
CHARTER OF ORGANIZATION AND OPERATION

BINH THUAN HIGH-QUALITY PLASTICS JOINT STOCK COMPANY

First adopted under Resolution of the General Meeting of Shareholders No. 01-04/2024/NQ-ĐHĐCĐ dated 15/04/2024 and most recently amended under Resolution of the Board of Directors No. 01-02/2026/NQ-BQP dated 03/02/2026

TABLE OF CONTENTS

PREAMBLE	5
CHAPTER I: DEFINITIONS OF TERMS USED IN THE CHARTER	5
Article 1. Interpretation of terms	5
CHAPTER II: NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATION TERM AND LEGAL REPRESENTATIVE OF THE COMPANY	6
Article 2. Name, form, head office, branches, representative offices, business locations and operation term of the Company	6
Article 3. Legal representative of the Company	6
CHAPTER III: OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY	6
Article 4. Objectives of the Company	6
Article 5. Scope of business and operations of the Company	9
CHAPTER IV: CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS	9
Article 6. Charter capital, shares and founding shareholders	9
Article 7. Share certificates	10
Article 8. Other securities certificates	10
Article 9. Transfer of shares	10
Article 10. Withdrawal of shares in cases of enterprise registration	10
CHAPTER V: ORGANIZATIONAL STRUCTURE, GOVERNANCE AND SUPERVISION	11
Article 11. Organizational structure, governance and supervision	11
CHAPTER VI: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS	11
Article 12. Rights of shareholders	11
Article 13. Obligations of shareholders	12
Article 14. General Meeting of Shareholders	13
Article 15. Powers and Duties of the General Meeting of Shareholders	14
Article 16. Authorization to Attend the General Meeting of Shareholders	16
Article 17. Changes to Rights	16
Article 18. Convening Meetings, Meeting Agenda and Notice of Invitation to the General Meeting of Shareholders	17
Article 19. Conditions for Convening the General Meeting of Shareholders	18
Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders	19
Article 21. Conditions for Adoption of Resolutions of the General Meeting of Shareholders	21

Article 22.	Authority and Procedures for Obtaining Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders	21
Article 23.	Resolutions and Minutes of the General Meeting of Shareholders	23
Article 24.	Request for Annulment of Resolutions of the General Meeting of Shareholders	24
CHAPTER VII: BOARD OF DIRECTORS.....		24
Article 25.	Nomination and Candidacy for Members of the Board of Directors.....	24
Article 26.	Composition and Term of Office of Members of the Board of Directors.....	25
Article 27.	Powers and Duties of the Board of Directors	26
Article 28.	Remuneration, Bonuses and Other Benefits of Members of the Board of Directors	27
Article 29.	Chairperson of the Board of Directors.....	28
Article 30.	Meetings of the Board of Directors	29
Article 31.	Committees under the Board of Directors.....	30
Article 32.	Officer in Charge of Corporate Governance.....	30
Article 33.	Management Structure.....	31
Article 34.	Executive Officers	31
Article 35.	Appointment, Dismissal, Duties and Powers of the Director	31
Article 36.	Nomination and Candidacy of Members of the Audit Committee	32
Article 37.	Composition of the Audit Committee.....	32
Article 38.	Rights and Obligations of the Audit Committee	33
Article 39.	Meetings of the Audit Committee	33
Article 40.	Activity Report of Independent Members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders	33
Article 41.	Duty of Loyalty and Avoidance of Conflicts of Interest	34
Article 42.	Liability for Damages and Indemnification	35
Article 43.	Right to Access Books and Records.....	35
Article 44.	Employees and Trade Union.....	36
Article 45.	Profit Distribution	36
Article 46.	Bank Accounts	37
Article 47.	Financial Year	37
Article 48.	Accounting System	37
Article 49.	Annual, Semi-Annual and Quarterly Financial Statements	37
Article 50.	Annual Report.....	37
Article 51.	Audit	38

Article 52.	Corporate Seal.....	38
Article 53.	Dissolution of the Company.....	38
Article 54.	Extension of Operation.....	38
Article 55.	Liquidation	39
Article 56.	Internal Dispute Resolution.....	39
Article 57.	Company Charter.....	40
Article 58.	Effective Date	40

CHARTER OF ORGANIZATION AND OPERATION
BINH THUAN HIGH-QUALITY PLASTICS JOINT STOCK COMPANY

PREAMBLE

First adopted under Resolution of the General Meeting of Shareholders No. 01-04/2024/NQ-ĐHĐCĐ dated 15/04/2024 and most recently amended under Resolution of the Board of Directors No. 01-02/2026/NQ-BQP dated 03/02/2026

CHAPTER I: DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be construed as follows:
 - a. **Charter capital** means the total par value of shares that have been sold or registered for subscription upon the establishment of the joint stock company in accordance with Article 6 of this Charter;
 - b. **Voting capital** means share capital under which the owner has voting rights on matters falling within the authority of the General Meeting of Shareholders;
 - c. **Law on Enterprises** means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d. **Law on Securities** means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e. **Decree 155/2020/ND-CP** means Decree No. 155/2020/ND-CP issued by the Government on December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
 - f. **Vietnam** means the Socialist Republic of Vietnam;
 - g. **Date of establishment** means the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate or equivalent documents);
 - h. **Enterprise executives** mean the Director, Deputy Director(s), Chief Accountant and other executives as prescribed in the Company Charter;
 - i. **Company managers** mean individuals managing the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the Director, and other individuals holding managerial positions as prescribed in the Company Charter;
 - j. **Related persons** mean individuals or organizations as stipulated in Clause 46, Article 4 of the Law on Securities;
 - k. **Shareholder** means an individual or organization owning at least one share of the joint stock company;
 - l. **Founding shareholder** means a shareholder owning at least one ordinary share and whose name is included in the list of founding shareholders of the joint stock company;
 - m. **Major shareholder** means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

- n. **Operation term** means the duration of operation of the Company as prescribed in Article 2 of this Charter and any extension (if any) approved by the General Meeting of Shareholders;
 - o. **Stock exchange** means the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to any provision or document shall include any amendments, supplements or replacement documents thereof.
 3. Headings (Sections and Articles of this Charter) are used for convenience only and shall not affect the interpretation of this Charter.

CHAPTER II: NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATION TERM AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branches, representative offices, business locations and operation term of the Company

1. Company name
 - Vietnamese name: *Công ty Cổ phần Nhựa Chất lượng Cao Bình Thuận*
 - Foreign language name: *Binh Thuan High Quality Joint Stock Company*
 - Abbreviated name: *BQP*
2. The Company is a joint stock company with legal entity status in accordance with the prevailing laws of Vietnam.
3. Registered head office of the Company:
 - Head office address: Lot CN-03, Dong Van IV Industrial Park, Le Ho Ward, Ninh Binh Province, Vietnam
 - Telephone: 02433.888.899
 - E-mail: binhthuandevlopment@btd.com.vn
 - Website: bqp.com.vn
4. The Company may establish branches and representative offices in business areas to carry out its operational objectives in accordance with decisions of the Board of Directors and within the scope permitted by law.
5. Unless terminated prior to the expiry as prescribed in Clause 2, Article 53 or extended in accordance with Article 54 of this Charter, the operation term of the Company shall be indefinite from the date of establishment.

Article 3. Legal representative of the Company

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

The rights and obligations of the legal representative shall be in accordance with Articles 12 and 13 of the Law on Enterprises.

