

**ITC INVESTMENT AND TOURISM DEVELOPMENT JOINT STOCK COMPANY
(ITC)**

CHARTER

ITC INVESTMENT AND TOURISM DEVELOPMENT JOINT STOCK COMPANY

April, 2026



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PREAMBLE

This Charter is amended, adopted and issued together with Resolution No. 99./2026/NQ-ITC-DHDCD of the Annual General Meeting of Shareholders of the Company on April 24, 2026.

CHAPTER I. DEFINITIONS

Article 1. Definitions

1. In this Charter, the following terms shall be construed as follows:
 - a) **"Charter capital"** means the total par value of shares sold or registered for purchase upon the establishment of the enterprise and as provided in Article 6 of this Charter;
 - b) **"Voting capital"** means the share capital in respect of which the holder has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
 - c) **"Law on Enterprises"** means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d) **"Law on Securities"** means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e) **"Incorporation Date"** means the date on which ITC Tourism Investment and Development Joint Stock Company was granted its Enterprise Registration Certificate (also referred to as the Business Registration Certificate and other equivalent certificates) for the first time;
 - f) **"Corporate manager"** means the managers of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions appointed by the Board of Directors;
 - g) **"Executive officer"** means the General Director, Deputy General Director(s), Chief Accountant, and other executives as prescribed in this Charter;
 - h) **"Non-executive member of the Board of Directors"** means a member of the Board of Directors who does not hold the position of General Director, Deputy General Director, Chief Accountant, or any other executive position as prescribed in this Charter;
 - i) **"Corporate governance officer"** means the person with responsibilities and authority as prescribed in Article 281 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
 - j) **"Related person"** means an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
 - k) **"Shareholder"** means an individual or organization holding at least one share of the Company;
 - l) **"Major shareholder"** means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
 - m) **"Duration of operation"** means the duration of operation of the Company as stipulated in Article 2 of this Charter;

- n) **"Vietnam"** means the Socialist Republic of Vietnam.
- o) **"Company"** means ITC Tourism Investment and Development Joint Stock Company.
- p) **"ITC DEVELOPMENT, JSC"** is the abbreviated name of ITC Tourism Investment and Development Joint Stock Company.
2. In this Charter, references to one or more provisions or other documents include any amendments thereto or replacement documents.
3. The headings (chapters, articles of this Charter) are used for convenience of understanding and do not affect the content of this Charter.

**CHAPTER II. NAME, FORM, REGISTERED OFFICE, BRANCHES,
REPRESENTATIVE OFFICES, DURATION OF OPERATION AND LEGAL
REPRESENTATIVE OF THE COMPANY**

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

1. Company name
- Vietnamese name: **CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ PHÁT TRIỂN DU LỊCH ITC**
 - English name: **ITC INVESTMENT AND TOURISM DEVELOPMENT JOINT STOCK COMPANY**
 - Abbreviated name: **ITC DEVELOPMENT., JSC**
 - Securities ticker: **VCR**
2. The Company is a joint stock company with full legal person status in accordance with the laws of Vietnam.
3. Registered office of the Company:
- Principal office address: Floor 12, Vinaconex Building, No. 34 Lang Ha Street, Lang Ward, Hanoi, Vietnam.
 - Tel: (84.24) 62511666
 - Fax: (84.24) 6281 6845
 - Email: info@itcdevelopment.com.vn
 - Website: www.itcdevelopment.com.vn
4. The Company may establish branches and representative offices in its business localities to carry out the Company's business objectives in accordance with resolutions of the Board of Directors and within the scope permitted by law.
5. Unless dissolved prior to the expiry of its term pursuant to Clause 2, Article 55, the duration of operation of the Company shall be unlimited from the Incorporation Date.

Article 3. Legal representative of the Company

1. The Company has one (01) legal representative who is the General Director of the Company.
2. The authority and obligations of the legal representative shall be as prescribed in Article 12 and Article 13 of the Law on Enterprises.

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

Article 4. Business objectives of the Company

1. The business lines of the Company are as follows:

NO.	INDUSTRY CODE	INDUSTRY NAME
		(For conditional business lines, the enterprise may only engage in business when it meets all conditions as prescribed by law)
1.	0810	Quarrying of stone, sand, gravel and clay Details: Quarrying of stone, sand, gravel and clay
2.	0710	Mining of iron ores
3.	3320	Installation of industrial machinery and equipment Details: Provision, installation, repair and warranty services for air conditioning, refrigeration, fire protection equipment, and elevators
4.	2395	Manufacture of concrete and articles of concrete, cement and plaster
5.	7912	Tour operator activities Details: International travel agency business
6.	0893	Mining of salt
7.	9311	Operation of sports facilities
8.	9319	Other sports activities
9.	0891	Mining of chemical and fertilizer minerals
10.	0510	Mining of hard coal
11.	4610	Agents, brokers and auctioneers Details: Airline ticket agents for domestic and international airlines
12.	4221	Construction of electrical works
13.	4222	Construction of water supply and drainage works

14.	4223	Construction of telecommunications and information works
15.	4229	Construction of other utility works
16.	4291	Construction of hydraulic works
17.	4292	Construction of mining works
18.	4293	Construction of processing and manufacturing works
19.	4299	Construction of other engineering works
20.	7110	Architectural activities and related technical consultancy Details: - Construction consultancy (enterprise may only operate when it has sufficient capacity as required by law and holds relevant practicing certificates); - Consultancy on economic and social development projects for units, sectors and localities; - Investment consultancy (excluding legal and financial advisory services) and project management (excluding design management services); - Architectural and artistic design of monuments, statues, murals and decorative paintings (excluding design of engineering works); - Architectural design of engineering works; - Construction supervision of road, waterway and technical infrastructure works, supervision specialty: construction – completion; - Construction supervision of civil and industrial engineering and utility infrastructure works, supervision specialty: construction – completion; - Inspection and certification of construction quality (enterprise may only operate when it has sufficient capacity as required by law); - Assessment of construction work quality (enterprise may only operate when it has sufficient capacity as required by law); - Project appraisal, design appraisal, cost estimate and total cost estimate appraisal of equipment installation works (enterprise may only operate when it has sufficient capacity as required by law and holds relevant practicing certificates); - Consultancy on preparation of bidding documents, bid evaluation, ranking of tender files, construction and equipment installation package bidding;
21.	6810 (Chính)	Real estate business, land use rights owned, used or leased Details: Office leasing; Real estate trading;
22.	8551	Sports and recreational education
23.	3600	Water collection, treatment and supply
24.	5610	Restaurants and mobile food service activities

		Details: Restaurant and food services (excluding night clubs, bars and karaoke rooms);
25.	4649	Wholesale of other household goods Details: Wholesale of perfume, cosmetics and toiletries;
26.	5011	Sea and coastal passenger water transport Details: Ocean freight transport; Coastal freight transport; Domestic inland waterway passenger transport by motorised vessel; Ocean passenger transport; Coastal passenger transport.
27.	0620	Extraction of natural gas
28.	0730	Mining of non-ferrous metal ores
29.	0520	Mining and collection of lignite
30.	0161	Support activities for crop production
31.	4634	Wholesale of tobacco and cigarettes
32.	4632	Wholesale of food Details: Wholesale of sugar, milk and dairy products, confectionery and processed products from cereals, flour and starch; Wholesale of aquatic products; Wholesale of agricultural and forestry raw materials (excluding wood, bamboo and rattan);
33.	4933	Freight transport by road
34.	4931	Urban and suburban passenger land transport (excluding bus transport) Details: Passenger transport by taxi; Passenger transport by bicycle, cyclo and three-wheeled vehicles; Passenger transport by tuk-tuk, cart and motorcycle;
35.	0892	Mining and collection of peat
36.	0610	Extraction of crude petroleum
37.	4633	Wholesale of beverages Details: Wholesale of non-alcoholic beverages; Wholesale of alcoholic beverages;
38.	4671	Wholesale of solid, liquid and gaseous fuels and related products
39.	4672	Wholesale of metals and metal ores
40.	2396	Cutting, shaping and finishing of stone

41.	7911	Travel agency activities
42.	9610	Washing and dry-cleaning of textile and fur products
43.	6821	Real estate agencies Details: Real estate exchange services; Real estate brokerage services
44.	6829	Other real estate activities on a fee or contract basis Details: Real estate consultancy (excluding legal consultancy); Real estate management services; Real estate valuation services
45.	7020	Management consultancy and other management consultancy activities
46.	5510	Short-term accommodation activities Details: Hotel business (excluding bars, karaoke rooms and night clubs); Guest houses and short-stay accommodation;
47.	9329	Other amusement and recreation activities not elsewhere classified Details: Amusement and recreation services (excluding bars, karaoke rooms and night clubs; the enterprise may only operate upon approval by the competent State authority);
48.	4773	Retail sale of other new goods (excluding motor vehicles, motorcycles and their parts) Details: Retail sale of souvenirs, handicrafts and folk art items
49.	9621	Hairdressing services
50.	0729	Mining of other non-ferrous metal ores
51.	4673	Wholesale of construction materials, plumbing and heating equipment and supplies
52.	0131	Growing and care of agricultural seedlings
53.	7990	Other reservation services and related activities

2. In the course of its operations, the Company may change its business lines in accordance with the law, after obtaining approval from the General Meeting of Shareholders. The Company shall duly notify the change of registered content to the business registration authority and such change shall be supplemented to the enterprise registration dossier and published on the National Business Registration Portal.

