thirty) days, the Supervisory Board must replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises.;

If the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated, the Supervisory Board shall be held accountable before the law and must compensate for any damages incurred by the Company.

c. If the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated in Clause 5, Article 14, then within the next 30 (thirty) days, the shareholder or group of shareholders requesting the meeting, as specified in Clause 4c, Article 14, shall have the right to replace the Board of Directors and the Supervisory Board in convening the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Enterprise Law.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the convening and conduct of the meeting if deemed necessary.

d. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include costs incurred by shareholders for attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders has the authority to discuss and approve:

a. The audited annual financial statements

b. The report of the Board of Directors

c. The report of the Supervisory Board;

d. The Company's annual business plan.

2. The Annual and Extraordinary General Meeting of Shareholders shall pass resolutions by voting at the meeting or by collecting written opinions on the following matters:

a. Approval of the annual financial statements;

- a. The annual dividend payment rate for each type of share in accordance with the Law on Enterprises and the rights associated with that type of share.;
 - b. The number of members of the Board of Directors;
 - c. Selection of the auditing company;
 - d. Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
 - e. The total remuneration for members of the Board of Directors and the remuneration report of the Board of Directors;
 - f. Amendment and supplementation of the Company's Charter;
 - g. The type and number of new shares to be issued for each type of share;
 - h. Division, separation, consolidation, merger, or transformation of the Company;
 - i. Reorganization and dissolution (liquidation) of the Company and appointment of liquidator;
 - j. Examination and resolution of violations by the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;
 - k. Decision on transactions involving the sale of the Company's assets or purchases valued at 35% or more of the Company's total assets as recorded in the latest audited financial statements;
 - l. The Company repurchasing more than 10% of any issued share type;
 - m. The Company entering into contracts with persons specified in Article 167.1 of the Law on Enterprises, with a value equal to or greater than 35% of the Company's total assets as recorded in the latest audited financial statements;
 - n. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - o. Approval of internal governance regulations, operational regulations of the Board of Directors, and the Supervisory Board;
 - p. Approve internal governance regulations; Operational regulations of the Board of Directors and Supervisory Board;
 - q. Other matters as stipulated in this Charter and applicable laws.
3. Shareholders are not allowed to vote in the following cases:
- a. Contracts specified in Article 15.2 of this Charter when the shareholder or a related party of that shareholder is a party to the contract;
 - b. The purchase of shares by that shareholder or by a related party of that shareholder, except in cases where the share buyback is conducted in proportion to the ownership of all shareholders or where the buyback is executed through order matching or a public tender offer on the Stock Exchange
4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorized Representative Attending the General Meeting of Shareholders

1. Shareholders who have the right to attend the General Meeting of Shareholders according to the law may authorize their representatives to attend. If more than one representative is appointed, the specific number of shares and voting rights authorized to each representative must be clearly determined.
2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing using the Company's prescribed form and must be signed as follows:
 - a) In the case of an individual shareholder acting as the authorizer, the authorization document

must bear the signatures of both the shareholder and the authorized representative attending the meeting;

b) In the case where the authorized representative of an organizational shareholder is the authorizer, the authorization document must bear the signatures of the authorized representative, the legal representative of the shareholder, and the authorized representative attending the meeting.

c) In other cases, the authorization document must bear the signatures of the legal representative of the shareholder and the authorized representative attending the meeting.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document before entering the meeting room.

3. If a lawyer signs the designation of a representative on behalf of the authorizer, such designation shall only be valid if the designation document is presented together with the authorization document for the lawyer or a valid copy of such authorization document (if it has not been previously registered with the Company).

4. Except for the case specified in Clause 3 of this Article, the voting ballot of the authorized representative attending the meeting within the authorized scope shall remain valid in the following circumstances:

a) The authorizer has passed away, has limited legal capacity, or has lost legal capacity;

b) The authorizer has canceled the authorization appointment;

c) The authorizer has revoked the authority of the person granting the authorization;

This provision does not apply if the Company receives written notice of any of the above events before the opening of the General Meeting of Shareholders or before the reconvened meeting.

Article 17. Change the rights

1. Any amendment or cancellation of special rights attached to a class of preferred shares shall be effective only when approved by shareholders holding at least 65% of the ordinary shares present at the meeting and simultaneously approved by shareholders holding at least 65% of the voting rights of the issued shares of that class.

2. A meeting of shareholders holding a class of preferred shares to approve such changes in rights shall only be valid if at least two shareholders (or their authorized representatives) are present and hold at least one-third (1/3) of the par value of the issued shares of that class. If the required number of attendees is not met, a reconvened meeting shall be held within 30 (thirty) days, and all holders of shares of that class (regardless of the number of shareholders or shares held) who are present in person or through an authorized representative shall be considered to meet the quorum requirements. At such meetings of preferred shareholders, those present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the meeting.

3. The procedures for conducting such a separate meeting shall be carried out in accordance with the provisions of Articles 19 and 21.

4. Unless otherwise specified in the terms of share issuance, the special rights attached to preferred shares regarding some or all matters related to the distribution of profits or the Company's assets shall not be altered when the Company issues additional shares of the same class.

Article 18. Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meetings. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases specified in Clause 4, Article 14 of this Charter.

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

a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the date of sending the meeting invitation. The Company must announce the preparation of the shareholder list entitled to attend the General Meeting of Shareholders at least 20 days before the record date;

b) Prepare the meeting agenda and content;

c) Prepare documents for the meeting;

d) Draft resolutions of the General Meeting of Shareholders based on the expected meeting content;

đ) Determine the time and venue for the meeting;

e) Announce and send the meeting notice to all shareholders entitled to attend;

g) Perform other tasks necessary for organizing the meeting.

