



NAVETCO NATIONAL VETERINARY JOINT STOCK COMPANY
Address: 15 Tran Cao Van Street, Sai Gon Ward, Ho Chi Minh City
Tel: (028) 3822 5063 Website: www.navetco.com.vn
Business Registration Certificate No. 0300600417 issued by the Ho Chi Minh City Department of Finance, amended for the 10th time on March 19, 2026.

No: 262/TTr -HDQT

Ho Chi Minh City. 21/5/2026

PROPOSAL

Regarding the amendment and supplementation of the Charter of Organization and Operation of Navetco National Veterinary Joint Stock Company

**To: General Meeting of Shareholders
Navetco National Veterinary Joint Stock Company**

- Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020; Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Enterprise Law;
- Based on the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and effective January 1, 2021, Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Securities Law and guiding documents for implementation, and amendments and supplements at each time;
- Based on Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law;
- Based on Government Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing several articles of Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law;
- Based on Circular 116/2020/TT-BTC dated December 31, 2020, guiding several articles on corporate governance applicable to public companies under Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law;
- Based on Circular 96/2020/TT-BTC dated November 16, 2020, of the Ministry of Finance guiding the disclosure of information on the securities market and implementing guidelines, as well as amendments and supplements issued from time to time;
- Based on the Charter of Organization and Operation of Navetco National Veterinary Joint Stock Company, which was approved by the General Meeting of Shareholders on June 13, 2024.

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for approval the amendment and supplementation of the Charter of Organization and Operation of the Company, specifically as follows:

No.	Clause	Revised content		Basis for amendment
		Current Regulations	Proposed Amendments and Additions	
1	<p>Introduction & Article I</p> <p>- Amendments to Sections a and b.</p> <p>- Additions to Sections g and j.</p> <p>- Changes to the order of Sections</p>	<p>INTRODUCTION</p> <p>This Charter was adopted by the Company's shareholders pursuant to a validly passed Resolution at the General Meeting of Shareholders held on June 13, 2024.</p> <p>Article 1. Definitions of Terms</p> <p>a. "Enterprise Law" means the Enterprise Law No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective January 1, 2021, and its implementing guidelines and amendments from time to time;</p> <p>b. "Securities Law" refers to Law No. 54/2019/QH14 on Securities, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective January 1, 2021, and its implementing guidelines and amendments from time to time;</p>	<p>INTRODUCTION</p> <p>This Charter was adopted by the Company's shareholders pursuant to a validly passed Resolution at the General Meeting of Shareholders held on day of month, 2026.</p> <p>Article 1. Definitions of Terms</p> <p>a. "Enterprise Law" means the Enterprise Law No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective January 1, 2021, amended and supplemented by Law No. 03/2022/QH15 effective March 1, 2022 and Law No. 76/2025/QH15 effective July 1, 2025, and implementing guidelines and amendments from time to time;</p> <p>b. "Securities Law" refers to Law No. 54/2019/QH14 of the Socialist Republic of Vietnam, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective January 1, 2021, amended and supplemented by Law No. 56/2024/QH15 effective January 1, 2025, and implementing guidelines and amendments from time to time;</p> <p>g. "Insider" refers to a person holding an important position in the Company's management and operation structure, including: Chairman of the Board of Directors, Members of the Board of Directors, Members of the Supervisory Board, Company Executives; Company Secretary, person in charge of Company administration, person authorized to disclose information.</p> <p>j. "Strategic shareholder" refers to a shareholder owning 10% or more of the common shares;</p>	<p>Supplementation will be made based on the actual situation at the Company, ensuring compliance with the Enterprise Law and the Securities Law.</p>

No.	Clause	Revised content		Basis for amendment
		Current Regulations	Proposed Amendments and Additions	
2	Article 2 Clause 3	<p>Article 2. Name, form, headquarters, branches, representative offices, business locations and operating period of the Company.</p> <p>3. Registered headquarters of the Company:</p> <p>Head office address: 15 Tran Cao Van Street, Da Kao Ward, District 1, Ho Chi Minh City</p>	<p>Article 2. Name, form, headquarters, branches, representative offices, business locations and operating period of the Company</p> <p>3. Registered headquarters of the Company:</p> <p>Head office address: 15 Tran Cao Van Street, Sai Gon Ward, Ho Chi Minh City.</p>	Updated according to the new administrative address.
3	Article 15 Clause 2: Section r	<p>Article 15: Rights and Obligations of the General Meeting of Shareholders</p> <p>2. The General Meeting of Shareholders shall discuss and approve the following matters:</p> <p>r) Approve transactions stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;</p>	<p>Article 15: Rights and Obligations of the General Meeting of Shareholders</p> <p>2. The General Meeting of Shareholders shall discuss and approve the following matters:</p> <p>r) Approve transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, as amended and supplemented by Clause 84, Article 1 of Decree No. 245/2025/ND-CP effective September 11, 2025, of the Government detailing the implementation of a number of articles of the Law on Securities;</p>	In accordance with the Enterprise Law and Clause 84, Article 1 of Decree 245/2025/ND-CP
4	Article 26 Clause 2	<p>Article 26: Composition and Term of Office of Board Members</p> <p>2. The structure of Board Members is as follows:</p> <p>The total number of non-executive Board Members must account for at least one-third (1/3) of the total number of Board Members. The Company shall minimize the number of Board Members holding executive positions within the Company to ensure the independence of the Board of Directors.</p>	<p>Article 26: Composition and Term of Office of Board Members</p> <p>2. The structure of the Board of Directors is as follows:</p> <p>a) The number of non-executive Board members of the Company must comply with the following regulations:</p> <p>- There must be at least 01 non-executive member in cases where the Company has 03 to 05 Board members.</p> <p>b) The Company shall minimize the number of Board members holding executive positions within the Company to ensure the independence of the Board of Directors.</p>	In accordance with Clause 79, Article 1 of Decree No. 245/2025/ND-CP

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No.	Clause	Revised content		Basis for amendment
		Current Regulations	Proposed Amendments and Additions	
	Clause 3; Section d	<p>3. Board Members must meet the following standards and conditions:</p> <p>d) A member of the Board of Directors may simultaneously be a Board Member of another Company, but may not be a Board Member of more than five (05) other Companies.</p>	<p>3. Board members must meet the following standards and conditions:</p> <p>d) A Board member may only simultaneously be a Board member or Member of a Board of Directors in a maximum of 05 other companies.</p>	In accordance with Clause 78, Article 1 of Decree No. 245/2025/ND-CP
5	<p>Article 27</p> <p>Clause 2: Section p</p>	<p>Article 27. Powers and Obligations of the Board of Directors</p> <p>2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:</p> <p>p) To decide on the promulgation of the Board of Directors' operating regulations, the internal regulations on corporate governance after approval by the General Meeting of Shareholders; and the regulations on information disclosure of the Company;</p>	<p>Article 27. Powers and Obligations of the Board of Directors</p> <p>2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:</p> <p>p) To decide on the promulgation of the Board of Directors' operating regulations, the internal regulations on corporate governance after approval by the General Meeting of Shareholders; the regulations on information disclosure of the Company; to decide and delegate decision-making authority, and other internal management regulations serving the management and operation of the Company;</p>	Supplemented according to the actual situation at the Company, ensuring compliance with Clause 2, Article 153 of the Enterprise Law.

No.	Clause	Revised content		Basis for amendment
		Current Regulations	Proposed Amendments and Additions	
6	Article 45 Additional 8	<p>Article 45. Responsibility for honesty and avoiding conflicts of interest</p> <p>None</p>	<p>Article 45. Responsibility for Honesty and Avoidance of Conflicts of Interest</p> <p>8. Approval of Contracts and Transactions Between the Company and Related Parties</p> <p>a) The General Meeting of Shareholders or the Board of Directors shall approve contracts and transactions between the Company and the following related parties:</p> <ul style="list-style-type: none"> - Shareholders, authorized representatives of shareholders who are organizations owning more than 10% of the total number of common shares of the Company and their related parties; - Members of the Board of Directors, Members of the Supervisory Board, General Director, other managers and related parties of these individuals; - Enterprises related to the subjects specified in Clause 2, Article 164 of the Enterprise Law; <p>b) The Board of Directors shall approve contracts and transactions as stipulated in Clause 8, Section a of this Article and with a value less than 35% of the total value of the enterprise's assets as recorded in the most recent consolidated financial statement. In this case, the Company's representative signing the contract or transaction must notify the Board of Directors and the Supervisory Board members about the parties involved in that contract or transaction and send a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification; Board members with interests related to the parties in the contract or transaction do not have the right to vote.</p>	<p>Supplementation based on the actual situation at the Company, ensuring compliance with Article 167 of the Enterprise Law and Clause 84, Section 4, Article 1 of Decree No. 245/2025/ND-CP.</p>

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No.	Clause	Revised content		Basis for amendment
		Current Regulations	Proposed Amendments and Additions	
			<p>c) The General Meeting of Shareholders shall approve the following contracts and transactions:</p> <ul style="list-style-type: none"> - Contracts and transactions other than those stipulated in Clause 8, Section b of this Article; - Contracts and transactions involving borrowing, lending, or selling assets with a value exceeding 10% of the total asset value of the enterprise as recorded in the most recent financial statement between the Company and shareholders owning 51% or more of the total voting shares or related parties of those shareholders. <p>d) In cases where a contract or transaction is approved as stipulated in Clause c, Section 8 of this Article, the Company's representative signing the contract or transaction must notify the Board of Directors and the Supervisory Board members of the parties involved in that contract or transaction and send a draft contract or notification of the main contents of the transaction. The Board of Directors shall present the draft contract or transaction or explain the main contents of the contract or transaction at the General Meeting of Shareholders or obtain shareholder opinions in writing.</p> <p>e) A contract or transaction shall be deemed invalid by a court decision and processed according to the provisions of the law if it was signed in violation of the provisions of this Article; the signatory of the contract or transaction, the shareholder, the Board of Directors member, or the General Director involved shall be jointly liable for compensation for damages incurred and reimburse the Company for any profits obtained from the execution of that contract or transaction.</p> <p>f) The company must disclose relevant contracts and transactions in accordance with relevant laws.</p>	

No.	Clause	Revised content		Basis for amendment
		Current Regulations	Proposed Amendments and Additions	
7	Article 64	<p>Article 64. Effective Date</p> <p>1. This Charter, comprising 20 chapters and 64 articles, was unanimously approved by the 2024 Annual General Meeting of Shareholders of Navetco Central Veterinary Pharmaceutical Joint Stock Company on June 13, 2024, in Ho Chi Minh City, and the entire text of this Charter was unanimously accepted as effective.</p>	<p>Article 64. Effective Date</p> <p>1. This Charter, comprising 20 chapters and 64 articles, was unanimously approved by the 2026 Annual General Meeting of Shareholders of Navetco Central Veterinary Pharmaceutical Joint Stock Company on day of month, 2026 in Ho Chi Minh City, and the entire text of this Charter is hereby accepted as effective.</p>	

We respectfully submit this to the General Meeting of Shareholders for consideration and approval.