CHAPTER III: OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company

1. Business lines of the Company:

No.	INDUSTRY CODE	INDUSTRY NAME
1	4610	Agents, brokerage and auction of goods <i>(excluding auction activities and excluding the exercise of export rights, import rights and distribution rights for goods on the list of goods for which foreign investors and economic organizations with foreign investment capital are not permitted to exercise export rights and distribution rights)</i>
2	4649	Wholesale of other household goods <i>Details: Wholesale of household electrical appliances, lamps and lighting fixtures</i>
3	4653	Wholesale of agricultural machinery, equipment and spare parts
4	4659	Wholesale of other machinery, equipment and spare parts <i>Details: Wholesale of machine tools used for all types of materials</i> <i>Exclusions: Exercise of export rights, import rights and distribution rights for goods on the list of goods for which foreign investors and economic organizations with foreign investment capital are not permitted to exercise such rights, including products excluded from WTO commitments such as cigarettes and cigars, books, newspapers and magazines, recorded media, precious metals and stones, pharmaceuticals, explosives, crude oil and refined petroleum products, rice, sugar, sugarcane and sugar beet (Item A16, Appendix I issued together with Decree No. 31/2021/ND-CP)</i>
5	4669	Other specialized wholesale not elsewhere classified <i>Details:</i> – Wholesale of industrial chemicals such as aniline, printing ink, essential oils, industrial gases, chemical adhesives, pigments, synthetic resins, methanol, paraffin, aromatic oils and fragrances, soda ash, industrial salt, acids and sulfur; – Wholesale of primary plastic materials; – Wholesale of metal and non-metal scrap and waste
6	8299	Other remaining business support service activities not elsewhere classified <i>Details: Import and export of goods traded by the Company</i> <i>Exclusions: Exercise of export rights, import rights and distribution rights for goods on the list of goods for which foreign investors and economic organizations with foreign investment capital are not permitted to exercise such rights, including products excluded from WTO commitments as specified in Item A16, Appendix I issued together with Decree No. 31/2021/ND-CP</i>

No.	INDUSTRY CODE	INDUSTRY NAME
7	7410	Specialized design activities <i>Details: Interior decoration activities</i>
8	2013	Manufacture of primary plastics and synthetic rubber <i>Details:</i> – <i>Manufacture of primary plastics;</i> – <i>Manufacture of primary synthetic rubber</i>
9	2220 (Principal)	Manufacture of plastic products <i>Details:</i> – <i>Manufacture of plastic products;</i> – <i>Manufacture of plastic packaging</i>
10	2592	Machining; treatment and coating of metals
11	2593	Manufacture of cutlery, hand tools and general hardware
12	2599	Manufacture of other fabricated metal products not elsewhere classified <i>Details: Manufacture of metal products for kitchens, bathrooms and dining rooms; other remaining fabricated metal products not elsewhere classified, including:</i> – <i>Manufacture of metal office equipment, excluding furniture;</i> – <i>Manufacture of tanks, drums, tubular containers, buckets and boxes;</i> – <i>Manufacture of machinery products containing screws;</i> – <i>Manufacture of rivets, washers and similar non-threaded products;</i> – <i>Manufacture of screw products;</i> – <i>Manufacture of bolts, nuts and similar threaded products;</i> – <i>Manufacture of springs (excluding watch springs) such as leaf springs, coil springs, conical coil springs and spring leaves</i>
13	2750	Manufacture of domestic electrical appliances
14	2821	Manufacture of agricultural and forestry machinery
15	2822	Manufacture of machine tools and metal forming machines
16	3311	Repair of fabricated metal products
17	3312	Repair of machinery and equipment
18	3314	Repair of electrical equipment
19	3320	Installation of industrial machinery and equipment

2. The objectives of the Company are to mobilize and efficiently utilize capital, maximize shareholders' interests, accumulate capital for sustainable growth, contribute to social efficiency, create employment opportunities, and contribute to the State budget.
3. The Company also engages in the production and trading of products that meet market demand in order to maximize potential profits, improve working conditions, enhance employees' income and living standards, ensure shareholders' interests, and fully perform its obligations to the State budget.

Article 5. Scope of business and operations of the Company

The Company is permitted to conduct business activities in accordance with the business lines stipulated in this Charter that have been duly registered, notified for changes with the business registration authority, and publicly disclosed on the National Business Registration Portal. Where the Company conducts conditional business or investment activities, it must fully satisfy the applicable business conditions in accordance with the Law on Investment and other relevant specialized laws.

CHAPTER IV: CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares and founding shareholders

1. The charter capital of the Company is VND 185,000,000,000
(in words: One hundred and eighty-five billion Vietnamese dong).
The total charter capital of the Company is divided into 18,500,000 shares (in words: Eighteen million five hundred thousand shares) with a par value of VND 10,000 per share.
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
3. As of the date of adoption of this Charter, the shares of the Company comprise ordinary shares. The rights and obligations of shareholders holding each class of shares are stipulated in Articles 12 and 13 of this Charter.
4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in compliance with the provisions of law.
5. The names, addresses, number of shares and other information of founding shareholders as required by the Law on Enterprises are set out in the Appendix hereto. Such Appendix constitutes an integral part of this Charter.
6. Ordinary shares shall be offered on a pre-emptive basis to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for shall be decided by the Board of Directors. The Board of Directors may allocate such shares to shareholders or other persons on terms and conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The Company may repurchase shares issued by the Company in the manners stipulated in this Charter and in accordance with applicable laws.
8. The Company may issue other types of securities in accordance with the provisions of law.

Article 7. Share certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares held.
2. Shares are securities certifying the lawful rights and interests of the holder in a portion of the share capital of the issuing organization. Share certificates must contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within fifteen (15) days from the date on which a complete dossier for the transfer of ownership of shares is submitted in accordance with the Company's regulations, or within fifteen (15) days from the date of full payment for the shares in accordance with the Company's share issuance plan (or such other period as stipulated in the issuance terms), the holder of such shares shall be issued with share certificates. The shareholder shall not be required to pay the Company any cost for printing the share certificates.
4. In the event that a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued with a share certificate upon request. Such request must include:
 - a. Information relating to the lost, damaged or otherwise destroyed share certificate;
 - b. An undertaking to bear responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Other securities certificates

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the seal of the Company.

Article 9. Transfer of shares

1. All shares may be freely transferred unless otherwise provided in this Charter or by law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid shall not be transferable and shall not be entitled to related rights and benefits, including the right to receive dividends, the right to receive shares issued to increase charter capital from owners' equity, the right to subscribe for newly offered shares, and other rights as prescribed by law.

Article 10. Withdrawal of shares in cases of enterprise registration

1. Where a shareholder fails to fully and timely pay the amount payable for the subscribed shares, the Board of Directors shall notify and have the right to require such shareholder to pay the outstanding amount and bear corresponding liability based on the total par value of the subscribed shares for the Company's financial obligations arising from such failure.
2. The payment notice must clearly state the new payment deadline (at least seven (07) days from the date of dispatch of the notice), the place of payment, and specify that in the event of failure to make payment as required, the unpaid shares shall be withdrawn.
3. The Board of Directors shall have the right to withdraw shares that have not been fully and timely paid if the requirements stated in the notice are not fulfilled.

4. Withdrawn shares shall be deemed shares offered for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale and redistribution of such shares under such terms and conditions as it deems appropriate.
5. A shareholder holding withdrawn shares shall lose shareholder status with respect to such shares, but shall remain liable, based on the total par value of the subscribed shares, for the Company's financial obligations arising as of the time of withdrawal pursuant to the decision of the Board of Directors, from the date of withdrawal until payment is made. The Board of Directors shall have full authority to decide on compulsory payment of the full value of the shares at the time of withdrawal.
6. A notice of withdrawal shall be sent to the holder of the withdrawn shares prior to the withdrawal. The withdrawal shall remain effective even in the event of errors or negligence in the dispatch of such notice.