3. The Company must satisfy all conditions for doing business when engaging in conditional business lines and investment activities as required by law, and must maintain such conditions throughout the course of its business operations.
4. Business objectives of the Company:

The Company is established to mobilize and use capital in an effective manner in developing and promoting its registered business lines, with the aim of maximizing profits, increasing returns for shareholders, creating stable employment for employees, contributing to the state budget and developing the Company.

Article 5. Scope of business and operations of the Company

The Company is established to plan and carry out all business activities in the business lines of the Company as published on the National Business Registration Portal and this Charter, in compliance with applicable law and taking all appropriate measures to achieve the business objectives of the Company.

CHAPTER IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares and founding shareholders

1. The charter capital of the Company is VND 2,100,000,000,000 (Two thousand one hundred billion dong). The total charter capital of the Company is divided into 210,000,000 (Two hundred and ten million) shares with a par value of VND 10,000 (ten thousand dong) per share.
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with applicable law.
3. All shares of the Company as of the date of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding each type of share are stipulated in Article 12 and Article 13 of this Charter.
4. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with applicable law.
5. The name, address, number of shares and other information about the founding shareholders as required by the Law on Enterprises are stated in Appendix 01 attached hereto. This appendix forms an integral part of this Charter.
6. Ordinary shares shall be offered for sale to existing shareholders in proportion to their shareholding ratio in the Company, unless the General Meeting of Shareholders resolves otherwise. Shares not subscribed by shareholders shall be disposed of by the Board of Directors of the Company. The Board of Directors may distribute such unsold shares to shareholders and persons who are not existing shareholders under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The Company may repurchase shares issued by itself in accordance with this Charter and applicable law. Shares repurchased by the Company shall be offered for public sale in accordance with the Law on Securities, relevant guidance documents and the provisions of this Charter.
8. The Company may issue other types of securities in accordance with applicable law.

Article 7. Share certificates

1. Shareholders of the Company may be issued share certificates corresponding to the number of shares and types of shares they hold.
2. Shares are a type of securities confirming the lawful ownership rights and interests of the holder with respect to a portion of the charter capital of the issuing organization. Shares issued by the Company shall be in the form of electronic shares confirming the ownership of one or more shares of the Company. Share certificates must contain all mandatory contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within twenty (20) days from the date of receipt of the complete dossier requesting a transfer of share ownership as prescribed by the Company or within two (02) months (or such other time limit as determined by the Board of Directors) from the date of full payment for the shares as prescribed in the share issuance plan of the Company, the shareholder may be issued a share certificate. The shareholder shall only pay to the Company the actual printing cost of the share certificate.
4. In the event of loss, destruction or damage to a share certificate, the shareholder may be issued a new share certificate. The shareholder's request must include the following contents:
 - a) Information about the lost, damaged or otherwise destroyed share certificate;
 - b) Commitment to take responsibility for any disputes arising from the re-issuance of the share certificate.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares of the Company may be freely transferred, unless otherwise provided in this Charter and applicable law. The transfer of ownership, registration and delivery of shares on the Stock Exchange shall be made in accordance with the provisions of the law on securities and securities markets.
2. Shares that have not been fully paid for may not be transferred or entitled to rights related to dividends, the right to receive newly issued shares to increase capital from the owner's equity, the right to purchase new shares and other entitlements as prescribed by law.

Article 10. Share redemption

1. In the event that a shareholder fails to fully pay for and on time the number of shares they committed to purchase, the Board of Directors shall notify and request such shareholder to complete payment of the outstanding amount and shall be correspondingly liable for the total par value of the shares registered for purchase in respect of the financial obligations of the Company arising from non-full payment.
2. The payment notice must state the new payment deadline (at least seven (07) days from the date of sending the notice), the payment location, and must clearly state that shares for which payment is not made by the required deadline are subject to redemption.

3. The Board of Directors has the right to redeem all shares that have not been fully paid for and on time in the event that the requirements in the above notice cannot be fulfilled.
4. Redeemed shares shall be treated as shares offered for sale under Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale, distribution in accordance with such conditions and in such manner as the Board of Directors deems appropriate.
5. A shareholder holding redeemed shares must abandon their shareholder rights in relation to those shares, but must bear corresponding liability for the total par value of the shares registered for purchase in respect of the financial obligations of the Company arising at the time of redemption until the redemption date for the payment to be made. The Board of Directors has full authority to decide the forced payment of the full value of such shares at the time of redemption.
6. Notice of redemption shall be given to the shareholder holding the redeemed shares before the redemption date. The redemption shall remain valid even if there is an error or difficulty in sending the notice.

CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational structure, governance and control

The management, governance and control structure of the Company is selected in accordance with Clause 1(a), Article 137 of the Law on Enterprises, comprising:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of Supervisors; and
4. General Director.

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:
 - a) To attend, speak at General Meetings of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as provided in this Charter and applicable law. Each ordinary share carries one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To have pre-emptive rights to purchase new ordinary shares in proportion to the number of ordinary shares they hold in the Company;
 - d) To freely transfer their shares to others, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other applicable provisions;
 - e) To inspect, look up and extract information on their names and contact details in the list of shareholders with voting rights; to request correction of inaccurate information;
 - f) To inspect, look up or copy the Charter, minutes of General Meetings of

Shareholders and resolutions of the General Meeting of Shareholders;

- g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;
 - h) To request the Company to repurchase their shares in the cases provided in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same class shall give the shareholder equal rights, obligations and interests. Where the Company has preference shares of different classes, the rights, obligations and interests attached to each class of preference shares must be approved and fully disclosed by the General Meeting of Shareholders to shareholders;
 - j) To have full access to periodic and extraordinary information disclosed by the Company in accordance with applicable law;
 - k) To have their lawful rights and interests protected; to request the suspension, cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
 - l) Other rights as provided by applicable law and this Charter.
2. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares or more shall have the following rights:
- a) To request the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b) To inspect, look up and extract minutes, resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts, agreements passed through the Board of Directors and other documents, except for documents relating to commercial secrets and business secrets of the Company;
 - c) To request the Board of Supervisors to review each specific matter relating to the management and administration of the Company's operations whenever deemed necessary. The request must be in writing and must include: the full name, permanent address, nationality, identity document number of the individual shareholder or the legal document of the organizational shareholder; the name and enterprise registration number or other legal document of the organizational shareholder; the number of shares held and the date of share registration of each shareholder, the total number of shares of the entire group of shareholders and their ownership ratio in the total shares of the Company; the matter(s) to be reviewed and the purpose of the review;
 - d) To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and submitted to the Company at least three (03) working days before the opening date of the meeting. The proposal must clearly state the full name of the shareholder, the total number of shares of each class held by the shareholder, and the matter(s) proposed for inclusion in the agenda;
 - e) Other rights as provided by applicable law and this Charter.
3. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares or more shall have the right to nominate candidates to the Board of Directors and Board of Supervisors. The nomination of candidates to the Board of Directors and Board of Supervisors shall be carried out as follows:

- a) Ordinary shareholders who form a group to nominate candidates to the Board of Directors and Board of Supervisors must notify the group formation to all shareholders attending the meeting before the opening of the meeting;
- b) Based on the number of members of the Board of Directors and Board of Supervisors, a shareholder or group of shareholders referred to in this clause has the right to nominate one or more candidates as decided by the General Meeting of Shareholders. In the event that the number of candidates nominated by such shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, Board of Supervisors and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To fully and on time pay for the number of shares committed to purchase.
2. Not to withdraw contributed capital in ordinary shares from the Company in any form, unless such shares are repurchased by the Company. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this clause, such shareholder and related-interest persons within the Company shall be jointly and severally liable for the debts and other financial obligations of the Company to the extent of the value of the shares withdrawn and any losses incurred.
3. To comply with the Charter and the Company's internal governance regulations.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company in accordance with this Charter and applicable law; to use such information only to exercise and protect their lawful rights and interests; not to disseminate or copy, send or provide such information to organizations or individuals.
6. To attend General Meetings of Shareholders and exercise voting rights through the following forms:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing an individual or organization to attend and vote at the meeting;
 - c) Attending and voting via online conference, electronic ballot or other electronic forms;
 - d) Sending ballots to the meeting by post, fax, or email;
 - e) Sending ballots by other means as provided in this Charter.
7. To be personally liable when acting in the name of the Company in any of the following forms:
 - a) Violating the law;
 - b) Conducting business and other transactions for personal gain or in the interest of other organizations or individuals;
 - c) Repaying overdue debts before the financial risks or obligations to the Company are resolved.
8. To fulfill other obligations as prescribed by applicable law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making authority of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders where necessary, but not more than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be determined by the convening party and must be located on the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and shall select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by applicable law and this Charter, in particular approving the annual financial statements of the Company. In the event that the audited financial statements of the Company contain items with reservations, adverse opinions or a disclaimer of opinion, the Company must invite the representative of the accepted audit firm to attend the annual General Meeting of Shareholders, and such representative shall be obliged to attend the annual General Meeting of Shareholders if the Company so invites.
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 number of remaining members of the Board of Directors and Board of Supervisors is less than the minimum required by law;
 - c) Upon request of a shareholder or group of shareholders as provided in Clause 2, Article 12 of this Charter; the request must be made in writing, stating the reason and purpose of the meeting, and must bear the signatures of all related shareholders or be made in multiple originals each bearing the signatures of the related shareholders;
 - d) Upon request of the Board of Supervisors;
 - e) In other cases as prescribed by law and this Charter.
4. Convening an extraordinary General Meeting of Shareholders:
 - a) The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors or Board of Supervisors falls below the minimum as provided in paragraph (b) of Clause 3 of this Article, or from the date of receipt of the request as provided in paragraphs (c) and (d) of Clause 3 of this Article;
 - b) If the Board of Directors fails to convene the General Meeting of Shareholders as provided in paragraph (a) of Clause 4 of this Article within thirty (30) days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;
 - c) If the Board of Supervisors fails to convene the General Meeting of Shareholders as provided in paragraph (b) of Clause 4 of this Article, the shareholder or group of shareholders provided in paragraph (c) of Clause 3 of this Article may request the Company to convene the General Meeting of Shareholders in accordance with the

Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the convening, conduct and decision-making of the General Meeting of Shareholders. All costs of convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include any costs incurred for attending the General Meeting of Shareholders, including accommodation and travel costs.