Recipients:

- As above;
- Archives

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**



TRAM TUAN KHANH



NATIONAL VETERINARY JOINT STOCK COMPANY NAVETCO



**CHARTER OF ORGANIZATION AND OPERATION
NATIONAL VETERINARY JOINT STOCK COMPANY NAVETCO**

*Issued pursuant to Resolution No./NQ-DHĐCĐ of the General Meeting of
Shareholders dated June 18, 2026*

Ho Chi Minh City, 18/6/2026

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INTRODUCTION

- Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020; Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Enterprise Law;

- Based on the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and effective January 1, 2021, Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Securities Law and guiding documents for implementation, and amendments and supplements at each time;

- Based on Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law;

- Based on Government Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing several articles of Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law;

- Based on Circular 116/2020/TT-BTC dated December 31, 2020, guiding several articles on corporate governance applicable to public companies under Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law;

- Based on Circular 96/2020/TT-BTC dated November 16, 2020, of the Ministry of Finance guiding the disclosure of information on the securities market and implementing guidelines, as well as amendments and supplements issued from time to time.

This Charter of Navetco National Veterinary Joint Stock Company (hereinafter referred to as the “Company”) is the legal basis for the Company’s operations. Navetco National Veterinary Joint Stock Company was converted from National Veterinary Pharmaceutical One-Member Limited Liability Company and operates in accordance with the Enterprise Law of the Socialist Republic of Vietnam and other relevant legal regulations.

This Charter was adopted by the Company’s shareholders under Resolution No...../NQ-DHĐCĐ, duly passed at the General Meeting of Shareholders held on June 18, 2026.

Shareholders, the Executive Management, and all employees of the Company are responsible for respecting and implementing this Charter.

CHAPTER I

DEFINITION OF TERMS IN THE BYLAWS

Article 1. Explanation of Terms

1. In these Charters, the following terms shall be understood as follows:

a. “Charter capital” is the total par value of shares sold or registered for purchase upon the establishment of the Joint Stock Company and as stipulated in Article 6 of these Charters;

b. “Enterprise Law” refers to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective January 1, 2021, Law No. 03/2022/QH15 effective March 1, 2022, and Law No. 76/2025/QH15 effective July 1, 2025, amending and supplementing a number of articles of the Enterprise Law, and guiding documents for implementation, and amendments and supplements at each time;

c. “Securities Law” refers to Law No. 54/2019/QH14 of the Socialist Republic of Vietnam, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective January 1, 2021, Law No. 56/2024/QH15 effective January 1, 2025, and implementing guidelines and amendments from time to time;

d. “Date of Establishment” is the date the Company was first granted the Certificate of Business Registration (Business Registration Certificate and equivalent documents);

e. “Business Executive” refers to the General Director, Deputy General Director, and Chief Accountant appointed by the Board of Directors;

f. “Business managers” are those who manage the Company, including the Chairman of the Board of Directors, Vice Chairman of the Board of Directors, Members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors;

g. “Insiders” are those who hold important positions in the Company's management and operational structure, including: Chairman of the Board of Directors, Members of the Board of Directors, Members of the Supervisory Board, Company executives; Company secretary, person in charge of company governance, and person authorized to disclose information;

h. “Related parties” are individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;

i. “Shareholder” is an individual or organization owning at least one share of a joint-stock company;

j. “Strategic shareholder” is a shareholder owning 10% or more of the common shares;

k. “Major shareholder” is a shareholder as defined in Clause 18, Article 4 of the Securities Law;

l. “Member of the Supervisory Board” is the Supervisor;

m. “Company Secretary” is the Secretary of the Board of Directors;

n. “Operating period” is the operating period of the Company as stipulated in Article 2 of these Charters;

o. “Stock Exchange” is the Vietnam Stock Exchange and its subsidiaries;

p. “Trade secrets” are information about inventory levels, costs and profits, finances, technological and technical solutions in business; processes, techniques and technical know-how in production; customer information; Algorithms and processes implemented within the Company; formulas for product manufacturing; business strategies, business plans, export plans, marketing plans; information on research and development activities;

q. Trade secrets” are information obtained from financial and intellectual investment activities, which have not been disclosed and are capable of being used in business. Formulas, product samples, equipment, or other sets of information used for a specific period in a business; technical information used in the production of goods; marketing, export, or sales strategies; methods of document storage; or business management processes and procedures, including software used for business operations.

2. In these Statutes, references to one or more other regulations or documents, including amendments, supplements, or replacements, are excluded.

3. The headings (Chapters, Articles of these Statutes) are used for ease of understanding and do not affect the content of these Statutes..

CHAPTER II

NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Company Name:

- Company name in Vietnamese: NAVETCO NATIONAL VETERINARY JOINT STOCK COMPANY.

- Company name written in English: NAVETCO NATIONAL VETERINARY JOINT STOCK COMPANY.

- Abbreviated trade name: NAVETCO

With a stylized elliptical sphere encircling the blue NAVETCO logo, the logo incorporates a vibrant red horizon line below the letters, creating a fresh and energetic feel. The phrase "Since 1955" affirms Navetco's position and its extensive experience in vaccine production, a key area for the company. NAVETCO aims to convey a message to its customers through its mission: "Animal Health."



2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law.

3. Company's Registered Office:

Head Office Address: 15 Tran Cao Van Street, Sai Gon Ward, Ho Chi Minh City

Tel: 028.3822 5063 – 028.3822 5955

4. The Company may establish branches and representative offices in the business area to carry out its operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.

5. The Company's operating period is indefinite from the date of establishment, unless it ceases operations before the expiration date as stipulated in Clause 2, Article 60 of these Charters.

Article 3. The legal representative of the Company

1. The Company may have a maximum of two (02) legal representatives, namely the Chairman of the Board of Directors and/or the General Director. Specifically, the number and titles of legal representatives will be decided by the Board of Directors.

Powers and obligations of the legal representative: In addition to being responsible as prescribed by law, the legal representative has the following powers and obligations:

+ For the Chairman of the Board of Directors, as stipulated in Clause 3, Article 29 of this Charter;

+ For the General Director, as stipulated in Clause 5, Article 35 of this Charter.

2. The legal representative of the Company is an individual representing the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as plaintiff, defendant, or party with related rights and obligations before Arbitration and Courts. The responsibilities of the legal representative are carried out in accordance with Article 13 of the Enterprise Law and other rights and obligations as prescribed by current law.

3. The legal representative of the Company must reside in Vietnam and must authorize another person in writing to exercise the rights and obligations of the legal representative of the Company when leaving Vietnam.

4. If the authorization expires and the legal representative of the Company has not returned to Vietnam and no other authorization is given, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope of the authorization until the legal representative of the Company returns to work, or until the Board of Directors decides to appoint another person to replace him/her.

5. In case of absence from Vietnam for more than thirty (30) days without authorizing another person to perform the rights and duties of the Company's legal representative, the Board of Directors will appoint another person to act as the Company's legal representative.

6. The Court and other competent procedural authorities have the right to appoint a legal representative to participate in the proceedings in accordance with the law.

CHAPTER III

COMPANY'S OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS

Article 4. Objectives of the Company's operations

1. Company's Operational Objectives:

The Company's objective is to continuously develop and expand its research, production, and business activities to generate profits for shareholders; maximize enterprise value, create jobs and stable income for employees, and fulfill its obligations to the State.