CHAPTER V: ORGANIZATIONAL STRUCTURE, GOVERNANCE AND SUPERVISION

Article 11. Organizational structure, governance and supervision

The organizational structure of management, governance and supervision of the Company comprises:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Audit Committee under the Board of Directors (*the Company operates and is governed in accordance with the model specified in Point b, Clause 1, Article 137 of the Law on Enterprises*);
4. The Director.

CHAPTER VI: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders shall have the following rights:
 - a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly, through an authorized representative, or in other forms as prescribed by the Company Charter and law. Each ordinary share carries one vote;
 - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. To have pre-emptive rights to subscribe for newly issued shares in proportion to their ownership of ordinary shares in the Company;
 - d. To freely transfer their shares to others, except in cases stipulated in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
 - e. To review, access and extract information on names and contact addresses in the list of shareholders with voting rights; to request correction of inaccurate personal information;
 - f. To review, access, extract or make copies of the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - g. Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;
 - h. To request the Company to repurchase shares in cases stipulated in Article 132 of the Law on Enterprises;

- i. To be treated equally. Each share of the same class shall confer equal rights, obligations and benefits on its holder. Where the Company has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with law;
 - k. To have their lawful rights and interests protected; to request the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
 - l. Other rights as prescribed by law and this Charter.
2. Shareholders or groups of shareholders owning five percent (5%) or more of the total ordinary shares shall have the following rights:
- a. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b. To review, access and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to the Company's trade secrets or business secrets;
 - c. To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each class of shares held, and the matter proposed for inclusion in the meeting agenda;
 - d. Other rights as prescribed by law and this Charter.
3. Shareholders or groups of shareholders owning ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors. The nomination process shall be conducted as follows:
- a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify the attending shareholders of such group meeting prior to the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause may nominate one or more persons as candidates for the Board of Directors in accordance with the decision of the General Meeting of Shareholders. Where the number of candidates nominated by such shareholders or groups is fewer than the number to which they are entitled under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the shares committed to be subscribed;
2. Not to withdraw the capital contributed in the form of ordinary shares from the Company under any circumstances, except where the Company or another person repurchases such shares. Where a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and related persons in the Company shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and for any damages incurred;
3. To comply with the Company Charter and the Company's internal management regulations;
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
5. To keep confidential information provided by the Company in accordance with the Company Charter and law; to use such information solely for exercising and protecting their lawful rights and interests; and not to disseminate, copy or provide such information to any other organization or individual;
6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through one of the following forms:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another individual or organization to attend and vote at the meeting;
 - c. Attending and voting via online meetings, electronic voting or other electronic means;
 - d. Sending voting ballots to the meeting by mail, fax or electronic mail;
7. To bear personal liability when acting in the name of the Company in any form to carry out any of the following acts:
 - a. Violating the law;
 - b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c. Paying debts that are not yet due in advance of financial risks to the Company;
8. To fulfill other obligations as prescribed by applicable law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene an annual meeting once a year within four (04) months from the end of the fiscal year. Unless otherwise provided in the Company Charter, the Board of Directors may decide to extend the time limit for convening the annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The venue of the General Meeting of Shareholders shall be the location where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company Charter, in particular the approval of the audited annual

financial statements. Where the audit report on the Company's annual financial statements contains material qualifications, adverse opinions or a disclaimer of opinion, the Company shall invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the annual General Meeting of Shareholders.

3. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. Where the Board of Directors deems it necessary for the benefit of the Company;
 - b. Where the remaining number of members of the Board of Directors is less than the minimum number prescribed by law;
 - c. Upon request by a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; such request for convening a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bearing the signatures of the relevant shareholders, or made in multiple copies collectively bearing sufficient signatures of the relevant shareholders;
 - d. Other cases as prescribed by law and this Charter.
4. Convening an extraordinary General Meeting of Shareholders
 - a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the remaining number of members of the Board of Directors or independent members of the Board of Directors falls below the level specified in Point b, Clause 3 of this Article, or from the date of receipt of a request as stipulated in Points c and d, Clause 3 of this Article;
 - b. The procedures for organizing meetings of the General Meeting of Shareholders shall be carried out in accordance with Clause 5, Article 140 of the Law on Enterprises.

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

1. The General Meeting of Shareholders shall have the following powers and duties:
 - a. To approve the Company's development orientation and strategy;
 - b. To decide on the classes of shares and the total number of shares of each class authorized for offering; to decide the annual dividend rate for each class of shares;
 - c. To elect, dismiss or remove members of the Board of Directors;
 - d. To decide on investments in or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value as recorded in the Company's most recent financial statements;
 - e. To decide on amendments and supplements to the Company Charter;
 - f. To approve the annual financial statements;
 - g. To decide on the repurchase of more than ten percent (10%) of the total number of sold shares of each class;
 - h. To review and handle violations by members of the Board of Directors that cause damage to the Company and its shareholders;

- i. To decide on the reorganization or dissolution of the Company;
 - j. To decide on the budget or total remuneration, bonuses and other benefits of the Board of Directors;
 - k. To approve the Internal Corporate Governance Regulations and the Regulations on Operation of the Board of Directors;
 - l. To approve the list of approved auditing firms; to decide on the appointment of an approved auditing firm to audit the Company's operations, and to dismiss the approved auditor when deemed necessary;
 - m. Other powers and duties as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a. The Company's annual business plan;
 - b. The audited annual financial statements;
 - c. Reports of the Board of Directors on corporate governance and the performance of the Board of Directors and each Board member; Independent members of the Board of Directors shall report at the annual General Meeting of Shareholders in accordance with Article 284 of Decree No. 155/2020/ND-CP;
 - d. Dividend rates for each share of each class;
 - e. The number of members of the Board of Directors;
 - f. The election, dismissal or removal of members of the Board of Directors;
 - g. The budget or total remuneration, bonuses and other benefits of the Board of Directors;
 - h. Approval of the list of approved auditing firms; decision on the appointment of an approved auditing firm to audit the Company's operations when deemed necessary;
 - i. Amendments and supplements to the Company Charter;
 - j. The classes of shares and the number of newly issued shares of each class and the transfer of shares by founding shareholders within the first three (03) years from the date of establishment;
 - k. Division, separation, consolidation, merger or conversion of the Company;
 - l. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
 - m. Investment in or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value as recorded in the Company's most recent financial statements;
 - n. Repurchase of more than ten percent (10%) of the total number of sold shares of each class;
 - o. Approval of contracts and transactions between the Company and related parties as stipulated in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding thirty-five percent (35%) of the total asset value as recorded in the Company's most recent financial statements;
 - p. Approval of transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

- q. Approval of the Internal Corporate Governance Regulations and the Regulations on Operation of the Board of Directors;
 - r. Other matters as prescribed by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to Attend the General Meeting of Shareholders

1. A shareholder or an authorized representative of an organizational shareholder may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting, or attend the meeting through one of the forms stipulated in Clause 3, Article 144 of the Law on Enterprises.
2. Authorization for an individual or organization to attend the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must clearly specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content and scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance. In the case of re-authorization, the meeting attendee must additionally present the original power of attorney of the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company).

3. The voting ballots of the authorized person within the scope of authorization shall remain valid in any of the following cases, except where:
 - a. The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
 - b. The authorizing person has revoked the authorization;
 - c. The authorizing person has revoked the authority of the authorized person.

