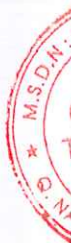


SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

CHARTER
C.E.O GROUP JOINT STOCK COMPANY

Hanoi - August 2024



PREAMBLE

This Charter is adopted by the shareholders of C.E.O Group Joint Stock Company ("**Company**") and amended and supplemented on August 15th, 2024, pursuant to the Resolution of the 2024 Annual General Meeting of Shareholders

CHAPTER I

DEFINITION OF TERMS IN THE CHARTER

Article 1. Definitions

1. In this Charter, the following terms shall be understood as follows:
 - a. "**Charter Capital**" means the total par value of shares of all types that have been issued and are stipulated in Article 5 of this Charter;
 - b. "**The Law on Enterprise**" refers to The Law on Enterprise No. 59/2020/QH14, dated June 17th, 2020;
 - c. "**The Law on Securities**" refers to The Law on Securities No. 54/2019/QH14, dated November 26th, 2019;
 - d. "**Managers**" refer to individuals holding positions such as Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Directors, and other managers within the Company under the appointment authority of the Board of Directors;
 - e. "**Executives**" refer to the General Director, Deputy General Directors, Chief Accountant, and other executives under the appointment authority of the Board of Directors (if any);
 - f. "**Related Persons**" refer to individuals or organizations as defined in Clause 23, Article 4 of the Law on Enterprise and Clause 46, Article 4 of the Law on Securities;
 - g. "**Subsidiary**" means any company in which the Company (i) owns more than 50% of the charter capital or total issued common shares; or (ii) has the direct or indirect authority to appoint a majority or all members of the Board of Directors and the General Director/Director; or (iii) has the authority to amend or supplement the charter of such company.
2. In this Charter, any references to a specific provision or legal document shall include all amendments, supplements, or replacements thereof.
3. The headings (Chapters and Articles of this Charter) are provided for ease of reference only and shall not affect the interpretation of this Charter.
4. Words or terms defined in the Law on Enterprise and the Law on Securities (if not inconsistent with the subject or context) shall have the same meanings in this Charter.

CHAPTER II
NAME, TYPE, HEAD OFFICE, BRANCHES,
AND REPRESENTATIVE OFFICES

Article 2. Name, Type, Head Office, Branches, and Representative Offices

1. Company Name
 - o Vietnamese Name: **CÔNG TY CỔ PHẦN TẬP ĐOÀN C.E.O**
 - o English Name: **C.E.O GROUP JOINT STOCK COMPANY**
 - o Trade Name: **CEO GROUP/TẬP ĐOÀN CEO**
 - o Abbreviated Name: **CEO GROUP., JSC**
2. The Company is a joint stock company with legal person status in accordance with the prevailing laws of Vietnam.
3. Registered Head Office of the Company:
 - o Address: 5th Floor, CEO Tower, HH2-1, Me Tri Ha New Urban Area, Pham Hung Street, Me Tri Ward, Nam Tu Liem District, Hanoi, Vietnam.
 - o Telephone: 024.37875136
 - o Fax: 024.37875137
 - o E-mail: info@ceogroup.com.vn
 - o Website: www.ceogroup.com.vn
4. The Company has one legal representative. The General Director is the legal representative of the Company.
5. The Company may establish branches, representative offices, and business locations to achieve its operational objectives, in accordance with the resolutions of the Board of Directors and within the legal framework.

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

Article 3. Objectives of the Company

- The Company operates with the goal of continuous growth to become a leading private multi-sector and multi-industry corporation. It aims to ensure the success of its products and projects to attract investors, enhance its reputation, and increase the value of its shares in both domestic and international markets.
- The Company strives for efficient business operations, capital preservation, and sustainable growth, ensuring returns on investment for shareholders and fulfilling the resolutions adopted by the General Meeting of Shareholders.

Article 4. Business Scope and Operations

1. The business activities of the Company include:

No.	Business Lines and Industries	Industry code, business line
1	Manufacture of computers and peripheral devices	2620
2	Manufacture of communication equipment Details: Production of telecommunications equipment;	2630
3	Manufacture of building materials from clay Details: Production of construction materials;	2392
4	Cultivation of fruit trees	0121
5	Mixed farming (crop and livestock farming)	0150
6	Iron ore mining	0710
7	Mining of stone, sand, gravel, and clay	0810
8	Manufacture of apparel (excluding fur apparel)	1410
9	Manufacture of other wood products; manufacture of products from bamboo, rattan, straw, reeds, and woven materials Details: Production of handicrafts;	1629
10	Inland waterway passenger transportation	5021
11	Inland waterway freight transportation	5022
12	Other transportation support activities Details: Freight forwarding services;	5229
13	Short-term accommodation services Details: Hotel services (excluding bar operations)	5510
14	Other retail sales in general merchandise stores Details: Operation of supermarkets and shopping centers Exclusion: Does not include the exercise of export rights, import rights, or distribution rights for goods listed in the List of Goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, or distribute	4719
15	Restaurants and mobile food service activities Details: Restaurant services (excluding bar operations, karaoke rooms, and dance clubs)	5610
16	Manufacture of beds, wardrobes, tables, and chairs Details: Production of wooden furniture;	3100
17	Repair of machinery and equipment	3312
18	Installation of industrial machinery and equipment Details: Installation of machinery and equipment related to electronics, electricity, water supply, mechanical products, and telecommunications;	3320
19	Water extraction, treatment, and supply	3600

20	Wholesale of agricultural and forestry raw materials (excluding timber, bamboo, and rattan) and live animals Details: Wholesale of flowers and plants;	4620
21	Wholesale of beverages	4633
22	Wholesale of electronic and telecommunications equipment and components Details: Trading of postal and telecommunications equipment Exclusion: Does not include the exercise of export rights, import rights, or distribution rights for goods listed in the List of Goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, or distribute.	4652
23	Wholesale of machinery, equipment, and other spare parts Details: Wholesale of office machinery, equipment, and spare parts (excluding computers and peripheral devices); Wholesale of mining and construction machinery, equipment, and spare parts; Wholesale of electrical machinery, equipment, and electrical materials (including generators, electric motors, electrical wires, and other circuit-related equipment); Wholesale of textile, garment, and footwear machinery, equipment, and spare parts; Wholesale of medical machinery and equipment Exclusion: Does not include the management, import, export, purchase, sale, storage, or protection of goods listed in the National Reserve List.	4659
24	Railway passenger transportation	4911
25	Railway freight transportation	4912
26	Urban and suburban road passenger transportation (excluding bus transportation)	4931
27	Other road passenger transportation Details: Passenger transportation; Interprovincial and intraprovincial passenger transport by coach;	4932
28	Road freight transportation Details: Freight transportation;	4933
29	Organization of introduction and trade promotion activities Details: Business services for conferences and seminars; Provision of personnel for organizing conferences and seminars;	8230
30	Other remaining business support service activities not elsewhere classified Details: Provision of document report processing and stenographic copying services	8299
31	Other education activities not elsewhere classified Details: Training in foreign languages and information	8559

	technology	
32	Activities of nursing and caregiving facilities Details: Nursing care services	8710
33	Creative, artistic, and entertainment activities Details: Production, advertising, and participation in live performances, events, or exhibitions open to the public Provision of artistic, creative, or technical skills for the production of artistic works and live performances	9000
34	Activities of sports facilities Details: Golf course business operations	9311
35	Other financial support service activities not elsewhere classified Details: Investment consulting (excluding legal, financial, tax, auditing, accounting, and securities consulting)	6619
36	Real estate business, land use rights trading of owners, users, or leased properties Details: Real estate business Exclusion: Investment in the construction of cemetery and burial site infrastructure for the purpose of transferring land use rights associated with such infrastructure.	6810 (Chính)
37	Real estate consulting, brokerage, and land use rights auction services Details: Real estate brokerage services; Real estate consulting services; Real estate management services Exclusion: Real estate auctions, legal consulting on real estate, and asset auction services.	6820
38	Management consulting activities Details: Preparation of construction investment projects (excluding legal, financial, tax, accounting, auditing, and securities consulting services); Provision of consulting, guidance, and operational assistance for business owners and organizations in management-related matters, including: Business consulting and support; Strategic planning and business activity planning consulting; Financial decision-making, goal-setting, and market policy consulting; Human resources policy consulting; Consulting on implementation measures for business activity plans	7020