3. The meeting notice for the General Meeting of Shareholders shall be sent to all shareholders using a method that ensures delivery to the shareholder's registered contact address. Additionally, the notice must be published on the Company's website, the State Securities Commission's website, and the stock exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of eligible attendees at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or delivered). The meeting agenda and relevant documents for matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. If the meeting documents are not attached to the meeting notice, the notice must include a link to access the full meeting materials, including:

a) The meeting agenda and documents used during the meeting;

b) The list and detailed information of candidates in case of elections for members of the Board of Directors and the Supervisory Board;

c) Voting ballots;

d) Draft resolutions for each issue on the meeting agenda.

4. Shareholders or groups of shareholders, as stipulated in Clause 3, Article 12 of this Charter, have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and submitted to the Company no later than three (03) working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of shares of each type held, and the proposed issue to be included in the meeting agenda.

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

a) The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;

b) At the time of submission, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as required by Clause 3, Article 12 of this Charter;

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

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

6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the proposed agenda and meeting content, except

in cases specified in Clause 5 of this Article. The proposal shall be officially added to the meeting agenda and content if approved by the General Meeting of Shareholders.

Article 19. Conditions for Holding the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total voting shares..

2. If the required quorum is not met within 45 minutes from the scheduled opening time, the convener must cancel the meeting. The meeting must be reconvened within 30 days from the originally scheduled date. The second meeting shall proceed when the attending shareholders represent at least 33% of the total voting shares.

3. If the second meeting fails to meet the quorum, a third meeting shall be convened within 20 days from the scheduled date of the second meeting. In this case, the meeting may proceed regardless of the total voting shares represented by the attending shareholders.

4. Only the General Meeting of Shareholders has the authority to modify the meeting agenda that was included in the meeting notice as stipulated in Article 18 of this Charter.

Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

1. Before the commencement of the meeting, the Company must carry out shareholder registration procedures and continue the registration process until all eligible shareholders attending the meeting have completed their registration in the following order:

a) When conducting shareholder registration, the Company shall issue a voting card to each shareholder or authorized representative with voting rights. The voting card shall include the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by casting votes in favor, against, or abstaining. At the Meeting, the votes in favor of a resolution shall be collected first, followed by the votes against the resolution. Finally, the total number of votes in favor or against shall be counted to determine the decision. The vote counting results shall be announced by the Chairperson before the conclusion of the meeting. The General Meeting shall elect individuals responsible for vote counting or supervising the vote counting process as proposed by the Chairperson. The number of vote-counting committee members shall be determined by the General Meeting of Shareholders based on the Chairperson's proposal;

b) Shareholders, authorized representatives of institutional shareholders, or other authorized persons arriving after the meeting has commenced shall have the right to register immediately and, upon registration, shall have the right to participate and vote at the meeting. The Chairperson shall not be responsible for pausing the meeting to allow late shareholders to register, and the validity of the matters voted on before their arrival shall remain unchanged.

2. The election of the Chairperson, Secretary, and Vote-Counting Committee shall be conducted as follows:

a) The Chairperson of the Board of Directors shall act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors or may authorize another member of the Board of Directors to preside over the meeting. In case the Chairperson is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one among themselves to preside over the meeting by majority vote. If no Chairperson is elected, the Head of the Supervisory Board shall conduct the meeting to allow the General Meeting of Shareholders to elect a Chairperson from among the attendees, with the person receiving the highest number of votes serving as the Chairperson of the meeting;

b) Except as provided in point (a) of this clause, the person signing the notice convening the General Meeting of Shareholders shall conduct the meeting to allow the General Meeting of Shareholders to elect a Chairperson, with the person receiving the highest number of votes serving as the Chairperson of the meeting;

c) The Chairperson shall appoint one or more persons to act as the Secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or more people to the Vote-Counting Committee based on the proposal of the Chairperson of the meeting.

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

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

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

b) Ensuring the safety of all attendees at the meeting venue;

c) Facilitating shareholders to attend (or continue attending) the meeting. The convener of the General Meeting of Shareholders has full authority to modify the aforementioned measures and implement any necessary actions. These measures may include issuing admission tickets or employing other alternative methods.

5. The General Meeting of Shareholders shall discuss and vote on each issue included in the agenda. Voting shall be conducted by casting votes in favor, against, or abstaining. The results of the vote count shall be announced by the Chairperson immediately before the meeting is adjourned.

6. Shareholders or authorized representatives who arrive after the meeting has commenced may still register and participate in voting immediately after registration; in this case, the validity of resolutions passed before their arrival remains unchanged.

7. The convener or the Chairperson of the General Meeting of Shareholders shall have the following rights:

a) To require all attendees to undergo security checks or comply with other lawful and reasonable security measures;

b) To request competent authorities to maintain order during the meeting; to expel individuals who fail to comply with the Chairperson's authority, intentionally disrupt the order, hinder the normal progress of the meeting, or fail to comply with security check requirements from the General Meeting of Shareholders.

8. The Chairperson shall have the right to postpone the General Meeting of Shareholders, provided that the required number of attendees has been registered. The postponement shall not exceed three (03) working days from the originally scheduled meeting date and shall only be permitted in the following cases:

a) The meeting venue does not have sufficient seating capacity to accommodate all attendees conveniently;

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

c) Attendees disrupt order, cause disturbances, or pose a risk that prevents the meeting from proceeding fairly and lawfully.

9. In the event that the Chairperson postpones or suspends the General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the Chairperson and continue presiding over the meeting until its conclusion. All resolutions passed at such a meeting shall remain valid and enforceable.

10. If the Company applies modern technology to hold the General Meeting of Shareholders via an online meeting, the Company is responsible for ensuring that shareholders can participate and vote through electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain provisions of the Law on Securities.

Article 21. Approval of Resolutions of the General Meeting of Shareholders

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

2. Except for cases specified in Clause 3, Article 21, resolutions of the General Meeting of Shareholders on the following matters shall be approved when receiving at least 65% of the total votes of attending shareholders (for in-person meetings) or more than 50% of the total votes of shareholders entitled to vote (for written opinion collection).