- d) The procedures for convening the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises and the provisions of this Charter.

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

1. The General Meeting of Shareholders has the following rights and obligations:
 - a) To approve the development orientation of the Company;
 - b) To decide on the types of shares and total number of shares of each type authorized to be sold; to decide on the annual dividend level for each type of share;
 - c) To elect, dismiss and remove members of the Board of Directors and Board of Supervisors;
 - d) To decide on investment in or sale of assets with a value equal to or exceeding [50]% of the total asset value recorded in the most recent audited financial statements of the Company;
 - e) To decide on amendments and supplements to the Charter;
 - f) To approve annual financial statements;
 - g) To decide on the repurchase of more than 10% of the total number of shares sold of each type;
 - h) To review and handle violations of members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
 - i) To decide on the organization and dissolution of the Company;
 - j) To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and Board of Supervisors;
 - k) To approve the internal governance regulations; the operating regulations of the Board of Directors and the Board of Supervisors;
 - l) To approve the list of accepted audit firms; to decide on the accepted audit firm to conduct the audit of the Company's operations; to dismiss auditors when deemed necessary;
 - m) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and pass the following matters:
 - a) The annual business plan of the Company;
 - b) The annual audited financial statements;
 - c) The report of the Board of Directors on governance and operating results of the Board of Directors and each member of the Board of Directors;

- d) The report of the Board of Supervisors on the business results of the Company, and the operating results of the Board of Directors and the General Director;
 - e) The self-assessment report on the operating results of the Board of Supervisors and each member of the Board of Supervisors;
 - f) Dividend level for each type of share;
 - g) Number of members of the Board of Directors and Board of Supervisors;
 - h) To elect, dismiss and remove members of the Board of Directors and Board of Supervisors;
 - i) To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and Board of Supervisors;
 - j) To approve the list of accepted audit firms; to decide on the accepted audit firm to conduct the audit of the Company's operations when deemed necessary;
 - k) Amendments and supplements to the Charter;
 - l) The types of shares and total number of shares to be newly issued for each type, and the transfer of shares of founding members within the first three (03) years from the date of establishment;
 - m) Consolidation, division, merger, acquisition or conversion of the Company;
 - n) Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
 - o) To decide on investment in or sale of assets with a value equal to or exceeding [50]% of the total asset value recorded in the most recent audited financial statements of the Company;
 - p) To decide on the repurchase of more than 10% of the total number of shares sold of each type;
 - q) The Company enters into contracts and transactions with persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding 35% of the total asset value recorded in the most recent financial statements of the Company;
 - r) To approve transactions as provided in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - s) To approve the internal governance regulations, the operating regulations of the Board of Directors and the operating regulations of the Board of Supervisors;
 - t) Other matters as prescribed by applicable law and this Charter.
3. The annual General Meeting of Shareholders shall discuss and pass the following matters:
- a) The annual business plan of the Company;
 - b) The annual financial statements;
 - c) The report of the Board of Directors on governance and operating results of the Board of Directors and each member of the Board of Directors;
 - d) The report of the Board of Supervisors on the business results of the Company, and the operating results of the Board of Directors and the General Director;
 - e) The self-assessment report on the operating results of the Board of Supervisors and

- each Supervisor;
- f) Dividend level for each type of share;
 - g) Other matters within its authority.
4. All resolutions and matters that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Proxy for attending the General Meeting of Shareholders

1. A shareholder or their authorized representative may directly attend and vote at the meeting, or authorize one or more individuals or organizations to attend the meeting or vote via one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.
2. An authorization for a representative to attend the General Meeting of Shareholders must be made in writing using the Company's form, including the following contents: name of the authorizing shareholder, name of the authorized individual or organization, number of shares authorized, scope of authorization, duration of authorization, signature of both the authorizing and authorized parties, and seal (if the authorizing or authorized party is an organization or its subsidiary).

The authorized representative must submit the written authorization when registering to attend the meeting. If the authorization is made for the first time, the authorized representative must present the original authorization document signed by the shareholder, or if the authorized representative is an organization, the representative must be legally registered with the Company.

3. The proxy granted for the authorized representative to attend the meeting within the authorized scope shall remain valid upon the occurrence of any of the following events:
 - a) The authorizing party dies, loses civil capacity or loses civil acting capacity;
 - b) The authorizing party revokes the proxy designation;
 - c) The authorizing party revokes the authority of the person performing the proxy.

In the event that the Company receives notice of the occurrence of any of the above events before the General Meeting of Shareholders convenes or during an adjourned meeting, the provisions of this Article shall not apply.

Article 17. Modification of rights

1. Any modification or cancellation of special rights associated with a class of preference shares shall take effect when approved by a special resolution of at least sixty-five percent (65%) of the electronic votes cast by all shareholders attending and voting at the meeting in favor of the resolution, unless the Charter provides otherwise in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises. A resolution of the General Meeting of Shareholders on any matter that adversely modifies the rights and obligations of shareholders holding a class of preference shares shall be passed by a vote of shareholders holding at least seventy-five percent (75%) of the outstanding shares of such preference class or by shareholders holding at least seventy-five percent (75%) of the total outstanding preference shares of such class in the case of a resolution passed in the form of written opinion.
2. The holding of a separate meeting of shareholders holding a class of preference shares to pass a resolution modifying such rights shall require a quorum of at least

two (02) shareholders (or their proxies holding at least one-third of the par value of the issued shares of that class) to attend. If the quorum is not met, a second meeting shall be convened within thirty (30) days thereafter and persons holding shares of that class (regardless of the number of persons and shares) present in person or by proxy shall be deemed to constitute a quorum. At each meeting of shareholders holding a class of preference shares, each shareholder holding shares of that class shall have the right to cast votes equal to the number of shares held. Each share of the same class carries equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be carried out in a similar manner to the provisions of Articles 19, 20 and 21 of this Charter.
4. Unless otherwise provided in the terms of issuance of preference shares, the special rights attached to any class of preference shares shall not be modified by matters relating to the distribution of profits or assets of the Company when the Company issues additional shares of the same class.

Article 18. Convening, agenda, and notice of General Meeting of Shareholders

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene extraordinary General Meetings of Shareholders in the cases provided in Clause 3, Article 14 of this Charter.
2. The person convening the General Meeting of Shareholders shall perform the following tasks:
 - a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than ten (10) days before the date of sending the notice of the General Meeting of Shareholders. The Company must provide information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date;
 - b) Prepare the agenda and content of the meeting;
 - c) Prepare documents for the meeting;
 - d) Draft resolutions of the General Meeting of Shareholders according to the anticipated content of the meeting;
 - e) Determine the time and venue of the meeting;
 - f) Send notice and invitation to attend the General Meeting of Shareholders to all eligible shareholders;
 - g) Other tasks in service of the meeting.
3. Meeting notices shall be sent by email and/or by other delivery methods to the contact address of the Shareholder as registered and/or other applicable forms... In the event that the Company sends the notice by email, the email address of the Shareholder receiving the notice is the email address stored and provided by VSDC, or the email address provided by the Shareholder as registered with the Company. Meeting notices shall be sent to all shareholders, simultaneously published on the electronic information portal of the Company and the State Securities Commission of Vietnam at the same time the Company's securities are listed for trading. The person convening the General Meeting of Shareholders must send the meeting notice to all shareholders entitled to attend at least twenty-one (21) days before the opening

of the General Meeting of Shareholders (counting from the date the notice is officially sent or transferred in a lawful manner, or prepaid or sent by mail). The meeting agenda, content related to matters to be resolved at the meeting and other relevant materials shall be sent to all shareholders and/or posted on the Company's website. Where the meeting materials cannot be attached to the meeting notice, the notice must clearly indicate the method for shareholders to access the full set of meeting materials, including:

- a) Materials to be used during the meeting;
 - b) List and detailed information of candidates in the case of election of members of the Board of Directors or Board of Supervisors (if any);
 - c) Ballots;
 - d) Draft resolutions for each matter on the agenda.
4. A shareholder or group of shareholders as specified in Clause 2, Article 12 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and submitted to the Company at least three (03) working days before the opening of the General Meeting of Shareholders. The proposal must include the full name, permanent address, nationality, identity document number for an individual shareholder; or the name, enterprise registration number or other legal document, and registered office address for an organizational shareholder; the number of shares and the date of share registration of the shareholder or group of shareholders; and the content of the proposal for inclusion in the agenda.
5. The person convening the General Meeting of Shareholders has the right to reject a proposal as specified in Clause 4 of this Article if it falls into one of the following cases:
- a) The proposal is not submitted in accordance with Clause 4 of this Article;
 - b) At the time of the proposal, the shareholder or group of shareholders does not hold five percent (5%) or more of the ordinary shares as provided in Clause 2, Article 12 of this Charter;
 - c) The proposed matter is not within the decision-making authority of the General Meeting of Shareholders;
 - d) Other cases as prescribed by applicable law and this Charter.
6. The person convening the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article into the meeting agenda and content, except in the cases specified in Clause 5 of this Article; accepted proposals shall be formally included in the agenda and meeting content if approved by the General Meeting of Shareholders.