2. The Company's Business Sectors are:

No.	Department Name	Industry code
1	Veterinary Activities <i>Details:</i> - Animal health care and livestock activity control; - Animal health care and pet activity control; - Activities of veterinary assistants or other support for veterinarians; - Specialized research, disease diagnosis and animal disease testing.	7500
2	Wholesale trade of agricultural and forestry raw materials (excluding wood, bamboo, and rattan) and live animals. <i>Details:</i> Wholesale trade of feed and raw materials for animal, poultry, and aquatic animal feed.	4620
3	Wholesale of other household goods <i>Details:</i> Sale of veterinary medicine.	4649
4	Manufacture of pharmaceuticals, chemical drugs and medicinal materials <i>Details:</i> Manufacture of veterinary drugs	2100
5	Wholesale trade of other specialized products not classified elsewhere <i>Details:</i> - Wholesale trade of vaccines, biological products, microorganisms, and chemicals used in veterinary and aquatic veterinary medicine; - Wholesale trade of biological products, microorganisms, and chemicals for environmental treatment and improvement in livestock and aquaculture; - Wholesale trade of raw materials, supplies, and equipment for research, production, and testing of vaccines, veterinary drugs, and aquatic veterinary medicine.	4669

No.	Department Name	Industry code
6	<p>Production of animal feed, poultry feed, and aquatic feed</p> <p><i>Details:</i></p> <p>- Production of aquatic feed and animal feed for livestock and poultry;</p> <p>(Excluding the production and processing of fresh food and waste recycling at the headquarters).</p>	1080
7	<p>Other manufacturing not classified elsewhere</p> <p><i>Details:</i></p> <p>- Manufacturing of vaccines, biological products, veterinary microorganisms, aquatic veterinary products, chemicals used in veterinary and aquatic veterinary products.</p> <p>- Manufacturing of biological products, microorganisms, chemicals, and substances for treating and improving the aquaculture environment.</p> <p>(excluding the production of thermal insulation foam using R141b gas, using pre-mixed polyol HCFC-141b; building materials; and chemicals at the headquarters)</p>	3290 (Main)
8	<p>Other professional, scientific and technological activities not classified elsewhere</p> <p><i>Details:</i></p> <p>Scientific research on veterinary medicine, diagnostic methods, and disease prevention for livestock and poultry (excluding veterinary activities)</p>	7490
9	<p>Other health activities not classified elsewhere</p> <p><i>Details:</i> National reserves of veterinary medicines, aquatic veterinary medicine</p>	8699
10	Real estate business, land use rights belonging to the owner, user or lessee.	6810
11	Road freight transport (excluding liquefied gas for transport)	4933

No.	Department Name	Industry code
12	Businesses must comply with all applicable laws and regulations regarding land, construction, fire safety, environmental protection, other current laws and regulations, and business conditions for conditional business sectors.	The industry/occupation code does not match the Vietnamese Economic Classification System.

According to the regulations on the business operations of joint-stock companies, the General Meeting of Shareholders may add or change business lines to suit the actual situation in order to facilitate production and business operations for higher efficiency. In this case, the company will proceed with registering the addition or adjustment in accordance with the provisions of the Enterprise Law.

Article 5. Scope of business and operations of the Company.

The company is permitted to conduct business activities in the sectors specified in this Charter, having registered and notified changes to its registration to the business registration authority and published them on the National Business Registration Portal.

CHAPTER IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is VND 160,000,000,000 (One hundred and sixty billion VND).

The total charter capital of the Company is divided into 16,000,000 shares (Sixteen million 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 the law.

3. The Company's shares on the date of adoption of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of this Charter.

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

5. The Company has no founding shareholders.

6. Offering Shares

a) Offering shares is the process by which a company increases the number of shares it is authorized to offer and sells those shares during its operations to increase its charter capital.

b) Offering shares can be done in one of the following forms:

- Offering to existing shareholders.
- Offering to the public.
- Offering shares privately.

- Other forms as decided by the General Meeting of Shareholders.

Common shares must be offered preferentially to existing shareholders in proportion to their ownership of common shares in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute those shares to shareholders and others under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or provided otherwise by securities law.

7. The Company may repurchase shares issued by itself in the manner prescribed in this Charter and applicable law.

8. The Company may issue other types of securities with the unanimous approval of the General Meeting of Shareholders and in accordance with the provisions of law.

Article 7. Stock Certificate

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.

2. Shares are securities that confirm the legal rights and interests of the owner in a portion of the share capital of the issuing organization. Shares must contain all the contents as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within thirty (30) days from the date of submitting a complete application for transfer of share ownership as prescribed by the Company or within two (02) months from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan (or other period as prescribed in the issuance terms), the owner of the shares shall be issued a share certificate. The owner of the shares shall not pay the Company the cost of printing the share certificate.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued the certificate by the Company upon the shareholder's request. The shareholder's request must include the following:

- a) Information about the lost, damaged, or otherwise destroyed share certificate;
- b) A commitment to assume responsibility for any disputes arising from the reissue of the new share certificate.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise stipulated in this Charter and by law. Shares listed on the stock exchange are transferred in accordance with the provisions of the law on securities and the securities market.

2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

3. Other matters related to the transfer of shares shall be handled in accordance with current laws.

Article 10. Reclamation of shares

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount and be liable for the Company's financial obligations arising from the failure to pay in full, corresponding to the total par value of the registered shares.

2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the payment location, and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be repossessed.

3. The Board of Directors has the right to repossess shares that have not been paid in full and on time if the requirements in the aforementioned notice are not met.

4. Repossessed shares shall be considered as shares authorized for sale as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale and redistribution of shares under conditions and in a manner that the Board of Directors deems appropriate.

5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but remain liable for the total par value of the shares they registered to purchase for the Company's financial obligations arising at the time of repurchase, as decided by the Board of Directors, from the date of repurchase until the date of payment. The Board of Directors has the full right to decide on the enforcement of payment of the full value of the shares at the time of repurchase.

6. The repurchase notice shall be sent to the holder of the repurchased shares before the date of repurchase. The repurchase remains valid even in the event of errors or negligence in sending the notice.

CHAPTER V

ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational structure, governance and control

1. The organizational structure for management, governance, and control of the Company includes:

- Shareholders' General Meeting;
- Board of Directors;
- Supervisory Board;
- General Director, Deputy General Directors, and Chief Accountant;

2. Operational structure:

a) Shareholders' General Meeting: the highest decision-making body of the Company;

b) Board of Directors: the governing body of the Company, with full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling under the authority of the

Shareholders' General Meeting;

c) Supervisory Board: responsible for supervising the operational situation, management, and operation of the Company, and accountable to the Shareholders' General Meeting and to the law for the exercise of assigned rights and obligations;

d) General Director: Appointed and dismissed by the Board of Directors, is responsible for managing the Company's business operations, is subject to the supervision of the Board of Directors, and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.

CHAPTER VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders have the following rights:

a) To attend and speak at the General Meeting of Shareholders and exercise their voting rights directly or through an authorized representative or other forms as prescribed by the Company's Charter and the law. Each ordinary share has one voting right;

b) To receive dividends at the rate decided by the General Meeting of Shareholders;

c) To have priority in purchasing new shares in proportion to their ownership of ordinary shares in the Company;

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

e) To review, search, and retrieve information on their name and contact address in the list of shareholders with voting rights; to request correction of inaccurate information about themselves;

f) To review, search, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) To receive a portion of the remaining assets in proportion to their shareholding in the Company when the Company is dissolved or goes bankrupt;

h) To request the Company to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law;

i) To be treated equally. Each share of the same class gives shareholders equal rights, obligations, and benefits. In the case of preferred shares, the rights and obligations associated with preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

k) To have their legitimate rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;

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

2. Shareholders or groups of shareholders owning five percent (5%) or more of the total number of common shares have the following rights:

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

b) To review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, and transactions that must be approved by the Board of Directors, except for documents related to the Company's trade secrets and business secrets;

c) To request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder (for individual shareholders); Name, business registration number or legal document number of the organization, head office address for shareholders who are organizations; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership percentage in the total number of shares of the Company; issues to be inspected, purpose of inspectio;

d) Proposal for issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than five (05) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue proposed to be included in the agenda;

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

3. Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination process for the Board of Directors and the Supervisory Board is as follows:

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

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as candidates for the Board of Directors and the Supervisory Board as stipulated in Articles 25 and 39 of this Charter. If the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders in accordance with the provisions of Articles 25 and 39 of these Charters..

Article 13. Obligations of Shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time the number of shares they committed to purchase.

2. Not to withdraw capital contributed in the form of ordinary shares from the Company in any form, except in the case where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed capital contrary to the provisions of this clause, that shareholder and any related parties in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

3. To comply with the Company's Charter and internal regulations approved by the General Meeting of Shareholders;

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

5. To maintain confidentiality of information provided by the Company as stipulated in the Company's Charter and the law; to only use the provided information to exercise and protect their legitimate rights and interests; Distributing, copying, or sending information provided by the Company to other organizations or individuals is strictly prohibited.:

6. Tham dự cuộc họp Đại hội đồng cổ đông và thực hiện quyền biểu quyết/bầu cử thông qua các hình thức sau6. Attending the General Meeting of Shareholders and exercising voting/election rights through the following forms:

a) Attending and voting/election in person at the meeting;

b) Authorizing another individual or organization to attend and vote/election at the meeting;

c) Attending and voting/election through online conferencing, electronic voting, or other electronic forms;

d) Sending voting/election ballots to the meeting via mail, fax, or email.:

7. Individuals shall be held personally liable for any of the following acts committed in the name of the Company in any form:

a) Violation of the law;

b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c) Pay off debts that are not yet due in order to mitigate financial risks to the Company.

8. Fulfill other obligations as required by applicable law and the Company's Articles of Association.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the financial year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders

shall be determined by the place 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 a suitable location. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter. In the event that the Company's annual financial statement audit report contains material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative of the approved auditing firm mentioned above is responsible for attending the Company's Annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The annual balance sheet, quarterly, six-month or annual financial statements that have been audited reflect that the equity has been reduced by half (1/2) compared to the beginning of the period;
- c) When the number of remaining Board of Directors members and Supervisors is less than the minimum number of members as prescribed by law;
- d) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;
- e) At the request of the Supervisory Board;
- f) Other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of Board of Directors Members and Supervisory Board Members remaining is as stipulated in point b, Clause 3 of this Article or upon receiving a request as stipulated in points c and d, Clause 3 of this Article;

b) If the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in point a, Clause 4 of this Article, then within the next thirty (30) days, the Supervisory Board must replace the Board of Directors in convening a General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Enterprise Law.

c) If the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in point b, Clause 4 of this Article, then within the next thirty (30) days, the shareholder or group of shareholders making the request as stipulated in point d, Clause 3 of this Article has the right to request a representative of the Company to convene a General Meeting of Shareholders as stipulated in the Enterprise Law;

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

General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses;

d) If the Board of Directors and the Supervisory Board fail to convene the General Meeting of Shareholders as stipulated in points a, b, and c of this Article, the members of the Board of Directors and the Supervisory Board who did not approve the convening shall be held legally responsible and shall compensate the Company for any resulting damages (if any);

e) The procedures for organizing the General Meeting of Shareholders are stipulated in Clause 5, Article 140 of the Enterprise Law.