39	Architectural and related technical consulting activities Details: Construction investment project management; Supervision of construction and completion of civil and industrial works; Urban planning and architectural design of buildings; Construction survey consulting; Architectural design of buildings; Geological and water resource exploration activities; Technical infrastructure design; Water supply and drainage system design for construction projects; Structural design for civil and industrial buildings; Electrical system design for civil buildings; Preparation and verification of construction cost estimates; Verification of construction designs (within the scope of the company's registered certification)	7110
40	Advertising	7310
41	Market research and opinion polling Exclusion: Public opinion polling services	7320
42	Specialized design activities Details: Interior and exterior decoration	7410
43	Other professional, scientific, and technological activities not elsewhere classified Details: Translation services; Consulting and technology transfer in the fields of construction and industry (excluding legal, financial, tax, auditing, accounting, and securities consulting)	7490
44	Rental of motor vehicles	7710
45	Tour operation Exclusion: Travel agency services, except for international travel services catering to inbound tourists to Vietnam	7912
46	General house cleaning services	8121
47	Landscape care and maintenance services	8130
48	General administrative office services	8211
49	Photocopying, document preparation, and other specialized office support activities Details: Document preparation; Drafting and editing documents; Photocopying services; Secretarial support services	8219
50	Agency, brokerage, and goods auction services Details: Goods agency and brokerage services Exclusion: Activities related to auctions governed by the Law on	4610

	Auction and the exercise of export, import, and distribution rights for goods listed in the List of Goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, or distribute.	
51	Cultivation of vegetables, legumes, and flowers	0118
52	Afforestation, forest care, and nursery of forestry seedlings	0210
53	Preschool education	8511
54	Kindergarten education	8512
55	Primary education	8521
56	Lower secondary education	8522
57	Upper secondary education	8523
58	Elementary vocational training	8531
59	Intermediate vocational training	8532
60	College-level training	8533
61	University-level training	8541
62	Master's degree training	8542
63	Doctoral degree training	8543
64	Manufacture of footwear	1520
65	Manufacture of parts and accessories for automobiles and other motor vehicles	2930
66	Urban bus passenger transportation	4921
67	Intercity and interprovincial bus passenger transportation	4922
68	Other types of bus passenger transportation	4929
69	Direct support services for railway transportation	5221
70	Rental of machinery, equipment, and other tangible goods without operators	7730
71	Industrial and specialized facility cleaning services	8129
72	Electricity production Exclusion: Transmission and national electricity system dispatching.	3511
73	Electricity transmission and distribution Exclusion: Transmission and national electricity system dispatching	3512

74	Construction of residential buildings	4101
75	Construction of non-residential buildings	4102
76	Construction of railway infrastructure	4211
77	Construction of road infrastructure	4212
78	Construction of other civil engineering works Exclusion: Construction and operation of multi-purpose hydroelectric plants and nuclear power plants that are of special economic and social significance.	4299
79	Wholesale of rice, wheat, other cereal grains, and wheat flour Exclusion: the exercise of export rights, import rights, or distribution rights for goods listed in the List of Goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, or distribute.	4631
80	Wholesale of food products Exclusion: the exercise of export rights, import rights, or distribution rights for goods listed in the List of Goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, or distribute.	4632
81	Wholesale of textiles, garments, and footwear	4641
82	Wholesale of other household goods Exclusion: the exercise of export rights, import rights, or distribution rights for goods listed in the List of Goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, or distribute.	4649
83	Wholesale of computers, peripheral devices, and software Exclusion: the exercise of export rights, import rights, or distribution rights for goods listed in the List of Goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, or distribute.	4651
84	Wholesale of metals and metal ores Exclusion: the exercise of export rights, import rights, or distribution rights for goods listed in the List of Goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, or distribute.	4662
85	Wholesale of construction materials and other installation equipment	4663
86	Other specialized wholesale not elsewhere classified	4669

	Exclusion: the exercise of export rights, import rights, or distribution rights for goods listed in the List of Goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, or distribute.	
87	General wholesale trade Exclusion: the exercise of export rights, import rights, or distribution rights for goods listed in the List of Goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, or distribute.	4690
88	Wholesale of automobiles and other motor vehicles	4511
89	Sale of motorcycles and motorbikes	4541
90	Retail sale of passenger cars (with up to 9 seats)	4512
91	Rental of sports and recreational equipment	7721
92	Rental of other personal and household goods	7729
93	Other healthcare activities not elsewhere classified	8699
94	Other centralized care activities	8790
95	Sewage and wastewater treatment	3700
96	Pollution control and other waste management activities	3900
97	Collection of non-hazardous waste	3811
98	Collection of hazardous waste	3812
99	Treatment and disposal of non-hazardous waste	3821
100	Treatment and disposal of hazardous waste	3822
101	Construction of processing and manufacturing facilities	4293
102	Construction of power projects	4221
103	Construction of water supply and drainage systems	4222
104	Construction of telecommunications and communication infrastructure	4223
105	Construction of other public utility works	4229
106	Warehousing and storage of goods	5210
107	Other accommodation services	5590
108	Other food and beverage service activities	5629
109	Beverage service activities	5630

110	Activities of general and specialized medical clinics, and dental clinics	8620
111	Activities of sports clubs	9312
112	Activities of amusement parks and theme parks	9321
113	Other recreational and entertainment activities not elsewhere classified	9329
114	Reservation services and related support activities for tour promotion and organization	7990
115	Educational support services	8560
116	Direct support services for road transportation	5225
117	Sauna, massage, and other health enhancement services (excluding sports activities)	9610
118	Laundry and cleaning of textile and fur products	9620
119	Hairdressing, hairstyling, and shampooing services	9631
120	Wedding service activities	9633
121	Other personal service activities not elsewhere classified Details: Shoe shining services, porter services, and pet care services.	9639

2. The Company is authorized to plan and carry out all registered business activities with the Business Registration Authority and in accordance with this Charter, ensuring compliance with applicable laws and taking appropriate measures to achieve the Company's objectives.
3. The Company may engage in other business activities permitted by law and approved by the General Meeting of Shareholders.