Article 19. Conditions for holding the General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the total voting shares.
2. If the first meeting fails to satisfy the conditions for convening as provided in Clause 1 of this Article, the second notice shall be sent within thirty (30) days from the date of the intended first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least thirty-three

percent (33%) of the total voting shares.

3. If the second meeting fails to satisfy the conditions for convening as provided in Clause 2 of this Article, the third notice shall be sent within twenty (20) days from the date of the intended second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of attending shareholders.

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

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and must complete such registration before all shareholders entitled to attend have registered.
 - a) Upon shareholder registration, the Company shall issue to each shareholder or their authorized representative a ballot showing the number of voting shares, their name and the name of their authorized representative on the registration form. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by ballots in favor, against, and abstention. At the meeting, the chairman may count ballots in favor first, then count ballots against; the total of both together with abstentions shall determine the outcome. The ballot count results shall be announced by the chairman immediately before the close of the meeting. The General Meeting of Shareholders shall elect persons responsible for ballot counting at the request of the chairman. The number of members of the ballot counting committee shall be decided by the General Meeting of Shareholders at the request of the chairman.
 - b) Shareholders or authorized representatives of shareholders who are organizations or persons authorized after the opening of the meeting may register at any time before the close of the meeting and are entitled to attend and vote at the meeting from the time of registration. The chairman shall not be responsible for delays in registration and the validity of contents that have already been voted on shall not be affected.
2. The election of the chairman, secretary and ballot counting committee shall be as follows:
 - a) The chairman of the Board of Directors shall act as the default chairman of the General Meeting of Shareholders convened by the Board of Directors.

If the chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one among them to serve as chairman of the meeting by majority vote. If there is no chairman, the head of the Board of Supervisors shall be entitled to chair the General Meeting of Shareholders as the default chairman of the meeting among the attendees and among shareholders with the highest number of votes;
 - b) Except as provided in paragraph (a) of this clause, the person who signed the notice convening the General Meeting of Shareholders shall chair the General Meeting of Shareholders, and the person with the highest number of votes shall act as chairman of the meeting;
 - c) The chairman shall appoint one or more persons to act as secretary of the meeting;
 - d) The General Meeting of Shareholders shall elect one or more persons to the ballot counting committee at the request of the 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 define and specify the time for each matter on the agenda.

4. The chairman has the right to take all necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and in a manner that reflects the wishes of the attendees:
 - a) Arrange seating at the venue of the General Meeting of Shareholders;
 - b) Ensure the safety of all persons present at the venue;
 - c) Facilitate shareholder attendance (or continued attendance) at the meeting. The person convening the General Meeting of Shareholders shall take all such measures and apply all necessary measures. The measures applied may include issuing entry passes or using other selected forms.
5. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by ballots in favor, against, and abstention. The ballot count results shall be announced by the chairman immediately before the close of the meeting.
6. Shareholders or authorized representatives who arrive after the meeting has commenced may still register and are entitled to attend and vote immediately after registration; in such cases the validity of resolutions already passed shall not be affected.
7. The person convening or the chairman of the General Meeting of Shareholders has the following rights:
 - a) To request all attendees to submit to inspection or any security measures as required by law;
 - b) To request the competent authority to maintain order at the meeting; to remove persons who fail to comply with the chairman's authority, deliberately cause disorder, or impede the normal conduct of the meeting and do not comply with all security requirements from the General Meeting of Shareholders.
8. The chairman has the right to adjourn the General Meeting of Shareholders for up to three (03) days from the date scheduled for the opening of the meeting and may only adjourn the meeting or change the venue in the following cases:
 - a) The venue does not have sufficient seating for all attendees;
 - b) The means of communication at the venue do not ensure that all attending shareholders can participate in discussions and voting;
 - c) Attendees obstruct, cause disorder or endanger the fair and lawful conduct of the meeting.
9. In the event that the chairman adjourns or suspends the General Meeting of Shareholders contrary to Clause 8 of this Article, the General Meeting of Shareholders may elect another person among the attendees to replace the chairman to continue the meeting until its conclusion; all resolutions passed at the meeting shall remain valid.
10. In the event that the Company applies modern technology to hold an online General Meeting of Shareholders, the Company shall be responsible for ensuring that shareholders can attend, discuss and vote electronically or in other forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing

the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for passing resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be passed when approved by shareholders representing sixty-five percent (65%) or more of the total voting shares of all shareholders attending and voting at the meeting in favor of the resolution, unless otherwise provided in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:
 - a) Types of shares and total number of shares of each type;
 - b) Changing the business lines, industry and scope of business;
 - c) Changing the organizational and management structure of the Company;
 - d) Investment projects or sale of assets with a value equal to or exceeding [50]% of the total asset value recorded in the most recent audited financial statements of the Company;
 - e) Reorganization and dissolution of the Company.
2. Other resolutions shall be passed when approved by shareholders holding more than fifty percent (50%) of the total voting shares of all shareholders attending and voting at the meeting in favor of the resolution, unless otherwise provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.
3. The election of members of the Board of Directors and Board of Supervisors shall be conducted in accordance with Clause 3, Article 148 of the Law on Enterprises.
4. Resolutions of the General Meeting of Shareholders passed by one hundred percent (100%) of the total shares with voting rights shall be valid and immediately effective regardless of the procedures and formalities of convening and passing the resolution, unless such procedures and formalities violate the provisions of the Law on Enterprises and this Charter.

Article 22. Authority and procedures for obtaining shareholders' written opinions to pass resolutions of the General Meeting of Shareholders

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

1. The Board of Directors has the right to obtain shareholders' written opinions to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.
2. The Board of Directors must prepare ballots, draft resolutions of the General Meeting of Shareholders and related materials and send them to all shareholders with voting rights at least ten (10) days before the deadline for returning the ballots. The requirements for ballots and accompanying materials shall comply with Clause 3, Article 18 of this Charter.
3. Ballots must contain the following key contents:
 - a) The Company's principal office address, enterprise registration number;
 - b) The purpose of obtaining written opinions;
 - c) Full name, contact address, nationality, identity document number for an individual shareholder; or the name, enterprise registration number or other legal document, principal office address for an organizational shareholder, or the full name, contact address, nationality, identity document number for the authorized representative of

an organizational shareholder; the number of shares of each type and the number of voting shares of the shareholder;

- d) The matter(s) requiring written opinion for passing a resolution;
 - e) Voting options including: in favor, against, and abstention for each matter requiring a written opinion;
 - f) The deadline for returning the completed ballots to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders shall return completed ballots to the Company in the following forms:
- a) By post: the completed ballot must bear the signature of the individual shareholder, of the authorized representative or of the legal representative of the organizational shareholder. The ballot must be placed in a sealed envelope and no one shall be entitled to open it before the ballot count;
 - b) By fax or email: the ballot sent to the Company must be kept confidential before the ballot count;
 - c) Ballots received by the Company after the deadline as stated on the ballot, or opened in the case of postal submission, or disclosed in the case of fax or email submission, shall be considered invalid. Ballots that are not returned shall be treated as abstentions.
5. The Board of Directors shall count the ballots and prepare minutes of the ballot count under the supervision of shareholders or their representatives in charge of managing the Company's shares. The minutes must contain the following key contents:
- a) The Company's principal office address and enterprise registration number;
 - b) The purpose(s) of and matters requiring written opinion for passing a resolution;
 - c) The number of shareholders with total voting shares who participated in voting, broken down by number of lawful ballots and voting method, together with an appendix listing the participating shareholders;
 - d) Total votes in favor, against and abstention for each matter;
 - e) The matters passed and the corresponding resolution passing rates;
 - f) Full name and signature of the Chairman of the Board of Directors, ballot counters and ballot count supervisors.

Members of the Board of Directors, ballot counters and ballot count supervisors shall be jointly and severally liable for the accuracy and honesty of the ballot count; jointly and severally liable for damages arising from resolutions passed based on inaccurate and dishonest ballot counts.