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

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

a) Approve the Company's development orientation;

b) Decide on the types of shares and the total number of shares of each type authorized for sale; decide on the annual dividend rate for each type of share;

c) Elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;

d) Decide on the investment or sale of assets with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statement;

e) Decide on amendments and additions to the Company's Charter;

f) Approve the annual financial statements;

g) Decide on the repurchase of more than ten percent (10%) of the total number of shares sold of each type;

h) Review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;

i) Decide on the reorganization or dissolution of the Company;

j) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k) Approving, supplementing, and amending the internal regulations on corporate governance; the operating regulations of the Board of Directors, and the operating regulations of the Supervisory Board;

l) Approving the list of approved auditing firms; deciding which auditing firms are approved to conduct audits of the Company's operations, and dismissing approved auditors when deemed necessary;

m) Other rights and obligations 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) The Board of Directors' report on governance and performance of the Board of Directors and each Board Member;
- d) The Supervisory Board's report on the Company's business results, the performance of the Board of Directors, and the General Director;
- e) The Supervisory Board's self-assessment report on its performance;
- f) The dividend rate for each share of each class;
- g) The number of Board of Directors and Supervisory Board Members;
- h) Election, dismissal, and removal of Board of Directors and Supervisory Board Members;
- i) Decision on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and Supervisory Board;
- j) Approval of the list of approved auditing firms; k) Decisions on the approval of an auditing firm to conduct audits of the Company's operations when deemed necessary;
- k) Supplementing and amending the Company's Articles of Association;
- l) The type of shares and the number of new shares to be issued for each class of shares;
- m) Dividing, splitting, merging, consolidating, or converting the Company;
- n) Reorganizing and dissolving (liquidating) the Company and designating the liquidator;
- o) Deciding on investments or sales of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statements;
- p) Deciding on the repurchase of more than ten percent (10%) of the total number of shares sold of each class;
- q) The Company enters into contracts and transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value of thirty-five percent (35%) or more of the Company's total assets as recorded in the most recent financial statement;
- r) Approves transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, as amended and supplemented by Clause 84, Article 1 of Decree No. 245/2025/ND-CP effective September 11, 2025, of the Government detailing the implementation of a number of articles of the Securities Law;
- s) Approves, supplements, and adjusts the internal regulations on corporate governance, the operating regulations of the Board of Directors, and the operating regulations of the Supervisory Board;
- t) Other matters as prescribed by law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders, or authorized representatives of shareholders who are organizations, may directly attend the meeting or authorize one or more other individuals

or organizations to attend the meeting, or attend the meeting through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law, according to the following specific regulations:

a) For individual shareholders, only one (01) authorized representative may be authorized to attend the meeting;

b) For organizational shareholders holding less than ten percent (10%) of the total number of common shares, they have the right to authorize a maximum of one (01) person to attend the General Meeting of Shareholders; for those holding ten percent (10%) or more of the total number of common shares, they have the right to authorize a maximum of three (03) people to attend. In case there is more than one authorized representative, the number of shares and the number of votes authorized for each representative must be specifically determined. In cases where the capital contribution and corresponding number of shares for each authorized representative are not specified, the capital contribution and number of shares will be divided equally among the number of authorized representatives.

2. The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing. The authorization document shall be prepared in accordance with the provisions of civil law and must contain the following main contents:

a) Name, nationality, Citizen Identity Card number, National Identity Card number, Passport number or other legally valid personal identification for individual shareholders authorizing others; Name, enterprise code or establishment decision number, head office address for organizational shareholders authorizing others;

b) Name, nationality, Citizen Identity Card number, National Identity Card number, Passport number or other legally valid personal identification for individual authorized parties; Name, enterprise code or establishment decision number, head office address for organizational authorized parties;

c) Number of shares authorized;

d) Content of authorization;

e) Scope of authorization;

f) Duration of representation under authorization;

g) Name and signature of the authorizing shareholder and the authorized representative.

3. The authorized representative attending the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In case of re-authorization, the meeting participant must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company)

4. The voting ballot/election ballot of the authorized representative attending the meeting within the scope of authorization remains valid in the following cases.

a) The authorizing person has died, is restricted in civil capacity, or has lost civil capacity;

b) The authorizing person has revoked the authorization;

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

This clause does not apply if the Company receives notification of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened

Article 17. Changes to Rights

1. Changes or cancellations of special rights associated with a class of preferred shares take effect when approved by shareholders representing sixty-five percent (65%) or more of the total voting rights of all shareholders present at the meeting. A General Meeting resolution concerning adverse changes to the rights and obligations of preferred shareholders shall only be adopted if approved by preferred shareholders of the same class present at the meeting, representing seventy-five percent (75%) or more of the total preferred shares of that class, or approved by preferred shareholders of the same class representing seventy-five percent (75%) or more of the total preferred shares of that class in the case of a resolution adopted by written ballot.

2. The holding of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid when there are at least two (02) shareholders (or their authorized representatives) and holding at least one-third (1/3) of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be held again within the next thirty (30) days and those holding shares of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that class present in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedure for conducting such separate meetings shall be similar to that stipulated in Articles 19, 20 and 21 of these Charters.

4. Unless otherwise provided in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

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

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 14 of these Charters.

2. The person convening the general meeting of shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must publish information on the preparation of the list of shareholders entitled to attend the

General Meeting of Shareholders at least twenty (20) days before the last registration date;

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

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the State Securities Commission, and the stock exchange where the Company's shares are registered for trading. The convener of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the List of Shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders, and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) Meeting agenda and documents to be used in the meeting;
- b) List and detailed information of candidates in case of election of Board of Directors members or Supervisory Board members;
- c) Voting/election ballots;
- d) Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than five (05) working days before the opening date of the General Meeting of Shareholders. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, contact address, nationality, Citizen Identity Card number, Citizen Identification Card, Passport or other legally valid personal identification for individual shareholders; the name, enterprise code or establishment decision number, and head office address for organizational shareholders; the number and type of shares held by that shareholder and the content of the proposal to be included in the agenda..

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

- a) The proposal is submitted incorrectly according to Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least five (05%) common shares as stipulated in Clause 2, Article 12 of this Charter;

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

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

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

Article 19. Conditions for holding a General Meeting of Shareholders

1. A General Meeting of Shareholders shall be held when the number of shareholders attending represents more than fifty percent (50%) of the total voting shares.

2. If the first meeting does not meet the quorum requirements as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within thirty (30) days from the date of the first planned meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending represents thirty-three percent (33%) or more of the total voting shares.

3. If the second meeting does not meet the quorum requirements as stipulated in Clause 2 of this Article, a notice of the third meeting must be sent within thirty (30) days from the date of the second planned meeting. The third General Meeting of Shareholders shall be held regardless of the total number of voting shares of the attending shareholders.

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

1. Before the meeting commences, the Company must conduct shareholder registration procedures and continue registration until all shareholders entitled to attend the meeting have registered, following this procedure:

a) When registering shareholders, the Company shall issue each shareholder or authorized representative a voting card/voting slip/election ballot, which shall include the registration number, the shareholder's full name, the full name of the authorized representative, and the number of votes/election ballots for that shareholder. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by vote in favor, against, or abstention. The results of the vote count shall be announced by the Chairperson/Vote Counting Committee immediately before the meeting adjourns. The General Meeting shall elect those responsible for counting or supervising the vote count as proposed by the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote/elect at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to

allow late-arriving shareholders to register, and the validity of matters already voted on/elected at the meeting remains unchanged.

2. The election of the chairperson, secretary, shareholder/delegate eligibility verification committee, and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no chairperson can be elected, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a chairperson from among those present, with the person receiving the highest number of votes becoming the chairperson;

b) Except as stipulated in point a) of this clause, the signatory of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect a chairperson, with the person receiving the highest number of votes becoming the chairperson;

c) The chairperson shall appoint one or more individuals to serve as the meeting secretary and the shareholder/delegate eligibility verification committee;

d) The General Meeting of Shareholders shall elect one or more members to the vote counting committee upon the recommendation of the meeting chairman.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda.

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

a) Arranging seating at the meeting venue;

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

c) Facilitating the attendance (or continued attendance) of shareholders at the meeting. The person convening the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. These measures may include issuing entry passes or using other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by vote of approval, disapproval, and abstention. The results of the vote count shall be announced by the presiding officer immediately before the closing of the meeting.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to participate in voting immediately after registration; in this case, the validity of the items voted on earlier remains unchanged.

7. The convener or presiding officer of the General Meeting of Shareholders has the following rights:

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

b) To request the competent authority to maintain order at the meeting; to expel those who do not comply with the presiding officer's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

8. The chairperson has the right to postpone a General Meeting of Shareholders with a maximum registered attendance of no more than three (03) working days from the date the meeting was scheduled to commence, and may only postpone or change the meeting place in the following cases:

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

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

c) Attendees obstruct or disrupt order, posing a risk of the meeting not being conducted fairly and legally.

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

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

Article 21. Conditions for the adoption of a Resolution of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing sixty-five percent (65%) or more of the total voting rights of all shareholders present and voting, except as provided in Clauses 3, 4 and 6 of Article 148 of the Enterprise Law:

a) Types of shares and the total number of shares of each type;

b) Changes to the business lines, professions and business sectors;

c) Changes to the organizational structure of the Company's management;

d) Investment projects or sale of assets with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statement;

e) Reorganization or dissolution of the Company;

f) Extension of the Company's operation.