CHAPTER IV

CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 5. Charter Capital, Shares, and Founding Shareholders

1. Charter Capital and Shares
 - The Company's charter capital : **5,404,064,320,000 VND** (*Five trillion four hundred four billion sixty-four million three hundred twenty thousand Vietnamese dong*), including:
 - + Capital in cash : **5,404,064,320,000 VND** (*Five trillion four hundred four billion sixty-four million three hundred twenty thousand Vietnamese dong*).
 - + Capital in assets : None
 - Total charter capital is divided into: **540,406,432 shares**
 - Par value per share : 10,000 VND/share

- Types of shares:
- + Common shares : **540,406,432 shares**
- + Preferred shares (if any) : 0 share
- Number of shares authorized for offering: **540,406,432 share**. Including:
- + Shares sold to company shareholders: **540,406,432 share**
- + Shares not yet sold: 0 share
- 2. The Company may offer shares for sale to increase its charter capital upon approval by the General Meeting of Shareholders and in compliance with legal regulations.
- 3. The Company's shares are common shares. The rights and obligations of shareholders holding common shares are stipulated in Articles 11 and 12 of this Charter.
- 4. The Company may issue preferred shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
- 5. List of Founding Shareholders:
 - a. **Mr. Doan Van Binh** Date of birth: June 02nd, 1971
 Nationality: Vietnam Ethnicity: Kinh
 Registered permanent address: No. 29, Ngo Huyen Street, Hang Trong Ward, Hoan Kiem District, Hanoi.
 - b. **Ms. Do Phuong Anh** Date of birth: February 08th, 1979
 Nationality: Vietnam Ethnicity: Kinh
 Registered permanent address: No. 29, Ngo Huyen Street, Hang Trong Ward, Hoan Kiem District, Hanoi.
 - c. **Mr. Dao Minh Quang** Date of birth: April 08th, 1973
 Nationality: Vietnam Ethnicity: Kinh
 Registered permanent address: No. 35, Alley 43/99, Group 10, Trung Kinh Street, Trung Hoa Ward, Cau Giay District, Hanoi.
 - d. **Postal Finance One-Member Limited Liability Company**
 Head office address: No. 68, Ngo Quyen Street, Hoan Kiem District, Hanoi.
 - e. **MB Securities Joint Stock Company**
 Head office address: No. 03 Lieu Giai Street, Cong Vi Ward, Ba Dinh District, Hanoi.
 - f. **Military Commercial Joint Stock Bank**
 Head office address: No. 21 Cat Linh Street, Cat Linh Ward, Dong Da District, Hanoi.
- 6. Common shares must be offered on a priority basis to existing shareholders in proportion to their respective ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares

not subscribed by shareholders will be handled by the Board of Directors, which may allocate these shares to other entities under conditions and methods deemed appropriate. However, such shares shall not be sold under more favorable conditions than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or if the shares are sold via the Stock Exchange.

7. The Company may repurchase its own issued shares in accordance with the provisions of this Charter and applicable laws. Any common shares repurchased by the Company shall become treasury shares, and the Board of Directors may re-offer them in a manner consistent with this Charter, the Law on Securities, and relevant regulatory guidelines.
8. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with applicable legal regulations.

Article 6. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.
2. Shares are certificates issued by the Company, book entries, or electronic data confirming ownership of one or more shares of the Company. Share certificates must contain all required details as stipulated in Clause 1, Article 121 of the Law on Enterprise.
3. Within ten (10) days from the date of submission of a complete application for share ownership transfer in accordance with the Company's regulations, or within two (02) months (or another period as stipulated in the issuance terms) from the date of full payment for the shares as per the Company's share issuance plan, the shareholder shall be issued a share certificate. Shareholders shall not be required to pay any printing fees for the issuance of share certificates.
4. In case a share certificate is lost, destroyed, or damaged, the shareholder may request a new certificate, provided that they present valid proof of ownership and cover all related costs incurred by the Company for issuing the replacement certificate.

Article 7. Other Securities Certificates

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

Article 8. Transfer of Shares

1. All shares may be freely transferred unless otherwise stipulated by this Charter or applicable laws. Listed shares and shares registered for trading on the Stock Exchange shall be transferred in accordance with the regulations of the Law on Securities and the securities market.
2. Shares that have not been fully paid for shall not be transferred and shall not entitle the shareholder to related benefits, including but not limited to dividend entitlement, entitlement to shares issued to increase share capital from equity, rights to subscribe to newly offered shares, and other rights as provided by law.

Article 9. Share Redemption

1. In the event that a shareholder fails to fully and timely pay the amount due for purchased shares, the Board of Directors shall issue a notice and shall have the right to require the shareholder to pay the outstanding amount along with interest on the overdue amount and any costs incurred by the Company due to such non-payment, in accordance with regulations.
2. The payment notice must specify the new payment deadline (which shall be at least seven (07) days from the date the notice is sent), the payment location, and clearly state that if payment is not made in full, the unpaid shares shall be redeemed.
3. The Board of Directors shall have the right to redeem unpaid shares if the payment requirements stated in the notice are not fulfilled.
4. Redeemed shares shall be considered unsold shares as stipulated in Clause 4, Article 112 of the Law on Enterprise. The Board of Directors may either directly sell or reallocate these shares, or authorize their sale and redistribution under such conditions and methods as deemed appropriate.
5. Shareholders whose shares have been redeemed shall forfeit their shareholder status with respect to those shares but shall still be required to settle all outstanding payments, including interest at a rate not exceeding the 12-month VND lending rate of the bank where the Company holds its transaction account, as determined by the Board of Directors from the redemption date until full payment is made. The Board of Directors shall have full authority to enforce the immediate settlement of the total share value at the time of redemption.
6. A redemption notice shall be sent to the holder of the redeemed shares prior to the redemption date. The redemption shall remain valid even in cases where errors or negligence occur in the notification process.

CHAPTER V

ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 10. Organizational Structure, Governance, and Control

The Company's management, governance, and control structure consists of:

- a. General Meeting of Shareholders;
- b. Board of Directors;
- c. Supervisory Board;
- d. General Director.

CHAPTER VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

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

contributed to the Company.

2. Holders of common shares shall have the following rights:
 - a. Attend and speak at General Meeting of Shareholders and exercise voting rights directly, through an authorized representative, or by remote voting;
 - b. Receive dividends at a rate determined by the General Meeting of Shareholders;
 - c. Freely transfer fully paid shares in accordance with this Charter and applicable laws;
 - d. Have priority rights to subscribe to newly issued shares in proportion to their common shareholding;
 - e. Inspect, review, and extract shareholder-related information (name and contact details in the list of shareholders entitled to vote) and request corrections of any inaccurate information;
 - f. Access information regarding the list of shareholders eligible to attend the General Meeting of Shareholders;
 - g. Inspect, review, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - h. Receive a portion of the remaining assets of the Company in the event of dissolution or bankruptcy, corresponding to their shareholding percentage, after the Company has settled all debts (including obligations to the state, taxes, and fees) and payments to shareholders holding other types of shares as prescribed by law;
 - i. Request the Company to repurchase their shares in cases stipulated by the Law on Enterprise;
 - j. Exercise other rights as provided in this Charter and applicable laws.
3. Shareholders or groups of shareholders holding at least five percent (5%) of the total common shares shall have the following rights:
 - a. Inspect and extract the minutes book, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions requiring Board of Directors' approval, and other documents, except those related to the Group's trade secrets and business secrets;
 - b. Request the Board of Directors to convene the General Meeting of Shareholders in accordance with Articles 115 and 140 of the Law on Enterprise;
 - c. Examine and obtain a copy or extract of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders.
 - d. Request the Supervisory Board to conduct an inspection on specific matters related to the management and operations of the Company when deemed necessary. The request must be in written form, containing: Full name, contact address, nationality, identity card/citizen identification card/passport number or other legally recognized personal identification for individual shareholders; Name, registered head office address, nationality, establishment decision

number or business registration number for institutional shareholders; Number of shares and date of share registration of each shareholder, total number of shares of the shareholder group, and percentage of ownership in the Company's total shares; The matter to be inspected and the purpose of the inspection;

- e. Other rights as provided by law and this Charter.
- 4. Shareholders or groups of shareholders holding at least ten percent (10%) of the total common shares shall have the right to nominate candidates for the Board of Directors and the Supervisory Board in accordance with Clause 1 and Clause 2 of Article 24 and Clause 1 of Article 33 of this Charter.