6. Minutes of the ballot count and the passed resolution shall be sent to all shareholders within twenty-four (24) hours from the end of the ballot count, to be replaced by posting on the Company's electronic information portal.
7. Returned ballots, minutes of the ballot count, passed resolutions and all related materials enclosed with the ballot shall be kept at the principal office of the Company.
8. A resolution passed by written shareholders' opinion shall be valid when approved by shareholders holding more than fifty percent (50%) of the total voting shares of all shareholders with voting rights and shall have the same effect as a resolution

passed at the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in writing and may also be audio or video recorded. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and must contain the following principal contents:
 - a) The Company's principal office address and enterprise registration number;
 - b) Time and location of the General Meeting of Shareholders;
 - c) Meeting agenda and content;
 - d) Full name of the Chairperson and Secretary;
 - e) Summary of the proceedings and opinions expressed at the General Meeting of Shareholders on each matter in the agenda;
 - f) Number of shareholders and votes of shareholders attending, with an appendix listing the shareholders registered to attend, the authorized representatives of shareholders with the corresponding number of shares and votes;
 - g) Total voting votes for each matter put to vote, specifying the voting method, total votes in favor, votes against, abstentions and invalid votes, expressed as a percentage of the total votes of attending shareholders and expressed as a percentage of the total voting votes of the Company;
 - h) Matters passed and the corresponding percentage of votes in favor;
 - i) Full name and signature of the Chairperson and Secretary. If the Chairperson or Secretary refuses to sign the minutes, the minutes shall be valid and effective if signed by all other members of the Board of Directors attending the meeting and fully reflecting the refusal of the Chairperson or Secretary to sign in accordance with this clause. The minutes must clearly record the refusal of the Chairperson or Secretary to sign.
2. Resolutions of the General Meeting of Shareholders shall be passed and approved upon the conclusion of the meeting. The Chairperson and Secretary of the meeting or other signatories to the minutes shall be jointly and severally liable for the truthfulness and accuracy of the content of the minutes.
3. Minutes prepared in both Vietnamese and a foreign language (if any) shall have equal legal validity. In the event of any inconsistency between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.
4. Resolutions, minutes of the General Meeting of Shareholders, the appended list of shareholders registered to attend, written authorizations, all materials related to the convening of the meeting, all ballots enclosed with the notice must be disclosed in accordance with applicable securities law and market disclosure requirements and must be kept at the principal office of the Company.

Article 24. Request to annul resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the Resolution or Minutes of the General Meeting of Shareholders or the Minutes of the ballot counting results for written shareholders' opinions, a shareholder or group of shareholders as provided in Clause 2, Article 12 of this Charter has the right to request the Court or Arbitration to review and annul the resolution or a part of the content of the resolution in the

following cases:

1. The order and procedures for convening the meeting or seeking shareholders' written opinions and making decisions of the General Meeting of Shareholders seriously violated the provisions of the Law on Enterprises and the internal governance regulations provided in Clause 4, Article 21 of this Charter.
2. The content of the Resolution violates the law or this Charter

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Nomination and proposal of candidates for the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must publish information about such candidates at least ten (10) days before the opening of the General Meeting of Shareholders on the Company's electronic information portal to allow shareholders to find out about such candidates before voting. Candidates for the Board of Directors must commit in writing to the truthfulness and accuracy of the personal information published and must commit to performing their duties in a truthful, prudent and responsible manner for the greatest benefit of the Company if elected as a member of the Board of Directors. Information published about candidates for the Board of Directors includes:
 - a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Work history;
 - d) Other management positions held (including positions as members of the Board of Directors of other companies);
 - e) Interests related to the Company and related parties of the Company;
 - f) Other information (if any);
 - g) The Company is responsible for publishing information about other companies where the candidates are currently serving as members of the Board of Directors, other management positions held and related interests with the Company of the candidates for the Board of Directors (if any).
2. Shareholders or groups of shareholders holding ten percent (10%) or more of the total ordinary shares have the right to nominate and propose candidates for the Board of Directors, specifically as follows:
 - a) Shareholders or groups of shareholders holding from 10% to under 20% of the total ordinary shares of the Company may nominate up to one (01) candidate;
 - b) Shareholders or groups of shareholders holding from 20% to under 30% of the total ordinary shares of the Company may nominate up to two (02) candidates;
 - c) Shareholders or groups of shareholders holding from 30% to under 40% of the total ordinary shares of the Company may nominate up to three (03) candidates;
 - d) Shareholders or groups of shareholders holding from 40% to under 50% of the total ordinary shares of the Company may nominate up to four (04) candidates;
 - e) Shareholders or groups of shareholders holding from 50% to under 60% of the total ordinary shares of the Company may nominate up to five (05) candidates;
 - f) Shareholders or groups of shareholders holding from 60% to under 70% of the total

- ordinary shares of the Company may nominate up to six (06) candidates;
- g) Shareholders or groups of shareholders holding from 70% to under 80% of the total ordinary shares of the Company may nominate up to seven (07) candidates;
 - h) Shareholders or groups of shareholders holding from 80% to under 90% of the total ordinary shares of the Company may nominate up to eight (08) candidates;
 - i) Shareholders or groups of shareholders holding ninety percent (90%) or more of the total ordinary shares of the Company may nominate up to nine (09) candidates or all candidates if the Board of Directors has fewer than nine (09) members.
3. In the event that the number of candidates nominated and proposed for the Board of Directors is still insufficient after the nomination, the Board of Directors may additionally introduce candidates or authorize the introduction of candidates in accordance with this Charter, the Company's internal governance regulations and the operating regulations of the Board of Directors. The Board of Directors shall be responsible for publicly disclosing the information on additionally introduced candidates before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with applicable law.

Article 26. Composition and term of office of members of the Board of Directors

- 1. The number of members of the Board of Directors shall be at least three (03) and at most eleven (11) members. The actual number of members of the Board of Directors for each term shall be decided by the General Meeting of Shareholders from time to time.
- 2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected without limit. In the event that all members of the Board of Directors simultaneously expire their terms, the outgoing members shall continue to perform their duties until new members are elected and take over.
- 3. Composition of the Board of Directors:
 - a) The composition of the Company's Board of Directors must ensure that at least one-third (1/3) of the total members of the Board of Directors are non-executive members.
 - b) The Board of Directors comprises one (01) Chairperson, one (01) Vice Chairperson and other members of the Board of Directors.
- 4. A member of the Board of Directors must notify the Company of his/her capacity as a member of the Board of Directors in the event of being dismissed, removed or replaced by the General Meeting of Shareholders as provided in Article 160 of the Law on Enterprises.
- 5. The election of members of the Board of Directors must be disclosed in accordance with applicable securities and securities market laws.
- 6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 27. Authority and obligations of the Board of Directors

- 1. The Board of Directors is the management body of the Company, has full authority to decide and perform all rights and obligations of the Company, except for matters within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are as provided by law, this Charter and as decided by the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a) To decide on the medium and long-term development strategies and annual business plans of the Company;
 - b) To recommend the types of shares and total number of shares of each type authorized to be sold;
 - c) To decide on the sale of unsold shares within the number of shares authorized to be sold of each type; to decide on raising additional capital in other forms;
 - d) To decide on the offering price of shares and bonds of the Company;
 - e) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f) To decide on investment plans and investment projects within its authority and limits as prescribed by law;
 - g) To decide on market development, marketing and technology solutions;
 - h) To approve purchase, sale, borrowing, lending contracts and other contracts and transactions with a value equal to or exceeding 35% of the total asset value recorded in the most recent financial statements of the Company, unless a higher percentage is provided in this Charter; transactions within the authority of the General Meeting of Shareholders as provided in paragraph (d), Clause 1 and paragraph (b), Clause 2, Article 15 of this Charter; Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i) To elect, dismiss and remove the Chairperson and Vice Chairperson of the Board of Directors; appoint, dismiss, sign and terminate employment contracts with the General Director and other managers within the authority of the Board of Directors; decide on the salaries, remuneration, bonuses and other benefits of such managers; authorize the General Director to represent the Company as a member of the General Meeting of Shareholders or the Board of Directors at other companies;
 - j) To supervise and direct the General Director and other managers in conducting day-to-day business operations of the Company;
 - k) To decide on the organizational structure, internal governance regulations and management of the Company; to decide on the establishment of subsidiaries, branches, representative offices and the contribution of capital to, or purchase of shares in, other enterprises;
 - l) To approve the agenda, content of documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or seek shareholders' written opinions to pass resolutions of the General Meeting of Shareholders;
 - m) To submit annual audited financial statements to the General Meeting of Shareholders;
 - n) To recommend the proposed dividend rate; to decide on the timing and procedures for paying dividends or handling losses incurred in the course of business;
 - o) To recommend the reorganization or dissolution of the Company; to request bankruptcy;

- p) To decide on the issuance of the operating regulations of the Board of Directors, the internal governance regulations after the General Meeting of Shareholders approves; to decide on the issuance of the information disclosure regulations of the Company;
 - q) Other business matters or transactions that the Board of Directors deems necessary to approve within its authority and responsibilities;
 - r) Other rights and obligations as provided by the Law on Enterprises, the Law on Securities, other applicable laws and this Charter;
 - s) To decide on investment in or sale of real estate assets with a value from 10% to under 50% of the total asset value recorded in the most recent financial statements of the Company, from cases of contracts and transactions within the decision-making authority of the General Meeting of Shareholders;
 - t) Without violating applicable law and regulations, the Board of Directors may delegate or assign its authority to any person, including the General Director, to perform certain tasks within the authority of the Board of Directors as provided in this Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the operating results of the Board of Directors as provided in Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 28. Remuneration, salary and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.
2. Members of the Board of Directors are entitled to working remuneration and bonuses. Working remuneration is calculated based on the number of days needed to complete the duties of a member of the Board of Directors and the daily remuneration rate of each member. The Board of Directors shall decide the remuneration rate for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with applicable tax and corporate income tax laws, separately recorded in the annual financial statements of the Company and reported to the annual General Meeting of Shareholders.
4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving at any subcommittee of the Board of Directors or performing other tasks outside the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum payment, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation and other reasonable expenses incurred in the course of performing their duties as members of the Board of Directors, including all expenses incurred in attending General Meetings of Shareholders, meetings of the Board of Directors or subcommittees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased

by the Company after the approval of the General Meeting of Shareholders. Such insurance shall not cover liability arising from violations of law and this Charter by members of the Board of Directors.