This Clause shall not apply if the Company receives notice of any of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Changes to Rights

1. Any change or cancellation of special rights attached to a class of preference shares shall take effect when approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of preference shareholders shall only be passed if approved by shareholders holding at least seventy-five percent (75%) of the total issued preference shares of that class attending the meeting, or by shareholders holding at least seventy-five percent (75%) of the total issued preference shares of that class in the case of approval by written consent.
2. A meeting of shareholders holding a class of preference shares to approve the above changes shall be valid only if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that class. If the required quorum is not met, the meeting shall be reconvened within the next thirty (30) days, and the

shareholders holding such class of shares attending in person or through authorized representatives shall be deemed sufficient regardless of their number or shareholding. At such meetings, shareholders holding such class of shares attending in person or through authorized representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for convening and conducting such separate meetings shall be carried out in accordance with Articles 19, 20 and 21 of this Charter.
4. Unless otherwise stipulated in the terms of issuance of shares, special rights attached to classes of preference shares relating to some or all matters concerning the distribution of profits or assets of the Company shall not be affected when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene extraordinary General Meeting of Shareholders meetings in the cases stipulated in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders shall perform the following tasks:
 - a. Prepare the 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 made no more than ten (10) days prior to the date of sending the notice of meeting. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;
 - b. Prepare the agenda and contents of the meeting;
 - c. Prepare documents for the meeting;
 - d. Draft resolutions of the General Meeting of Shareholders in accordance with the proposed agenda;
 - e. Determine the time and venue of the meeting;
 - f. Notify and send the notice of meeting 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 ensuring delivery to their contact addresses, and shall simultaneously be published on the Company's website and the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (counting from the date the notice is properly sent or dispatched).

The meeting agenda and documents related to matters to be voted on at the General Meeting of Shareholders shall be sent to shareholders and/or posted on the Company's website. If the documents are not enclosed with the notice of meeting, the notice must clearly state the link to access all meeting documents, including:



- a. The meeting agenda and documents to be used at the meeting;
 - b. The list and detailed information of candidates in the case of election of members of the Board of Directors;
 - c. Voting ballots and election ballots;
 - d. Draft resolutions for each matter on the meeting agenda.
4. A shareholder or group of shareholders as stipulated in Clause 2, Article 12 of this Charter shall have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than three (03) working days prior to the opening date of the meeting, clearly stating the name of the shareholder, the number of shares of each class held, and the proposed agenda items.
5. The convener of the General Meeting of Shareholders may refuse a proposal specified in Clause 4 of this Article in any of the following cases:
- a. The proposal is not submitted in accordance with Clause 4 of this Article;
 - b. At the time of submission, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as stipulated in Clause 2, Article 12 of this Charter;
 - c. The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and this Charter.

If the convener refuses a proposal, a written response stating the reasons must be sent no later than two (02) working days prior to the opening date of the General Meeting of Shareholders.

6. The convener of the General Meeting of Shareholders must accept and include proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article. Such proposals shall be officially added to the meeting agenda and contents if approved by the General Meeting of Shareholders.

Article 19. Conditions for Convening the General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares.
2. If the first meeting fails to meet the condition stipulated in Clause 1 of this Article, a notice of invitation to the second meeting shall be sent within thirty (30) days from the date scheduled for the first meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least thirty-three percent (33%) of the total voting shares.
3. If the second meeting fails to meet the condition stipulated in Clause 2 of this Article, a notice of invitation to the third meeting shall be sent within twenty (20) days from the date scheduled for the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares represented by shareholders attending the meeting.

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

1. Prior to the opening of the meeting, the Company shall carry out shareholder registration and continue registration until all shareholders entitled to attend the meeting have completed registration, in accordance with the following procedures:

- a. Upon registration, the Company shall issue each shareholder or authorized representative entitled to vote a voting card stating the registration number, full name of the shareholder, full name of the authorized representative (if any), and the number of voting rights held by such shareholder.

The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted by votes in favor, votes against, or abstentions.

At the meeting, voting cards in favor of resolutions shall be collected first, followed by voting cards against; thereafter, the total number of votes in favor and against shall be counted to determine the voting result.

The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising vote counting upon the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal;

- b. Shareholders or authorized representatives of organizational shareholders arriving after the meeting has commenced shall still have the right to register immediately and thereafter participate and vote at the meeting. The Chairperson shall not be obliged to suspend the meeting to allow late registration, and the validity of matters already voted on shall not be affected.

2. The election of the Chairperson, Secretary and vote-counting committee shall be conducted as follows:

- a. The Chairperson of the Board of Directors shall act as the Chairperson of the GENERAL MEETING OF SHAREHOLDERS or authorize another member of the Board of Directors to act as Chairperson for the meeting convened by the Board of Directors. In the event that the Chairperson is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of their members to act as Chairperson by majority vote;
- b. Except as provided in Point a of this Clause, the person signing the notice convening the GENERAL MEETING OF SHAREHOLDERS shall preside over the election of the Chairperson by the GENERAL MEETING OF SHAREHOLDERS, and the person receiving the highest number of votes shall act as Chairperson;
- c. The Chairperson shall appoint one or more persons to act as Secretary(ies) of the meeting;
- d. The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the proposal of the Chairperson.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocated for each agenda item.
4. The Chairperson shall have the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the will of the majority of attendees, including:
 - a. Arranging seating at the meeting venue;
 - b. Ensuring safety for all persons present at the meeting venue;
 - c. Facilitating shareholders' participation (or continued participation) in the meeting.

The convener of the General Meeting of Shareholders shall have full authority to change the above measures and apply all necessary measures, including issuing entry passes or applying other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by votes in favor, votes against, or abstentions. Vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting.
6. Shareholders or authorized representatives arriving after the meeting has commenced shall still be registered and shall have the right to participate and vote immediately after registration; in such cases, the validity of matters already voted on shall not be affected.
7. The convener or the Chairperson of the General Meeting of Shareholders shall have the following rights:
 - a. To require all attendees to be subject to inspection or other lawful and reasonable security measures;
 - b. To request competent authorities to maintain order at the meeting; to expel persons who fail to comply with the Chairperson's authority, deliberately disrupt order, obstruct the normal conduct of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.
8. The Chairperson shall have the right to adjourn a General Meeting of Shareholders that has already satisfied the quorum requirements for a maximum period of three (03) working days from the scheduled opening date, and may only adjourn the meeting or change the meeting venue in the following cases:
 - a. The meeting venue does not have sufficient seating to conveniently accommodate all attendees;
 - b. Information and communication facilities at the meeting venue do not adequately enable shareholders to participate, discuss and vote;
 - c. Attendees obstruct or disrupt order, posing a risk that the meeting cannot be conducted fairly and lawfully.
9. If the Chairperson adjourns 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 Chairperson and preside over the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and effective.

10. Where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall ensure that shareholders may attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for Adoption of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders attending the meeting, except as otherwise provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a. Classes of shares and the total number of shares of each class;
 - b. Changes to business lines and fields;
 - c. Changes to the organizational and management structure of the Company;
 - d. Investment projects or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value as recorded in the Company's most recent financial statements;
 - e. Reorganization or dissolution of the Company.
2. Other resolutions shall be adopted if approved by shareholders owning more than fifty percent (50%) of the total voting shares of all shareholders attending the meeting, except for the cases stipulated in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders adopted by one hundred percent (100%) of the total voting shares shall be lawful and immediately effective even if the procedures for convening the meeting and adopting such resolutions are in violation of the Law on Enterprises and the Company Charter.

Article 22. Authority and Procedures for Obtaining Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be conducted as follows:

1. The Board of Directors shall have the right to obtain shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company. Except for matters required to be discussed and approved at the annual General Meeting of Shareholders as stipulated in Clause 3, Article 139 of the Law on Enterprises, the following matters may be approved by written opinion:
 - a. Amendments and supplements to the Company Charter;
 - b. Classes of shares and the total number of shares of each class;
 - c. Election, dismissal or removal of members of the Board of Directors;
 - d. Decisions on investment in or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value as recorded in the Company's most recent financial statements.
2. The Board of Directors shall prepare the voting ballots, draft General Meeting of Shareholders resolutions, explanatory documents for the draft resolutions and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the voting ballots.