- a. Types of shares and the total number of shares of each type;
- b. Changes in business lines, industries, and fields of operation;
- c. Changes in the company's management structure;
- d. Investment projects or asset sales with a value equal to or greater than 35% of the total asset value recorded in the company's latest financial statements;
- e. Reorganization or dissolution of the company.

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

4. Resolutions of the General Meeting of Shareholders passed with 100% of the total voting shares are considered legal and effective, even if the procedures and formalities for passing such resolutions were not strictly followed.

5. Voting for members of the Board of Directors and the Supervisory Board must be conducted by cumulative voting. Accordingly, each shareholder has a total number of votes equal to the total shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. Shareholders have the right to allocate all or part of their total votes to one or multiple candidates. The elected members of the Board of Directors or the Supervisory Board shall be determined based on the highest number of votes, starting from the candidate with the most votes until the required number of members is reached. In the event that two or more candidates receive the same number of votes for the final position in the Board of Directors or the Supervisory Board, a re-election shall be conducted among those candidates with equal votes, or the selection shall be made based on the criteria set out in the election regulations.

Article 22. Authority and Procedures for Collecting Shareholders' Opinions in Writing to Pass Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors has the authority to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the company.

2. The Board of Directors shall prepare the opinion collection form, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders entitled to vote at least 10 days before the deadline for returning the opinion collection form. The preparation of the list of shareholders to receive the opinion collection

form shall comply with the provisions of Clauses 1 and 2, Article 141 of the Law on Enterprises. The requirements and methods for sending the opinion collection form and accompanying documents shall comply with the provisions of Article 143 of the Law on Enterprises.

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

- a) Name, head office address, and enterprise code;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code or legal identification number, and head office address for institutional shareholders; or full name, contact address, nationality, and legal identification number for the representative of an institutional shareholder; number of shares of each type and the number of voting rights of the shareholder;
- d) Matters requiring shareholder opinions for approval;
- d) Voting options, including approval, disapproval, and no opinion;
- e) Deadline for returning the completed opinion collection form to the company;
- g) Full name and signature of the Chairperson of the Board of Directors and the company's legal representative;

4. Shareholders may return the completed opinion collection form to the company using one of the following methods:

a) By mail: The completed opinion collection form must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The form must be enclosed in a sealed envelope and must not be opened before the vote-counting process;

b) By fax or email: The completed opinion collection form sent via fax or email must remain confidential until the vote-counting process begins;

Opinion collection forms submitted to the company after the deadline specified in the form, or those that have been opened in the case of mail submission, or disclosed in the case of fax or email submission, shall be deemed invalid. Opinion collection forms that are not submitted shall be considered as non-participation in voting.

5. The Board of Directors shall organize the vote counting and prepare the vote-counting minutes under the supervision of the Supervisory Board or shareholders who do not hold management positions in the company.

The vote-counting minutes must contain the following key details:

- a) Name, head office address, and enterprise code;
- b) Purpose and matters subject to opinion collection for resolution approval;
- c) Number of shareholders and total voting rights participating in the voting process, distinguishing between valid and invalid votes, along with the voting method used, and an annex listing the shareholders who participated in the voting;
- d) Total number of votes in favor, against, and abstaining for each matter;
- d) Matters that have been approved;
- e) Full names and signatures of the Chairperson of the Board of Directors, the company's legal representative, the vote-counting supervisor, and the vote counters.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly responsible for the honesty and accuracy of the vote-counting minutes. They shall also be jointly liable for any damages arising from decisions approved based on dishonest or inaccurate vote counting;

6. The vote-counting results must be published on the Company's website within 24 (twenty-four) hours, replacing the need to send the minutes to shareholders.

7. The answered opinion ballots, vote-counting minutes, approved resolutions, and related documents sent with the opinion ballots must be kept at the Company's headquarters.

8. A resolution passed through the written opinion collection process shall have the same validity as a resolution approved at the General Meeting of Shareholders.

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



1. The General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, with an optional foreign language version, and must include the following key contents:

- a) Company name, head office address, and enterprise identification number
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and meeting content;
- d) Full name of the chairperson and secretary;
- d) Summary of the meeting proceedings and statements made by shareholders on each issue in the agenda;
- e) Number of shareholders attending and the total number of voting shares represented, including an appendix listing the registered shareholders, shareholder representatives attending, and their corresponding shares and voting rights;
- g) Total votes for each voting matter, specifying the voting method, total valid and invalid votes, votes in favor, against, and abstentions, along with the corresponding percentage of total votes at the meeting;
- h) Matters approved and the corresponding approval voting ratios;
- i) Full names and signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, the minutes remain valid if signed by all other members of the Board of Directors attending the meeting and if they contain all required details as specified in this clause. The minutes must explicitly state if the chairperson or secretary refuses to sign.

The minutes prepared in both Vietnamese and a foreign language hold equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

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

3. The resolution, minutes of the General Meeting of Shareholders, the appendix listing registered attending shareholders with their signatures, proxy authorization documents for attendance, all annexes to the minutes (if any), and related documents accompanying the meeting invitation must be disclosed in accordance with securities market disclosure regulations and must be kept at the Company's head office.

Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders

1. Within 90 days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for collecting shareholders' opinions, a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

- a. The procedures for convening the meeting, collecting shareholders' opinions in writing, and making decisions of the General Meeting of Shareholders were not carried out in accordance with the provisions of the Law on Enterprises and the Company's Charter.
- b. The content of the resolution violates the law or the Company's Charter.

VII. BOARD OF DIRECTORS

Article 25. Composition and Term of Office of Board Members

1. The Board of Directors shall have at least three (03) members and no more than five (05) members, as determined by the General Meeting of Shareholders. The Board of Directors must have at least one (01) independent member.

2. The term of office of the Board of Directors shall be three (03) years. The term of office of each Board member shall not exceed three (03) years; Board members may be re-elected for an unlimited number of terms. An individual may serve as an independent Board member of the same company for no more than two (02) consecutive terms.