Article 29. Chairperson and Vice Chairperson of the Board of Directors

1. The Chairperson and Vice Chairperson of the Board of Directors shall be elected, dismissed and removed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairperson of the Board of Directors has the following rights and obligations:
 - a) To prepare the programme and work plan of the Board of Directors;
 - b) To prepare the programme, content and documents for meetings; to convene 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) Other rights and obligations as provided by the Law on Enterprises and this Charter.
4. In the event that the Chairperson of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement from among its members within ten (10) days from the date of receipt of the resignation or the date of dismissal or removal.
5. In the event that the Chairperson of the Board of Directors is temporarily absent or is temporarily unable to perform his/her duties, the Vice Chairperson of the Board of Directors shall be authorized to act as the Chairperson of the Board of Directors to exercise the rights and obligations of the Chairperson of the Board of Directors during the period in which the Chairperson of the Board of Directors is temporarily absent or temporarily unable to perform his/her duties, provided that the Chairperson of the Board of Directors has sent a written notice (or email or fax) to all members of the Board of Directors to inform them of the authorization.
6. In the event that both the Chairperson of the Board of Directors and the Vice Chairperson of the Board of Directors are simultaneously absent or temporarily unable to perform their duties, the Chairperson of the Board of Directors must authorize in writing one other member of the Board of Directors to exercise the rights and obligations of the Chairperson of the Board of Directors. In the event that the authorized person or neither the Chairperson of the Board of Directors nor the Vice Chairperson of the Board of Directors can be reached by any means due to death, disappearance, temporary detention, serving a prison sentence, execution of an administrative handling measure at a compulsory rehabilitation facility, compulsory education facility, or reformatory, loss of civil legal capacity, difficulties in awareness and behavioral control, being prohibited by the Court from holding positions, practicing professions or performing certain jobs, the remaining members of the Board of Directors shall elect one among them to temporarily act as Chairperson of the Board of Directors until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the new term of the Board of Directors within seven (07) working days from the end of the term of the outgoing Board of Directors. The meeting shall be chaired by the member with the highest number of votes or the highest vote ratio. In the event that two or more members have the highest number of votes or the highest equal vote ratio, all such members shall vote by majority to select one (01) among them to convene the first meeting of the Board of Directors.
2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.
3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a) At the request of the Board of Supervisors;
 - b) At the request of the General Director or at least five (05) other managers;
 - c) At the request of at least two (02) members of the Board of Directors.
4. Requests provided in Clause 3 of this Article must be made in writing, clearly stating the purpose, the matters to be discussed and decided within the authority of the Board of Directors.
5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request provided in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, the Chairperson of the Board of Directors shall be liable for any losses arising to the Company; the requesting party has the right to replace the Chairperson of the Board of Directors to convene the meeting of the Board of Directors.
6. The Chairperson of the Board of Directors or the convening person must send the meeting notice at least three (03) working days before the meeting date. The notice must specify the time, venue and the matters to be discussed and decided. The meeting notice must be accompanied by the documents to be used at the meeting and the draft resolutions of the members.

The meeting notice of the Board of Directors may be sent by written invitation, telephone, fax, electronic means or other forms as provided in this Charter and must ensure delivery to the contact address of each member of the Board of Directors as registered with the Company.

In urgent cases, the meeting of the Board of Directors may be held immediately upon the consent and attendance of all one hundred percent (100%) of the members of the Board of Directors.
7. The Chairperson of the Board of Directors or the convening person must send the meeting notice and accompanying documents to all members of the Board of Supervisors in the same manner as to all members of the Board of Directors.
8. Members of the Board of Supervisors have the right to attend all meetings of the Board of Directors, with the right to discuss but without the right to vote.
9. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members attend. If the first meeting fails to meet the quorum provided in this clause, it shall be reconvened within seven (07) days from the scheduled date of the first meeting. The reconvened meeting shall be conducted

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if more than half of the total members of the Board of Directors attend.

10. A member of the Board of Directors is deemed to attend and vote at a meeting in the following cases:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another person to attend and vote in accordance with Clause 12 of this Article;
 - c) Attending and voting via online conference, electronic ballot or other electronic forms;
 - d) Sending ballots to the meeting by post, fax or email;
 - e) Sending ballots by other means.
11. In the event that ballots are sent to the meeting by post, ballots must be placed in a sealed envelope and delivered to the Chairperson of the Board of Directors at least one (01) hour before the opening of the meeting. Ballots may only be opened in the presence of all attendees.
12. Meetings of the Board of Directors may be held via online conference between members when all or some members are in different locations, provided that each attending member can:
 - a) Hear all other members of the Board of Directors participating simultaneously at the meeting;
 - b) Communicate with all other members simultaneously by direct phone or other means of communication or by a combination of such means. A member of the Board of Directors participating in the meeting in this way shall be deemed to be present at the meeting in person. The meeting venue shall be the location where the majority of members of the Board of Directors are present, or in the absence of a majority, the location where the Chairperson of the meeting is present.

Resolutions passed during the meeting via telephone or conducted and processed in any manner shall be valid upon the conclusion of the meeting but must be confirmed by the signatures of all members of the Board of Directors attending the meeting.
13. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Directors.
14. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of attending members; in the event of a tie, the final decision shall be at the discretion of the Chairperson of the Board of Directors.
15. Resolutions reflecting written opinions collected from at least two-thirds (2/3) of the total members of the Board of Directors with voting rights shall be passed. Such resolutions shall have the same validity and effect as resolutions passed at a meeting.
16. Minutes of meetings of the Board of Directors shall be prepared in accordance with Article 158 of the Law on Enterprises.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish Subcommittees directly under it to advise on development policies, human resources, remuneration, internal audit and risk management. The number of members of a Subcommittee shall be decided by the

Board of Directors but must be at least three (03) members, comprising members of the Board of Directors and external members. Non-executive members of the Board of Directors shall not be appointed as heads of Subcommittees, and at least one of such members must be appointed as head of a Subcommittee by decision of the Board of Directors. The operation of Subcommittees must comply with the regulations of the Board of Directors. Resolutions of a Subcommittee shall only be valid when passed by a majority of members attending and voting at the Subcommittee's meeting.

2. The implementation of decisions of the Board of Directors or of Subcommittees directly under the Board of Directors must comply with applicable law and the provisions of this Charter and the Company's internal governance regulations.

Article 32. Corporate governance officer

1. The Board of Directors of the Company must appoint at least one (01) corporate governance officer to support the governance work of the Company in the enterprise. The corporate governance officer may concurrently hold the position of Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The corporate governance officer must not concurrently work for the accepted audit firm currently conducting the audit of all financial statements of the Company.
3. The corporate governance officer has the following rights and obligations:
 - a) To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;
 - b) To prepare meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders in accordance with the requirements of the Board of Directors or Board of Supervisors;
 - c) To advise on the procedures of meetings;
 - d) To attend meetings;
 - e) To advise on procedures for preparing resolutions of the Board of Directors in accordance with applicable law;
 - f) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Board of Supervisors;
 - g) To supervise and report to the Board of Directors on the information disclosure activities of the Company;
 - h) To be the main liaison between the Company and related parties;
 - i) To maintain confidentiality of information in accordance with applicable law and this Charter;
 - j) Other rights and obligations as provided by applicable law and this Charter.

CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

1. The management system of the Company must ensure that the management

apparatus is accountable to the Board of Directors and subject to its supervision and direction in the day-to-day business operations of the Company.

2. The Company has a General Director, Deputy General Directors, Chief Accountant and other positions as appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be made by resolution of the Board of Directors.

Article 34. Executive officers of the Company

1. The executive officers of the Company include the General Director, Deputy General Directors, Chief Accountant and other executives as decided by the Board of Directors.
2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with a suitable number and qualifications in accordance with the organizational structure and regulations of the Board of Directors. Executive officers of the enterprise must be responsible for assisting the Company to achieve its operational and organizational objectives.
3. Remuneration, salary, bonuses and other terms and conditions in the employment contracts of the General Director shall be decided by the Board of Directors; and those of other executives shall be decided by the Board of Directors after consulting the opinion of the General Director.
4. The salaries of executive officers of the Company shall be included in the Company's business expenses in accordance with applicable corporate income tax laws, separately recorded in the annual financial statements of the Company and reported to the annual General Meeting of Shareholders.