Article 12. Obligations of Shareholders

Shareholders shall have the following obligations:

- 1. Comply with the Company's Charter and regulations; adhere to the resolutions of the General Meeting of Shareholders and the Board of Directors;
- 2. Attend the General Meeting of Shareholders and exercise their voting rights either directly, through an authorized representative, or via remote voting. Shareholders may authorize a member of the Board of Directors to act as their representative at the General Meeting of Shareholders;
- 3. Make full payment for subscribed shares in accordance with regulations;
- 4. Provide an accurate address when subscribing to shares; in case of any changes to registered personal information, shareholders must update their information with the Company's registration office;
- 5. Fulfill other obligations as required by applicable laws;
- 6. Bear personal liability when acting on behalf of the Company in any of the following situations:
 - a. Violation of the law;
 - b. Conducting business and transactions for personal gain or for the benefit of another organization or individual;
 - c. Making payments on debts that are not yet due when the Company faces potential financial risk.
- 7. Monitor and stay updated on information related to the Company's activities and shareholder matters as published on the Company's official website at www.ceogroup.com.vn.
- 8. For major shareholders and internal shareholders: Report ownership ratios in accordance with the Law on Securities and disclose transactions as required by the Law on Securities and its guiding regulations; Maintain confidentiality of information provided by the Company as stipulated in the Company's Charter and applicable laws; Use the provided information solely for exercising and protecting their legitimate rights and interests; Strictly prohibited from disseminating, copying, or sharing the provided information with any other organization or individual.

Articl 13. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders shall be held once (01) per year. The Annual General Meeting must be convened within four (04) months from the end of the fiscal year. The Board of Directors may extend the meeting period if necessary, but not exceeding six (06) months from the end of the fiscal year.
2. The Board of Directors shall convene and organize the Annual General Meeting of Shareholders and determine the appropriate venue. The Annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company's Charter, particularly the approval of the annual financial statements and financial budget for the next fiscal year. Independent auditors may be invited to the meeting to provide advisory opinions on the approval of the annual financial statements.
3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases;
 - b. When the quarterly, semi-annual, or audited annual financial statements indicate that the owner's equity has decreased by half (1/2) compared to the beginning of the period;
 - c. When the number of Board members, independent Board members, or Supervisory Board members falls below the minimum required by law, or when the number of Board members is reduced by more than one-third (1/3) of the number stipulated in this Charter;
 - d. Shareholders or groups of shareholders, as defined in Clause 3, Article 11 of this Charter, submit a written request to convene the General Meeting of Shareholders. The request must clearly state the reason and purpose of the meeting and include the signatures of the relevant shareholders, or be compiled from multiple documents with signatures from the relevant shareholders;
 - e. When the Supervisory Board requests the meeting, based on reasonable grounds to believe that members of the Board of Directors or other managers have seriously violated their obligations as stipulated in Article 165 of the Law on Enterprise, or when the Board of Directors acts or intends to act beyond its authority;
 - f. Other cases as prescribed by law and the Company's 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 the number of remaining Board members, independent Board members, or Supervisory Board members falls below the threshold specified in Point c, Clause 3, Article 13 of this Charter, or upon receiving a request as stipulated in Points d and e, Clause 3, Article 13 of this Charter;

- b. If the Board of Directors fails to convene the General Meeting of Shareholders as required in Point a, Clause 4, Article 13, then within the next thirty (30) days, the Supervisory Board must convene the meeting in place of the Board of Directors, in accordance with Clause 3, Article 140 of the Law on Enterprise;
- c. If the Supervisory Board fails to convene the General Meeting of Shareholders as required in Point b, Clause 4, Article 13, then within the next thirty (30) days, the shareholders or groups of shareholders who made the request, as stipulated in Point d, Clause 3, Article 13, shall have the right to convene the General Meeting of Shareholders in place of the Board of Directors and the Supervisory Board, in accordance with Clause 4, Article 140 of the Law on Enterprise;
- d. All expenses incurred in convening and holding the General Meeting of Shareholders shall be reimbursed by the Company. However, this does not include personal expenses incurred by shareholders for attending the meeting, such as accommodation and travel costs.

Article 14. Rights and Obligations of the General Meeting of Shareholders

- 1. The General Meeting of Shareholders shall have the following rights and obligations:
 - a. Approve the Company's development strategy and direction;
 - b. Determine the types of shares and the total number of shares of each type authorized for offering; decide on the annual dividend rate for each type of share;
 - c. Elect, dismiss, and remove members of the Board of Directors and the Supervisory Board;
 - d. Decide on investments or the sale of assets with a value equal to or greater than 50% of the Company's total assets, as recorded in the most recent financial statements;
 - e. Approve amendments and supplements to the Company's Charter;
 - f. Approve the annual financial statements;
 - g. Decide to buy back more than 10% of the total number of shares sold of each type;
 - h. Consider and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
 - i. Decide to reorganize, dissolve or bankrupt the Company;
 - j. Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
 - k. Approve the internal governance regulations; Regulations on the operation of the Board of Directors and the Supervisory Board;
 - l. Approve the list of approved auditing companies; decide on the approved auditing company to conduct inspections of the Company's operations, and dismiss approved auditors when deemed necessary;

- m. Approve Contracts, transactions with a value of 35% or more or transactions leading to a total transaction value arising within twelve (12) months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent audited financial statement between the Company and one of the following entities:
 - Members of the Board of Directors, members of the Board of Supervisors, General Director, Other managers and related persons of these entities;
 - Shareholders, authorized representatives of shareholders owning more than 10% of the total common equity capital of the company and their related persons;
 - Enterprises related to the entities specified in Clause 2, Article 164 of the Law on Enterprises.
- n. Approve contracts, loan transactions, and asset sales with a value greater than 10% of the total asset value recorded in the most recent financial report between the Company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.
- o. Other rights and obligations as prescribed in this Charter and the law.
- 2. The annual General Meeting of Shareholders discusses and approves the following issues:
 - a. The Company's annual business plan;
 - b. Audited annual financial statements;
 - c. Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
 - d. Report of the Supervisory Board on the Group's business results; performance of the Board of Directors and the General Director;
 - e. Self-assessment report on the performance of the Supervisory Board and members of the Supervisory Board;
 - f. Dividend level for each share of each type;
 - g. Other issues within the authority and in accordance with the provisions of law and this Charter.
- 3. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 15. Authorization to Attend the General Meeting of Shareholders