3. In the event that all Board members' terms expire simultaneously, they shall continue to serve as Board members until new members are elected and assume their duties.

4. If a member is elected to supplement the Board or replace a dismissed or removed member during an ongoing term, the new member's term shall be the remaining duration of the current Board's term.

5. The Board of Directors must have at least one-third (1/3) of its total members as non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions in the Company to ensure the Board's independence.

6. A Board member shall cease to hold office in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

7. The appointment of Board members must be publicly disclosed in accordance with the legal regulations on information disclosure in the securities market.

8. A Board member is not required to be a shareholder of the Company.

Article 26. Structure, Standards, and Conditions for Board Membership

1. A Board member must meet the following standards and conditions:

a) Not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;
b) Possess professional qualifications and experience in business administration or in the industry or sector in which the Company operates, and is not required to be a shareholder of the Company;

c) A Board member of the Company may concurrently serve as a Board member of another company.

2. An independent Board member, as defined in Point b, Clause 1, Article 137 of the Law on Enterprises, must meet the following standards and conditions:

a) Not be currently employed by the Company, its parent company, or its subsidiary, and must not have been employed by the Company, its parent company, or its subsidiary for at least the past three (03) consecutive years;

b) Not receive a salary or remuneration from the Company, except for allowances granted to Board members as per regulations;

c) Not have a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological younger sibling who is a major shareholder of the Company, or a manager of the Company or its subsidiary;

d) Not have served as a Board member or a member of the Supervisory Board of the Company for at least the past five (05) consecutive years, except in cases of continuous appointment for two (02) consecutive terms;

e) Not directly or indirectly own at least 1% of the total voting shares of the Company.

3. An independent Board member must notify the Board of Directors if they no longer meet the standards and conditions stipulated in Clause 2 of this Article. Such a member shall automatically cease to be an independent Board member from the date they no longer satisfy the required criteria. The Board of Directors must inform the nearest General Meeting of Shareholders of such a case or convene a General Meeting of Shareholders to elect or replace the independent Board member within six (06) months from the date of receiving the relevant notification.

Article 27. Nomination and Candidacy of the Board of Directors Members

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose relevant information about the candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's website, allowing shareholders to review such candidates before voting. Each candidate for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must also commit to performing their duties honestly, prudently, and in the best interests of the Company

if elected as a member of the Board of Directors. The disclosed information regarding the candidates shall include:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including Board of Directors positions at other companies);
- e) Interests related to the Company and its related parties;
- f) Other relevant information (if any) as prescribed by the Company's Charter;
- g) A public company must disclose information on the companies where the candidate holds a position as a member of the Board of Directors, other managerial positions, and any interests related to the candidate's companies (if applicable).

2. Shareholders or groups of shareholders holding at least 10% of the total ordinary shares shall have the right to nominate candidates for election to the Board of Directors as follows:

- Holding from 10% to less than 15%: entitled to nominate 1 member;
- Holding from 15% to less than 30%: entitled to nominate 2 members;
- Holding from 30% to less than 45%: entitled to nominate 3 members;
- Holding from 45% to less than 60%: entitled to nominate 4 members;
- Holding 60% or more: entitled to nominate 5 members.

3. If the number of Board of Directors candidates nominated and self-nominated is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize the nomination process in accordance with the Company's Charter, internal corporate governance regulations, and the Board of Directors' operational regulations. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes on the election of Board members, as required by law.

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

Article 28. Powers and Duties of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority to act on behalf of the Company to decide and perform rights and obligations that do not fall within the competence of the General Meeting of Shareholders.

2. The Board of Directors shall have the following powers and duties:

- a) Determine the Company's development strategy, medium-term plans, and annual business plans;
- b) Propose the types and total number of shares authorized for issuance;
- c) Decide on the issuance of new shares within the authorized limits and determine other forms of capital mobilization;
- d) Determine the price of shares and bonds issued by the Company;
- e) Approve the repurchase of shares in accordance with the Law on Enterprises;
- f) Decide on investment plans and projects within its authority and limits prescribed by law;
- g) Determine market development, marketing, and technology strategies;
- h) Approve purchase, sale, loan, lending contracts, and other transactions with a value of 35% or more of the total assets recorded in the Company's latest financial statement, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Enterprise Law;

i) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign, and terminate contracts with the General Director and other key executives; determine their salaries and other benefits; appoint authorized representatives to the Members' Council or the General Meeting of Shareholders of other companies; determine the remuneration and other benefits of such representatives;

k) Supervise and direct the General Director and other executives in managing the Company's daily business operations;

l) Decide on the organizational structure of the Company, develop internal corporate governance regulations for approval by the General Meeting of Shareholders, establish subsidiaries, branches, and representative offices, and decide on capital contributions and share acquisitions in other enterprises;

m) Approve the agenda and materials for the General Meeting of Shareholders, convene such meetings, or collect opinions from shareholders for decision-making;

n) Submit audited annual financial statements to the General Meeting of Shareholders;

o) Propose dividend distribution rates, decide on dividend payment schedules and procedures, and handle business losses;

p) Propose restructuring, dissolution, or bankruptcy of the Company;

q) Exercise other rights and fulfill other obligations as prescribed by law.

3. The Board of Directors shall pass resolutions by voting at meetings, collecting written opinions, or confirming via email or personal correspondence. Each Board member shall have one vote.

4. The Board of Directors must report to the General Meeting of Shareholders on its activities in accordance with Article 280 of Decree No. 155/2020/ND-CP, dated December 31, 2020, which provides detailed guidance on the implementation of certain provisions of the Securities Law.

