

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

**CHARTER OF
ORGANIZATION AND OPERATION
VINASHIP JOINT STOCK COMPANY**

*(Issued according to the Resolution of the General Meeting of Shareholders No. 02/2025/NQ
ĐHCD, April 25 , 2025)*

Hai Phong, April 25 , 2025

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INTRODUCTION

According to:

Enterprise Law No. 59/2020/QH14 dated June 17, 2020;

Securities Law No. 54/2019/QH11 dated November 26, 2019;

Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing a number of

articles of the Securities Law;

Other relevant legal documents,

The Charter of Vinaship Shipping Joint Stock Company (hereinafter referred to as "Charter") was approved according to the valid decision of the General Meeting of Shareholders of Vinaship Joint Stock Company on April 25, 2025. (according to the Resolution of the 2025 Vinaship General Meeting of Shareholders No. 02/2025/NQ-DHCĐTN).

Vinaship Joint Stock Company (hereinafter referred to as "the Company") is organized and operates in accordance with this Charter, the provisions of the Enterprise Law and relevant current laws..

CHAPTER I: GENERAL PROVISIONS

SECTION 1: DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terminology

In this Charter, the following terms are construed as follows:

- a) **"Enterprise Law"** means Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- b) **"Securities Law"** means Securities Law No. 54/2019/QH14 dated November 26, 2019;
- c) **"Establishment Date"** means the date on which the Company is first granted the Certificate of Enterprise Registration;
- d) **"Charter Capital"** means the total par value of shares sold and as prescribed in Article 8 of this Charter
- e) **"Voting Capital"** means the share capital, according to which the owner has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;
- f) **"Enterprise Manager"** means the person managing the Company, including: Chairman of the Board of Directors, members of the Board of Directors, General Director;
- g) **"Enterprise Executive"** means the General Director, Deputy General Director, Chief Accountant;
- h) **"Related Person"** means an individual or organization specified in Clause 46, Article 4 of the Law on Securities;
- i) **"Shareholder"** means an individual or organization owning at least one share of the Company;
- j) **"Major Shareholder"** means a shareholder owning 05% or more of the Company's voting shares;
- k) **"Shares sold"** means shares that are entitled to be offered for sale and have been fully paid by shareholders to the Company;
- l) **"Shares entitled to be offered for sale"** means the total number of shares of all types that the General Meeting of Shareholders decides to offer for sale to raise capital;

- m) **“Unsold shares”** means shares that are entitled to be offered for sale and have not been paid for to the Company;
- n) **“Stock Exchange”** means the Vietnam Stock Exchange and its subsidiaries;
- o) **“Term of operation”** means the term of operation of the Company as prescribed in this Charter;
- p) **“General Meeting of Shareholders”** means the General Meeting of Shareholders of the Company;
- q) **“Board of Directors”** means the Board of Directors of the Company;
- r) **“Supervisory Board”** means the Supervisory Board of the Company;
- s) **“General Director”** means the General Director of the Company;
- t) **“Chief Accountant”** means the Chief Accountant of the Company;
- u) **“Vietnam”** means the Socialist Republic of Vietnam;
- v) **“Law”** means all legal documents prescribed in the Law on Promulgation of Legal Documents No. 80/2015/QH13 dated June 22, 2015 and the Law amending and supplementing a number of articles of the Law on Promulgation of Legal Documents No. 63/2020/QH14 dated June 18, 2020.

2. In this Article, references are made to one or more regulations or documents

Other versions include amendments, supplements or replacements.

3. The titles (Chapters, Sections, Conditions of this Charter) are used for convenience

Convenient for understanding the content without affecting the content of this Amendment.


4. Other words or terms defined in the Civil Code and Law

Enterprises and other legal documents (if inconsistent with the subject or context) shall have the same meaning in these Conditions.

SECTION 2: NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, LEGAL REPRESENTATIVE OF THE COMPANY

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

Name of company:

- Vietnamese name	:	CÔNG TY CỔ PHẦN VẬN TẢI BIỂN VINASHIP
-International transaction name	:	VINASHIP JOINT STOCK COMPANY
- Abbreviation	:	VINASHIP
- Type of company	:	Joint stock company
- Logo	:	

1. The Company has legal status in accordance with current law from the date of issuance of the Certificate of Business Registration. 2. The Company's head office address: No. 14 Vo Nguyen Giap, Kenh Duong Ward, Le Chan District, Hai Phong

- Telephone number: (84 - 225) 3842151
- Fax number: (84 - 225) 3842271
- E-mail: vinaship@vinaship.com.vn
- Website: www.vinaship.com.vn

3. The Company may change its head office according to the decision of the General Meeting of Shareholders and be registered with the competent State agency

4. At the time this Charter is approved, the Company has the following branches and dependent accounting units:

- Branch in Ho Chi Minh City
- Branch in Quang Ninh
- Branch in Da Nang
- Vinaship Maritime Services Company Limited

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

5. Unless terminated before the term according to Article 73 of this Charter, the term of operation of the Company is indefinite.

Article 3. Legal representative of the Company

1. The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, represents the Company as a person requesting settlement of civil matters, plaintiff, defendant, person with related rights and obligations before the Arbitration, Court and other rights and obligations as prescribed by law.

2. The Company has 02 (two) legal representatives, namely the Chairman of the Board of Directors and the General Director. The division of rights and obligations between the two legal representatives is specifically as follows:

- a) The first legal representative is the General Director of the Company, who has the rights and obligations of a legal representative of the Company, except for the case specified in Point b, Clause 1 of this Article.
- b) The second legal representative is the Chairman of the Board of Directors of the Company, who has the rights and obligations of the legal representative of the Company when the General Director is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and obligations of the legal representative of the Company or dies, goes missing, is being prosecuted for criminal liability, is being detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, escapes from his place of residence, is restricted or loses civil capacity, has difficulty in cognition, controlling his behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, or is dismissed or removed by the Company's Board of Directors.
- c) The division of representative rights and obligations aims to clearly define the tasks, powers and obligations between legal representatives, promote initiative, enhance responsibility in implementing rights and obligations arising from the Company's transactions, limit overlapping of authority in the Company's

- representative work; not change the authority of the Board of Directors and the General Director of the Company according to the provisions of law and the Company's Charter.
 - d) Each legal representative is separately responsible for damages caused to the Company according to the provisions of civil law and other relevant provisions of law within the scope of rights and obligations divided according to this Charter. A legal representative who establishes a transaction with a third party not within his/her prescribed authority shall be personally responsible to the Company and the competent authority for the damages caused in that transaction. The handling of consequences of transactions established and performed by an unauthorized representative shall be carried out according to the provisions of law.
 - e) In the process of performing duties, if there are any problems related to the scope of the position held by the legal representative as prescribed in the Charter and internal regulations of the Company, the two legal representatives shall coordinate with each other to perform; must report regularly and be responsible to the Company's Board of Directors.
 - f) In case for any reason one person is not qualified to be the legal representative of the Company, the remaining person will naturally exercise the rights and obligations of the unqualified representative and be responsible for the transactions he/she represents. When leaving Vietnam, the General Director must authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the legal representative. In this case, the General Director is still responsible for the exercise of the authorized rights and obligations.
3. In case the authorization period as prescribed in Clause 3 of this Article expires but the General Director has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative until the General Director returns to work at the Company or until the Board of Directors decides to appoint another person as the legal representative of the Company.
4. In case the authorization period as prescribed in Clause 3 of this Article expires but the General Director has not returned to Vietnam and there is no other authorization, the Chairman of the Board of Directors shall exercise the rights and obligations of the legal representative until the General Director returns to work at the Company.

Article 4. Responsibilities of the Company's legal representative

1. The Company's legal representative has the following responsibilities:

- a) To exercise the assigned rights and obligations honestly, carefully and to the best of his/her ability to ensure the legitimate interests of the Company;
- b) To be loyal to the interests of the Company; not to abuse his/her position, title and use information, know-how, business opportunities, and other assets of the Company for personal gain or to serve the interests of other organizations or individuals;
- c) To promptly, fully and accurately notify the Company of the enterprises in which he/she or his/her related persons own or have contributed capital shares in accordance with the provisions of the Law on Enterprises and this Charter.

2. The Company's legal representative is personally liable for damages to the Company due to violations of the responsibilities prescribed in Clause 1 of this Article.