- 1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person, authorize one or more individuals or organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Law on Enterprises.
- 2. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders, as specified in Clause 1 of this Article, must be made in writing. The authorization document shall be prepared in accordance with civil law regulations and must clearly state the name of the

authorizing shareholder, the name of the individual or organization authorized, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and must bear signatures as follows:

- a. In case the authorizing shareholder is an individual, the authorization letter must bear the signatures of both the shareholder and the authorized attendee;
 - b. In case the authorizing shareholder is an organization, the authorization letter must bear the signatures of the legal representative of the shareholder and the authorized attendee;
 - c. In other cases, the authorization letter must bear the signatures of the legal representative of the shareholder and the authorized attendee.
3. The authorized attendee must submit the authorization document upon registration for the meeting, or the authorization document may be sent by the shareholder to the Company within forty-eight (48) hours prior to the convening of the General Meeting of Shareholders. In case of sub-authorization, the attendee must additionally present the original authorization document from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).
4. The voting ballot of the authorized attendee within the scope of authorization remains valid in the following cases:
- a. The authorizing person has passed away, is restricted in civil act capacity, or has lost civil act capacity;
 - b. The authorizing person has revoked the authorization;
 - c. The authorizing person has revoked the authority of the person performing the authorization.

This clause does not apply if the Company receives notice of such events at least forty-eight (48) hours before the opening of the General Meeting of Shareholders or before the reconvened meeting.

5. A shareholder is considered to attend and vote at the General Meeting of Shareholders in the following cases:
- a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend and vote at the meeting;
 - c. Attending and voting through online conferences, electronic voting, or other electronic forms;
 - d. Sending voting ballots to the meeting via mail, fax, or email.

Article 16. Alteration of Rights

1. The adverse modification or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders holding at least 65% of the ordinary shares present at the meeting and concurrently approved by shareholders holding at least 75% of the total preference shares of that class present at the meeting, or approved by shareholders holding at least 75% of the total preference shares of that class through a resolution passed by

collecting written opinions. The organization of meetings for shareholders holding a class of preference shares to approve such changes in rights shall be valid only when at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the nominal value of the issued shares of that class are present. In case the required number of delegates as mentioned above is not met, the meeting shall be reconvened within thirty (30) days thereafter, and the holders of shares of that class (regardless of the number of people and number of shares) present in person or through authorized representatives shall be considered to meet the required number of delegates. At such meetings of shareholders holding preference shares as mentioned above, the holders of shares of that class present in person or through representatives may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

2. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 18 and 20 of this Charter.
3. Unless otherwise provided in the terms of share issuance, the special rights attached to classes of preference shares concerning some or all matters related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 17. Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases specified in point b or point c, clause 4, Article 13 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare the list of shareholders eligible to participate and vote at the meeting no earlier than 10 days before the date of sending the Notice of the General Meeting of Shareholders; the meeting agenda, and documents in accordance with the law and the Company's regulations;
 - b. Provide information and address complaints related to the list of shareholders;
 - c. Develop the program and content of the meeting;
 - d. Prepare documents for the meeting;
 - e. Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of electing members of the Board of Directors, Supervisors;
 - f. Determine the time and venue of the meeting;
 - g. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
 - h. Other tasks serving the meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders and simultaneously announced on the Company's website and the Stock Exchange. The notice must be sent at least twenty-one (21) days before

the date of the General Meeting of Shareholders.

The invitation must be accompanied by documents: the agenda of the General Meeting of Shareholders; materials used at the meeting; draft resolutions on issues in the agenda; voting ballots.

The sending of meeting documents along with the invitation as mentioned above can be replaced by posting them on the Company's website. In this case, the invitation must clearly state the location and method of accessing the documents.

4. Shareholders or groups of shareholders mentioned in clause 3, Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and sent to the Company no later than three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's name, contact address, nationality, ID card/citizen identification/passport number or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and type of shares held and the content proposed to be included in the meeting agenda.
5. If the convener of the General Meeting of Shareholders refuses proposals related to clause 4 of this Article, they must respond in writing and state the reasons no later than two (02) working days before the opening date of the General Meeting of Shareholders. The convener may only refuse proposals in the following cases:
 - a. The proposal is not sent in accordance with clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares or more as stipulated in clause 3, Article 11 of this Charter;
 - c. The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;
 - d. The content of the proposal lacks practicality, is vague, or violates legal regulations;
 - e. Other cases.

Article 18. Conditions for Convening the General Meeting of Shareholders

1. The General Meeting of Shareholders is convened when shareholders attending the meeting represent more than 50% of the total voting shares.
2. If the first meeting does not meet the conditions specified in Clause 1 of this Article, a second meeting invitation shall be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders is convened when shareholders attending represent at least 33% of the total voting shares.
3. If the second meeting does not meet the conditions specified in Clause 2 of this Article, a third meeting invitation shall be sent within twenty (20) days from the

intended date of the second meeting. The third General Meeting of Shareholders is convened regardless of the total voting shares of the shareholders attending.

Article 19. Procedures for Conducting and Voting at the General Meeting of Shareholders

1. Before opening the General Meeting of Shareholders, the Company must carry out shareholder registration procedures and continue registering until all shareholders entitled to attend have registered.
2. Upon shareholder registration, the Company shall provide each shareholder or authorized representative with a Voting Card, indicating the shareholder's code, full name of the shareholder or authorized representative, and the number of voting shares.
3. Shareholders or authorized representatives arriving after the meeting has commenced are entitled to register immediately and subsequently participate and vote at the meeting. The chairman is not obligated to pause the meeting for late registrants, and prior voting results remain valid.
4. For General Meetings convened by the Board of Directors, the Chairman of the Board shall preside or authorize another Board member to do so. If the Chairman is absent, the Vice-Chairman or a Board-appointed member shall preside. If none are available, the Head of the Supervisory Board shall organize the election of a chairman by the General Meeting, with the nominee receiving the highest votes presiding.

In other cases, the individual signing the meeting convening notice shall oversee the election of a chairman by the General Meeting, with the nominee receiving the highest votes presiding.

The names of chairman nominees and their vote counts must be announced.

The chairman shall appoint one or more individuals as the meeting secretary.

5. The meeting agenda and content must be approved by the General Meeting of Shareholders at the opening session. The agenda should clearly and specifically allocate time for each item.

The chairman's decisions on procedures or arising events outside the agenda are final.

6. The General Meeting shall discuss and vote on each item in the agenda. Voting is conducted by indicating approval, disapproval, or abstention. The vote count results are announced by the chairman before the meeting adjourns.
7. The chairman may postpone the meeting, even if a quorum is present, to another time and place if: (a) attendees cannot be comfortably accommodated; (b) communication facilities are inadequate; (c) attendee behavior disrupts order; or (d) postponement is necessary for lawful proceedings.

Additionally, the chairman may postpone the meeting upon agreement or request of the General Meeting with a sufficient quorum.

The maximum postponement period is three (03) days from the scheduled opening date. The reconvened meeting shall only address matters that were to be lawfully resolved at the postponed meeting.