Article 35. Appointment, dismissal, duties and authority of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire an external person to be the General Director of the Company; and shall sign an employment contract specifying the remuneration, salary and other benefits.
2. The General Director is the person who manages the day-to-day business operations of the Company in accordance with applicable law, this Charter and the employment contract signed with the Company and resolutions and decisions of the Board of Directors. If the General Director acts contrary to the provisions of this clause, causing damage to the Company, the General Director must bear legal responsibility and compensate for the damage.
3. The term of office of the General Director shall not exceed five (05) years and may be re-elected without limit. The dismissal shall take effect in accordance with the provisions of the employment contract. The General Director must not be a person prohibited by law from holding such position and must satisfy the criteria and conditions as provided by applicable law and this Charter.
4. The General Director has the following rights and obligations:
 - a) To decide on all matters related to the day-to-day business operations of the Company that are not within the authority of the Board of Directors, including acting on behalf of the Company to sign financial and commercial contracts, and organizing and managing the day-to-day business operations of the Company in accordance with the best management practices;

- b) To organize the implementation of all resolutions and decisions of the Board of Directors;
 - c) To organize the implementation of the business plan and investment plan of the Company;
 - d) To recommend the organizational structure and internal management regulations of the Company;
 - e) To appoint, dismiss and remove all management positions in the Company, except for positions within the authority of the Board of Directors;
 - f) To decide on salaries and other benefits for employees of the Company, including managers within the appointment authority of the General Director;
 - g) To recruit employees;
 - h) To recommend plans for paying dividends or handling business losses;
 - i) To recommend the number and executive officers that the Company needs to recruit to the Board of Directors for appointment or dismissal in accordance with the internal governance regulations and to recommend the remuneration, salary and other benefits of executive officers to the Board of Directors for decision;
 - j) On December 31 of each year, to submit to the Board of Directors for approval the detailed business plan for the following fiscal year to meet the requirements of the business plan for the next five (05) years;
 - k) To prepare long-term, annual and quarterly budget estimates of the Company (hereinafter referred to as the budget) in support of the long-term, annual and quarterly management operations plan of the Company. The annual budget (including a set of financial statements, reports on business operating results and projected cash flow statements) must be approved by the Board of Directors and must include the information required by the Company's internal regulations;
 - l) Other rights and obligations as provided by applicable law, this Charter, the Company's internal regulations, resolutions of the Board of Directors and the employment contract signed with the Company;
 - m) To decide on investment in or sale of assets with a value below 10% of the total asset value recorded in the most recent financial statements of the Company, except for contracts and transactions within the decision-making authority of the General Meeting of Shareholders and the Board of Directors;
 - n) To approve purchase, sale, borrowing, lending and other contracts and transactions with a value below 35% of the total asset value recorded in the most recent financial statements of the Company, except for contracts and transactions within the decision-making authority of the General Meeting of Shareholders and the Board of Directors.
5. The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of the assigned duties and authority and must report to all levels as requested.
 6. The Board of Directors of the Company may dismiss the General Director when a majority of the members of the Board of Directors with voting rights attend the meeting and vote in favor of appointing a new General Director to replace him/her.

CHAPTER IX. BOARD OF SUPERVISORS

Article 36. Nomination and proposal of candidates for members of the Board of Supervisors (Supervisors)

1. The nomination and proposal of candidates for members of the Board of Supervisors shall be carried out in a similar manner to the provisions of Clauses 1 and 2, Article 25 of this Charter.
2. In the event that the number of candidates for the Board of Supervisors after nomination and proposal is still insufficient, the Board of Supervisors may additionally introduce candidates or authorize the introduction of candidates as provided in this Charter, the Company's internal governance regulations and the operating regulations of the Board of Supervisors. The Board of Supervisors shall be responsible for publicly disclosing information about additionally introduced candidates before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with applicable law.

Article 37. Composition of the Board of Supervisors

1. The number of members of the Board of Supervisors of the Company is three (03). The term of office of a member of the Board of Supervisors shall not exceed five (05) years and may be re-elected without limit.
2. Members of the Board of Supervisors must satisfy the criteria and conditions as provided in Article 169 of the Law on Enterprises and must not belong to any of the following cases:
 - a) Working in the accounting and finance department of the Company;
 - b) Being a member or employee of an independent audit firm currently conducting the audit of the Company's financial statements in the preceding three (03) years.
3. A member of the Board of Supervisors shall be dismissed in the following cases:
 - a) Failing to satisfy the criteria and conditions for being a member of the Board of Supervisors as provided in Clause 2 of this Article;
 - b) Submitting a resignation that has been accepted;
 - c) Other cases as provided by applicable law and this Charter.
4. A member of the Board of Supervisors shall be removed in the following cases:
 - a) Failing to complete the assigned duties and tasks;
 - b) Failing to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
 - c) For the first time or seriously violating the obligations of a member of the Board of Supervisors as provided by the Law on Enterprises and this Charter;
 - d) Other cases as decided by the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the members of the Board of Supervisors by majority vote. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must have a university degree or above in one of the following fields: economics, finance, accounting, auditing, law, business administration or a related field relevant to the business operations of the enterprise.

2. Rights and obligations of the Head of the Board of Supervisors:
 - a) To convene meetings of the Board of Supervisors;
 - b) To request the Board of Directors, the General Director and other executives to provide information relevant to the oversight of the Board of Supervisors;
 - c) To prepare and sign reports of the Board of Supervisors after consulting the opinion of the Board of Directors for submission to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Board of Supervisors

The Board of Supervisors has the rights and obligations as provided in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose to the General Meeting of Shareholders to approve the list of accepted audit firms to conduct the audit of the Company's financial statements; to decide on the accepted audit firm to conduct the audit of the Company's operations; to dismiss accepted auditors when deemed necessary.
2. To be accountable to shareholders for its supervisory activities.
3. To supervise the financial situation of the Company, the compliance with the law in the activities of members of the Board of Directors, the General Director and other managers.
4. To ensure coordination between the Board of Directors, the General Director, the Board of Supervisors and shareholders.
5. In the event of discovering violations of the law or this Charter by members of the Board of Directors, the General Director and other executive officers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, request the person committing the violation to cease the violation and to remedy the consequences.
6. To develop the operating regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
8. To have the right to access records, documents and files of the Company kept at the principal office, branches and representative offices; and the right to access the workplace of managers and employees of the Company during working hours.
9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide sufficient, accurate and timely documents and information on the management, administration and business operations of the Company.
10. Other rights and obligations as provided by applicable law and this Charter.

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least twice (02) a year and the meeting shall be conducted when at least two-thirds (2/3) of the total members of the Board of Supervisors attend. Detailed and clear minutes of meetings of the Board of Supervisors must be prepared. The person chairing the meeting and all members of the Board of Supervisors attending must sign the minutes. The meeting minutes of

the Board of Supervisors must be kept for the purpose of determining the liability of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of the accepted audit firm to attend and answer any questions as required.

Article 41. Salary, remuneration, bonuses and other benefits of members of the Board of Supervisors

1. Members of the Board of Supervisors shall be paid salary, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for all travel, accommodation and independent advisory service expenses at a reasonable level. The total salary and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salary and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with applicable corporate income tax laws, other applicable laws and must be separately recorded in the annual financial statements of the Company.

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

Article 42. Duty of care

Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives have a duty to perform their duties, including duties as members of Subcommittees of the Board of Directors, in a truthful, prudent manner and in the best interests of the Company.

Article 43. Duty of loyalty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers must publicly disclose their related interests in accordance with the Law on Enterprises and related legal documents.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and related persons of such members may only use information obtained by virtue of their positions in the service of the Company's interests.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers have an obligation to report in writing to the Board of Directors and the Board of Supervisors on transactions between the Company, its subsidiaries, companies in which the Company holds more than 50% of the charter capital, with the target entity as provided by law. For such transactions, if approved by the General Meeting of Shareholders or the Board of Directors, the Company must proceed with information disclosure in accordance with the resolutions and applicable securities disclosure regulations.

4. Members of the Board of Directors shall not vote on transactions that are of interest to themselves or to related persons of such members as provided by the Law on Enterprises and this Charter.
5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and related persons of such entities shall not use or disclose internal information to others to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executive officers and related individuals and organizations of such entities shall be invalid in the following cases:
 - a) For transactions with a value equal to or less than 35% of the total asset value recorded in the most recent financial statements, the important content of the contract or transaction as well as the relationship and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director and other executive officers must have been reported to the Board of Directors through a vote in favor by members of the Board of Directors without related interests;
 - b) For transactions with a value exceeding 35% or transactions arising within twelve (12) months from the date of the first transaction with a cumulative value of 35% or more of the total asset value recorded in the most recent financial statements, the important content of such transactions as well as the relationship and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director and other executive officers must have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote in favor by shareholders without related interests.

Article 44. Liability for damages and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executive officers who are obligated to act in good faith and with professional competence and fail to fulfill their obligations shall be liable for the damage caused by their violations.
2. The Company shall be responsible for protecting persons who are, or are likely to become, a related party in any complaint, lawsuit, prosecution (including all civil, administrative and criminal proceedings, as well as arbitration proceedings) against such person if they are or were a member of the Board of Directors, a member of the Board of Supervisors, the General Director, other executive officers, employees or authorized representatives of the Company to act on behalf of the Company, if such person has acted in good faith, prudently and in the interests of or without conflict of interest with the Company, on the basis of compliance with the law and in the absence of evidence confirming that such person has violated their obligations.
3. Expenses covered include all legal expenses (including attorney fees), arbitration fees, advance payments and amounts required to be paid in the course of actually resolving the matter, which are reasonably deemed to be within the legally permissible scope. The Company may purchase insurance for such persons to avoid the above-mentioned compensation obligations.