SECTION 3: OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 5. Objectives of the Company's operations

1. Lines of business of the Company:

No	Name of industry	Industry code
1	Coastal and ocean freight transport	5012 (main)
2	Warehousing and storage of goods	5210
3	Other supporting services related to transport: Shipping agency services. Sea freight agency services. Delivery, crane lifting, and cargo counting services. Customs clearance services. Ship charter brokerage services (excluding crew). Maritime brokerage. Ship supply services. Logistics services. Airline and ship ticket sales agents. Transport brokerage services. Multimodal transport services (excluding air transport business and general aviation activities). Container agency. Port and sea exploitation, Ship management services.	5229
4	Labor supply and management Including: Labor cooperation services	7830
5	Real estate business, land use rights owned, used or leased: Office leasing; Office building management and operation	6810
6	Short-term accommodation Hotels. Guesthouses, motels providing short-term accommodation. Villas or apartments providing short-term accommodation. Boarding houses, guest houses and similar accommodation establishments	5510
7	Other business support services not elsewhere classified: Import and export services of goods	8299
8	Road transport	4933
9	Other specialized wholesale not elsewhere classified Details: Scrap, metal and non-metal waste	4669
10	Repair and maintenance of means of transport (except automobiles, motorcycles, motorbikes and other motor vehicles) Details: Repair and maintenance of sea transport vehicles	3315
11	Cargo handling Details: Cargo handling at railway stations. Cargo handling at roadways. Cargo handling at seaports. Cargo handling at river ports	5224

12	Agents, brokers, auctions Details: Commodity agents (excluding insurance, securities). Commodity brokers (excluding insurance, securities, finance, real estate)	4610
13	Inland water transport	5022
14	Maintenance and repair of automobiles and other motor vehicles	4520
15	Sale of spare parts and accessories for automobiles and other motor vehicles	4530
16	Wholesale of solid, liquid, gaseous fuels and related products	4661
17	Retail sale of motor fuel in specialized stores	4730
18	Retail sale of other new goods in specialized stores	4773
19	Activities of Insurance Agents and Brokers Details: Insurance Agents	6622
20	Restaurants and mobile food services	5610
21	Direct support service activities for railway transport	5221
22	Direct support service activities for railway transport	5225

2. The Company's operational objectives:

a) Building and developing the Company's brand to always be a leading enterprise in the field of maritime transport; with a stable and sustainable development strategy on the core business foundation of maritime transport services, focusing on focused investment, applying information technology, improving the efficiency of exploitation and effective use of the Company's resources.

b) Maximizing profits for the Company and shareholders on the basis of building a streamlined, effective and efficient management and operation system, applying information technology and advanced management tools, best managing resources and production and business activities.

c) Diversifying investment forms, developing new services associated with the Company's core business lines.

d) Developing and training high-quality professional human resources to meet the requirements of production and business development combined with appropriate remuneration policies.

e) Fully perform obligations to the State and corporate responsibilities to the community.

Article 6. Scope of business and operations of the Company

The Company is permitted to conduct business activities in the fields specified in this Charter, which have been registered, notified of changes in registration contents to the business registration authority and announced on the National Business Registration Information Portal. In case the Company conducts business in conditional investment and business sectors, the Company must satisfy all business conditions as prescribed by the Investment Law and relevant specialized laws.

CHAPTER II: CHARACTER CAPITAL, SHARES, STOCKS, BONDS

Article 7. Charter capital

1. The Company's charter capital is VND 339,999,600,000 (in words: Three hundred thirty-nine billion, nine hundred ninety-nine million, six hundred thousand VND).
2. The charter capital is accounted for in Vietnamese Dong (VND).
3. The charter capital is used for purposes prescribed by law.
4. The Company may increase or decrease its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
5. The Company may reduce its charter capital in the following cases:
 - a) According to the decision of the General Meeting of Shareholders, the Company returns a portion of the contributed capital to shareholders in proportion to their ownership in the Company and ensures full payment of debts and other financial obligations after the return to shareholders;
 - b) The Company repurchases the sold shares in accordance with the provisions of Articles 10 and 11 of this Charter.
 - c) The reduction of the Company's charter capital must ensure that the charter capital after reduction is not lower than the legal capital as prescribed by law (if any).

Article 8. Shares

1. Each share of the Company has a par value of VND 10,000 (In words: ten thousand dong).
2. The charter capital of the Company at the time this Charter is approved by the General Meeting of Shareholders is divided into 33,999,960 shares (In words: Thirty-three million, nine hundred and ninety-nine thousand, nine hundred and sixty shares).
3. All Shares of the Company on the date of approval of this Charter are common shares. Each common share of the Company has one vote at the General Meeting of Shareholders. All regulations on common shares and shareholders owning common shares are stipulated in this Charter and in accordance with the Law on Enterprises.
4. The Company may issue preference shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law. Owners of preference shares are called preference shareholders.
5. The person entitled to purchase dividend preference shares, redeemable preference shares and other preference shares shall be decided by the General Meeting of Shareholders. 6. Each share of the same type shall give the owner of that share equal rights, obligations and interests.

Article 9. Shares Offering

1. Offering shares is the Company increasing the number of shares and types of shares authorized to be offered for sale to increase charter capital.
2. Offering shares can be done in the following forms:
 - a) Offering shares to existing shareholders;
 - b) Private share offering;
 - c) Offering shares to the public.
3. Offering shares of the Company is carried out in accordance with the provisions of law on securities.

4. The company shall register changes in capital conditions within 10 days from the date of completion of the share sale.

Article 10. Stock buybacks according to the Company's decision

The Company has the right to repurchase no more than 30% of the total number of common shares sold, part or all of the preferred dividend shares sold according to the following provisions:

1. The Board of Directors has the right to decide to repurchase no more than 10% of the total number of shares of each type sold in every 12 months. In other cases, the repurchase of shares is decided by the General Meeting of Shareholders;

2. The Board of Directors decides the repurchase price of shares. For common shares, the repurchase price must not be higher than the market price at the time of repurchase, except for the case specified in Clause 3 of this Article;

3. The Company may repurchase shares from each shareholder in proportion to their shareholding in the Company in accordance with the following procedures:

a) The Company's decision to repurchase shares must be notified by a method that ensures it reaches all shareholders within 30 days from the date of approval of the decision. The notice must include the name, head office address of the Company, the total number of shares and types of shares to be repurchased, the repurchase value, the payment procedures and deadlines, and the procedures and deadlines for shareholders to offer their shares to the Company;

b) Shareholders who agree to resell shares must send a written consent to sell their shares by a method that ensures it reaches the Company within 30 days from the date of notification. The written consent to sell shares must include the full name, contact address, and legal document number of the individual shareholder; name, enterprise code or legal document number of the organization, head office address for shareholders who are organizations; number of shares owned and number of shares agreed to be sold; payment method; signature of the shareholder or the shareholder's legal representative. The Company shall only repurchase shares within the above-mentioned period.

4. In addition to the above provisions, the Company's repurchase of shares must also comply with the provisions of Article 36 of the Law on Securities.

5. Conditions for payment and handling of repurchased shares shall comply with the provisions of Article 134 of the Law on Enterprises.

Article 11. shares buybacks according to the request of shareholders

1. Shareholders who have voted not to pass the resolution on the reorganization of the Company or change the rights and obligations of shareholders as stipulated in this Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passes the resolution on the matter stipulated in this clause.

2. The Company must repurchase shares at the request of shareholders as stipulated in clause 1 of this Article at the market price within 90 days from the date of

- receipt of the request. In case of failure to reach an agreement on the price, the parties may request a valuation organization. The Company shall introduce at least
 - 03 valuation organizations for shareholders to choose from and that choice shall be the final decision.
3. Payment conditions and handling of repurchased shares shall be implemented in accordance with the provisions of Article 134 of the Law on Enterprises and Article 36 of the Law on Securities.

Article 12. Shares Transfer

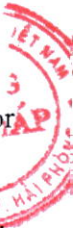
1. Shares are freely transferable, except for shares with restricted transfer specified in the corresponding shares.
2. The transfer of shares shall be carried out in accordance with the provisions of the law on securities and the securities market.

Article 13. Inheritance and donation of shares

1. In case an individual shareholder dies, the heir according to the will or law of that shareholder shall become a shareholder of the Company.
2. In case an individual shareholder dies without an heir, the heir refuses to receive the inheritance or is deprived of the right to inherit, the number of shares of that shareholder shall be resolved in accordance with the provisions of the law on civil matters.
3. Shareholders have the right to increase part or all of their shares in the Company to another individual or organization; use shares to pay debts. Individuals and organizations that are gifted or receive debt payment by shares shall become shareholders of the Company.
4. Individuals and organizations receiving shares in the cases specified in this Article and Article 12 of this Charter shall only become shareholders of the Company from the time their information specified in Clause 2, Article 122 of the Law on Enterprises is fully recorded in the shareholder register.

Article 14. Share certificates and other securities certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number of shares and types of shares owned.
2. Shares are a type of securities confirming the legal rights and interests of the owner to a part of the Company's equity capital. Shares must have full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 10 days from the date of submission of a complete application for transfer of ownership of shares as prescribed by the Company or within 05 day from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan (or another period as prescribed by the issuance terms), the shareholder shall be issued a share certificate. The shareholder shall not have to pay the Company for the cost of printing the share certificate.



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

- a. Information about the lost, damaged or destroyed share;
- b. Commitment to take responsibility for disputes arising from the reissuance of new shares.

5. The bond certificate or other securities certificate issued by the Company shall be signed by the legal representative and sealed by the Company.

Article 15. Disbursement of dividends.

1. Dividends paid for preferred shares shall be made in accordance with the conditions applicable to each type of preferred shares.

2. Dividends paid for common shares shall be determined based on the net profit realized and the dividend payment shall be deducted from the Company's retained earnings. The Company shall only pay dividends for common shares when all of the following conditions are met:

- a) The Company has fulfilled its tax obligations and other financial obligations as prescribed by law;
- b) The Company has set aside funds and compensated for previous losses as prescribed by law;
- c) Immediately after paying all dividends, the Company shall ensure full payment of all debts and other financial obligations due.

3. Dividends may be paid in cash or in the Company's shares. If paid in cash, it must be made in Vietnamese Dong and in accordance with the payment methods prescribed by law.

4. Dividends must be paid in full within 06 months from the date of closing of the Annual General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend amount to be paid for each share, the time limit and form of payment at least 30 days before each dividend payment. Notice of dividend payment shall be sent by a method to ensure that it reaches the shareholders at the registered address in the shareholder register at least 15 days before the dividend payment.

5. In case a shareholder transfers his/her shares between the time of closing the list of shareholders and the time of dividend payment, the transferor shall be the person receiving the dividend from the Company.

6. In case of paying dividends in shares, the Company shall not have to carry out the procedures for offering shares as prescribed in Article 9 of this Charter. The Company shall register to increase the charter capital corresponding to the total par value of the shares used to pay dividends within 10 days from the date of completion of dividend payment.

Article 16. Shareholder register

1. The shareholder register is established and kept in the form of a paper copy or an electronic data set recording information on the ownership of shares of the Company's shareholders.