The requirements and methods for sending ballots and accompanying documents shall be implemented in accordance with Clause 3, Article 18 of this Charter.

3. The voting ballot shall contain the following principal contents:
 - a. Name, head office address and enterprise identification number
 - b. Purpose of obtaining shareholders' opinions;
 - c. Full name, contact address, nationality and legal identification number of individual shareholders; name, enterprise identification number or legal document number and head office address of organizational shareholders; or full name, contact address, nationality and legal identification number of the authorized representative of an organizational shareholder; number of shares of each class and corresponding voting rights;
 - d. Matters subject to voting for approval;
 - e. Voting options including approval, disapproval and abstention for each matter;
 - f. Deadline for returning the completed voting ballot to the Company;
 - g. Full name and signature of the Chairperson of the Board of Directors.
4. Shareholders may return completed voting ballots to the Company by mail, fax or email in accordance with the following provisions:
 - a. In case of submission by mail, the completed voting ballot must bear the signature of the individual shareholder or the authorized representative or legal representative of the organizational shareholder. Ballots sent by mail must be sealed in envelopes and shall not be opened prior to vote counting;
 - b. In case of submission by fax or email, voting ballots must be kept confidential until the time of vote counting;
 - c. Voting ballots returned after the deadline stated on the ballot, or ballots opened prematurely (in case of mail) or disclosed (in case of fax or email), shall be invalid. Voting ballots not returned shall be deemed as abstentions.
5. The Board of Directors shall count votes and prepare vote-counting minutes in the presence of shareholders who do not hold managerial positions in the Company. The vote-counting minutes shall contain the following principal contents:
 - a. Name, head office address and enterprise identification number;
 - b. Purpose and matters subject to voting for adoption of resolutions;
 - c. Number of shareholders and total voting rights participating in the voting, distinguishing valid and invalid votes and the methods of ballot submission, enclosed with an appendix listing participating shareholders;
 - d. Total votes in favor, against and abstentions for each matter;
 - e. Matters approved and the corresponding approval ratios;
 - f. Full names and signatures of the Chairperson of the Board of Directors, the vote counter(s) and the vote-counting supervisor(s).

Members of the Board of Directors, vote counter(s) and vote-counting supervisor(s) shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes and for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

6. The vote-counting minutes and adopted resolutions shall be sent to shareholders within fifteen (15) days from the completion of vote counting. Such delivery may be replaced by posting on the Company's website within twenty-four (24) hours from the completion of vote counting.
7. Completed voting ballots, vote-counting minutes, adopted resolutions and related documents enclosed with the voting ballots shall be kept at the Company's head office.
8. A resolution adopted by obtaining shareholders' written opinions shall be approved if shareholders owning more than fifty percent (50%) of the total voting shares of all shareholders entitled to vote approve it, and shall have the same legal validity as a resolution adopted at a General Meeting of Shareholders meeting.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders ("GENERAL MEETING OF SHAREHOLDERS") must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, and shall contain the following principal contents:
 - a. Name, head office address and enterprise identification number of the Company;
 - b. Time and venue of the General Meeting of Shareholders;
 - c. Agenda and contents of the meeting;
 - d. Full names of the Chairperson and the Secretary;
 - e. Summary of the developments of the meeting and opinions expressed at the General Meeting of Shareholders on each matter included in the agenda;
 - f. Number of shareholders and total voting rights of shareholders attending the meeting, together with an appendix listing registered shareholders and shareholder representatives attending the meeting, specifying the number of shares and corresponding voting rights;
 - g. Total voting results for each matter subject to voting, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against and abstentions, and the corresponding ratios based on the total voting rights of shareholders attending the meeting;
 - h. Matters approved and the corresponding approval ratios;
 - i. Full names and signatures of the Chairperson and the Secretary. In the event that the Chairperson or the Secretary refuses to sign the meeting minutes, such minutes shall remain valid and effective if they are signed by all other members of the Board of Directors attending the meeting and contain all contents as prescribed in this Clause. The minutes shall clearly state the refusal of the Chairperson or the Secretary to sign the meeting minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairperson and the Secretary of the meeting, or other persons signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

3. Minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
4. General Meeting of Shareholders resolutions, General Meeting of Shareholders meeting minutes, appendices of the list of shareholders registered to attend the meeting bearing shareholders' signatures, powers of attorney for meeting attendance, all documents attached to the minutes (if any), and relevant documents enclosed with the notice of meeting invitation shall be disclosed in accordance with the laws on information disclosure in the securities market and shall be retained at the Company's head office.

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

Within ninety (90) days from the date of receipt of a General Meeting of Shareholders resolution, General Meeting of Shareholders meeting minutes or vote-counting minutes for the collection of shareholders' opinions, a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a competent Court or Arbitration to review and annul a resolution or part thereof of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case stipulated in Clause 3, Article 21 of this Charter;
2. The contents of the resolution violate applicable laws or this Charter.

CHAPTER VII: BOARD OF DIRECTORS

Article 25. Nomination and Candidacy for Members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website, so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and must undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. Disclosed information relating to candidates for the Board of Directors shall include:
 - a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Working experience;
 - d. Other managerial positions held (including positions as members of the board of directors of other companies);
 - e. Interests related to the Company and its related parties;
 - f. Other information (if any) as prescribed by the Company Charter;
 - g. The Company shall be responsible for disclosing information on companies in which the candidate holds positions as a member of the board of directors, other managerial positions, and any interests related to such companies (if any).

2. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the following provisions:
 - a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify other shareholders attending the meeting of the formation of such group prior to the opening of the General Meeting of Shareholders;
 - b. The nomination of candidates for the Board of Directors must be made in writing and include the following information: full name, contact address, nationality, personal legal identification number for individual shareholders; name, enterprise identification number or legal document number, and head office address for institutional shareholders; number of shares held by each shareholder, total number of shares held by the shareholder group, and ownership ratio in the total shares of the Company; signatures of all shareholders forming the group.

Dossiers and information relating to candidates shall comply with the laws on information disclosure in the securities market;
 - c. A shareholder or group of shareholders holding from 10% to less than 20% of the total ordinary shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.
3. In the event that the number of candidates for the Board of Directors proposed through nomination and self-nomination remains insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company Charter, the Internal Corporate Governance Regulations, and the Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting on the election of members of the Board of Directors in accordance with law.
4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and Article 275 of Decree No. 155/2020/ND-CP.

Article 26. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors shall consist of five (05) members.
2. The term of office of a member of the Board of Directors shall be five (05) years and members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously reach the end of their terms, they shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties.

3. The composition of the Board of Directors shall be as follows:

The structure of the Board of Directors of a public company must ensure that at least one-third (1/3) of the total number of Board members are non-executive members and at least one-fifth (1/5) of the total number are independent members. The Company shall minimize the appointment of Board members concurrently holding executive positions in order to ensure the independence of the Board of Directors.

In the case where the Company's shares are listed, the total number of independent members of the Board of Directors must satisfy the following requirements:

- a. At least one (01) independent member if the Board of Directors has from three (03) to five (05) members;
 - b. At least two (02) independent members if the Board of Directors has from six (06) to eight (08) members;
 - c. At least three (03) independent members if the Board of Directors has from nine (09) to eleven (11) members.
4. A member of the Board of Directors shall cease to hold office upon being dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.
6. Members of the Board of Directors are not required to be shareholders of the Company.