2. Resolutions are adopted when approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders present and voting, except as

stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

Note: In the case of electing members of the Board of Directors and the Supervisory Board, if the number of candidates is less than or equal to the number of members of the Board of Directors/Supervisory Board to be elected, the election of members of the Board of Directors/Supervisory Board may be conducted by cumulative voting as above or by voting (approve, disapprove, abstain). The percentage of votes passed by voting shall be determined according to Clause 2 of Article 21 of these Charters.

3. Resolutions of the General Meeting of Shareholders passed by one hundred percent (100%) of the total number of voting shares are legal and effective even if the procedures for convening the meeting and passing the Resolution violate the provisions of the Enterprise Law and the Company's Articles of Association.

Article 22. Authority and Procedures for Obtaining Shareholder Opinions in Writing to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following regulations:

1 The Board of Directors has the right to obtain shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders on the following matters:

- a) Amendments and additions to the contents of the Company's Charter;
- b) Approval, supplementation, and adjustment of the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;
- c) Company development orientation;
- d) Types of shares and the total number of shares of each type;
- e) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- f) Decisions to invest in or sell assets worth thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statement;
- g) Approval of the annual financial statement;
- h) Reorganization or dissolution of the Company;
- i) Changes to the Company's business lines, activities, and fields;
- j) Changes to the Company's management structure;
- k) Other matters as deemed necessary by the Board of Directors for the benefit of the Company.

2. The Board of Directors must prepare the ballot, the draft General Meeting Resolution, and the explanatory documents for the draft Resolution and send them to all shareholders with voting rights no later than ten (10) days before the deadline for returning the ballot. The list of shareholders to whom the ballot is to be sent shall be prepared in accordance with Clauses 1 and 2 of Article 141 of the Enterprise Law. The

requirements and methods for sending the ballot and accompanying documents shall be in accordance with Clause 3 of Article 18 of this Charter.

3. The ballot must contain the following main contents:

- a) Name, head office address, enterprise code;
- b) Purpose of the ballot;
- c) Full name, contact address, nationality, and legal document number of the individual shareholder; (d) Name, business registration number or legal document number of the organization, head office address for shareholders that are organizations, or full name, contact address, nationality, legal document number of the individual for representatives of shareholders that are organizations; number of shares of each class and number of voting rights of the shareholder;
- d) Issues requiring consultation to pass a decision;
- e) Voting options including "yes," "no," and "no opinion" for each issue being considered;
- f) Election plan (if any);
- g) Deadline for returning the completed ballot to the Company;
- h) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send completed ballots to the Company by mail, fax, or email according to the following regulations:

- a) If sent by mail, the completed ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The ballot sent to the Company must be enclosed in a sealed envelope, and no one may open it before the vote count;
- b) If sent by fax or email, the ballot sent to the Company must be kept confidential until the vote count;
- c) Opinion ballots sent to the Company after the deadline specified in the ballot, or that have been opened in the case of mail submissions or disclosed in the case of fax or email submissions, are invalid. Unsubmitted ballots will be considered as non-voting ballots.

5. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:

- a) Name, registered office address, and business registration number;
- b) Purpose and issues requiring consultation for the Resolution;
- c) Number of shareholders and total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders participating in the vote;
- d) Total number of votes in favor, against, and abstentions for each issue, and the total number of votes for each candidate (if any);
- e) Issues that have been approved and the corresponding percentage of votes in favor;

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

The members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly responsible for the honesty and accuracy of the vote counting minutes; and jointly responsible for any damages arising from decisions made due to dishonest or inaccurate vote counting.

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

7. The completed ballots, vote counting records, adopted resolutions, and related documents attached to the ballots must all be kept at the Company's head office.

8. A resolution adopted by written shareholder consultation is considered valid if it is approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote, and it has the same validity as a resolution adopted at a General Meeting of Shareholders.

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

1. Shareholders' General Meetings must be recorded in minutes and may be audio-recorded or recorded and stored electronically. Minutes must be prepared in Vietnamese, and may also be prepared in English, containing the following main contents:

- a) Name, registered office address, and business registration number;
- b) Time and place of the Shareholders' General Meeting;
- c) Meeting agenda and content;
- d) Full names of the chairperson and secretary;
- e) Summary of the meeting proceedings and opinions expressed at the Shareholders' General Meeting on each item on the agenda;
- f) Number of shareholders and total number of votes cast by shareholders attending the meeting, appendix listing registered shareholders, shareholder representatives attending the meeting with their respective shareholdings and votes;
- g) Total number of votes cast for each voting item, clearly stating the voting method, total number of valid, invalid, affirmative, and abstention votes. the corresponding percentage of the total number of votes cast by shareholders present at the meeting;
- h) Summary of the number of votes cast for each candidate (if any);
- i) Issues that have been approved and the corresponding percentage of votes cast;
- j) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and containing all the content as stipulated in this clause. The minutes shall clearly state the chairperson's or secretary's refusal to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting, or

any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' content.

3. Minutes prepared in both Vietnamese and English have the same legal effect. In case of discrepancies in content between the minutes in Vietnamese and English, the content in the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be kept at the Company's head office.

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

Article 24. Request for annulment of a Shareholders' General Meeting Resolution

Within 90 days from the date of receiving the Resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the Resolution or part of the content of the Resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company Charter, except as stipulated in Clause 3, Article 21 of this Charter.

2. The content of the Resolution violates the law or this Charter.

In the event that a shareholder or group of shareholders requests the Court or Arbitration Tribunal to annul a Resolution of the General Meeting of Shareholders as stipulated in Article 151 of the Enterprise Law, that Resolution shall remain in effect until the Court or Arbitration Tribunal's decision to annul it takes effect, except in cases where interim measures are applied by a competent authority.

CHAPTER VII BOARD OF DIRECTORS

Article 25. Nomination and Candidacy for Board of Directors Members

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

- a) Full name, date of birth;
- b) Professional qualifications;

- c) Work experience;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and its related parties;
- f) Other information as required by law (if any)

The company is responsible for disclosing information about the companies in which the candidate holds the position of Board Member, other management positions, and any related interests of the candidate's Board of Directors (if any).

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

Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares have the right to nominate one (01) candidate; from 20% to less than 30% have the right to nominate a maximum of two (02) candidates; from 30% to less than 40% have the right to nominate a maximum of three (03) candidates; from 40% to less than 50% have the right to nominate a maximum of four (04) candidates; and if they own 50% or more, they have the right to nominate all the candidates.

3. If the number of candidates for the Board of Directors nominated and elected as stipulated in Clause 5, Article 115 of the Enterprise Law is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect Board members as prescribed by law.

4. If the number of additional candidates nominated by the incumbent Board of Directors as stipulated in Clause 3 of this Article is still insufficient, the Board of Directors shall organize nominations from other shareholders in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The current Board of Directors' decision to allow other shareholders to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect Board members, as required by law.

Article 26. Composition and Term of Office of Board Members

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

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

There shall be at least one non-executive member in the case where the Company has between 03 and 05 Board of Directors members.

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

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

a) Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law and the Company's Charter;

b) Members of the Board of Directors must be shareholders of the Company;

c) Members of the Company's Board of Directors may not be members of the Board of Directors or currently hold management positions in the enterprises of competitors. Except in cases where the Company appoints a capital representative in another enterprise in which the Company has invested capital;

d) Members of the Board of Directors may only simultaneously be members of the Board of Directors or the Board of Members in a maximum of 5 other companies.

4. A member of the Board of Directors loses their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders as stipulated in Article 160 of the Enterprise Law.

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

6. A Board member who resigns shall still fully exercise their rights and obligations until the General Meeting approves a decision to replace the Board member and/or dismiss or remove the Board member..

Article 27. Powers and obligations of the Board of Directors

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

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

a) Deciding on the Company's strategy, medium-term development plan, and annual business plan;

b) Proposing the types of shares and the total number of shares authorized for sale of each type;

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

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

e) Deciding on the repurchase of shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;

f) Deciding on investment plans and investment projects with a value of less than thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial statement;

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

h) Approving purchase, sale, loan, lending, and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statement, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Enterprise Law;

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

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

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

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

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

n) Propose the dividend rate to be paid; decide on the timeframe and procedures for dividend payment or handling losses incurred during business operations;

o) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;

p) Decide on the issuance of the Board of Directors' operating regulations, internal regulations on corporate governance after approval by the General Meeting of Shareholders; regulations on information disclosure of the Company; decide and delegate the authority to decide on other internal management regulations serving the management and operation of the Company;

q) Request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and its units. The manager is required to provide timely, complete, and accurate information and documents as requested by the Board of Directors. The procedures for requesting and providing information are specifically stipulated in the Board of Directors' operating regulations.

r) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the Company's Charter.

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

Article 28. Remuneration, bonuses and other benefits of Board Members

1. The Company has the right to pay remuneration and bonuses to Board Members based on business results and performance.

2. Board Members are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the Board Member's tasks and the daily rate. The Board of Directors determines the remuneration for each Member based on mutual agreement. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

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

4. Board members holding executive positions or Board members working in subcommittees of the Board or performing other duties outside the normal scope of a Board member's duties may be compensated in the form of a lump-sum payment, salary, commission, profit sharing, or other forms as decided by the Board of Directors.

5. Board members are entitled to reimbursement for all travel, accommodation, 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 subcommittees of the Board of Directors.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.

2. The Chairman of the Board of Directors may not also hold the position of General Director.

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

- a) To prepare the program and plan of activities for the Board of Directors;
- b) To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair 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 chair the General Meeting of Shareholders;
- f) The Chairman of the Board of Directors must submit the financial statements, the report on the overall situation of the Company, and the report on the activities of the Board of Directors to the General Meeting of Shareholders as prescribed by law;

g) To propose to the Board of Directors and the General Meeting of Shareholders on the appointment, dismissal, and removal of the General Director. To sign employment contracts with the General Director on behalf of the Board of Directors;

h) Other rights and obligations as prescribed by the Enterprise Law.