Article 29. Remuneration, Bonuses, and Other Benefits of the Board of Directors' Members

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

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to fulfill their duties and the remuneration per day. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be recorded as part of the Company's operating expenses in accordance with corporate income tax regulations. It shall be presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors who hold executive positions, serve on committees of the Board, or perform duties beyond the usual scope of a Board member may receive additional remuneration in the form of a one-time lump sum, salary, commission, profit percentage, or other forms as determined by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all reasonable travel, accommodation, and other expenses incurred in the course of fulfilling their responsibilities, including expenses related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval from the General Meeting of Shareholders. This insurance does not cover liabilities arising from violations of the law or the Company's Charter.

Article 30. Chairman of the Board of Directors

1. The Board of Directors shall elect one of its members as the Chairman. The Chairman of the Board of Directors shall not concurrently serve as the General Director of the Company.
2. The Chairman of the Board of Directors has the following rights and duties:
 - a) Develop the program and operational plan of the Board of Directors;
 - b) Prepare meeting agendas, contents, and supporting documents; convene and preside over meetings of the Board of Directors;
 - c) Organize the adoption of resolutions by the Board of Directors;
 - d) Supervise the implementation of resolutions of the Board of Directors;
 - d) Preside over meetings of the General Meeting of Shareholders and the Board of Directors;
 - e) Exercise other rights and perform other duties as prescribed by law and the Company's Charter.
3. In case the Chairman of the Board of Directors is absent or unable to perform duties, he/she shall authorize another member in writing to exercise the Chairman's rights and duties. If no such authorization is made, the remaining members shall elect a temporary Chairman by majority vote.
4. When deemed necessary, the Chairman of the Board of Directors may appoint a Corporate Secretary to assist the Board of Directors and the Chairman in fulfilling their duties as prescribed by law and the Company's Charter. The Corporate Secretary has the following rights and duties:
 - a) Assist in organizing the meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
 - b) Assist members of the Board of Directors in exercising their assigned rights and duties;
 - c) Assist the Board of Directors in applying and implementing corporate governance principles;
 - d) Assist the Company in shareholder relations and in protecting the legitimate rights and interests of shareholders;
 - d) Assist the Company in ensuring compliance with information disclosure obligations, transparency requirements, and administrative procedures;
 - e) Exercise other rights and perform other duties as prescribed by law.
5. In the event of resignation, dismissal, or removal of the Chairman of the Board of Directors, the Board of Directors must elect a replacement within ten (10) days.

Article 31. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors for the term within seven (07) working days from the date of the election of the Board of Directors for that term. This meeting shall be convened and presided over by the member who receives the highest number of votes or the highest voting percentage. In the event that multiple members receive the highest and equal number or percentage of votes, the members shall vote by majority rule to select one among them to convene the Board of Directors meeting.
2. The Board of Directors may convene regular or extraordinary meetings. Meetings may be held at the company's headquarters or another location.
3. The Chairman of the Board of Directors shall convene meetings as deemed necessary, but at least once per quarter.
4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors in any of the following cases:
 - a) Upon the request of the Supervisory Board or an independent member;
 - b) Upon the request of the General Director or at least five (05) other executives;
 - c) Upon the request of at least two (02) executive members of the Board of Directors.Such requests must be made in writing, clearly stating the purpose, issues to be discussed, and matters within the authority of the Board of Directors to decide.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request as stipulated in Clause 4 of this Article. If the Chairperson fails to convene the meeting as requested, they shall be liable for any

resulting damages to the company, and the requesting party shall have the right to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the convener must send a meeting notice at least three (03) working days prior to the meeting date. The meeting notice must specify the time and location of the meeting, agenda, discussion topics, and decisions to be made. The notice must be accompanied by relevant documents and voting ballots for members.

The meeting notice shall be sent via post, fax, email, or other means, ensuring it reaches the registered contact address of each Board member.

7. The Chairman of the Board of Directors or the convener shall send the meeting notice and accompanying documents to the Supervisors in the same manner as for Board members.

The Supervisors have the right to attend Board meetings and participate in discussions but do not have voting rights

8. A Board meeting shall be conducted when at least three-fourths (3/4) of the total members are present. If the first meeting does not have the required quorum, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In this case, the meeting shall proceed if more than half of the Board members attend.

9. A Board member shall be considered to have attended and voted in a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend the meeting on their behalf as stipulated in Clause 10 of this Article;
- c) Attending and voting via an online conference or other similar means;
- d) Sending voting ballots to the meeting via post, fax, or email.

If voting ballots are sent via post, they must be sealed and delivered to the Chairperson at least one hour before the meeting starts. The ballots shall only be opened in the presence of all attendees.

A resolution of the Board of Directors shall be passed if it receives the approval of at least two-thirds (2/3) of the attending members. In the event of a tie, the final decision shall follow the Chairperson's opinion.

10. Board members are required to attend all Board meetings. A member may authorize another person to attend on their behalf only if approved by the majority of the Board members.

Article 32. Corporate Governance Officer

1. The Board of Directors shall appoint at least one (01) person to perform the duties of the Corporate Governance Officer. The Corporate Governance Officer may concurrently serve as the Company Secretary. The term of the Corporate Governance Officer shall be determined by the Board of Directors, with a maximum term of three (03) years.

2. The Corporate Governance Officer must meet the following qualifications:

- a) Have legal knowledge;
- b) Not be employed by an independent audit firm that is auditing the company's financial statements;
- c) Meet other requirements as prescribed by law, the company's Charter, and the Board of Directors.

3. The Board of Directors may dismiss the Corporate Governance Officer when necessary, provided that such dismissal complies with the current labor laws. The Board may also appoint an Assistant to the Corporate Governance Officer as needed.

4. The Corporate Governance Officer shall have the following rights and duties:

- a) Advise the Board of Directors on organizing General Meetings of Shareholders and related matters between the company and shareholders;
- b) Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as required by the Board or the Supervisory Board;
- c) Provide advice on meeting procedures;
- d) Attend meetings;

- e) Advise on the procedures for drafting Board resolutions in compliance with the law;
- f) Provide financial information, copies of Board meeting minutes, and other information to Board members and Supervisors;
- g) Monitor and report to the Board on the company's information disclosure activities;
- h) Maintain confidentiality of information as prescribed by law and the company's Charter;
- i) Exercise other rights and duties as prescribed by law and the company's Charter.