Article 27. Powers and Duties of the Board of Directors

1. The Board of Directors is the governing body of the Company and has full authority, in the name of the Company, to decide and exercise the Company's rights and obligations, except for those falling under the authority of the General Meeting of Shareholders.
2. The powers and duties of the Board of Directors are prescribed by law, the Company Charter and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:
 - a. To decide on the strategy, medium-term development plans and annual business plans of the Company;
 - b. To propose the classes of shares and the total number of shares authorized for issuance of each class;
 - c. To decide on the sale of unsold shares within the scope of authorized shares of each class and to decide on raising additional capital through other forms;
 - d. To decide on the offering price of shares and bonds of the Company;
 - e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f. To decide on investment plans and investment projects within its authority and limits as prescribed by law;
 - g. To decide on solutions for market development, marketing and technology;

- h. To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, except for contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i. To elect, remove and dismiss the Chairperson of the Board of Directors; to appoint, remove, enter into and terminate contracts with the Director and other key managers as prescribed by the Company Charter; to decide on salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies and to decide on their remuneration and other benefits;
 - j. To supervise and direct the Director and other managers in the management of the Company's daily business operations;
 - k. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches and representative offices, and on capital contributions and acquisition of shares in other enterprises;
 - l. To approve the agenda and contents of documents for General Meeting of Shareholders meetings; to convene General Meeting of Shareholders meetings or collect shareholders' opinions for the adoption of resolutions by the General Meeting of Shareholders;
 - m. To submit the audited annual financial statements to the GEN General Meeting of Shareholders;
 - n. To propose the dividend rate to be paid; to decide on the timing and procedures for dividend payment or the handling of losses incurred during business operations;
 - o. To propose the reorganization or dissolution of the Company; to file for bankruptcy of the Company;
 - o. To decide on the issuance of the Regulations on the Operation of the Board of Directors and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; to decide on the issuance of the Regulations on the Operation of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;
 - p. Other powers and duties as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws and the Company Charter.
3. The Board of Directors shall report the results of its operations to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP.

Article 28. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to complete the duties of a Board member and the daily remuneration rate. The Board of Directors shall estimate the

remuneration for each member on a consensus basis. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

3. Remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, serving on committees of the Board of Directors, or performing tasks beyond the normal duties of a Board member may be paid additional remuneration in the form of lump-sum payments per engagement, salaries, commissions, profit percentages or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, subsistence and other reasonable expenses incurred in performing their duties as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or its committees.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company with the approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company Charter by members of the Board of Directors.

Article 29. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, removed or dismissed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors shall not concurrently hold the position of Director.
3. The Chairperson of the Board of Directors shall have the following rights and obligations:
 - a. To formulate the working programs and operational plans of the Board of Directors;
 - b. To prepare agendas, contents and documents for meetings; to convene, preside over and act as chairperson of meetings of the Board of Directors;
 - c. To organize the adoption of resolutions and decisions of the Board of Directors;
 - d. To supervise the implementation of resolutions and decisions of the Board of Directors;
 - e. To preside over meetings of the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by the Law on Enterprises.
4. In the event that the Chairperson of the Board of Directors submits a resignation or is removed or dismissed, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation or the date of removal or dismissal.
5. Where the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to perform the rights and obligations of the Chairperson. In the event that there is no authorized person or the Chairperson dies, is missing, is detained, is serving a prison sentence, is subject to compulsory detoxification or compulsory education measures, absconds from his/her place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavioral control, or is prohibited by a court from holding office, practicing a profession or performing certain work, the remaining members shall

elect one of them as Chairperson of the Board of Directors by majority vote until a new decision of the Board of Directors is issued.

Article 30. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the end date of the election of that Board of Directors. Such meeting shall be convened and chaired by the member who received the highest number or the highest percentage of votes. In the event that more than one member has the same highest number or percentage of votes, the members shall vote by majority to select one (01) among them to convene the meeting of the Board of Directors.
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.
3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. Upon request of an independent member of the Board of Directors;
 - b. Upon request of the Director or at least five (05) other managers;
 - c. Upon request of at least two (02) members of the Board of Directors.
4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose and matters to be discussed and decided within the authority of the Board of Directors.
5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request specified in Clause 3 of this Article. If the Chairperson fails to convene a meeting as requested, the Chairperson shall be liable for any damages incurred by the Company; the requesting party shall have the right to replace the Chairperson in convening the meeting of the Board of Directors.
6. The Chairperson of the Board of Directors or the person convening the meeting must send the meeting invitation at least three (03) working days prior to the meeting date. The invitation must clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided, and must be accompanied by documents to be used at the meeting and voting ballots of members.

Meeting invitations may be sent by written notice, telephone, fax, electronic means or other methods as prescribed by the Company Charter, provided that they are delivered to the registered contact addresses of each member of the Board of Directors.
7. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members attend. If a meeting convened in accordance with this Clause fails to meet the required quorum, a second meeting may be convened within seven (07) days from the intended date of the first meeting. In such case, the meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors attend.
8. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:
 - a. Attending and voting in person at the meeting;
 - b. Authorizing another person to attend and vote in accordance with Clause 11 of this Article;

- c. Attending and voting via online conference, electronic voting or other electronic means;
 - d. Sending voting ballots to the meeting by mail, fax or email;
 - e. Sending voting ballots by other means as prescribed in the Company Charter.
9. Where voting ballots are sent to the meeting by mail, they must be enclosed in sealed envelopes and delivered to the Chairperson of the Board of Directors no later than one (01) hour prior to the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.
 10. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote at a meeting if approved by a majority of the members of the Board of Directors.
 11. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members; in the event of a tie vote, the final decision shall follow the opinion of the Chairperson of the Board of Directors.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish committees under its authority to oversee development policies, human resources, remuneration, internal audit and risk management. The number of committee members shall be decided by the Board of Directors and shall be at least three (03) persons, including members of the Board of Directors and external members.
Committees shall operate in accordance with regulations issued by the Board of Directors. Resolutions of a committee shall only be effective when approved by a majority of the members attending and voting at a committee meeting.
2. The implementation of decisions of the Board of Directors or its committees must comply with applicable laws and the provisions of the Company Charter and the Internal Corporate Governance Regulations.

Article 32. Officer in Charge of Corporate Governance

1. The Board of Directors shall appoint at least one (01) officer in charge of corporate governance to support corporate governance activities of the Company. The officer in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The officer in charge of corporate governance shall not concurrently work for an approved auditing firm that is conducting audits of the Company's financial statements.
3. The officer in charge of corporate governance shall have the following rights and obligations:
 - a. To advise the Board of Directors on the organization of General Meetings of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;
 - b. To prepare meetings of the Board of Directors and the General Meetings of Shareholders at the request of the Board of Directors;
 - c. To advise on meeting procedures;
 - d. To attend meetings;

- e. To advise on procedures for formulating resolutions of the Board of Directors in compliance with applicable laws;
- f. To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors;
- g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
- h. To act as a focal point for communication with stakeholders;
- i. To maintain confidentiality of information in accordance with applicable laws and the Company Charter;
- j. Other rights and obligations as prescribed by law and the Company Charter.

CHAPTER VIII: DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 33. Management Structure

The Company's management system shall ensure that the executive management is accountable to, and subject to the supervision and direction of, the Board of Directors in the Company's day-to-day business operations.

The Company shall have a Director, Deputy Directors, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, or removal of the above-mentioned positions must be approved by resolutions or decisions of the Board of Directors.