2. The shareholder register must include the following main contents:

- a. Name and head office address of the Company;

- b. Total number of shares authorized to be offered for sale, types of shares authorized to be offered for sale and number of shares authorized to be offered for sale of each type;
 - c. Total number of shares sold of each type and value of contributed shares;
 - d. Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders;
 - e. Number of shares of each type of each shareholder, date of share registration.
3. The shareholder register is kept at the Company's head office or other organizations with the function of keeping the shareholder register. Shareholders have the right to check, look up, extract, and copy the names and contact addresses of the Company's shareholders in the shareholder register. 4. In case a shareholder changes his/her contact address, he/she must promptly notify the Company to update the shareholder register. The Company is not responsible for not being able to contact the shareholder due to not being notified of the change in the shareholder's contact address.

CHAPTER III: ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

SECTION 1: ORGANIZATIONAL STRUCTURE

Article 17. Organizational structure, administration and control

The organizational structure, administration and control of the Company includes:

1. General meeting of shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. General Director

SECTION 2: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 18. Rights of shareholders

1. Ordinary shareholders have the following rights:

- a) To attend and speak at the General Meeting of Shareholders and to exercise their voting rights directly at the General Meeting of Shareholders or through an authorized representative or by remote voting or in other forms as prescribed by law. Each ordinary share has one vote;
- b) To receive dividends at a rate decided by the General Meeting of Shareholders;
- c) To have priority in purchasing new shares corresponding to the ratio of ordinary shares owned by each shareholder in the Company;
- d) To freely transfer their shares to others, except in cases where the transfer is restricted as prescribed by law;
- e) To review, look up and extract information about the names and contact addresses in the list of shareholders with voting rights; to request correction of incorrect information;

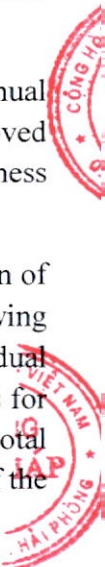


- f) To review, look up, extract or photocopy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company;
- h) Request the Company to repurchase shares in the cases specified in Article 11 of this Charter;
- i) Be treated equally. Each share of the same type gives the shareholder equal rights, obligations and interests. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
- j) Have full access to periodic information and extraordinary information published by the Company in accordance with the provisions of law;
- k) Have their legitimate rights and interests protected; request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;
- l) Other rights in accordance with the provisions of law and this Charter.

2. Shareholders or groups of shareholders owning 05% or more of the total number of common shares have the following rights:

- a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3 of this Article and Point c, Clause 4, Article 22 of this Charter;
- b) Review, look up, and extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;
- c) Request the Supervisory Board to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; Name, enterprise code or legal document number of the organization, head office address for shareholders being organizations; number of shares and time of share registration of each shareholder, total number of shares of the whole group of shareholders and ownership ratio in the total number of shares of the company; issues to be inspected, purpose of inspection;
- d) Proposing issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda;
- e) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders specified in Clause 2 of this Article have the right to request the Board of Directors to convene a meeting of the General Meeting of Shareholders in the following cases:



- a) The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond the assigned authority;
- b) Other cases as prescribed by law and this Charter.

4. The request to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3 of this Article must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the company, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders. 5. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate people to the Board of Directors and the Supervisory Board. The nomination of candidates to the Board of Directors and the Supervisory Board shall be carried out as follows:

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

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 shall have the right to nominate one or several persons as prescribed in this Charter or the decision of the General Meeting of Shareholders as candidates to the Board of Directors and the Supervisory Board. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

6. Shareholders or groups of shareholders owning at least 01% of total common shares have the right, on their own or on behalf of VIMC, to initiate a lawsuit for personal liability or joint liability against members of the Board of Directors and the General Director to request the return of benefits or compensation for damages to VIMC or others as prescribed in Article 166 of the Law on Enterprises.

Article 19. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time the number of shares committed to be purchased.
2. Not to withdraw the capital contributed by ordinary shares from the Company in any form, except in cases where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital contrary to the provisions of this Clause, that shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages that occur.
3. To comply with this Charter and the Company's internal management regulations.
4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To keep confidential the information provided by the Company in accordance with the provisions of this Charter and the law; to only use the information provided to exercise and protect their legitimate rights and interests; It is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations or individuals.

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

- a) Attend and vote directly at the meeting;
- b) Authorize other individuals or organizations to attend and vote at the meeting;
- c) Attend and vote via online conference, electronic voting or other electronic forms;
- d) Send voting ballots to the meeting via mail, fax, or email.

7. Be personally responsible when performing one of the following acts in the name of the Company in any form:

- a) Violating the law;
- b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- c) Paying debts that have not yet matured due to financial risks to the Company.

8. Major shareholders must not take advantage of their advantages to affect the rights and interests of the Company and other shareholders as prescribed by law and this Charter; have the obligation to disclose information as prescribed by law;

9. Fulfill other obligations as prescribed by current law.

Article 20. Authorized representative of an organization shareholder

1. An authorized representative of an organization shareholder must be an individual authorized in writing to exercise the rights and obligations on behalf of that shareholder in accordance with the provisions of the Enterprise Law and this Charter.

2. The appointment of an authorized representative of an organization shareholder of the Company shall be carried out in accordance with the following provisions:

- a) Owners of 10% to less than 36% of the total number of common shares may authorize a maximum of 01 authorized representative;
- b) Owners of 36% to less than 50% of the total number of common shares may authorize a maximum of 03 authorized representatives;
- c) Owners of more than 50% of the total number of common shares may authorize a maximum of 07 authorized representatives.

3. In case an organization shareholder appoints multiple authorized representatives, the number of shares for each authorized representative must be specifically determined. In case the shareholder does not specify the corresponding number of shares for each authorized representative, the number of shares will be divided equally among all authorized representatives.

4. The document appointing an authorized representative must be notified to the Company and is only effective for the Company from the date the Company receives the document. The document appointing an authorized representative must include the following main contents:

- a) Name, enterprise code, head office address of the shareholder;
 - b) Number of authorized representatives and corresponding share ownership ratio of each authorized representative;
 - c) Full name, contact address, nationality, legal document number of each authorized representative;
 - d) The corresponding authorization period of each authorized representative; clearly stating the date of commencement of representation;
 - e) Full name, signature of the legal representative of the shareholder and of the authorized representative.
5. The authorized representative must meet the following standards and conditions:
- a) Not be subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
 - b) Not have a family relationship with the enterprise manager.

Article 21. Responsibilities of the authorized representative of an organizational shareholder

1. The authorized representative shall, on behalf of the shareholder, exercise the rights and obligations of the shareholder at the General Meeting of Shareholders in accordance with the provisions of this Charter. Any restrictions by the shareholder on the authorized representative in exercising the rights and obligations of the corresponding shareholder at the General Meeting of Shareholders shall not be effective against a third party.
2. The authorized representative shall be responsible for fully attending the General Meeting of Shareholders; exercising the authorized rights and obligations honestly, carefully, and to the best of his/her ability, and protecting the legitimate interests of the shareholder appointing the representative.
3. The authorized representative shall be responsible to the shareholder appointing the representative for violating the responsibilities prescribed in this Article. The shareholder appointing the representative shall be responsible to the third party for any liability arising in relation to the rights and obligations exercised through the authorized representative.

Article 22. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within 04 months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable location. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and this Charter, especially through the audited annual financial statements. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or refusals, the

Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the above approved auditing organization shall be responsible for attending the Annual General Meeting of Shareholders of the Company.

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

a) The Board of Directors deems it necessary for the benefit of the Company;

b) The number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members as prescribed by law;

c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 18 of this Charter; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;

d) At the request of the Supervisory Board;

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

4. Convening an extraordinary meeting of the General Meeting of Shareholders

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors, independent members of the Board of Directors or members of the Supervisory Board remaining as prescribed in Point b, Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article;

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

c) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders as prescribed in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. This cost does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

5. Procedures for organizing the General Meeting of Shareholders are prescribed in Clause 2, Article 26 of this Charter.

Article 23. Rights and obligations of the General Meeting of Shareholders

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

- a) Approving the development orientation of the Company;
- b) Deciding on the types of shares and the total number of shares of each type that are allowed to be offered for sale; deciding on the annual dividend rate of each type of shares;
- c) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
- d) Deciding on investing or selling assets with a value of 35% or more of the total value of assets recorded in the Company's most recent financial report;
- e) Deciding on amending and supplementing the Company's Charter;
- f) Approving the Annual Financial Report;
- g) Deciding on repurchasing more than 10% of the total number of shares sold of each type;
- h) Considering and handling violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) Deciding on reorganizing and dissolving the Company;
- j) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
- k) Approve the internal regulations on corporate governance; Regulations on the operation of the Board of Directors and the Supervisory Board;
- l) Approve the list of approved auditing companies; decide on the approved auditing company to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
- m) Decide on the increase or decrease of charter capital, the time and method of capital mobilization;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discusses and approves the following issues:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Board of Supervisors on the Company's business results, the performance of the Board of Directors and the General Director;
- e) Self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors;
- f) Dividend level for each type of share;

- g) Number of members of the Board of Directors and the Board of Supervisors;
- h) Elect, dismiss, remove members of the Board of Directors, members of the Supervisory Board;
- i) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors, Supervisory Board;
- j) Approve the list of approved auditing companies; decide on the approved auditing company to conduct inspections of the company's activities when deemed necessary;
- k) Supplement and amend the Company Charter;
- l) Types of shares and number of newly issued shares for each type of shares;
- m) Divide, separate, merge, consolidate or convert the Company;
- n) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- o) Decide on investment or sale of assets with a value of 35% or more of the total value of assets recorded in the Company's most recent Financial Statement;
- p) Decide on repurchasing more than 10% of the total number of shares sold of each type;
- q) The Company signs contracts and transactions with the entities specified in Point b, Clause 4, Article 57 of this Charter with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial report;
- r) Approves transactions specified in Clause 4, Article 57 of this Charter;
- s) Approves the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Board of Supervisors;
- t) Other issues as prescribed by law and this Charter.