VIII. GENERAL DIRECTOR, OTHER MANAGEMENT OFFICERS, AND COMPANY SECRETARY

Article 33. Organizational Structure of the Management Apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and operates under the leadership of the Board of Directors. The Company shall have one (01) General Director, Deputy General Directors, one (01) Chief Accountant, and other positions as appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions shall be carried out through a duly adopted resolution of the Board of Directors.

Article 34. Company Executives

1. Based on the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit additional executives in a quantity and with qualifications suitable to the Company's structure and management regulations as prescribed by the Board of Directors. Company executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.

2. The General Director shall receive a salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

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

Article 35. Appointment, Dismissal, Responsibilities, and Authority of the General Director

1. The Board of Directors shall appoint one of its members or hire another person to serve as the General Director of the Company.

2. The General Director shall be responsible for managing the Company's daily business operations, subject to the supervision of the Board of Directors, and shall be accountable to the Board of Directors and the law for the performance of assigned rights and obligations.

The General Director's term of office shall not exceed three (03) years and may be reappointed for an unlimited number of terms.

The qualifications and conditions for the General Director shall comply with Article 162 of the Law on Enterprises.

3. General Director shall have the following rights and obligations:

- a) Decide on matters related to the Company's daily business operations that do not require a resolution of the Board of Directors;
- b) Organize the implementation of resolutions of the Board of Directors;
- c) Implement the Company's business plans and investment strategies;
- d) Propose the organizational structure and internal management regulations of the Company;
- d) Appoint, dismiss, and remove management positions within the Company, except for those under the authority of the Board of Directors;
- e) Determine salaries and other benefits for employees of the Company, including executives under the appointment authority of the General Director;
- g) Recruit employees;

- h) Propose dividend payment plans or business loss handling measures;
- i) Exercise other rights and obligations as prescribed by law and resolutions of the Board of Directors.

4. The General Director shall manage the Company's daily business operations in compliance with the law, the Company's Charter, the employment contract signed with the Company, and the resolutions of the Board of Directors. If the General Director acts contrary to these regulations and causes damage to the Company, they shall be held liable before the law and compensate the Company for any incurred losses.

5. The Board of Directors may dismiss the General Director upon the approval of a majority of its voting members attending the meeting and appoint a new General Director as a replacement.

Article 36. Company Secretary

The Board of Directors shall appoint one (01) or more individuals as the Company Secretary with a term of office and conditions determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary if necessary, provided that such dismissal does not violate applicable labor laws. The roles and responsibilities of the Company Secretary include:

1. Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board.
2. Advising on meeting procedures.
3. Attending meetings.
4. Ensuring that the resolutions of the Board of Directors comply with applicable laws.
5. Providing financial information, copies of Board meeting minutes, and other relevant information to members of the Board of Directors and the Supervisory Board.

The Company Secretary is responsible for maintaining the confidentiality of information in accordance with applicable laws and the Company's Charter.

IX. THE SUPERVISORY BOARD

Article 37. The Supervisory Board, Rights, and Duties of the Supervisory Board

1. The Supervisory Board shall consist of three (03) members, each serving a term of no more than three (03) years. Members of the Supervisory Board may be re-elected for an unlimited number of terms.

2. The members of the Supervisory Board shall elect one (01) among them to serve as the Head of the Supervisory Board based on the majority principle. More than half of the members of the Supervisory Board must reside in Vietnam. The Head of the Supervisory Board must be a professional accountant or auditor.

3. In the event that all members of the Supervisory Board reach the end of their term at the same time and the new Supervisory Board members have not yet been elected, the outgoing members shall continue to exercise their rights and duties until the newly elected members assume their positions.

4. Rights and Duties of the Supervisory Board

The Supervisory Board shall have the rights and duties as prescribed in Article 170 of the Law on Enterprises and the following rights and duties:

a) Propose and recommend to the General Meeting of Shareholders the approval of a list of approved auditing organizations to conduct the Company's financial statement audit; decide on the selection of an approved auditing organization to review the Company's operations, and dismiss the approved auditor if deemed necessary.

b) Be accountable to the shareholders for its supervisory activities.

c) Monitor the Company's financial situation and ensure compliance with laws by the Board of Directors, the General Director, and other managers.

d) Ensure coordination with the Board of Directors, the General Director, and shareholders.

e) In case of detecting any violations of laws or the Company's Charter by a member of the Board of Directors, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and propose remedial measures.

f) Develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

g) Report to the General Meeting of Shareholders as stipulated in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law.

h) Have the right to access records and documents of the Company stored at the head office, branches, and other locations; and to visit the workplaces of the Company's managers and employees during working hours.

i) Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents related to the Company's management, operations, and business activities.

k) Exercise other rights and duties as prescribed by law.

Article 38. Standards and Conditions for the Supervisory Board

1. A Supervisor must meet the following standards and conditions:

a) Have full civil act capacity and not be subject to prohibitions from establishing or managing enterprises under the Law on Enterprises.

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

c) Not hold managerial positions in the Company; not necessarily be a shareholder or an employee of the Company.

d) Not work in the Company's accounting or financial department; must not have been a member or employee of an independent audit firm auditing the Company's financial statements in the previous three (03) consecutive years.

e) Have educational background in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other fields relevant to the Company's business activities.

2. The Head of the Supervisory Board shall have the following rights and responsibilities:

a) Convene meetings of the Supervisory Board.

b) Request the Board of Directors, the General Director, and other managerial staff to provide relevant information for reporting to the Supervisory Board.

c) Prepare and sign reports of the Supervisory Board after consulting with the Board of Directors before submission to the General Meeting of Shareholders.