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

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another Member of the Board of Directors in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In the event that there is no authorized representative or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or engaging in certain work, the remaining Members shall elect one of the Members to hold the position of Chairman of the Board of Directors by a majority vote of the remaining Members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman and Vice-Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of the end of the election of that Board of Directors. This meeting shall be convened and chaired by the Member with the highest number of votes or the highest percentage of votes. In the event that more than one (01) Member has the highest number of votes or the same percentage of votes, the Members shall elect by majority rule to select one (01) person among them to convene the meeting of the Board of Directors.

2. The Board of Directors shall meet at least once every quarter (01) and may hold extraordinary meetings.

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

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

4. The proposal stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed and the decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the proposal stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be responsible for any damages incurred by

the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

6. Meeting Notice:

The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting notice no later than three (03) working days before the meeting date. The meeting notice must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must include the documents to be used at the meeting and the voting ballot of the Member.

The notice of the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means or other methods as prescribed in the Company's Charter and must ensure that it reaches the contact address of each Board Member registered with the Company.

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

Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to discuss but not to vote.

8. Number of Members Attending:

A Board of Directors meeting shall be held when at least three-quarters (3/4) of the total number of Members are present. If the meeting convened in accordance with this clause does not have the required number of Members present, a second meeting shall be convened within seven (07) days from the date of the first scheduled meeting, and the Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of the second meeting at least three (03) working days before the meeting date. In this case, the meeting shall be held if more than half of the Members of the Board of Directors are present.

9. Voting:

The Board of Directors adopts resolutions and makes decisions by voting at meetings, soliciting opinions in writing, or through other means. Each Board Member has one vote. A Board Member is considered to have attended and voted at the meeting in the following cases:

- a) Attend and vote in person at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote through online conferencing, electronic voting, or other electronic forms;
- d) Send ballots to the meeting via mail, fax, or email;;
- e) Send ballots by other means as prescribed by law (if any).

10. case of sending ballots to the meeting by mail, the ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballot may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize another Board of Directors member or another person (not a Board of Directors member if approved by a majority of Board of Directors members) to attend the meeting and vote.

12. Majority vote:

Resolutions and decisions of the Board of Directors are adopted if approved by a majority (more than ½) of the attending members; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

Note that Board members are not permitted to vote on transactions that benefit that member or their related parties, as stipulated in the Enterprise Law and Article 45 of the Company Charter.

13. Meeting Minutes:

Board of Directors meetings must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. Minutes of Board of Directors meetings shall be prepared in Vietnamese and may also be prepared in English. Minutes must be signed by the chairperson and the person recording the minutes.

Other regulations are stipulated in Article 158 of the Enterprise Law.

14. Invited Auditors:

The General Director, representatives of the Supervisory Board, and other managers may attend Board of Directors meetings at the invitation of the Board of Directors but are not permitted to vote unless they themselves have the right to vote as Board members.

Article 31. Subcommittees of the Board of Directors

1. When deemed necessary, the Board of Directors may establish a subcommittee to be responsible for development policy, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors and shall be at least three (03) people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members attend and vote to approve them at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with current legal regulations and the provisions of the Company Charter and the Internal Regulations on Corporate Governance.

Article 32. Person in Charge of Company Governance

1. The Company's Board of Directors must appoint at least one (01) person in charge of Company Governance to support the Company's governance work at the enterprise. The person in charge of Company Governance may also serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law..

2. The person in charge of Company Governance shall not simultaneously work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of Company Governance has the following rights and obligations:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders as prescribed and on related matters between the Company and shareholders;

b) Prepare for meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

c) Advise on the procedures of the meetings;

d) Attend the meetings;

e) Advising on procedures for drafting Board of Directors resolutions in accordance with legal regulations;

f) Providing financial information, copies of Board of Directors meeting minutes, and other information to Board Members and Supervisory Board Members;

g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;

h) Acting as the liaison with relevant stakeholders;

i) Maintaining confidentiality of information in accordance with legal regulations and the Company's Charte;

j) Other rights and obligations as stipulated by law and this Charter.

CHAPTER VIII

CEO, OTHER EXECUTIVES, AND COMPANY SECRETARY

Article 33. Organizational structure of the management apparatus

The Company has established an organizational management system whereby the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily production and business activities. The Company has one (01) General Director and Deputy General Directors, one (01) Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the above-mentioned positions must be approved by Resolution or Decision of the Board of Directors.

Article 34. Business Managers

1. The company's executives, including the General Director, Deputy General Director, and Chief Accountant, are appointed by the Board of Directors.

2. Upon the General Director's recommendation and with the approval of the Board of Directors, the company may recruit other business executives in a number and according to standards consistent with the company's structure and management regulations as stipulated by the Board of Directors. These executives are responsible for supporting the company in achieving its operational and organizational goals.

3. The General Director receives a salary and bonuses. The General Director's salary and bonuses are determined by the Board of Directors.

4. The salaries of business executives are included in the company's business expenses in accordance with the law on corporate income tax, are presented as a separate

item in the company's annual financial statements, and must be reported to the General Meeting of Shareholders at its annual meeting..

Article 35. Appointment, Dismissal, Rights and Obligations of the General Director

1. The Board of Directors shall appoint one (01) Member of the Board of Directors or hire another person to be the General Director.

2. The General Director is responsible for managing the Company's daily business operations; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the Company's Charter. The appointment may be invalidated based on the provisions of the labor contract.

4. The General Director and related persons of the General Director shall not simultaneously hold the position of General Director/Director in enterprises related to the Company's business lines.

5. The General Director has the following rights and responsibilities:

a) Managing, operating, and making decisions on matters related to the Company's daily business operations that do not fall under the authority of the General Meeting of Shareholders or the Board of Directors;

b) Organizing the implementation of resolutions and decisions of the Board of Directors;

c) Organizing the implementation of the Company's business plans and investment plans;

d) Proposing organizational structure plans and internal management regulations for the Company;

e) Deciding on the establishment and dissolution of departments and workshops within the Company;

f) Recruiting, appointing, dismissing, transferring, terminating employment, rewarding, and disciplining employees within the Company, except for positions under the authority of the Board of Directors;

g) Deciding on salaries, bonuses, and other benefits for employees within the Company, except for management positions under the authority of the Board of Directors;

h) Proposing dividend payment plans or handling business losses;

i) Proposing measures to improve the Company's operations and management;

j) The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers, and must report to these levels when required;

k) Within the scope of his/her duties and powers, the General Director may delegate tasks related to his/her duties and powers to other individuals or organizations depending on the needs at any given time;

l) Other rights and obligations as stipulated by law, the Articles of Association, the internal regulations on company governance, and according to resolutions of the Board of Directors and the employment contract signed with the Company.

6. The Board of Directors may dismiss, remove, and appoint a new General Director when a majority of the Board Members with voting rights present at the meeting approve.

a) The General Director may be dismissed by the Board of Directors in the following cases:

- Due to work needs, personnel transfers, or rotations within the Company;
- Due to health reasons preventing continued work;
- Other cases as stipulated by the Board of Directors.

b) The General Director may be removed by the Board of Directors in the following cases:

- Failure to fulfill duties or violation of the Company's internal rules and regulations;
- Violation of the law but not to the extent of being prosecuted criminally or requiring termination of the employment contract;
- Other cases as stipulated by the Board of Directors.

Article 36. Deputy General Director

1. The Board of Directors shall appoint from among its members or shareholders or hire another person to serve as Deputy General Director.

2. The Deputy General Director and their related parties shall not simultaneously hold the position of General Director/Director in enterprises related to the Company's business activities.

3. The Deputy General Director has the following rights and duties:

a) To perform certain tasks as assigned by the General Director in accordance with their area of responsibility;

b) To advise, consult, and propose to the General Director and the Chairman of the Board of Directors on business development strategies and investment expansion of the Company, depending on their expertise and assigned field;

c) To make recommendations to the General Director, the Chairman of the Board of Directors, and the Board of Directors on issues related to investment and production activities that pose risks and cause losses to the Company within their area of responsibility;

d) To be jointly liable with the General Director and the Chairman of the Board of Directors for economic and investment transactions that cause losses to the Company;

e) To make recommendations to the General Director and the Chairman of the Board of Directors regarding changes, recruitment of personnel, and dismissal of managers of departments, divisions, and subordinate units within the Company;

f) Comply with the obligations of the Executive under the Company's Articles of Association and as required by law.

Article 37. Chief Accountant

1. The Board of Directors shall appoint or hire the Chief Accountant.
2. The Chief Accountant has the following duties and rights:
 - a) To perform his/her duties in accordance with the Accounting Law. To advise and consult the General Director and the Board of Directors on the organization of the Company's financial accounting system. To propose changes and recruitment of personnel in the financial accounting department to the General Director and the Chairman of the Board of Directors;
 - b) To advise the Executive Board on financial policies and accounting regulations related to the Company's production, business, and investment activities;
 - c) To prepare the Company's financial reports for the Executive Board and the Board of Directors on a quarterly, semi-annual, nine-monthly, and annual basis. To prepare and keep all accounting reports and final accounts of the Company on time according to current regulations;
 - d) Implement business plans, financial plans, capital construction investment plans, business expense estimates, circulation expenses, expenditure estimates, etc...;
 - e) Assign and direct all accountants of the Company, and have the right to request all departments in the Company to transfer complete and timely necessary data for accounting work;
 - f) Organize accounting work and the accounting system in accordance with the Company's business organization;
 - g) Organize the recording, calculation, and accurate, truthful, timely, and complete reflection of all assets and analysis of the Company's business performance. Calculate and allocate taxes and retained funds fully and promptly, determine loans, accounts receivable, and accounts payable on time;
 - h) Accurately and promptly reflect the results of periodic asset inventory and propose solutions and handling measures when losses occur;
 - i) To organize the preservation and storage of accounting documents, and to maintain the confidentiality of confidential accounting documents and data of the Company;
 - j) Not to prepare or approve reports, documents, or records without the General Director's approval or in violation of current State regulations;
 - k) To be responsible to the General Director and the Board of Directors for the exercise of assigned powers and duties;
 - l) To comply with the obligations of a manager as stipulated in the Company Charter and the legal regulations applicable to the position of Chief Accountant.