Article 34. Executive Officers

1. The executive officers of the Company include the Director, Deputy Directors, and Chief Accountant.
2. At the proposal of the Director and subject to the approval of the Board of Directors, the Company may recruit other executive officers in a number and with standards appropriate to the Company's organizational structure and management regulations as prescribed by the Board of Directors. Executive officers shall be responsible for supporting the Company in achieving its operational and organizational objectives.
3. The Director shall be entitled to salary and bonuses. The salary and bonuses of the Director shall be decided by the Board of Directors.
4. The salaries of executive officers shall be recorded as business expenses of the Company in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, Dismissal, Duties and Powers of the Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the Director.
2. The Director shall be responsible for the day-to-day business operations of the Company; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and before the law for the performance of the assigned rights and obligations.

3. The term of office of the Director shall be five (05) years and may be reappointed for an unlimited number of terms. The Director must satisfy the standards and conditions prescribed by law.
4. The Director shall have the following rights and obligations:
 - a. To decide matters related to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;
 - b. To organize the implementation of resolutions and decisions of the Board of Directors;
 - c. To organize the implementation of the Company's business plans and investment plans;
 - d. To propose plans on organizational structure and internal management regulations of the Company;
 - e. To appoint, dismiss, or remove managerial positions within the Company, except for positions falling under the authority of the Board of Directors;
 - f. To decide salaries and other benefits for employees of the Company, including managers under the Director's appointing authority;
 - g. To recruit employees;
 - h. To propose plans for dividend distribution or handling of business losses;
 - i. To exercise other rights and perform other obligations in accordance with law, the Company's Charter, and resolutions or decisions of the Board of Directors.
5. The Board of Directors may dismiss the Director upon approval by a majority of voting members of the Board of Directors present at the meeting and appoint a new Director as replacement.

CHAPTER IX: AUDIT COMMITTEE

Article 36. Nomination and Candidacy of Members of the Audit Committee

1. The Chairperson of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and must not be executive officers of the Company.
2. The appointment of the Chairperson of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 37. Composition of the Audit Committee

1. The Audit Committee shall consist of two (02) or more members. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
2. Members of the Audit Committee must have knowledge of accounting and auditing, possess general understanding of law and the Company's operations, and must not fall under any of the following cases:
 - a. Working in the accounting or finance department of the Company;
 - b. Being a member or employee of an independent audit firm that audited the Company's financial statements in the immediately preceding three (03) consecutive years.
3. The Chairperson of the Audit Committee must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.

Article 38. Rights and Obligations of the Audit Committee

The Audit Committee shall have the rights and obligations as prescribed in Article 161 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:

1. To access documents related to the Company's operations, and to communicate with other members of the Board of Directors, the Director, the Chief Accountant, and other managers to collect information serving the activities of the Audit Committee.
2. To request representatives of the approved audit organization to attend and respond to matters related to audited financial statements at meetings of the Audit Committee.
3. To use external legal, accounting, or other consulting services when necessary.
4. To develop and submit to the Board of Directors policies on risk identification and management; and to propose to the Board of Directors solutions for handling risks arising from the Company's operations.
5. To prepare written reports to the Board of Directors upon discovering that members of the Board of Directors, the Director, or other managers fail to fully perform their responsibilities as prescribed by the Law on Enterprises and the Company's Charter.
6. To develop the Rules of Operation of the Audit Committee and submit them to the Board of Directors for approval.

Article 39. Meetings of the Audit Committee

1. The Audit Committee shall hold meetings at least two (02) times per year. Minutes of meetings shall be prepared in detail and clearly, and must be fully retained. The minute-taker and members of the Audit Committee attending the meeting must sign the meeting minutes.
2. The Audit Committee shall adopt resolutions by voting at meetings, by collecting written opinions, or by other forms as prescribed by the Company's Charter or the Rules of Operation of the Audit Committee. Each member of the Audit Committee shall have one vote. A resolution of the Audit Committee shall be adopted if approved by a majority of members attending the meeting; in case of an equal number of votes, the final decision shall be the side supported by the Chairperson of the Audit Committee.

Article 40. Activity Report of Independent Members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. Independent members of the Board of Directors serving on the Audit Committee shall be responsible for reporting on their activities at the Annual General Meeting of Shareholders.
2. The activity report of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:
 - a. Remuneration, operating expenses, and other benefits of the Audit Committee and of each member of the Audit Committee in accordance with the Law on Enterprises and the Company's Charter;
 - b. A summary of meetings of the Audit Committee and the conclusions and recommendations of the Audit Committee;
 - c. Results of supervision over the Company's financial statements, business operations, and financial position;

- d. An assessment report on transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors, the Director, other executive officers, and their related persons; and transactions between the Company and companies in which members of the Board of Directors, the Director, or other executive officers were founding members or managers within the three (03) years immediately preceding the transaction;
- e. Results of evaluation of the Company's internal control system and risk management;
- f. Results of supervision over the Board of Directors, the Director, and other executive officers of the Company;
- g. Results of evaluation of the coordination between the Audit Committee and the Board of Directors, the Director, and the shareholders.

CHAPTER X: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE DIRECTOR, AND OTHER EXECUTIVE OFFICERS

Members of the Board of Directors, the Director, and other executive officers shall be responsible for performing their duties, including duties in their capacity as members of committees of the Board of Directors, in an honest and prudent manner for the best interests of the Company.

Article 41. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, the Director, and other managers must disclose related interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, the Director, other managers, and their related persons may only use information obtained by virtue of their positions to serve the interests of the Company.
3. Members of the Board of Directors, the Director, other managers, and their related persons must notify the Board of Directors in writing of transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, and such persons or their related persons in accordance with law. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the securities laws on information disclosure.
4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, the Director, other managers, and their related persons must not use or disclose internal information to others to conduct related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, the Director, other executive officers, and individuals or organizations related to such persons shall not be invalid in the following cases:
 - a. For transactions with a value equal to or less than 35% of the total asset value recorded in the most recent financial statements, where the essential contents of the contract or transaction, as well as the relationships and interests of the relevant members of the Board of Directors, the Director, or other executive officers, have been reported to the Board of Directors and approved by a majority vote of Board members without related interests;

- b. For transactions with a value exceeding 35%, or transactions resulting in an aggregate transaction value within twelve (12) months from the date of the first transaction reaching 35% or more of the total asset value recorded in the most recent financial statements, where the essential contents of such transactions, as well as the relationships and interests of the relevant members of the Board of Directors, the Director, or other executive officers, have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders without related interests.

Article 42. Liability for Damages and Indemnification

1. Members of the Board of Directors, the Director, and other executive officers who violate their duties of loyalty and prudence, or fail to properly perform their obligations, shall be liable for damages caused by their violations.
2. The Company shall indemnify persons who have been, are, or may become involved as a related party in complaints, lawsuits, or prosecutions (including civil and administrative cases, and excluding cases where the Company is the plaintiff), provided that such persons are or were members of the Board of Directors, the Director, other executive officers, employees, or authorized representatives of the Company, and have performed their assigned duties honestly and prudently for the interests of the Company, in compliance with law, and where there is no evidence confirming that such persons have breached their responsibilities.
3. Indemnification expenses shall include judgment costs, fines, and actual payments incurred (including attorneys' fees) in resolving such matters within the scope permitted by law. The Company may purchase insurance for such persons to cover the above indemnification liabilities.

CHAPTER XI: RIGHT TO ACCESS COMPANY BOOKS AND RECORDS

Article 43. Right to Access Books and Records

1. Ordinary shareholders have the right to access the Company's books and records as follows:
 - a. Ordinary shareholders have the right to review, access, and extract information on names and contact addresses in the list of shareholders entitled to vote; request correction of their inaccurate information; review, access, extract, or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - b. Shareholders or a group of shareholders owning five percent (5%) or more of the total ordinary shares have the right to review, access, and extract the minutes book and resolutions, decisions of the Board of Directors, interim and annual financial statements, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets.
2. Where an authorized representative of a shareholder or a group of shareholders requests access to books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders represented, or a notarized copy thereof.
3. Members of the Board of Directors, the Director, and other executive officers have the right to access the Company's shareholder register, list of shareholders, books, and other records for purposes related to their positions, provided that such information must be kept confidential.