3. Shareholders or groups of shareholders holding at least 10% of the total voting shares may pool their votes together to nominate candidates for the Supervisory Board as follows:

- Holding from 10% to less than 15%: eligible to nominate one (01) candidate.
- Holding from 15% to less than 30%: eligible to nominate two (02) candidates.
- Holding from 30% to less than 45%: eligible to nominate three (03) candidates.
- Holding from 45% to less than 60%: eligible to nominate four (04) candidates.
- Holding 60% or more: eligible to nominate five (05) candidates.

Shareholders or groups of shareholders nominating candidates for the Supervisory Board must submit their nominations in writing to the Company at least three (03) days before the opening date of the General Meeting of Shareholders. The nomination document must clearly state the name of the shareholder, the number of common shares owned, the name of the nominated candidate, and bear the signatures of both the nominating shareholder(s) and the nominated candidate.

4. If the number of Supervisory Board candidates nominated and self-nominated is still

insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination process. The mechanism for the incumbent Supervisory Board to nominate candidates must be clearly announced and approved by the General Meeting of Shareholders before the nomination process takes place.

5. A member of the Supervisory Board shall lose their membership in the following cases:

- a) The member is legally prohibited from being a member of the Supervisory Board.
- b) The member resigns by submitting a written notice to the Company's headquarters.
- c) The member suffers from mental incapacity, and the other members of the Supervisory Board have professional evidence proving that the person is no longer capable of acting.
- d) The member is absent and fails to attend Supervisory Board meetings for six (06) consecutive months without approval from the Supervisory Board, and the Supervisory Board decides that the position is deemed vacant.
- e) The member is dismissed from the Supervisory Board by a resolution of the General Meeting of Shareholders.

Article 39. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice a year, with at least two-thirds (2/3) of its members attending each meeting. The minutes of the Supervisory Board meetings must be recorded in detail and clearly. The minutes taker and all attending Supervisory Board members must sign the meeting minutes. The minutes must be kept as records to determine the responsibilities of each Supervisory Board member.

2. Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend meetings and provide clarifications on relevant matters.

Article 40. Salary, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members

1. Members of the Supervisory Board shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total salary, remuneration, bonuses, other benefits, and the annual operating budget for the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and independent consulting services. The total amount of remuneration and expenses shall not exceed the Supervisory Board's annual operating budget approved by the General Meeting of Shareholders unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Supervisory Board shall be accounted for as part of the Company's business expenses in accordance with the provisions of the Law on Corporate Income Tax and other relevant legal regulations. These expenses must be separately listed in the Company's annual financial statements.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES

Article 41. Duty of Care

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the duty to perform their tasks, including those as members of committees of the Board of Directors, honestly and in the best interests of the Company, with the level of care that a prudent person would exercise in a similar position and under similar circumstances.



Article 42. Duty of Honesty and Avoidance of Conflicts of Interest

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

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

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to provide written notice to the Board of Directors and the Supervisory Board regarding transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, and such members or their related persons, as prescribed by law. For transactions requiring approval from the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding the resolutions approving these transactions in accordance with securities laws on information disclosure.

4. Members of the Board of Directors may not vote on transactions that provide benefits to themselves or their related persons, as stipulated in the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons are prohibited from using or disclosing internal information to conduct related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these members shall not be deemed invalid under the following conditions:

a) For transactions with a value less than or equal to 20% of the total asset value recorded in the most recent financial statement, the key terms of the contract or transaction, as well as the relationships and interests of the involved members of the Board of Directors, the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the disinterested Board members;

b) For transactions with a value greater than 20% of the total asset value recorded in the most recent financial statement, the key terms of the transaction, as well as the relationships and interests of the involved members of the Board of Directors, the Supervisory Board, the General Director, and other executives, have been disclosed to the shareholders and approved by a vote of shareholders who do not have related interests.

Article 43. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their duties, including obligations of honesty and diligence, or fail to fulfill their responsibilities, shall be liable for any damages caused by their violations.

2. The Company shall indemnify individuals who have been, are, or may become involved in claims, lawsuits, or legal proceedings (including civil and administrative cases, except for cases where the Company is the plaintiff) if such individuals are or have been members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company, and have acted in good faith, with due care, in the

interests of the Company, in compliance with the law, and without evidence indicating a breach of their duties.

3. Indemnification costs shall include judgment costs, penalties, actual expenses incurred (including legal fees) in resolving such cases, within the limits permitted by law. The Company may purchase insurance for these individuals to cover the aforementioned liabilities.

XI. RIGHT TO INSPECT COMPANY RECORDS AND DOCUMENTS

Article 44. Right to Inspect Records and Documents

1. Ordinary shareholders have the right to inspect company records and documents as follows:

a) Ordinary shareholders have the right to review, inspect, and extract information on the names and contact addresses in the list of shareholders entitled to vote, request corrections of inaccurate information related to them, and review, inspect, extract, or copy the Company's Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders.

b) Shareholders or groups of shareholders holding at least [5%] of the total ordinary shares, or [a lower percentage as stipulated in the Company's Charter], have the right to review, inspect, extract minutes and resolutions of the Board of Directors, mid-year and annual financial reports, reports of the Supervisory Board, contracts, and transactions requiring Board approval, and other documents, except for those related to the Company's trade secrets and business secrets.

If an authorized representative of a shareholder or group of shareholders requests access to the records and documents, a power of attorney from the shareholder(s) must be provided, or a notarized copy of such power of attorney.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the right to inspect the Company's shareholder register, shareholder lists, and other records and documents for purposes related to their positions, provided that such information is kept confidential.

3. The Company must maintain this Charter and its amendments, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting records, and any other required documents in accordance with the law at its headquarters or another location, provided that shareholders and business registration authorities are informed of the storage location.

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

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The General Director shall prepare plans for approval by the Board of Directors regarding matters related to employee recruitment, termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and executives of the Company.