Article 38. Company Secretary

When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary for a term as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, but not contrary to the provisions of current labor law. The role and duties of the Company Secretary include:

- a) Assisting in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;
- b) Advising on the procedures of meetings;
- c) Ensuring that the Resolutions of the Board of Directors comply with the law;
- d) Providing financial information, copies of the minutes of the Board of Directors meetings and other information to Members of the Board of Directors;
- e) Assisting Members of the Board of Directors in exercising their assigned rights and obligations;
- f) Assisting the Board of Directors in applying and implementing the principles of corporate governance;
- g) Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; complying with obligations to provide information, disclose information, and handle administrative procedures;
- h) Maintaining confidentiality of information in accordance with the law and the Articles of Association.
- i) Other rights and obligations as stipulated in the Company's Articles of Association and Internal Regulations.

CHAPTER IX SUPERVISORY BOARD

Article 39. Nomination and Election of Supervisory Board Members

1. The nomination and election of Supervisory Board members shall be conducted in accordance with the provisions of Clause 1, Article 25 of this Charter.

Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of common shares have the right to nominate candidates for the Supervisory Board in accordance with the Law on Enterprises and the Company Charter. Shareholders holding common shares have the right to combine their voting rights to nominate Supervisory Board candidates.

2. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% or more may nominate a maximum of three (03) candidates.

3. If the number of candidates for the Supervisory Board nominated through election and candidacy under Clause 5, Article 115 of the Enterprise Law is insufficient, the incumbent Supervisory Board may nominate additional candidates in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect the Supervisory Board members in accordance with the law.

4. If the number of additional candidates nominated by the incumbent Supervisory Board under Clause 3 of this Article is still insufficient, the incumbent Supervisory Board shall organize nominations from other shareholders in accordance with the Company

Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. The incumbent Supervisory Board's organization of nominations from other shareholders must be clearly announced before the General Meeting of Shareholders votes to elect the Supervisory Board members in accordance with the law.

Article 40. Composition of the Supervisory Board

1. 1. The number of Supervisory Board members is three (03). The term of office of a Supervisory Board member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In the event that Supervisory Board members have the same term ending at the same time and a new Supervisory Board member has not yet been elected, the expired Supervisory Board member shall continue to exercise their rights and obligations until a new Supervisory Board member is elected and assumes their duties.

2. Members of the Supervisory Board must meet the standards and conditions as prescribed in Article 169 of the Enterprise Law and not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an independent auditing firm that audited the Company's financial statements for the three consecutive years preceding.

3. Members of the Supervisory Board shall be dismissed in the following cases:

- a) No longer meeting the qualifications and conditions for being a member of the Supervisory Board as stipulated in Clause 2 of this Article;
- b) Submitting a resignation letter and having it accepted;
- c) Other cases as prescribed by law and this Charter.

4. Members of the Supervisory Board shall be removed from office in the following cases:

- a) Failure to complete assigned tasks and duties;
- b) Failure to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeated and serious violations of the obligations of a member of the Supervisory Board as prescribed by the Enterprise Law and the Company Charter;
- d) Other cases as decided by the General Meeting of Shareholders.

5. Members of the Supervisory Board may not be shareholders of the Company.

6. Members of the Supervisory Board must fully fulfill their responsibilities as prescribed in Article 173 of the Enterprise Law.

Article 41. Head of the Supervisory Board

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be by majority vote. More than half of the members of the Supervisory Board must be residents of Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business activities of the enterprise.

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

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

Article 42. Rights and Obligations of the Supervisory Board

The Supervisory Board has the rights and obligations as stipulated in Articles 170 and 171 of the Enterprise Law and the following rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders the approval of the list of auditing organizations approved to audit the Company's financial statements; to decide on the approved auditing organization to conduct the Company's operational inspection, and to dismiss approved auditors when deemed necessary.
2. To be responsible to shareholders for its supervisory activities.
3. To supervise the Company's financial situation and the compliance with the law in the activities of the Board of Directors members, the General Director, and other managers. To supervise the Board of Directors and the General Director in the management and operation of the Company.
4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
5. Examine the reasonableness, legality, honesty, and level of prudence in the management and operation of business activities, the systematic, consistent, and appropriate nature of accounting, statistics, and financial reportin.
6. Assess the completeness, legality, and honesty of the Company's annual and six-month business performance reports, the Board of Directors' management evaluation report, and present the assessment report at the Annual General Meeting of Shareholders.
7. Review the Company's accounting books, accounting records, and other documents, and the Company's management and operational activities when deemed necessary or as per the Resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in the Company's Charter.
8. The Supervisory Board's inspection shall not hinder the normal operation of the Board of Directors or disrupt the Company's business operations.
9. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational management of the Company.
10. Have the right to participate in and discuss at the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.
11. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.
12. In case of discovering violations of the law or violations of the Company Charter by members of the Board of Directors, the General Director, and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing

within forty-eight (48) hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.

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

14. Report to the General Meeting of Shareholders as prescribed in Article 290 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.

15. Has the right to access the Company's records and documents kept at the head office, branches, and other locations related to the performance of assigned duties of the Supervisory Board Member, if approved by the Supervisory Board, and provided that this information does not fall within the scope of the Company's trade secrets. The person provided with the information is responsible for maintaining the confidentiality of the information provided and using it only for the assigned work; has the right to visit the workplaces of the Company's managers and employees during working hours.

16. Has the right to request the Board of Directors, Board Members, General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company. The procedures for requesting and providing information are specifically stipulated in the Internal Regulations on Company Governance and the Regulations on the Operation of the Supervisory Board.

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

Article 43. Supervisory Board Meetings

1. The Supervisory Board must meet at least two (02) times a year, with at least two-thirds (2/3) of the Supervisory Board members attending.

2. Minutes of Supervisory Board meetings shall be prepared in detail and clearly. The person recording the minutes and the Supervisory Board members attending the meeting must sign the minutes. Minutes of Supervisory Board meetings must be kept to determine the responsibilities of each Supervisory Board member.

3. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend and answer questions that need clarification.

Article 44. Salaries, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members

The salaries, remuneration, bonuses, and other benefits of Supervisory Board Members shall be implemented according to the following regulations:

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

2. Supervisory Board Members shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and these expenses shall not exceed the total annual operating

budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements..

CHAPTER X
RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS,
SUPERVISORY BOARD MEMBERS, GENERAL MANAGER, AND OTHER
EXECUTIVES

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and diligently for the benefit of the Company. If they perform their duties contrary to regulations and cause damage to the Company, they shall be held liable under the law and shall compensate the Company for the damages.

Article 45. Responsibility for Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other managers must disclose relevant interests as prescribed by the Enterprise Law and relevant legal documents.

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

3. Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, other companies in which the Company holds more than fifty percent (50%) of the charter capital, and those entities or their related parties as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these Resolutions in accordance with the securities law on information disclosure.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not grant loans or guarantees to Members of the Board of Directors, Members of the Supervisory Board, the General Director, other managers, and individuals or organizations related to the aforementioned Members.

5. Members of the Board of Directors shall not vote on transactions that benefit that Member or their related parties as stipulated in the Enterprise Law and this Charter..

6. Members of the Board of Directors, Members of the Supervisory Board, the General Director, other managers, and related parties of these entities shall not use or disclose internal information to others for the purpose of conducting related transactions.

7. Transactions between the Company and one or more Members of the Board of Directors, Members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these entities shall not be invalidated in the following cases:

a) For transactions with a value less than thirty-five percent (35%) of the total value of assets recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of those Members of the Board of Directors who have no related interests;

b) For transactions with a value of thirty-five percent (35%) or more, or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statement, the significant details of such transactions, as well as the relationship and interests of the Board Members, Supervisory Board Members, General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders by vote of shareholders without an interest;

c) Contracts, loan transactions, or asset sales transactions with a value greater than ten (10%) of the total asset value recorded in the most recent financial statement between the Company and shareholders owning fifty-one percent (51%) or more of the total voting shares or related parties of such shareholders have been disclosed to shareholders and approved by the General Meeting of Shareholders by voting of shareholders without an interest.