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

Article 24. Authorization to attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of shareholders that are organizations may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.
2. Authorization for individuals or organizations to represent them in attending the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.
3. The person authorized to attend the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In case of re-authorization, the meeting participant must

- present the original authorization document of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with the Company).
- 4. The voting ballot of the authorized person attending the meeting within the scope of authorization shall remain valid when one of the following cases occurs, except in the following cases:
 - a) The authorized person has died, has limited civil capacity or has lost civil capacity;
 - b) The authorized person has revoked the authorization appointment;
 - c) The authorized person has revoked the authority of the person performing the authorization.

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

Article 25. Change of rights

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or approved by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as stated above, the meeting will be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives are considered to have sufficient number of delegates required. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings. 3. The procedures for conducting such separate meetings are similar to the provisions in Articles 27, 28 and 29 of this Charter.

Article 26. Convening, agenda and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene the extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 22 of this Charter.

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

a) Prepare a list of shareholders eligible to attend and vote at the 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 notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

- b) Prepare the agenda and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting;
- e) Determine the time and place of the meeting;
- f) Notify and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures that it reaches the contact address of the shareholders, and shall be published on the Company's website and the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders shall send the notice of invitation to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date on which the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

- a) Meeting agenda, documents used in the meeting;
- b) List and detailed information of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;
- c) Voting ballot;
- d) Sample of authorized representative attending the meeting;
- e) Draft resolution for each issue in the meeting agenda.

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 18 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the meeting agenda.

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

- a) The proposal is sent in violation of the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of common shares as prescribed in Clause 2, Article 18 of this Charter;
- c) The proposed issue is not within the authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law.

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

7. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda sent with the meeting invitation.

Article 27. Conditions for holding a General Meeting of Shareholders

1. A General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

2. In case the first meeting does not meet the conditions for holding the meeting as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting must be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

3. In case the second meeting does not meet the conditions for holding the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

Article 28. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must carry out the procedure for registering shareholders and must carry out the registration until all shareholders entitled to attend the meeting are present and registered in the following order:

a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is recorded the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and without opinion. At the General Meeting, the number of cards in favor of the resolution shall be collected first, the number of cards in opposition to the resolution shall be collected later, and finally the total number of votes in favor or against shall be counted to make a decision. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting. The meeting shall elect those responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting;

b) Shareholders, authorized representatives of shareholders who are organizations or authorized persons who arrive after the meeting has opened shall have the right to register immediately and shall then have the right to participate and vote at the meeting immediately after registration. The Chairman shall not be responsible for stopping the meeting to allow late shareholders to register and the validity of the contents previously voted on shall not change.

2. The election of the Chairman, Secretary and counting committee shall be regulated as follows:

- a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chairperson, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the chairperson of the meeting from among the meeting attendees and the person with the highest number of votes shall chair the meeting;
 - b) Except for the case specified in Point a of this Clause, the person who signs the meeting of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the meeting chairman and the person with the highest number of votes shall chair the meeting;
 - c) The chairman shall appoint one or several persons to act as meeting secretary;
 - d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee upon the request of the meeting chairman.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the agenda.
4. The meeting chairman 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 reflecting the wishes of the majority of the meeting attendees. The meeting chairman must:
- a. Arrange seating at the meeting location of the General Meeting of Shareholders;
 - b. Ensure the safety of everyone present at the meeting locations;
 - c. Create conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. Applicable measures may be issuing entry tickets or using other forms of selection.
5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and without opinion. The vote counting results are announced by the chairman immediately before the closing of the meeting.
6. Shareholders or authorized persons who arrive after the meeting has opened are still registered and have the right to participate in voting immediately after registration; in this case, the validity of the contents voted on before will not change.
7. The convener or chair of the General Meeting of Shareholders has the following rights:
- a) Request all attendees to be subject to inspection or other legal and reasonable security measures;
 - b) Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt the order, prevent the normal progress of the meeting or do not comply with security inspection requirements from the General Meeting of Shareholders.

8. The chair has the right to postpone the General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:

- a. The meeting location does not have enough convenient seats for all attendees;
- b. The means of communication at the meeting location do not ensure that shareholders attending the meeting can participate, discuss and vote;
- c. There are attendees who obstruct or disrupt the meeting, causing a risk of preventing the meeting from being conducted fairly and legally.

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

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 29. Conditions for the resolution of the General Meeting of Shareholders to be passed

1. The resolution on the following contents shall be passed if it is approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 5 and 7 of this Article:

- a) Type of shares and total number of shares of each type;
- b) Change of business lines, occupations and fields;
- c) Change of the Company's management structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total value of assets recorded in the Company's most recent financial statements;
- e) Reorganization or dissolution of the Company;

2. Resolutions are passed when approved by shareholders holding more than 50% of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 1, 3, 5 and 7 of this Article. 3. Voting to elect members of the Board of Directors and the Supervisory Board must be carried out by the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Supervisory Board and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or Supervisory Board are determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is sufficient. In case there are 02 or more candidates receiving the same number of votes for the final member of the Board of Directors



or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations approved by the General Meeting of Shareholders.

4. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of approval; the sending of the resolution can be replaced by posting it on the Company's electronic information page.

5. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of written opinions.

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

7. In the case of passing the resolution in the form of written opinions, the resolution of the General Meeting of Shareholders shall be passed if it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders with voting rights.

Article 30. Authority and procedures for obtaining written opinions from shareholders to pass resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining written opinions from shareholders to pass resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors shall have the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for the cases specified in Clause 2, Article 23 of this Charter;

2. The Board of Directors shall prepare opinion forms, draft resolutions of the General Meeting of Shareholders, documents explaining the draft resolutions and send them to all shareholders with voting rights at least 10 days before the deadline for returning opinion forms. The requirements and methods for sending opinion forms and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 26 of this Charter;

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

a) Name, head office address, enterprise code;

b) Purpose of opinion;

c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;

- d) Issues requiring opinion to pass the decision;
- e) Voting options including approval, disapproval and no opinion for each issue to be voted on;
- f) Deadline for sending the completed opinion form to the Company;
- g) Full name, signature of the Chairman of the Board of Directors;

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

- a) In case of mailing, the completed opinion forms must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion forms sent to the Company must be contained in a sealed envelope and no one is allowed to open them before the vote counting;
- b) In case of faxing or emailing, the opinion forms sent to the Company must be kept confidential until the time of vote counting;
- c) Opinion forms sent to the Company after the deadline specified in the content of the opinion form or opened in case of mailing and disclosed in case of faxing or emailing are invalid. Opinion forms that are not returned are considered as non-voting forms.

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

- a) Name, head office address, enterprise code;
- b) Purpose and issues requiring opinions to pass the resolution;
- c) Number of shareholders with total number of votes who participated in the vote, in which the number of valid votes and invalid votes are distinguished and the method of sending the votes, with an appendix of the list of shareholders participating in the vote;
- d) Total number of votes in favor, against, and without opinion for each issue;
- e) Issues passed and corresponding percentage of votes passed;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

The members of the Board of Directors, the vote counters and the vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and shall be jointly responsible for any damages arising from decisions passed due to dishonest or inaccurate vote counting;

6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the date of completion of the vote counting. The sending of the vote counting minutes and resolutions may be replaced by posting them on the Company's website within 24 hours from the date of completion of the vote counting;

7. The returned ballots, the vote counting minutes, the passed resolutions and related documents attached to the ballots shall be kept at the Company's head office;

8. Resolutions passed by way of collecting shareholders' opinions in writing shall have the same validity as resolutions passed at the General Meeting of Shareholders.

Article 31. Meeting minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and stored in other electronic forms. The minutes must be in Vietnamese, and may be additionally in English, and include the following main contents:

a. Name, head office address, enterprise code;

b. Time and location of the General Meeting of Shareholders;

c. Agenda and content of the meeting;

d. Full name of the chair and secretary;

e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the agenda;

f. Number of shareholders and total number of votes of shareholders attending the meeting, appendix of the list of shareholders registered, representatives of shareholders attending the meeting with the corresponding number of shares and votes;

g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding percentage of total votes of shareholders attending the meeting;

h. Issues approved and corresponding percentage of approved votes;

i. Full name and signature of the chairman and secretary. In case the chairman and secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this clause. The minutes shall clearly state the refusal of the chairman and secretary to sign the meeting minutes.

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

3. Minutes prepared in Vietnamese and English have the same legal effect. In case of any difference in the content of the minutes in Vietnamese and English, the content in the minutes in Vietnamese shall prevail.

4. Minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the end of the meeting; the sending of the vote counting minutes may be replaced by posting them on the company's website.

5. Minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting, resolutions passed and related documents attached to the meeting invitation must be kept at the company's head office.

Article 32. Request to annul the resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting for the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 18 of this Charter has the right to request the Court or Arbitration to consider and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 6, Article 29 of this Charter.
2. The content of the resolution violates the law or the Company Charter. In case the resolution of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person convening the General Meeting of Shareholders whose resolution is annulled may consider reorganizing the General Meeting of Shareholders within 30 days in accordance with the procedures prescribed in the Law on Enterprises and this Charter.