8. If the chairman postpones or suspends the General Meeting contrary to Clause 7 of this Article, the General Meeting shall elect another attendee to preside until adjournment; all resolutions passed during such meeting are effective.
9. The chairman may take necessary actions to conduct the General Meeting lawfully and orderly, reflecting the majority's wishes.
10. The convener may require shareholders or authorized representatives to undergo checks or security measures deemed appropriate by the Board of Directors. Non-compliance may result in denial or expulsion from the meeting after careful consideration by the Board.
11. The convener, after careful consideration, may implement measures deemed appropriate by the Board of Directors to:
 - a. Arrange seating at the meeting venue;
 - b. Ensure safety for all attendees;
 - c. Facilitate shareholder participation (or continued participation) in the meeting.

The convener has full authority to modify and apply necessary measures, which may include issuing entry passes or other selection methods
12. When such measures are applied, the convener may:
 - a. Announce that the meeting will be held at the location specified in the notice, with the chairman present there ("Main Meeting Venue");
 - b. Arrange for shareholders or authorized representatives not present to follow the meeting or participate from different locations simultaneously.

The meeting notice need not detail these organizational measures.
13. In this Charter (unless otherwise required), all shareholders are considered to attend the meeting at the Main Meeting Venue.

The General Meeting of Shareholders shall be held at least once a year and cannot be conducted in the form of collecting written opinions.
14. The General Meeting may include teleconferencing, allowing shareholders at different locations to:
 - a. Hear others speak at the meeting; and
 - b. Communicate with all other shareholders simultaneously, directly, via conference call, or other communication forms. In this case, shareholders are considered to attend and vote at the General Meeting when participating and voting via teleconference and electronic voting.

Article 20. Conditions for the Approval of Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall pass decisions within its authority through voting at the meeting or by collecting written opinions.
2. Resolutions of the General Meeting of Shareholders on the following matters shall be approved when at least 65% or more of the total votes of all attending shareholders are in favor:

- a. Changes to the Company's business lines and sectors.
 - b. Changes to the Company's management structure.
 - c. Types of shares and the number of shares of each type to be offered for sale.
 - d. Reorganization or dissolution of the Company.
 - e. Decisions on investments or asset sales valued at 50% or more of the total assets recorded in the Company's latest financial statements.
3. Other resolutions shall be approved when more than 50% of the total votes of all attending shareholders are in favor, except as stipulated in Clause 2 and Clause 5 of this Article.
 4. In case resolutions are passed through written opinion collection, a resolution of the General Meeting of Shareholders shall be approved when more than 50% of the total votes are in favor.
 5. The election of members of the Board of Directors and the Supervisory Board shall comply with Clause 3, Article 148 of the Law on Enterprises
 6. Resolutions of the General Meeting of Shareholders that are passed with 100% of the total voting shares shall be valid and effective even if the procedures and processes for passing such resolutions do not strictly comply with regulations.

Articl 21. Authority and Procedures for Collecting Written Opinions from Shareholders to Pass Resolutions of the General Meeting of Shareholders

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

1. The Board of Directors has the right to collect written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company. All matters under the decision-making authority of the General Meeting of Shareholders as stipulated in Article 14 of this Charter may be approved by the General Meeting of Shareholders through the form of collecting written opinions from shareholders, in accordance with the procedures and regulations of this Charter.
2. The Board of Directors shall prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents related to the draft resolutions and send them to all shareholders entitled to vote at least fifteen (15) days before the deadline for returning the opinion collection ballots.
3. The opinion collection ballot must contain the following key contents:
 - a. Name, head office address, enterprise code;
 - b. Purpose of collecting opinions;
 - c. Full name, contact address, nationality, Citizen Identification Card number/Identity Card number/Passport number or other legally recognized personal identification of an individual shareholder; name, enterprise code or establishment decision number, head office address of an institutional shareholder; or full name, permanent address, nationality, Citizen Identification

Card number, Identity Card number, Passport number, or other legally recognized personal identification of the authorized representative of an institutional shareholder; number of shares of each type and number of voting rights of the shareholder;

- d. Matters to be consulted for resolution approval;
 - e. Voting options, including approval, disapproval, and no opinion on each matter consulted;
 - f. Deadline for returning the completed opinion collection ballot to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors;
4. Shareholders may send their completed opinion collection ballots to the Company using one of the following methods:
- a. By mail: The completed opinion collection ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The ballot sent to the Company must be enclosed in a sealed envelope and must not be opened before vote counting.
 - b. By fax or email: The opinion collection ballot sent to the Company by fax or email must remain confidential until the vote counting process.

Opinion collection ballots received by the Company after the deadline specified in the ballot or that have been opened in the case of mailed ballots or disclosed in the case of fax or email submissions shall be considered invalid. Ballots that are not returned shall be regarded as abstentions.

5. The Board of Directors shall organize the vote counting process and prepare a vote counting minutes under the supervision of the Supervisory Board or a shareholder who does not hold a management position in the Company. The vote counting minutes must include the following key contents:
- a. Name, head office address, enterprise code;
 - b. Purpose and matters consulted for resolution approval;
 - c. Number of shareholders and total number of voting rights participating in the voting process, distinguishing between valid and invalid votes and voting methods, along with an annex listing shareholders who participated in the voting;
 - d. Total number of votes in favor, against, and abstentions for each matter;
 - e. Matters that have been approved;
 - f. Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the vote counting supervisor, and the vote counters.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly responsible for the accuracy and integrity of the vote counting minutes and for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.

6. The vote counting minutes and resolutions must be sent to shareholders within

fifteen (15) days from the date of vote counting completion. The publication of the vote counting minutes may be replaced by posting them on the Company's website within twenty-four (24) hours from the time the vote counting is completed.

7. The completed opinion collection ballots, vote counting minutes, full text of the approved resolution, and related documents accompanying the opinion collection ballots must be kept at the Company's head office
8. Resolutions approved by collecting written opinions from shareholders shall have the same validity as those passed at a General Meeting of Shareholders.

Article 22. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or stored in another electronic format.
2. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the date the General Meeting of Shareholders concludes.
3. The minutes of the General Meeting of Shareholders shall serve as conclusive evidence of the matters conducted at the General Meeting of Shareholders unless there is an objection to the contents of the minutes, submitted in accordance with the prescribed procedures within ten (10) days from the date of the minutes.
4. The minutes must be prepared in Vietnamese, signed for confirmation by the Chairman of the General Meeting and the Secretary, and must contain the following key contents:
 - a. Name, head office address, enterprise code;
 - b. Time and venue of the General Meeting of Shareholders;
 - c. Agenda and contents of the meeting;
 - d. Full names of the Chairman and the Secretary.
 - e. In case the Chairman or the Secretary refuses to sign the minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and if it contains all the required contents as stipulated in this Clause. The meeting minutes must clearly state the refusal of the Chairman or the Secretary to sign the minutes.
 - f. Summary of the meeting proceedings and opinions expressed by shareholders on each issue in the meeting agenda;
 - g. Number of shareholders and total number of voting rights of shareholders attending the meeting, including an annex listing registered shareholders, representatives of attending shareholders, their respective number of shares, and corresponding voting rights;
 - h. Total number of votes for each matter, specifying the voting method, total number of valid and invalid votes, number of votes in favor, against, and abstentions, along with the corresponding percentage of the total votes of

- shareholders attending the meeting;
- i. Matters approved and the corresponding voting percentage for each approved matter.
 5. The minutes of the General Meeting of Shareholders, the annex of registered attending shareholders with their signatures, proxies for attendance, approved resolutions, and related documents sent with the meeting invitation must be kept at the Company's head office.