4. The Company must keep this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing 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, annual financial statements, accounting books, and other documents as prescribed by law at its head office or another location, provided that shareholders and the business registration authority are notified of the storage location of such documents.
5. The Company's Charter must be published on the Company's website.

CHAPTER XII: EMPLOYEES AND TRADE UNION

Article 44. Employees and Trade Union

1. The Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and disciplinary measures applicable to employees and executive officers.
2. The Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relations with trade union organizations in accordance with best standards, practices, and management policies, the practices and policies stipulated in this Charter, the Company's internal regulations, and applicable laws.

CHAPTER XIII: PROFIT DISTRIBUTION

Article 45. Profit Distribution

1. The General Meeting of Shareholders shall decide the level and form of annual dividend payments from the Company's retained earnings.
2. The Company shall not pay interest on dividend amounts or any payments related to a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for implementing such decision.
4. In case dividends or other payments related to a class of shares are paid in cash, the Company shall make such payments in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by shareholders. If the Company has transferred funds in accordance with the bank details provided by a shareholder but the shareholder does not receive the funds, the Company shall not be liable for the amount transferred. Dividend payments for shares listed or registered for trading on a stock exchange may be made through securities companies 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 pass a resolution or decision to determine a specific record date. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or share dividends and to receive notices or other documents.
6. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.

CHAPTER XIV: BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING SYSTEM**Article 46. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks permitted to operate in Vietnam.
2. Subject to prior approval of the competent authority, where necessary, the Company may open bank accounts overseas in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through accounts in Vietnamese Dong or foreign currencies opened at banks by the Company.

Article 47. Financial Year

The Company's financial year shall commence on April 1 of each year and end on March 31 of the following year.

Article 48. Accounting System

1. The Company shall apply the enterprise accounting system or a specialized accounting system issued or approved by the competent authority.
2. The Company shall maintain accounting books in Vietnamese and keep accounting records in accordance with accounting laws and relevant legislation. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The accounting currency used by the Company shall be the Vietnamese Dong. Where the Company's economic transactions are mainly denominated in a foreign currency, the Company may choose such foreign currency as its accounting currency, shall be responsible for such choice before the law, and shall notify the directly managing tax authority.

**CHAPTER XV: FINANCIAL STATEMENTS, ANNUAL REPORTS
AND INFORMATION DISCLOSURE OBLIGATIONS****Article 49. Annual, Semi-Annual and Quarterly Financial Statements**

1. The Company shall prepare annual financial statements, which must be audited in accordance with law. The Company shall disclose audited annual financial statements in accordance with the laws on information disclosure in the securities market and submit them to competent state authorities.
2. Annual financial statements must fully include all reports, schedules, and notes as required by enterprise accounting laws and must truthfully and objectively reflect the Company's operating situation.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to competent state authorities.

Article 50. Annual Report

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

CHAPTER XVI: COMPANY AUDIT**Article 51. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to audit the Company's financial statements for the following financial 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 conducting the audit of the Company's financial statements is entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information related to such meetings, and express opinions at the General Meeting of Shareholders on matters related to the audit of the Company's financial statements.

CHAPTER XVII: CORPORATE SEAL**Article 52. Corporate Seal**

1. The seal includes seals made by seal-engraving establishments or seals in the form of digital signatures in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the Director shall use and manage the seal in accordance with current laws.

CHAPTER XVIII: DISSOLUTION OF THE COMPANY**Article 53. Dissolution of the Company**

1. The Company may be dissolved in the following cases:
 - a. Upon expiry of the operating term stated in the Company Charter without a decision on extension;
 - b. Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c. Revocation of the Enterprise Registration Certificate, except as otherwise provided by the Law on Tax Administration;
 - d. Other cases as prescribed by law.
2. Early dissolution of the Company (including during any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

Article 54. Extension of Operation

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

2. The operating term shall be extended if shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending the General Meeting of Shareholders vote in favor.

Article 55. Liquidation

1. At least six (06) months prior to the expiry of the Company's operating term or after a decision on dissolution of the Company, the Board of Directors shall establish a Liquidation Committee comprising three (03) members, of whom two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to liquidation shall be given priority for payment by the Company before other debts.
2. The Liquidation Committee shall notify the Business Registration Authority of the date of its establishment and the commencement date of its operations. From that time, the Liquidation Committee shall represent the Company in all matters related to liquidation before courts and administrative authorities.
3. Proceeds from liquidation shall be distributed in the following order:
 - a. Liquidation expenses;
 - b. Outstanding salaries, severance allowances, social insurance, and other benefits of employees in accordance with collective labor agreements and signed labor contracts;
 - c. Taxes and other amounts payable to the State;
 - d. Other debts of the Company.

The remaining balance after payment of all debts specified in items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be given priority in payment.

CHAPTER XIX: INTERNAL DISPUTE RESOLUTION

Article 56. Internal Dispute Resolution

1. In the event of disputes or complaints arising in relation to the Company's operations or the rights and obligations of shareholders as provided in the Law on Enterprises, the Company Charter, other legal regulations, or agreements between:
 - a. Shareholders and the Company;
 - b. Shareholders and the Board of Directors, the Director, or other executives; the relevant parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairperson of the Board of Directors, the Chairperson shall preside over the dispute resolution and request each party to present relevant information within seven (07) working days from the date the dispute arises. Where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator.

2. If no mediation decision is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to arbitration or a court.
3. The parties shall bear their own costs related to negotiation and mediation procedures. Court costs shall be paid in accordance with the court's judgment.

CHAPTER XX: AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 57. Company Charter

1. Any amendment or supplementation to this Charter must be considered and decided by the General Meeting of Shareholders.
2. Where the law provides regulations related to the Company's operations that are not addressed in this Charter, or where new legal provisions differ from those stipulated herein, such legal provisions shall apply to govern the Company's operations.

CHAPTER XXI: EFFECTIVE DATE

Article 58. Effective Date

1. This Charter consists of twenty-one (21) chapters and fifty-eight (58) articles and was unanimously approved by the General Meeting of Shareholders of Binh Thuan High Quality Plastics Joint Stock Company on February 3, 2025, at the General Meeting of Shareholders, and approved to take full effect as of that date.
2. This Charter is made in seven (07) copies of equal validity and shall be kept at the Company's head office.
3. This Charter is the sole and official charter of the Company.
4. Copies or extracts of the Company Charter shall be valid when bearing the signature of the Chairperson of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

**LEGAL REPRESENTATIVE
DIRECTOR**



LUONG HUU HOAN

**APPENDIX: LEGAL BASIS FOR THE ISSUANCE, AMENDMENT AND SUPPLEMENTATION
OF THE CHARTER OF ORGANIZATION AND OPERATION
BINH THUAN HIGH QUALITY PLASTICS JOINT STOCK COMPANY**

No.	CONTENT	LEGAL BASIS FOR ISSUANCE
1	Charter of Organization and Operation (First issuance)	Resolution of the General Meeting of Shareholders No. 01-04/2024/NQ-ĐHĐCĐ dated April 15, 2024
2	Charter of Organization and Operation (First amendment)	Resolution of the General Meeting of Shareholders No. 04-08/2025/NQ-BQP dated August 30, 2025
3	Charter of Organization and Operation (Second amendment)	Resolution of the General Meeting of Shareholders No. 02-10/2025/NQ-BQP dated October 28, 2025
4	Charter of Organization and Operation (Third amendment)	Resolution of the Board of Directors No. 01-02/2026/NQ-BQP dated February 03, 2026