SECTION 3: BOARD OF DIRECTORS

Article 33. Candidacy and nomination of members of the Board of Directors

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

- a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Work history;
 - d) Other management positions (including Board of Directors positions of other companies);
 - e) Interests related to the Company and related parties of the Company;
 - f) The company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and the interests related to the company of the candidate for the Board of Directors (if any).
2. Shareholders or groups of shareholders: owning from 10% to less than 20% of total common shares have the right to nominate 01 candidate; owning from 20% to less than 30% of total common shares have the right to nominate up to 02 candidates; owning from 30% to less than 40% of total common shares have the right to nominate up to 03 candidates; owning from 40% to less than 50% of total common shares have the right to nominate up to 04 candidates; owning from 50% to less than 60% of total common shares have the right to nominate up to 05 candidates; owning from 60% to less than 70% of total common shares have the right to nominate up to 06 candidates; owning from 70% to 80% of total common shares have the right to nominate

up to 07 candidates; and owns from 80% to less than 90% of the total number of common shares with the right to nominate up to 08 candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations according to the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

4. Members of the Board of Directors must meet the standards and conditions as prescribed in Article 35 of this Charter.

Article 34. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is 05 people.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms.

3. In case all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

4. The composition of the Board of Directors of the Company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members and the total number of independent members of the Board of Directors must ensure that there are at least 02 independent members.

5. A member of the Board of Directors shall no longer be a member of the Board of Directors in the event that he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 36 of this Charter.

6. The appointment of a member of the Board of Directors must be announced in accordance with the law on information disclosure on the stock market.

Article 35. Standards and conditions for members of the Board of Directors

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

- a) Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b) Having professional qualifications and experience in business management or in the fields, industries and business lines of the Company and not necessarily being shareholders of the Company;
- c) Members of the Board of Directors may concurrently be members of the Board of Directors of another company;
- d) Not being a family member of the General Director and other managers of the Company; of the manager, person with authority to appoint managers of the parent company.

2. Independent members of the Board of Directors must meet the following standards and conditions:

- a) Not being a person currently working for the Company, the parent company or a subsidiary of the Company; Not a person who has worked for the Company, the parent company or a subsidiary of the Company for at least 03 consecutive years before;
- b) Not a person who is receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to receive according to regulations;
- c) Not a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, biological sibling is a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;
- d) Not a person who directly or indirectly owns at least 01% of the total number of voting shares of the Company;
- e) Not a person who has been a member of the Board of Directors or Supervisory Board of the Company for at least 05 consecutive years before, except in the case of being appointed for 02 consecutive terms.

3. An independent member of the Board of Directors must notify the Board of Directors that he/she no longer meets the conditions prescribed in Clause 2 of this Article and is automatically no longer an independent member of the Board of Directors from the date of no longer meeting the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace that independent member of the Board of Directors within 06 months from the date of receipt of the notice from the relevant independent member of the Board of Directors.

Article 36. Dismissal, removal, replacement and addition of members of the Board of Directors

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

- a) Not meeting the standards and conditions prescribed in Article 35 of this Charter;
- b) Submitting a resignation letter and having it approved;
- c) Having limited or lost civil act capacity or having difficulty in cognition and behavior control

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

- a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) No longer being an authorized representative of an institutional shareholder according to the decision of that organization;
- c) Being an authorized representative of an institutional shareholder, but that organization is no longer a shareholder of the Company.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; dismiss or remove members of the Board of Directors other than those specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors is reduced by more than one-third compared to the number specified in this Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors is reduced, not ensuring the number specified in Clause 4, Article 34 of this Charter;

c) Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who were dismissed or removed at the most recent meeting.

Article 37. Powers and obligations of the Board of Directors

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

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

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

b) Propose the type of shares and the total number of shares that are allowed to be offered for sale of each type;

c) Decide on the sale of unsold shares within the number of shares that are allowed to be offered for sale of each type; decide on capital mobilization in other forms;

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

e) Decide on the repurchase of shares in accordance with the provisions of Clause 1 and Clause 2, Article 10 of this Charter;

f) Decide on solutions for market development, marketing and technology;

g) Decide on investment plans and investment projects with a value of less than 35% of the total asset value recorded in the Company's most recent financial report and within the limits prescribed by law;

h) Decide on liquidation and sale of assets with a value of less than 35% of the total asset value recorded in the Company's most recent financial report;

i) Approve purchase, sale, loan, lending contracts and other transaction contracts with a value of 35% or more of the total asset value recorded in the Company's most recent financial report and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 1, Article 23, Clause 4, Article 57 of this Charter;

- j) Delegate or authorize the General Director to decide on investment plans and investment projects; plans for liquidation, sale, lease, and rental of fixed assets; internal regulations of the Company;
 - k) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with General Director;
 - the General Director; decide on salary, remuneration, bonuses and other benefits of the
 - l) Appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on the remuneration and other benefits of those people; nominate candidates for election to the Board of Directors, Board of Supervisors or introduce candidates for appointment as supervisors at other enterprises;
 - m) Decide on the appointment and dismissal of Deputy General Directors and Chief Accountants at the request of the General Director;
 - n) Approve the General Director to appoint and dismiss Directors of branches, Department Heads and equivalent;
 - o) Supervise and direct the General Director and other managers in the daily business operations of the Company;
 - p) Decide on changes and the form and content of the Company's logo;
 - q) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution, purchase of shares of other enterprises; decide on capital investment outside the enterprise;
 - r) Approve the program, content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
 - s) Submit audited annual financial statements to the General Meeting of Shareholders;
 - t) Propose the dividend level to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
 - u) Propose the reorganization and dissolution of the Company; request the bankruptcy of the Company;
 - v) Decide on the issuance of the Operating Regulations of the Board of Directors, Internal Regulations on corporate governance after being approved by the General Meeting of Shareholders;
 - w) Report to the General Meeting of Shareholders at the most recent Annual General Meeting of Shareholders on the contents approved in the previous Resolutions of the General Meeting of Shareholders that have not been implemented. In case of any changes in the contents under the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders at the most recent meeting for approval before implementation;
 - x) Other rights and obligations as prescribed by law.
3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities at the annual General Meeting of Shareholders on the following contents:

- a) Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3, Article 38 of this Charter.
- b) Summary of meetings of the Board of Directors and decisions of the Board of Directors.
- c) Report on transactions between the Company, subsidiaries, companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or business managers within the last 3 years before the transaction date.
- d) Activities of independent members of the Board of Directors and the results of the independent members of the Board of Directors' assessment of the activities of the Board of Directors.
- e) Activities of other subcommittees of the Board of Directors (if any).
- f) Results of supervision of the General Director.
- g) Results of supervision of other executives.
- h) Future plans.

Article 38. Salaries, remuneration, bonuses and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to remuneration for work and bonuses. Remuneration for work is calculated based on the number of working days required to complete the tasks of the Board of Directors member and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on a subcommittee of the Board of Directors or performing other duties beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.
5. A member of the Board of Directors shall be entitled to be reimbursed for all travel, food, accommodation and other reasonable expenses incurred by him/her in performing his/her responsibilities as a member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.
6. A member of the Board of Directors may be insured by the Company upon approval by the General Meeting of Shareholders. This insurance does not include coverage for the liability of Board members related to violations of the law and this Charter.

Article 39. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed from among the members of the Board of Directors by the Board of Directors.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
 - a) Prepare the program and plan of activities of the Board of Directors;
 - b) Prepare the program, content, and documents for meetings; convene, chair, and preside over meetings of the Board of Directors;
 - c) Organize the adoption of resolutions and decisions of the Board of Directors;
 - d) Supervise the implementation of resolutions and decisions of the Board of Directors;
 - e) Chair the General Meeting of Shareholders;
 - f) Sign decisions and resolutions of the Board of Directors on behalf of the Board of Directors; sign other documents to handle work within the authority and obligations of the Board of Directors;
 - g) Ensure that members of the Board of Directors receive complete, objective, accurate information and have enough time to discuss issues that the Board of Directors must consider;
 - h) Prepare a work plan and assign tasks to members of the Board of Directors. The content of the specific assignment of tasks to each member must be expressed in writing and signed by the Chairman of the Board of Directors;
 - i) Supervise members of the Board of Directors in performing assigned tasks;
 - j) The rights and obligations of the Legal Representative as prescribed in Point b, Clause 2, Article 3 of the Company's Charter.
 - k) Exercise other powers and duties as prescribed by law and this Charter.
4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal or removal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 40. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes. In case there is more than one member with the highest and equal number of votes, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

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

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

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

b) At the request of the General Director or at least 05 other managers;

c) At the request of at least 02 members of the Board of Directors;

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the Board of Directors meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company; the requestor has the right to convene the Board of Directors meeting on his/her behalf.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a notice of meeting at least 05 working days before the meeting date. The notice of meeting must specify the time and location of the meeting, agenda, issues to be discussed and decided. The notice of meeting must be accompanied by documents used at the meeting and voting ballots of the members.

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

7. The Chairman of the Board of Directors or the person convening the Board of Directors' meeting shall send the notice of meeting and accompanying documents to the members of the Supervisory Board as for the members of the Board of Directors.

The members of the Supervisory Board have the right to attend meetings of the Board of Directors; have the right to discuss but do not have the right to vote.

8. The Board of Directors' meeting shall be held when 3/4 or more of the total members attend the meeting. In case the meeting convened according to the provisions of this clause does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within 03 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend the meeting and vote according to the provisions of Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting or other electronic forms;
- d) Sending a ballot to the meeting via mail, fax, or email;

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

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

12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Article 41. Minutes of the Board of Directors' meetings

1. The meetings of the Board of Directors must be recorded in minutes and may be recorded, recorded and stored in other electronic forms. The minutes must be made in Vietnamese and may be made in English, with the following main contents:

- a) Name, head office address, enterprise code;
- b) Time and location of the meeting;
- c) Purpose, agenda and content of the meeting;
- d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reasons;
- e) Issues discussed and voted on at the meeting;
- f) Summary of opinions expressed by each member attending the meeting in the order of the meeting;
- g) Voting results, clearly stating members who approve, disapprove and have no opinion;
- h) Issues passed and corresponding percentage of votes passed;
- i) Full name and signature of the chairperson and the person recording the minutes, except for the case specified in Clause 2 of this Article.