Article 23. Request for the Cancellation of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receiving the minutes of the General Meeting of Shareholders or the vote counting results, shareholders or shareholder groups as defined in Clause 3, Article 11 of this Charter have the right to request the Court or Arbitration to review and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and passing resolutions by the General Meeting of Shareholders are not in compliance with the provisions of the Law on Enterprises and the Company's Charter, except as provided in Clause 2, Article 152 of the Law on Enterprises;
2. The content of the resolution violates the law or the Company's Charter.

In case the resolution of the General Meeting of Shareholders is canceled by the decision of the Court or Arbitration, the person who convened the canceled meeting may consider organizing another General Meeting of Shareholders within thirty (30) days according to the procedures and processes stipulated in the Law on Enterprises and this Charter.

If any shareholder or shareholder group requests the Court or Arbitration to cancel the resolution of the General Meeting of Shareholders as stipulated in this Article, the resolutions shall remain valid and enforceable until the Court or Arbitration makes a different decision, except in cases where emergency measures are applied as per the decision of the competent authority.

CHAPTER VII

BOARD OF DIRECTORS

Article 24. Nomination and Election of Members of the Board of Directors

1. In case the candidates have been predetermined, the relevant information about the candidates for the Board of Directors shall be included in the General Meeting of Shareholders' meeting documents and published at least ten (10) days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and legality of the personal information disclosed, and must pledge to perform their duties faithfully if elected as members of the Board of Directors. The information related to the candidates for the Board of Directors must include at least the following details:
 - a. Full name, date of birth;
 - b. Educational background;
 - c. Professional qualifications;
 - d. Work history;
 - e. Any interests related to the Company and its related parties (if any);
 - f. The full name of the shareholder or group of shareholders nominating the candidate (if any);
 - g. Other information (if any);
 - h. The Company is responsible for publishing information regarding any companies where the candidate holds a position as a member of the Board of Directors, other managerial positions, and any interests related to the Company (if any).
2. Shareholders or groups of shareholders owning at least 10% of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.
3. In case the number of candidates for the Board of Directors through nominations and elections is still insufficient, the current Board of Directors may nominate additional candidates or organize a nomination process in accordance with the Company's Charter, the Company's internal governance regulations, and the operational regulations of the Board of Directors. The Board of Directors' introduction of additional candidates must be clearly published before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

Article 25. Composition and Term of Members of the Board of Directors

1. The number of members of the Board of Directors is five (5). The term of the Board of Directors is five (5) years. Members of the Board of Directors may be re-elected for an unlimited number of terms. The number of members who are not executives or independent members of the Board of Directors must be at least one (1). An individual may only be elected as an independent member of the Board of

Directors of a company for no more than two (2) consecutive terms.

2. Members of the Board of Directors must meet the following standards and conditions:
 - a. Must have full civil capacity and not fall into the category of individuals prohibited from managing businesses as stipulated in Clause 2, Article 17 of the Law on Enterprises;
 - b. Must be a shareholder owning at least 3% of the total common shares, or represent an organization owning at least 5% of the total common shares, or have professional qualifications and experience in business management or in the main business sector of the Company;
 - c. Must not be a member of the Board of Directors of more than five (5) other companies simultaneously.
3. A member of the Board of Directors shall no longer hold the status of a Board member in the following cases:
 - a. The member no longer meets the eligibility requirements to be a member of the Board of Directors under the provisions of the Law on Enterprises or is legally prohibited from being a Board member;
 - b. The member submits a written resignation letter to the Company's head office;
 - c. The member suffers from a mental disorder, and other members of the Board of Directors provide professional evidence showing that the member is no longer capable of performing their duties;
 - d. The member fails to attend the Board of Directors' meetings continuously for six (6) months without the Board's approval, and the Board decides to vacate the position of that member;
 - e. The member is dismissed by a resolution of the General Meeting of Shareholders.
4. The appointment of members of the Board of Directors must be notified in accordance with the provisions of the Law on Securities and the securities market regulations.

Article 26. Powers and Duties of the Board of Directors

1. The business activities and operations of the Company must be supervised and directed by the Board of Directors. The Board of Directors is the body with full powers to exercise all rights on behalf of the Company, except for those powers vested in the General Meeting of Shareholders.
2. The Board of Directors is responsible for supervising and directing the General Director and other managers.
3. The rights and duties of the Board of Directors are stipulated by law, the Charter, the Company's internal regulations, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
 - a. Define the strategic orientation, activities, and development of the Company. To review, monitor, and evaluate the implementation of the strategy and

- propose adjustments as appropriate for each period;
- b. Decide the annual production and business development plans and budget; the medium-term development strategy and plans; and the Company's short, medium, and long-term financial plans;
 - c. Set operational objectives based on the strategic goals approved by the General Meeting of Shareholders;
 - d. Decide the Company's organizational structure; the internal management regulations of the Company, including: the information disclosure regulations, the management of capital contribution and appointment of representatives for the capital contribution, the investment regulations, financial regulations, income regulations, and the delegation of authority regulations of the Group;
 - e. Decide to issue the internal governance regulations of the Company, the regulations on the organization and operation of the Board of Directors after they have been approved by the General Meeting of Shareholders, and other regulations under the authority of the Board of Directors;
 - f. Resolve complaints against the Company's management and decide on the Company's representative to resolve issues related to legal procedures against that management;
 - g. Propose the types of shares that may be issued and the total number of shares to be issued per type;
 - h. Propose the issuance of bonds, convertible bonds into shares, and other securities allowing holders to buy shares at a predetermined price;
 - i. Decide the price for the offering of shares, bonds, and convertible securities when authorized by the General Meeting of Shareholders;
 - j. Elect, dismiss the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the General Director, Deputy General Directors, and the Chief Accountant when the Board of Directors believes it is in the best interest of the Company. Such dismissal must not conflict with any contractual rights of those dismissed (if any); to decide on the salary and other benefits for management personnel; to appoint representatives to participate in the Board of Members or the General Meeting of Shareholders of other companies, and decide on the remuneration and other benefits of those persons;
 - k. Approve the program, content, and documents for the General Meeting of Shareholders, convene meetings of the General Meeting of Shareholders, or collect opinions for the General Meeting of Shareholders to pass decisions;
 - l. Propose the annual dividend rate and determine the interim dividend; to organize dividend payments; to decide on the time and procedures for dividend payments or handling business losses;
 - m. Submit the audited annual financial statements and management reports to the General Meeting of Shareholders;
 - n. Propose restructuring, reorganization, or liquidation of the Company, and request the Company's bankruptcy;
 - o. Establish subsidiaries and decide related matters;