2. The General Director shall prepare plans for approval by the Board of Directors regarding the Company's relations with trade union organizations in accordance with best management practices, the provisions of this Charter, the Company's internal regulations, and applicable laws and regulations.

XIII. DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders shall determine the annual dividend payment rate and method of dividend distribution from the Company's retained earnings.

2. The Company shall not pay interest on dividend payments or any other payments related to any class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends, in whole or in part, in shares, and the Board of Directors shall implement this decision.

4. In cases where dividends or other payments related to a class of shares are paid in cash, the Company shall make payments in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by shareholders. If the Company has transferred funds in accordance with the correct bank details provided by a shareholder and the shareholder does not receive the payment, the Company shall not be liable for such transferred funds. Dividend payments for listed or registered securities traded on the Stock Exchange may be processed through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt resolutions or decisions to determine a specific record date for finalizing the list of shareholders. Based on this record date, individuals registered as shareholders or owners of other securities shall be entitled to receive dividends in cash or shares, notices, or other relevant documents.

6. Other matters related to profit distribution shall be carried out in accordance with applicable laws and regulations.

XIV. BANK ACCOUNTS, FISCAL YEAR, ACCOUNTING AND AUDITING REGIME

Article 47. Bank Accounts

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

2. Subject to prior approval from the competent authority, the Company may open bank accounts abroad when necessary, in compliance with applicable laws.

3. The Company shall conduct all payments and accounting transactions through its Vietnamese Dong or foreign currency accounts at the banks where it has opened accounts.

Article 48. Fiscal Year

The Company's fiscal year shall commence on January 1 and end on December 31 of each calendar year.

Article 49. Accounting Regime

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

2. The Company shall maintain accounting records in Vietnamese and shall store accounting documents in accordance with the nature of its business operations. Such 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 accounting currency unit.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 50. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company shall prepare annual financial statements, which must be audited in accordance with the law. The audited annual financial statements shall be disclosed as required by laws on information disclosure in the securities market and submitted to competent state authorities.

2. The annual financial statements must include all reports, appendices, and explanatory notes as prescribed by laws on corporate accounting. These statements must fairly and objectively reflect the Company's business operations.

3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with laws on information disclosure in the securities market and submit them to competent state authorities.

Article 51. Annual Report

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

XVI. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of them to conduct the audit of the Company's financial statements for the following fiscal year under the terms and conditions agreed upon with the Board of Directors.

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

3. The independent auditor responsible for auditing the Company's financial statements shall have the right to attend the General Meeting of Shareholders, receive notifications and other relevant information regarding the meeting, and express opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 53. Company Seal

1. The Company's seal includes a seal made by a licensed seal engraving entity or a seal in the form of a digital signature in accordance with the laws on electronic transactions.

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

3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable laws.

XVIII. COMPANY DISSOLUTION

Article 54. Company Dissolution

1. The Company may be dissolved in the following cases:

a) Upon expiration of the operating term specified in the Company's Charter without an extension decision;

b) Pursuant to a resolution or decision of the General Meeting of Shareholders;

c) Upon revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;

d) Other cases as prescribed by law.

2. The early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with the law.

Article 55. Extension of Operating Term

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months prior to the expiration of the Company's operating term to allow shareholders to vote on the extension of the Company's operation upon the Board's proposal.

2. The operating term shall be extended if it is approved by at least 65% of the total votes of shareholders with voting rights who are present in person or through duly authorized

representatives at the General Meeting of Shareholders.

Article 56. Liquidation

1. At least six (06) months before the expiration of the Company's operating term or upon the issuance of a dissolution decision, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation process shall be given priority for payment before other debts of the Company.

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

3. Proceeds from the liquidation shall be disbursed in the following order:

- a) Liquidation expenses;
- b) Salaries and insurance costs for employees;
- c) Taxes and other obligations payable to the State;
- d) Loans (if any);
- e) Other liabilities of the Company;
- f) The remaining balance, after settling all debts from (a) to (e) above, shall be distributed to shareholders, with priority given to preferred shares.

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 57. Resolution of Internal Disputes

1. In the event of a dispute or claim arising in connection with the Company's operations or the rights and obligations of shareholders as prescribed in the Company's Charter, the Law on Enterprises, other laws, or administrative regulations, between:

- a) A shareholder and the Company;
- b) A shareholder and the Board of Directors, Supervisory Board, General Director, or senior management officers;

The relevant parties shall make every effort to resolve the dispute through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman shall preside over the dispute resolution process and request each party to present relevant factual information within thirty (30) working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the Supervisory Board to appoint an independent expert to act as an arbitrator in the dispute resolution process.

2. If a mediation decision is not reached within thirty (30) days from the commencement of mediation, or if the mediation decision is not accepted by the parties, either party may refer the dispute to Economic Arbitration or the Court.

3. Each party shall bear its own costs related to negotiation and mediation. Court-related costs shall be allocated in accordance with the Court's judgment.

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 58. Amendment and Supplementation of the Charter

1. Any amendment or supplementation of this Charter shall be reviewed and decided upon by the General Meeting of Shareholders.

In cases where legal provisions relevant to the Company's operations are not covered in this Charter, or if new legal provisions differ from the provisions in this Charter, such legal provisions shall automatically apply and govern the Company's activities.

XXI. EFFECTIVE DATE

Article 59. Effective Date

1. This Charter, consisting of 21 chapters and 59 articles, was unanimously approved by the General Meeting of Shareholders of Central Container Joint Stock Company on March 28, 2025 and is fully effective as of this date.
2. This Charter is made in ten (10) copies, each of equal legal value, and shall be retained at the Company's headquarters.
3. This Charter is the sole and official governing document of the Company.
4. Copies or extracts of this Charter shall be valid only if signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

Name, Signature of the Company's Legal Representative



GIÁM ĐỐC
ĐẶNG TRẦN GIA THOẠI