2. In case the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors attending and agreeing to sign the meeting minutes and having full contents as prescribed in Points a, b, c, d, e, f, g, h, Clause 1 of this Article, the minutes shall be valid. The meeting minutes shall clearly state that the chairperson or the person recording the minutes refused to sign

the meeting minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the person recording the minutes shall be personally responsible for any damage caused to the enterprise due to refusal to sign the meeting minutes in accordance with the provisions of this Law, the Company's Charter and relevant laws.

3. The minutes of the Board of Directors' meetings and documents used in the meeting must be kept at the Company's head office.

4. Minutes prepared in Vietnamese and English are equally valid. In case of any discrepancy between the contents of the minutes in Vietnamese and English, the contents of the minutes in Vietnamese shall prevail.

5. The Chairman of the Board of Directors shall be responsible for sending the minutes of the Board of Directors' meeting to the members and such minutes shall be valid evidence of the work conducted at the meeting unless there is any objection to the contents of the minutes within 10 days from the date of sending. The minutes shall be signed by the chairperson and the person recording the minutes, except in the case specified in Clause 2 of this Article.

Article 42. Right to information of members of the Board of Directors

1. Members of the Board of Directors have the right to request the business operator to provide information and documents on the financial situation and business activities of the Company and of the units within the Company.

2. The business operator is required to promptly, fully and accurately provide information and documents as requested by members of the Board of Directors.

Article 43. Subcommittees under the Board of Directors

1. The Board of Directors may establish a subcommittee to be in charge of development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors, with a minimum of 03 people, including members of the Board of Directors and external members. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal provisions and the provisions of this Charter and the Internal Regulations on corporate governance.

Article 44. Person in charge of corporate governance

1. The Board of Directors shall appoint at least 01 person in charge of corporate governance to support corporate governance work at the Company. The person in charge of corporate governance may concurrently hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance shall not concurrently work for an approved auditing company that is auditing the Company's financial statements.

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

- a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;
- b) Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c) Advise on meeting procedures;
- d) Attend meetings;
- e) Advise on procedures for preparing resolutions of the Board of Directors in accordance with the provisions of law;
- f) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Supervisory Board;
- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) Be the contact point with interested parties;
- i) Keep information confidential in accordance with the provisions of law and this Charter;
- j) Other rights and obligations as prescribed by law.

SECTION 4:

GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 45. Organization of the management apparatus

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

Article 46. Company Executives

1. Company Executives include the General Director, Deputy Director, and Chief Accountant.
2. Upon the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations as prescribed by the Board of Directors. Business executives must be responsible for supporting the Company in achieving its objectives in operation and organization.
3. The General Director is paid salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.
4. The salary of the executive is included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 47. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors shall appoint one member of the Board of Directors or hire another person to be the General Director
2. The General Director shall be the person who manages the daily business operations of the Company; shall be supervised by the Board of Directors; and shall be responsible to the Board of Directors and the law for the performance of assigned rights and obligations.
3. The term of office of the General Director shall not exceed five years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed in Article 48 of this Charter.
4. The General Director has the following rights and obligations:
 - a) Decide on matters related to the Company's daily business operations that are not under the authority of the Board of Directors;
 - b) Organize and implement resolutions and decisions of the Board of Directors;
 - c) Organize the implementation of the Company's business plan and investment plan;
 - d) Propose the Company's organizational structure and internal management regulations;
 - e) Appoint, dismiss, and remove the positions of Director of branches, Department Head and equivalent after being approved by the Board of Directors. The other positions not within the Board of Directors' approval authority are appointed, dismissed, or removed by the General Director according to the business needs.
 - f) Decide on salaries and other benefits for employees in the Company and those under the appointment authority of the General Director;
 - g) Recruit employees;
 - h) Propose plans to pay dividends or handle business losses;
 - i) Propose to the Board of Directors to decide on appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders at companies with capital contributions of the Company; decide on the remuneration and other benefits of those persons;
 - j) Submit to the Board of Directors for approval the annual labor use plan;
 - k) Decide on the issuance of internal regulations and rules related to the management work of the General Director;
 - l) Other rights and obligations as prescribed by law, this Charter and the internal regulations of the Company, resolutions and decisions of the Board of Directors, and labor contracts signed with the Company.
5. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to the levels when requested
6. The General Director must manage the daily business of the Company in accordance with the provisions of law, this Charter, the labor contract signed with the Company and the resolutions and decisions of the Board of Directors. In case of management contrary to the provisions of this clause causing damage to the Company, the General Director shall be responsible before the law and compensate the Company for the

damage. 7. The Board of Directors may dismiss the General Director when the majority of the members of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director to replace him. During the procedure for appointing the General Director, the Board of Directors shall decide to assign tasks to a business manager or another business executive to exercise the rights and obligations of the General Director and to be the legal representative of the Company.

Article 48. Standards and conditions for being a General Director

1. The General Director must meet the following standards and conditions:

- a) Not being a subject specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Not being a relative of the Company's manager, member of the Board of Supervisors of the Company and the parent company; representative of state capital, representative of enterprise capital at the Company and the parent company;
- c) Having professional qualifications and experience in business administration of the Company.

2. Automatically losing the status, replacing the General Director in the following cases:

- a) Loss of civil act capacity, death;
- b) Violation of the provisions of law on cases of not being allowed to hold positions;
- c) When the Court decides to expel from the territory of Vietnam
- d) The Company has its establishment and operation license revoked;

3. The General Director shall be dismissed or removed from office in one of the following cases:

- a) Having limited civil act capacity; having difficulty in perception and controlling behavior;
- b) Not meeting the standards and conditions prescribed in Clause 1 of this Article;
- c) Submitting a resignation letter (stating the reason for resignation) to the Board of Directors and the Board of Supervisors of the Company at least 45 days before ceasing to perform his/her duties and powers;
- d) According to the decision of the Board of Directors;
- e) Other cases according to current legal regulations.

SECTION 5: SUPERVISORY BOARD

Article 49. Candidacy and nomination of members of the Supervisory Board

1. In case the Supervisory Board candidates have been identified in advance, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Supervisory Board must have a written commitment to the honesty and accuracy of the published personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Supervisory Board. Information related to the Supervisory Board candidates to be published includes the following minimum contents:

- a) Full name, date of birth;

b) Professional qualifications;

c) Work history;

d) Other management positions (including positions on the Board of Directors, Supervisory Board of other companies);

e) Interests related to the Company and related parties of the Company;

2. The Company must be responsible for disclosing information about the companies in which the candidate is holding the positions of member of the Board of Directors, member of the Supervisory Board, other management positions and the interests related to the company of the candidate for member of the Supervisory Board (if any).

3. Shareholders or groups of shareholders: owning from 10% to less than 30% of the total number of common shares have the right to nominate 01 candidate; owning from 30% to less than 50% of the total number of common shares have the right to nominate a maximum of 02 candidates; owning from 50% to less than 70% of the total number of common shares have the right to nominate a maximum of 03 candidates; owning from 70% to less than 90% of the total number of common shares have the right to nominate up to 04 candidates.

4. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not enough, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to the mechanism prescribed in the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before electing members of the Board of Supervisors according to the provisions of law.

Article 50. Composition of the Board of Supervisors

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

2. Members of the Board of Supervisors must meet the following standards and conditions:

a) Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

b) Having been trained in one of the majors of economics, finance, accounting, auditing, law, business administration or a major suitable to the business activities of the Company;

a) Not being a relative of a member of the Board of Directors, General Director and other managers;

b) Not being a company manager; not necessarily being a shareholder or employee of the company;

c) Not being a relative of a business manager of the parent company; representative of the enterprise's capital, representative of the state capital at the parent company and at the Company;

d) Not working in the accounting and finance department of the Company;

e) Not being a member or employee of an independent auditing company that audits the Company's financial statements in the previous 3 consecutive years.

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

- a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter and being approved;

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

- a) Not completing assigned tasks and work;
- b) Not exercising his/her rights and obligations for 6 consecutive months, except in cases of force majeure;
- c) Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as prescribed in the Law on Enterprises and this Charter;
- d) Other cases according to the resolution of the General Meeting of Shareholders.

5. In case the term of a member of the Board of Supervisors ends at the same time and a new term member of the Board of Supervisors has not been elected, the expired term member of the Board of Supervisors shall continue to exercise his/her rights and obligations until a new term member of the Board of Supervisors is elected and takes office.

Article 51. Head of the Supervisory Board

1. The Head of the Supervisory Board is elected by the Supervisory Board from among the members of the Supervisory Board; the election, dismissal and removal are based on the majority principle. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the Company's business activities.

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

- a) Convene meetings of the Supervisory Board;
- b) Request the Board of Directors, the General Director and other executives to provide relevant information to report to the Supervisory Board;
- c) Prepare and sign the Supervisory Board's report after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 52. Rights and obligations of the Board of Supervisors

1. The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and operation of the company.
2. Inspect the reasonableness, legality, honesty and prudence in the management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and financial reporting.
3. Assess the completeness, legality and honesty of the Company's business situation report, annual and 6-month financial reports, the Board of Directors' management assessment report and submit the assessment report at the annual General Meeting of Shareholders. Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and make

recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

4. Review, inspect and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems.

5. Review the Company's accounting books, accounting records and other documents, the Company's management and operation when deemed necessary or according to the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 18 of this Charter.

6. Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 18 of this Charter, the Supervisory Board shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board shall report on the issues requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors as prescribed in this Clause shall not hinder the normal operation of the Board of Directors and shall not interrupt the Company's business operations.

7. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the Company's business operations.

8. Upon discovering that a member of the Board of Directors or the General Director violates the provisions of Article 55 of this Charter, he/she must immediately notify the Board of Directors in writing, requesting the violator to stop the violation and take measures to remedy the consequences.

9. Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

10. Use independent consultants and the Company's internal audit department to perform assigned tasks.

a) Remuneration, operating expenses and other benefits of the Board of Supervisors and each member of the Board of Supervisors as prescribed in Article 54 of this Charter.

b) Summary of meetings of the Board of Supervisors and conclusions and recommendations of the Board of Supervisors.

c) Results of monitoring the Company's operations and finances.

d) Report on the assessment of transactions between the Company, subsidiaries, companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors, General Directors, other executives of the Company and related persons of such entities; transactions between the Company and companies in which members of the Board of Directors, General Directors, other executives of the enterprise are founding members or business managers within the last 3 years before the transaction.

e) Results of monitoring the Board of Directors, General Directors and other executives of the Company.

f) Results of the assessment of the coordination of activities between the Board of Supervisors and the Board of Directors, the General Director and shareholders.

21. Has the right to assess the coordination of activities between the Board of Supervisors and the Board of Directors
22. Other rights and obligations as prescribed by the Law on Enterprises, this Charter and resolutions of the General Meeting of Shareholders.

Article 53. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice a year, with at least 2/3 of the members attending the meeting. Minutes of the Supervisory Board meetings must be detailed and clear. The person taking the minutes and the Supervisory Board members attending the meeting must sign the minutes. Minutes of the Supervisory Board meetings must be kept to determine the responsibilities of each member of the Supervisory Board.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director and representatives of approved auditing organizations to attend and answer questions that need to be clarified.

Article 54. Salaries, remuneration, bonuses and other benefits of Supervisors

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salaries, remuneration, bonuses, other benefits and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be paid for their meals, accommodation, travel, and independent consulting services at reasonable rates. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salaries, remuneration, and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax and other relevant legal provisions, and shall be recorded as a separate item in the Company's annual financial statements.

SECTION 6: RESPONSIBILITIES OF BOARD OF DIRECTORS, BOARD OF SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR AND OTHER MANAGERS

Article 55. Responsibilities of the Company's managers

1. Members of the Board of Directors, the General Director and other managers have the following responsibilities:
 - a) Exercise the rights and obligations assigned according to the provisions of the Enterprise Law, other relevant provisions of law, this Charter, and resolutions of the General Meeting of Shareholders;
 - b) Exercise the rights and obligations assigned honestly, carefully and to the best of their ability to ensure the maximum legitimate interests of the Company;
 - c) Be loyal to the interests of the Company and shareholders; do not abuse their position, title and use information, know-how, business opportunities, and other assets of the Company for personal gain or to serve the interests of other organizations and individuals;

d) Timely, fully and accurately notify the Company of the contents specified in Clause 2, Article 58 of this Charter;

e) Other responsibilities as prescribed by the Enterprise Law and the Company's Charter.

2. Members of the Board of Directors have the following obligations under this Charter and the following obligations:

a. Perform their duties honestly and carefully for the best interests of shareholders and the Company;

b. Attend all meetings of the Board of Directors and give opinions on issues discussed;

c. Report promptly and fully to the Board of Directors on remuneration received from subsidiaries, affiliated companies and other organizations;

d. Report to the Board of Directors at the nearest meeting on transactions between the Company, subsidiaries, companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors and related persons of such members; Transactions between the Company and companies in which members of the Board of Directors are founding members or business managers within the last 3 years before the transaction date.

e. Disclose information when trading the Company's shares.

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

Article 56. Responsibility for honesty and avoiding conflicts of interest

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

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

3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries and other companies in which the Company controls 50% or more of the charter capital with that entity or with its related persons in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the Securities Law on Information Disclosure. 4. A member of the Board of Directors is not allowed to vote on a transaction that benefits that member or a related person of that member in accordance with the provisions of the Enterprise Law.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and related persons of these subjects shall not use or disclose to others internal information to carry out 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 and organizations related to these subjects shall not be invalid in the following cases:

a) For transactions with a value of less than or equal to 35% of the total value of assets recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Board of Directors who have no related interests;

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

Article 57. Transactions with shareholders, enterprise managers and related persons of these entities

1. The Company shall not provide loans or guarantees to individual shareholders and related persons of such individual shareholders.

2. The Company shall not provide loans or guarantees to institutional shareholders and related persons of such individual shareholders.

3. The Company shall not provide loans or guarantees to related persons of institutional shareholders, except in cases where the Company and the related persons of the shareholder are companies operating in a group of companies, including parent companies - subsidiaries and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of this Charter and in cases where the law provides otherwise.

4. The Company may only conduct the following transactions after being approved by the General Meeting of Shareholders:

a) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, General Director who are not shareholders and individuals and organizations related to these entities;

In the case of granting loans or guarantees to organizations related to members of the Board of Directors, members of the Supervisory Board, General Director, where the Company and such organizations are companies operating in a group of companies, including parent companies - subsidiaries, the General Meeting of Shareholders or the Board of Directors shall approve in accordance with the provisions of this Charter;

b) Transactions with a value of 35% or more or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction having a value of 35% or more of the total asset value recorded in the most recent financial statement between the Company and one of the following entities:

- Members of the Board of Directors, members of the Supervisory Board, General Director and related persons of these entities;

- Shareholders, authorized representatives of shareholders owning more than 10% of the total common equity capital of the Company and their related persons;
 - Enterprises in which members of the Board of Directors, members of the Supervisory Board, General Director must declare according to the provisions of Clause 2, Article 58 of this Charter;
- c) Contracts, loan transactions, asset sales with a value greater than 10% of the total asset value recorded in the most recent financial report between the Company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.
- d) Contracts, transactions other than the contracts, transactions specified in Clause 5 of this Article.

5. The Board of Directors approves contracts and transactions between the Company and one of the entities specified in Point c, Clause 4 of this Article and with a value of less than 35% of the total asset value recorded in the Company's most recent financial report, except for contracts and transactions specified in Point c, Clause 4 of this Article. In this case, the Company's representative signing the contract or transaction must notify the members of the Board of Directors and members of the Supervisory Board of the entities related to such contract or transaction and must enclose a draft contract or the main content of the transaction. The Board of Directors approves the contract or transaction within 15 days from the date of receipt of the notification; members of the Board of Directors with interests related to the contracts or transactions do not have voting rights.

6. In case of approving a contract or transaction as prescribed in Clause 4 of this Article, the representative of the Company signing the contract or transaction must notify the Board of Directors and the Supervisory Board of the parties involved in the contract or transaction and send along a draft contract or a notice of the main content of the transaction. The Board of Directors shall submit a draft contract or transaction or explain the main content of the contract or transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with interests related to the parties to the contract or transaction shall not have the right to vote; the contract or transaction shall be approved as prescribed in Clauses 1 and 7, Article 29 of this Charter.

7. Contracts or transactions shall be invalidated by a Court decision and handled in accordance with the provisions of law when they are signed in violation of the provisions of this Article; The person signing the contract, transaction, shareholder, member of the Board of Directors or General Director involved must jointly compensate for any damages arising and return to the Company the profits gained from the performance of such contract or transaction.

8. The Company must publicly disclose relevant contracts and transactions in accordance with relevant laws.

Article 58. Disclosure of related interests

The disclosure of interests and related persons of the company shall be implemented in accordance with the following provisions:

1. The company must compile and update the list of related persons of the company as prescribed in Clause 46, Article 4 of the Law on Securities and their respective contracts and transactions with the company;
2. Members of the Board of Directors, Supervisors, General Directors and other managers of the company must declare to the company their related interests, including:

- a) Name, enterprise code, head office address, business lines and professions of the enterprise in which they own or own capital contributions or shares; ratio and time of ownership or ownership of such capital contributions or shares;
- b) Name, enterprise code, head office address, business lines and professions of the enterprise in which their related persons own, jointly own or separately own capital contributions or shares of more than 10% of the charter capital;
3. The declaration prescribed in Clause 2 of this Article must be made within 07 working days from the date of arising of related interests; any amendment or supplement must be notified to the company within 07 working days from the date of the corresponding amendment or supplement;
4. The retention, disclosure, review, excerpt and copy of the list of related persons and related interests declared as prescribed in Clauses 1 and 2 of this Article shall be carried out as follows:
- a) The company must notify the list of related persons and related interests to the General Meeting of Shareholders at the annual meeting;
- b) The list of related persons and related interests shall be kept at the Company's head office; if necessary, part or all of the above list may be kept at the Company's branches;
- c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Board of Supervisors, the General Director and other managers have the right to review, extract and copy part or all of the declared contents;
- d) The Company must create conditions for the persons specified in Point c of this Clause to access, review, extract and copy the list of related persons and related interests in the fastest and most convenient manner; they must not be prevented or made difficult for them in exercising this right. The order and procedures for reviewing, extracting and copying the declared contents of related persons and related interests shall be implemented according to the Company's regulations;
5. Members of the Board of Directors and the General Director, acting on their own behalf or on behalf of others, to perform work in any form within the scope of the Company's business operations must explain the nature and content of that work to the Board of Directors and the Board of Supervisors and may only perform it when approved by the majority of the remaining members of the Board of Directors; If carried out without declaration or approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Article 59. Liability for damages and compensation

1. Members of the Board of Directors, Supervisors, General Directors and other executives who violate their obligations and responsibilities of honesty and prudence, and fail to fulfill their obligations with diligence and professional capacity shall be liable for damages caused by their violations.
2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, Supervisor, General Director, other executive, employee or authorized representative of the Company or such person has been or is acting at the request of the Company as a member of the Board of Directors, business executive, employee or authorized

representative of the Company provided that such person has acted honestly, carefully, diligently for the benefit or not in conflict with the interests of the Company, on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities. 3. When performing functions, duties or performing work authorized by the Company, members of the Board of Directors, members of the Supervisory Board, other executives, employees or authorized representatives of the Company shall be compensated by the Company when they become a party involved in complaints, lawsuits, and prosecutions (except for lawsuits initiated by the Company) in the following cases:

- a) Acted honestly, carefully, diligently for the benefit and not in conflict with the interests of the Company;
- b) Comply with the law and there is no evidence confirming that they did not fulfill their responsibilities.