CHAPTER XI. RIGHT TO INSPECT BOOKS AND COMPANY RECORDS

Article 45. Right to inspect books and records

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:
 - a) Ordinary shareholders have the right to inspect, look up, extract and copy information on their names and contact details in the list of shareholders with voting rights; to request correction of inaccurate information about themselves; to inspect, look up, extract or copy the Charter, minutes of General Meetings of Shareholders and resolutions of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders holding five percent (05%) or more of the total ordinary shares have the right to inspect, look up, extract and copy minutes, resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts, agreements passed through the Board of Directors and other documents, except for documents related to commercial and business secrets of the Company;
2. In the event that an authorized representative requests to inspect books and records on behalf of a shareholder or group of shareholders, such representative must present a power of attorney from the shareholder or group of shareholders authorizing the person to inspect books and records on their behalf.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executive officers have the right to inspect the Company's shareholder registration books, shareholder lists and Company records and files for any purposes related to their positions, provided that such information must be kept confidential.
4. The Company must keep this Charter and any amendments and supplements thereto, the Enterprise Registration Certificate, the Charter and all amending documents thereto, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of General Meetings of Shareholders and meetings of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and all other documents as required by applicable law at the principal office or at another location of which the shareholders and the Business Registration Authority are notified.
5. The Charter of the Company must be disclosed on the Company's electronic information portal.

CHAPTER XII. EMPLOYEES AND TRADE UNIONS

Article 46. Employees and trade unions

1. The General Director must make plans for the Board of Directors to pass on all matters related to recruitment, employee leave, salaries, social insurance, welfare benefits, rewards and discipline of employees and executive officers.
2. The General Director must make plans for the Board of Directors to pass on all matters related to the Company's relations with trade union organizations in accordance with the best management standards, practices and policies, and the regulations and policies provided in this Charter and applicable law.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders shall decide on the dividend rate and the form of dividend payment each year from the retained profits of the Company.
2. The Company shall not pay interest on dividends or payments related to shares.
3. The Board of Directors may recommend to the General Meeting of Shareholders the payment of all or part of dividends in shares and the Board of Directors is the body to implement this.
4. In the event that dividends or other amounts related to a type of share are paid in cash, the Company must pay in Vietnamese dong. Cash payments may be made directly via the Securities Depository based on the bank account information of the shareholder supplied. In the event that the Company transfers funds to the account provided by the Securities Depository and the shareholder does not receive payment, the Company shall not be liable for the amount transferred. The settlement of dividends for listed shares shall be carried out through the Securities Depository or the Company's fund or the Vietnam Securities Depository.
5. In accordance with the Law on Enterprises, the Law on Securities, the Board of Directors must pass a resolution to determine a specific date to close the shareholder list. Based on that date, persons registered as shareholders or holders of other securities shall have the right to receive dividends in cash or shares, receive notices or other documents.
6. Other matters related to profit distribution shall be carried out in accordance with applicable law.

CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 48. Bank accounts

1. The Company may open accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. With prior approval from the competent authority, when necessary, the Company may open bank accounts abroad in accordance with applicable law.
3. The Company shall conduct all payments and accounting transactions through its Vietnamese dong or foreign currency bank accounts opened by the Company.

Article 49. Fiscal year

The fiscal year of the Company begins on the first day of January each year and ends on December 31 of the same year. The first fiscal year begins from the date of first issuance of the Enterprise Registration Certificate (07/03/2008) and ends on December 31 of the year of issuance of the Enterprise Registration Certificate (31/12/2008).

Article 50. Accounting regime

1. The accounting regime applied by the Company is the enterprise accounting regime or a special accounting regime approved and issued by the competent authority.
2. The Company shall maintain accounting books in Vietnamese and keep accounting records in accordance with applicable accounting and related laws. Such records must be accurate, up-to-date, systematic and must clearly record all transactions and

activities of the Company.

3. The Company shall use Vietnamese dong as the unit of currency in its accounting. In the event that the Company's major economic activities are mainly denominated in one type of foreign currency, such currency may be selected as the accounting currency, with full responsibility for such selection before the tax administration authority and notification to the tax authority directly in charge.

CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE OBLIGATIONS

Article 51. Annual, semi-annual and quarterly financial statements

1. The Company must prepare annual financial statements and such annual financial statements must be audited in accordance with applicable law. The Company shall disclose the audited annual financial statements in accordance with applicable securities market disclosure laws and submit them to the competent state authority.
2. Annual financial statements must include all reports, appendices and notes as required by applicable accounting laws. Financial statements must reflect truthfully and objectively the operational situation of the Company.
3. The Company must prepare and disclose reviewed semi-annual financial statements and supervised quarterly financial statements in accordance with applicable securities market disclosure laws and submit them to the competent state authority.

Article 52. Annual reports

The Company must prepare and disclose annual reports in accordance with applicable securities and securities market laws.

CHAPTER XVI. COMPANY AUDIT

Article 53. Audit

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve the list of independent audit firms and authorize the Board of Directors to select one unit from such list to conduct the annual audit of the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the annual financial statements of the Company.
3. Independent auditors conducting the audit of the Company's financial statements are entitled to attend General Meetings of Shareholders and shall receive all notices and relevant information for the General Meeting of Shareholders and shall be entitled to speak at the meeting on matters relating to the audit of the Company's financial statements.

CHAPTER XVII. COMPANY SEAL

Article 54. Company seal

1. Seals include seals engraved on a physical base or seals in the form of digital signatures in accordance with applicable laws on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form and content of the seal of the Company, its branches and representative offices.
3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable law.

CHAPTER XVIII. DISSOLUTION OF THE COMPANY

Article 55. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) Upon resolution or decision of the General Meeting of Shareholders;
 - b) Upon revocation of the Enterprise Registration Certificate, unless the Law on Tax Administration provides otherwise;
 - c) Other cases as provided by applicable law.
2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The dissolution decision must be approved by the competent authority (if required) in accordance with applicable regulations.

Article 56. Liquidation

1. At least six (06) months after the dissolution decision, the Board of Directors must establish a Liquidation Committee of three (03) members, of which two (02) members are elected by the General Meeting of Shareholders and one (01) is appointed by the Board of Directors from among the employees of an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the employees of the Company or independent professionals. All expenses related to the liquidation shall be prioritized by the Company over the settlement of other liabilities of the Company.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on its establishment date and the date of commencement of operations. From that point, the Liquidation Committee shall represent the Company in all matters relating to the dissolution of the Company before the Court and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order:
 - a) Liquidation expenses;
 - b) Unpaid wages, severance pay, social insurance and other entitlements of employees under the collective labor agreement and signed employment contracts;
 - c) Tax debts;
 - d) Other liabilities of the Company;
 - e) The remaining amount after settling all liabilities from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be prioritized for payment first.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal dispute resolution

1. In the event of disputes or complaints arising in connection with the activities of the Company, the rights and obligations of shareholders as provided in the Law on Enterprises, this Charter or other applicable law or agreements between:
 - a) Shareholders and the Company;
 - b) Shareholders and the Board of Directors, Board of Supervisors, General Director or other executives;

The parties involved shall endeavor to resolve the dispute through negotiation and mediation. Except for disputes relating to the Chairperson of the Board of Directors or the Head of the Board of Supervisors, the Chairperson of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within fifteen (15) working days from the date the dispute arises. In the event of a dispute involving the Chairperson of the Board of Directors, any party may request the Board of Supervisors to appoint an independent expert to act as mediator for the mediation process.

2. If no mediation decision is reached within six (06) weeks from the commencement of the mediation process or if the mediation decision is not accepted by the parties, either party may refer the dispute to Arbitration or the Court.
3. The parties shall bear the costs relating to the negotiation and mediation procedures. Court costs shall be settled in accordance with the Court's judgment.

CHAPTER XX. AMENDMENT AND SUPPLEMENT TO THE CHARTER

Article 59. Charter of the Company

1. Any amendment or supplement to this Charter must be reviewed and decided by the General Meeting of Shareholders.
2. In the event that provisions of applicable law relating to the operations of the Company not yet covered in this Charter contain new legal provisions inconsistent with the provisions of this Charter, such legal provisions shall automatically apply and govern the operations of the Company.

CHAPTER XXI. EFFECTIVE DATE

Article 60. Effective date

1. This Charter comprises 21 Chapters and 60 Articles and was unanimously approved by the General Meeting of Shareholders of ITC Tourism Investment and Development Joint Stock Company at Resolution No. 99./2026/NQ-ITC-DHĐCĐ of the General Meeting of Shareholders of the Company on April 24, 2026.
2. This Charter is prepared in ten (10) copies of equal legal validity and must be kept at the principal office of the Company.
3. This Charter is the sole and official charter of the Company.
4. Copies or extracts of this Charter shall be valid if bearing the signature of the Chairperson of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

Full name and signature of the legal representative of the Company./



TỔNG GIÁM ĐỐC
Vũ Nguyễn Vũ

CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ PHÁT TRIỂN DU LỊCH VINACONEX

APPENDIX 01: LIST OF FOUNDING SHAREHOLDERS

(Number of shares of founding shareholders based on the Company's shareholder list as of 24/03/2026)

No.	Shareholder Name	Registered Principal Office	Number of Shares	Share Value (VND)
01	VIETNAM CONSTRUCTION IMPORT-EXPORT JOINT STOCK CORPORATION (VINACONEX)	Vinaconex Tower Building, 34 Lang Ha, Lang Ha Ward, Dong Da District, Hanoi	0	0
02	VIETNAM EXPORT-IMPORT COMMERCIAL JOINT STOCK BANK (EXIMBANK)	Floor 8, Vincom Center, 72 Le Thanh Ton, District 1, Ho Chi Minh City	0	0
03	VIETNAM BANK FOR AGRICULTURE AND RURAL DEVELOPMENT SECURITIES JOINT STOCK COMPANY (AGRISECO)	Floor 5, Artex Building, 172 Ngoc Khanh, Ba Dinh, Hanoi	0	0