8. Approval of Contracts and Transactions Between the Company and Related Parties

a) The General Meeting of Shareholders or the Board of Directors shall approve contracts and transactions between the Company and the following related parties:

- Shareholders, authorized representatives of shareholders who are organizations owning more than 10% of the total number of common shares of the Company, and their related parties;

- Members of the Board of Directors, Members of the Supervisory Board, General Director, other managers, and their related parties;

- Enterprises related to the entities specified in Clause 2, Article 164 of the Enterprise Law;

b) The Board of Directors shall approve contracts and transactions as stipulated in Clause 8, Section a of this Article, and whose value is less than 35% of the total value of the enterprise's assets as recorded in the most recent consolidated financial statement. In this case, the Company's representative signing the contract or transaction must notify the Board of Directors and the Supervisory Board members about the parties involved in that contract or transaction and send a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification; Board members with interests related to the parties in the contract or transaction do not have the right to vote.

c) The General Meeting of Shareholders shall approve the following contracts and transactions:

- Contracts and transactions other than those stipulated in Clause 8, Section b of this Article;

- Contracts and transactions involving borrowing, lending, or selling assets with a value exceeding 10% of the total value of the company's assets as recorded in the most recent consolidated financial statement between the Company and shareholders owning 51% or more of the total voting shares or related parties of those shareholders.

d) In cases where a contract or transaction is approved as stipulated in Clause c, Section 8 of this Article, the Company's representative signing the contract or transaction must notify the Board of Directors and the Supervisory Board members of the parties involved in that contract or transaction and send a draft contract or notification of the main contents of the transaction. The Board of Directors shall present the draft contract or transaction or explain the main contents of the contract or transaction at the General Meeting of Shareholders or obtain shareholder opinions in writing.

e) A contract or transaction shall be deemed invalid by a court decision and processed according to the law if it was signed in violation of the provisions of this Article; the signatory of the contract or transaction, the shareholder, the Board of Directors member, or the General Director concerned shall be jointly liable for compensation for damages incurred and reimburse the Company for any profits obtained from the execution of that contract or transaction.

f) The company must disclose relevant contracts and transactions in accordance with relevant laws.

Article 46. Liability for Damages and Compensation

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

2. The Company shall compensate those who have been, are, or may become involved in complaints, lawsuits, or prosecutions (including civil and administrative cases, and not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company who have performed or are performing duties under the Company's authorization, acting honestly and diligently in the Company's interest in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. Compensation costs include judgment fees, fines, and actual payments (including attorney fees) incurred in resolving these cases within the legal framework. The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities..

CHAPTER XI

RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING

Article 47. Right to access books and records

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

a) Ordinary shareholders have the right to examine, search, and extract information on their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; examine, search, extract, or copy the Company's Charter, Minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning five (05%) or more of the total number of ordinary shares have the right to examine, search, and extract the Minutes and Resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secret.

2. In cases where an authorized representative of a shareholder or group of shareholders requests access to the company's books and records, they must be accompanied by a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.

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

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

Article 48. Company Document Retention Regime

1. The company must retain the following documents:

a) Company Charter and its amendments, and internal management regulations.

b) Business registration certificate, product quality registration certificate, and industrial property rights certificate.

c) Documents related to the company's land and assets.

d) Minutes of meetings and resolutions of the General Meeting of Shareholders, Board of Directors, and approved decisions.

e) Reports related to the offering and issuance of securities.

f) Reports of the Board of Directors, the Supervisory Board, conclusions of inspection agencies, and conclusions of independent audit organizations.

g) Accounting books, accounting vouchers, and annual financial statements.

h) Other documents as prescribed by law.

2. The company must store the aforementioned documents at its head office or elsewhere, provided that shareholders and the business registration authority are notified of the storage location. The retention period is as prescribed by law.

3. The General Director of the Company is responsible for organizing the storage and security of the Company's records and documents, including all records as mentioned in Clause 1 of this Article, before and after the conversion into a joint-stock company.

CHAPTER XII WORKERS AND UNIONS

Article 49. Employees and Trade Unions

1. Political organizations and socio-political organizations within the Company operate within the framework of the Constitution, laws, and their respective charters in accordance with legal regulations.

2. The Company has the obligation to respect and facilitate the establishment and participation of employees in the organizations specified in Clause 1 of this Article..

3. The General Director shall report annually to the Board of Directors and shall prepare a plan for the Board of Directors to approve matters related to recruitment, termination of employment, wages, social insurance, welfare, rewards, and disciplinary actions for employees and business managers.

4. The General Director shall report annually to the Board of Directors and shall prepare a plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and applicable laws.

Article 50. Organization of the Communist Party of Vietnam and other socio-political organizations

The Company has an organization of the Communist Party of Vietnam, a Ho Chi Minh Communist Youth Union, a Trade Union, and a Veterans Association operating in accordance with the Constitution and laws.

The Company respects and facilitates the operation of these organizations in accordance with their functions and duties, in compliance with the law, and in line with the Company's business objectives, the rights of employees, and the interests of shareholders.

CHAPTER XIII PROFIT DISTRIBUTION

Article 51. Profit Distribution

1. The General Meeting of Shareholders shall decide on the amount and form of annual dividend payments from the Company's after-tax profits.

2. The Board of Directors may decide to pay interim dividends at the authorization of the General Meeting of Shareholders if it deems such payment appropriate to the Company's profitability.

3. The Company does not pay interest on dividend payments or payments related to a particular stock.

4. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors is the body responsible for implementing this decision.

5. In the event that dividends or other payments related to a particular stock are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on detailed bank account information provided by shareholders.

In the event that the Company has transferred funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not liable for the amount transferred to that shareholder. Dividend payments for shares listed on the stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Based on the Enterprise Law and the Securities Law, the Board of Directors shall pass a Resolution or Decision to determine a specific date for closing the shareholder list. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, and receive notices or other documents.

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

CHAPTER XIV

BANK ACCOUNTS, FUND ALLOCATIONS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 52. Bank Accounts

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

2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in accordance with the provisions of the law.

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

Article 53. Fund Allocation

Annually, the Company will consider allocating from its after-tax profits:

- The percentage (%) for the allocation of funds as proposed by the Board of Directors and approved by the General Meeting of Shareholders.
- The fund for bonuses for managers as stipulated by the State.

Article 54. Financial Year

The Company's financial year begins on the first day of January (01) each year and ends on the thirty-first (31) day of December (12) of the same year.

At the end of each fiscal year, the Board of Directors reviews and approves the financial statements to be submitted to the General Meeting of Shareholders, including:

1. The Company's balance sheet;
2. Income statement;
3. Cash flow statement;
4. Notes to the financial statements.

Article 55. Accounting System

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS), the enterprise accounting system, or other specific accounting systems issued by competent authorities and approved by the Ministry of Finance.

2. The Company shall prepare accounting books in Vietnamese and maintain accounting records according to the type of business activities in which the Company participates. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company shall use the Vietnamese Dong as the currency in its accounting. If the Company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as the accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

CHAPTER XV

FINANCIAL REPORTS, ANNUAL REPORTS, INFORMATION DISCLOSURE RESPONSIBILITIES

Article 56. Annual, Semi-Annual, and Quarterly Financial Reports

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

2. Annual financial reports must include all reports, appendices, and explanatory notes as prescribed by the law on corporate accounting. Annual financial reports must truthfully and objectively reflect the Company's operational situation.

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

Article 57. Annual Report

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

CHAPTER XVI

COMPANY AUDIT

Article 58. Company 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 these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.

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

3. The independent auditor conducting the audit of the Company's financial statements shall attend the General Meeting of Shareholders and shall have the right to receive notices and other information related to the General Meeting of Shareholders and to express their opinion at the meeting on matters related to the audit of the Company's financial statements.

CHAPTER XVII COMPANY SEAL

Article 59. Enterprise Seal

1. The seal includes seals made at a seal-making facility or seals in the form of digital signatures as prescribed by law on electronic transactions.

2. The Board of Directors decides 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 General Director use and manage the seals in accordance with current laws.

CHAPTER XVIII CLOSING OPERATIONS AND LIQUIDATING

Article 60. Dissolution of the Company

1. A company may be dissolved in the following cases:

- a) By resolution or decision of the General Meeting of Shareholders;
- b) Revocation of the Certificate of Business Registration, except where the Law on Tax Administration provides otherwise;
- c) Other cases as prescribed by law.

2. The dissolution of the company before the expiration date (including any extended deadline) must be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 61. Liquidation

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

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

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

- a) Liquidation costs;
- b) Salaries, severance pay, social insurance, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;
- c) Taxes and other payments due to the state;
- d) Loans (if any);

- e) Other debts of the Company;
- f) The remaining amount after all debts from items (a) to (e) above have been paid will be distributed to shareholders. Ordinary shareholders will receive their share after preferred shares are paid.

CHAPTER XIX RESOLVING INTERNAL DISPUTES

Article 62. Resolution of Internal Disputes

1. In the event of disputes or complaints arising concerning the Company's operations, the rights and obligations of shareholders as stipulated in the Enterprise Law, the Company Charter, other legal regulations, or agreements between:

- a) A shareholder, or shareholders, and the Company; or
- b) A shareholder, or shareholders, and the Board of Directors, Supervisory Board, General Director, or other executives;

The parties involved shall endeavor to resolve the dispute through negotiation and conciliation. Except in cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 30 working days from the date the dispute arises. 1. In the event of a dispute involving the Board of Directors or the Chairman of the Board of Directors, either party may request the Head of the Supervisory Board to appoint an independent expert to mediate the dispute resolution process.

2. If a settlement is not reached within six (06) weeks from the start of the mediation process or if the mediation decision is not accepted by the parties, a party may submit the dispute to Arbitration or Court.

3. The parties shall bear their own costs related to the negotiation and mediation procedure. Payment of court costs shall be made according to the court's judgment.

CHAPTER XX SUPPLEMENTS AND AMENDMENTS TO THE STATUTES

Article 63. Amendments and Supplements to the Charter

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

2. In cases where the law provides provisions related to the Company's operations not mentioned in this Charter, or where there are new legal provisions different from the provisions in this Charter, those provisions shall apply to govern the Company's operations..

Article 64. Effective Date

1. This Charter, consisting of 20 chapters and 64 articles, was unanimously approved by the 2026 Annual General Meeting of Shareholders of Navetco Central Veterinary Pharmaceutical Joint Stock Company on June 18, 2026 in Ho Chi Minh City and unanimously approved the full text of this Charter..

2. The Charter is made in two (02) copies, having equal value and must be kept at the Company's head office.

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

4. Copies or extracts of the Company's Articles of Association are valid when signed by the Chairman of the Board of Directors or by at least one-half (1/2) of the total number of Board Members..

**Full name and signature
of the legal representative of the Company**