4. Compensation costs include costs incurred (including attorneys' fees), judgment costs, fines, and payments actually incurred or considered reasonable when resolving these cases within the framework permitted by law. The Company may purchase insurance for these people to avoid the above compensation responsibilities.

SECTION 7: RIGHT TO SEARCH COMPANY BOOKS AND RECORDS

Article 60. Right to look up books and records

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

a) Ordinary shareholders have the right to review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request to amend their inaccurate information; review, look up, extract or photocopy this Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the right to review, look up and extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial reports, reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, business secrets of the Company.

2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.

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

4. The Company must keep this Charter and any amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored. 5. This Charter must be published on the Company's website.

SECTION 8: EMPLOYEES AND POLITICAL ORGANIZATIONS, SOCIO-POLITICAL ORGANIZATIONS, ORGANIZATIONS REPRESENTATIVE OF EMPLOYEES AT THE COMPANY FACILITIES

Article 61. Employees and political organizations, socio-political organizations, and organizations representing employees at the Company's facilities

1. The General Director must make plans for the Board of Directors to approve issues related to recruitment, dismissal, wages, social insurance, benefits, rewards and discipline for employees and business executives.
2. The General Director must make plans for the Board of Directors to approve issues related to the Company's relations with trade unions in accordance with the best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.
3. Political organizations, socio-political organizations and organizations representing employees at the Company's facilities operate in accordance with the provisions of the Constitution, laws and the organization's charter.
4. The Company has the obligation to respect and not to obstruct or cause difficulties for the establishment of political organizations, socio-political organizations and employee representative organizations at the Company's facilities; and must not obstruct or cause difficulties for employees to participate in activities in these organizations.

CHAPTER IV: MANAGEMENT OF THE COMPANY'S INVESTMENT CAPITAL IN OTHER ENTERPRISES

Article 62. Management of the Company's investment capital in other enterprises

1. The Company decides to establish and invest, contribute capital, and purchase shares in other enterprises; decides to transfer the Company's investment capital in other enterprises in accordance with the Company's strategy and production and business plan and in accordance with the provisions of law.
2. The Company's rights and obligations towards enterprises and the Company's investment capital in other enterprises shall be implemented in accordance with the provisions of the Enterprise Law, the enterprise's charter and relevant current legal provisions. The Company shall appoint an authorized representative to directly manage the Company's investment capital in other enterprises on behalf of the Company. The rights and obligations of the authorized representative shall be stipulated in the enterprise's charter or the internal management regulations issued by the Board of Directors.

Article 63. Relationship between the Company and a single-member LLC

The Board of Directors shall exercise the rights, responsibilities and obligations of the owner of a single-member LLC in which the Company holds 100% of the charter capital in accordance with the provisions of the Enterprise Law and the Company Charter approved by the Board of Directors.

Article 64. Relationship between the Company and a joint-stock company or a limited liability company with two or more members

1. An enterprise with investment capital from the Company shall be established, organized and operated in accordance with the Enterprise Law, relevant legal provisions and the charter of that enterprise.

2. The Company shall exercise the rights and obligations of a shareholder or member, a joint venture party in accordance with the provisions of law and the charter of that enterprise.
3. The Company shall manage investment capital through an authorized representative at that enterprise.
4. The Board of Directors shall exercise the rights and obligations regarding the capital contribution in the enterprise through an authorized representative to exercise the rights of shareholders, capital contributors, and joint venture parties.
5. The Board of Directors shall request the authorized representative to perform the tasks prescribed in the Law on Enterprises and the Company's internal management regulations.

CHAPTER V: COMPANY'S FINANCE

SECTION 1: PROFIT DISTRIBUTION

Article 65. Distribution of profits

1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Company's retained profits.
2. The Company shall not pay interest on dividends or payments related to a type of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors shall be the agency implementing this decision.
4. In case dividends or other amounts related to a type of shares are paid in cash, the Company shall pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the amount of money the Company has transferred to that shareholder. Dividend payments may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date to close the shareholder list. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.
6. Other issues related to profit distribution shall be carried out in accordance with the provisions of law.

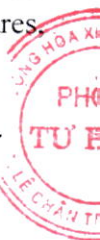
SECTION 2: BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 66. Bank accounts

1. The Company opens accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.
2. With prior approval from competent authorities, if necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 67. Fiscal year

The Company's fiscal year begins on January 1 and ends on December 31 of the same year.



Article 68. Accounting regime

1. The accounting regime used by the Company is the enterprise accounting regime or a special accounting regime issued and approved by competent authorities.
2. The Company prepares accounting books in Vietnamese and keeps accounting records in accordance with the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as the accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as the accounting currency, be responsible for that choice before the law and notify the direct tax management agency.

SECTION 3: FINANCIAL REPORTS, ANNUAL REPORTS AND RESPONSIBILITIES FOR INFORMATION DISCLOSURE

Article 69. Annual, semi-annual and quarterly financial reports

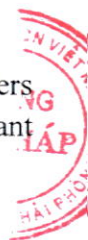
1. The Company must prepare annual financial reports and the annual financial reports must be audited in accordance with the provisions of law. The Company shall publish the audited annual financial reports in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.
2. The annual financial reports must include all reports, appendices and explanations in accordance with the provisions of law on enterprise accounting. The annual financial reports must honestly and objectively reflect the Company's operations.
3. The Company must prepare and publish the audited semi-annual financial reports and quarterly financial reports in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.

Article 70. Annual Report

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

Article 71. Information disclosure

1. The Company must submit the annual financial report approved by the General Meeting of Shareholders to the competent state agency in accordance with the provisions of the law on accounting and other relevant provisions of law.
2. The Company shall publish on its website the following information:
 - a. The Company's charter;
 - b. The CV, educational qualifications and professional experience of the members of the Board of Directors, Supervisors and General Director of the Company;
 - c. The annual financial report approved by the General Meeting of Shareholders;
 - d. The annual performance assessment report of the Board of Directors and Supervisory Board.
3. The Company shall publish and publicize information in accordance with the provisions of the law on securities.



SECTION 4: AUTHORIZED COMPANY

Article 72. Audit

1. The annual General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor who audits the Company's financial statements shall attend the General Meeting of Shareholders and shall be entitled to receive notices and other information related to the General Meeting of Shareholders and shall be entitled to express his/her opinions at the meeting on matters related to the audit of the Company's financial statements.

SECTION 5: COMPANY SEAL

Article 73. Company Seal

1. Seal includes seal made at a seal engraving facility or seal in the form of a digital signature in accordance with the provisions of law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and content of the seal of the Company, branches, representative offices and other units of the Company.
3. The Board of Directors, General Director, Supervisory Board and individuals shall use and manage the seal in accordance with the provisions of law.

SECTION 6: DISCLOSURE OF THE COMPANY

Article 74. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - b) The Certificate of Business Registration is revoked, unless otherwise provided for by the Law on Tax Administration;
 - c) Other cases as prescribed by law.
2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be approved by a competent authority (if required) as prescribed.

Article 75. Liquidation

1. After the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. The members of the Liquidation Board may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.

2. The Liquidation Board shall be responsible for reporting to the Business Registration Office on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Board shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

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

a) Liquidation expenses;

b) Debts on wages, severance pay, social insurance and other benefits of employees according to the collective labor agreement and signed labor contracts;

c) Tax debts;

d) Other debts of the Company;

d) The remainder after paying all debts from items (a) to (d) above shall be distributed to the shareholders. Preferred shares have priority in payment.

SECTION 7: RESOLUTION OF INTERNAL DISPUTES

Article 76. Resolution of internal disputes

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

a) Shareholders and the Company;

b) Shareholders and the Board of Directors, the Supervisory Board, the General Director or other executives;

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

2. In case no conciliation decision is reached within 06 weeks from the start of the conciliation process or if the conciliation decision is not accepted by the parties, a party may refer the dispute to Arbitration or Court.

3. The parties shall bear the costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

SECTION 8: SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 77. Company Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case the law has provisions related to the Company's operations that have not been mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall apply to regulate the Company's operations.

SECTION 9: EFFECTIVE DATE

Article 78. Effective date

1. This Charter, consisting of 05 chapters and 78 articles, was unanimously approved by the General Meeting of Shareholders of Vinaship Joint Stock Company on April 25, 2025 at the General Meeting of Shareholders in 2025 and also approved the full validity of this Charter.
2. This Charter is the sole and official charter of the Company. This Charter replaces the Charter approved by the Extraordinary General Meeting of Shareholders of Vinaship Joint Stock Company on September 24, 2024.
3. The Charter is made in 05 copies, of equal value and kept at the Company's head office.
4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

Hai Phong, April 25, 2025

**VINASHIP JOINT STOCK COMPANY
GENERAL DIRECTOR**



Duong Ngoc Tu