- p. Set up branches, representative offices, and decide related matters;
- q. Invest in, purchase shares in other companies;
- r. Appoint or designate representatives to act on behalf of the Company in subsidiaries;
- s. Exercise other powers as stipulated by law, this Charter, and the Board of Directors' operational regulation;
- 4. The following matters must be approved by the Board of Directors:
 - a. Establishment, division, merger, consolidation, or dissolution of subsidiaries;
 - b. Within the scope specified in Item h, Clause 2 of Article 153 and Clause 2 of Article 167 of the Law on Enterprises, and except for the cases specified in Item 1, Item n, Item o of Clause 1, Article 14 of this Charter, and Clause 1 and Clause 3 of Article 167 of the Law on Enterprises, the Board of Directors shall, at its discretion, decide the signing, implementation, modification, and cancellation of contracts and transactions of the Company. The Board of Directors decides on the Company's implementation of investment projects that do not fall within the scope of the General Meeting of Shareholders' decision-making authority as stipulated in Item d, Clause 1, Article 14 of this Charter;
 - c. Appoint and dismiss the individuals entrusted by the Company as its trade representatives and lawyers;
 - d. Borrowing, as well as the execution of collateral, guarantees, indemnities, and compensations for the Company;
 - e. Investments not included in the business plan and exceeding 10% of the value of the annual business plan and budget;
 - f. The purchase or sale of shares or equity interests in other companies established in Vietnam or abroad;
 - g. The valuation of assets contributed to the Company other than cash in the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technologies, and trade secrets;
 - h. The purchase or redemption of up to 10% of each type of shares;
 - i. Operational or business issues or transactions of the Company and subsidiaries that the Board decides need approval within its authority and responsibility; these matters shall be specified in the Company's internal documents and the Board of Directors;
 - j. Decision on the price for the purchase or redemption of the Company's shares.
- 5. The Board of Directors must report to the General Meeting of Shareholders on its activities at the annual General Meeting of Shareholders.
- 6. Unless otherwise stipulated by law and the Charter, the Board of Directors may delegate lower-level employees and managers to represent and handle work on behalf of the Company.
- 7. Members of the Board of Directors (excluding authorized representatives) receive remuneration for their work as Board members. The total remuneration

for the Board of Directors will be determined by the General Meeting of Shareholders. This remuneration will be divided among the Board members according to the agreement within the Board or equally in case no agreement is reached.

8. The total amount paid to each Board member, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, subsidiaries, affiliates of the Company, and other companies where the Board member is a representative of the equity stake, must be disclosed in detail in the Company's annual report. Remuneration for Board members must be separately stated in the Company's annual financial statements.
9. A Board member who holds an executive position or works in any subcommittee of the Board or performs other duties deemed by the Board to be outside the normal duties of a Board member may be paid additional remuneration in the form of a lump sum per task, salary, commission, profit share, or other forms as decided by the Board.
10. Board members are entitled to reimbursement for all reasonable travel, meal, accommodation, and other expenses incurred in the performance of their duties as Board members, including expenses related to attending meetings of the Board or its subcommittees or the General Meeting of Shareholders.
11. Board members have the right to request the General Director, Deputy General Director, or other managers within the Company to provide information and documents regarding the financial status and business activities of the Company and its subsidiaries. The requested managers must provide timely, complete, and accurate information and documents as required by the Board members.

Article 27. Chairman and Vice Chairman of the Board of Directors

1. The Board of Directors must select from among its members to elect a Chairman and a Vice Chairman.
2. The Chairman of the Board of Directors is responsible for convening and presiding over the General Meeting of Shareholders and meetings of the Board of Directors. The Chairman also has the following rights and responsibilities:
 - a. Develop the program and work plan for the Board of Directors, assign tasks to the members of the Board of Directors, and be directly accountable to the shareholders for organizing and executing the tasks specified in Articles 25 and 26 of this Charter;
 - b. Convene and preside over meetings of the Board of Directors; to preside over the General Meeting of Shareholders convened by the Chairman;
 - c. Decide on matters delegated by the Board of Directors; to direct the preparation of the program, contents, and materials for the General Meeting of Shareholders and Board of Directors meetings;
 - d. Organize the adoption of the Board of Directors' decisions through methods such as direct voting at meetings, collecting written opinions from the members of the Board of Directors, or other methods as stipulated;

- e. Sign and issue resolutions, decisions, and other documents within the Board's authority that have been approved. To sign the resolutions of the General Meeting of Shareholders convened by the Chairman;
 - f. Other rights and duties as stipulated in the organizational and operational regulations of the Board of Directors, this Charter, and the Law on Enterprises.
- 3. The Vice Chairman of the Board of Directors has the same rights and duties as the Chairman in the event of the Chairman's delegation, but only if the Chairman has notified the Board of Directors of their absence or inability to perform their duties due to unavoidable reasons. If the Chairman fails to designate the Vice Chairman to act in their absence, the remaining members of the Board of Directors will designate the Vice Chairman. In case both the Chairman and Vice Chairman are temporarily unable to perform their duties for any reason, the Board of Directors may elect another person from among themselves to act as Chairman according to the principle of a majority vote.
 - 4. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors submits the annual financial statements, the Company's activity report, the audit report, and the Board's supervisory report to the shareholders at the General Meeting of Shareholders.

Article 28. Meetings of the Board of Directors

- 1. The first meeting of the Board of Directors for a new term to elect the Chairman and make other decisions within its authority must be held within seven (07) working days from the date of the conclusion of the election of the Board for that term. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with an equal number or percentage of votes, these members will elect one person among them to convene the meeting based on a majority vote.
- 2. The Chairman of the Board of Directors must convene regular or extraordinary meetings, set the agenda, time, and location of the meeting at least five (05) days before the scheduled date. The Chairman may convene meetings at any time as deemed necessary but must hold at least one (01) meeting each quarter.
- 3. Additionally, the Chairman of the Board of Directors must convene a meeting of the Board of Directors without delay, without a valid reason, when one of the following parties requests in writing, presenting the purpose of the meeting and the issues to be discussed:
 - a. The General Director or at least five (05) other management members;
 - b. At least two (02) members of the Board of Directors;
 - c. The Supervisory Board or independent members of the Board of Directors.
- 4. The meetings of the Board of Directors as stipulated in Clause 3 of Article 28 must be conducted within seven (07) working days after receiving the request. If the Chairman of the Board of Directors refuses to convene the meeting according to the request, the Chairman must be held responsible for any damages incurred by the Company. The parties requesting the meeting as stipulated in Clause 3 of Article 28 may themselves convene the Board of

Directors meeting.

5. In case of a request by the independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's status.
6. Meeting Location: Meetings of the Board of Directors will be held at the registered address of the Company or at other locations in Vietnam or abroad as decided by the Chairman of the Board of Directors with the Board's consent.
7. Notice and Agenda: The notice for the Board of Directors meeting must be sent to Board members at least five (05) days before the meeting. Board members may refuse the meeting notice in writing, and this refusal may have retroactive effect. The meeting notice must be in Vietnamese and include the time, location, agenda, discussion and decision-making issues, along with any necessary documents for the matters to be discussed and voted upon at the meeting, including voting ballots for the members.

8. The meeting notice can be sent by post, fax, email, or other methods but must ensure delivery to the registered address of each Board member.

The first meeting of the Board of Directors can only be held and decisions can only be made if at least three-quarters (3/4) of the Board members are present in person or by proxy (authorized representatives).

If the required number of members is not met, the meeting must be reconvened within seven (07) days from the original intended meeting date. The reconvened meeting can proceed if more than half (1/2) of the Board members attend.

9. Voting:
 - a. Except as specified in Item b, Clause 9, Article 28 of this Charter, each member of the Board of Directors or their authorized representative present at the meeting in person will have one (01) voting right;
 - b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which the member or their related party has an interest that conflicts, or may conflict, with the interests of the Company. The member will not be counted in the minimum number of members required to hold a meeting of the Board of Directors for decisions on matters where the member does not have the right to vote;
 - c. As stipulated in Item d, Clause 9, Article 28 of this Charter, when an issue arises at a Board of Directors meeting related to the interests of a Board member or related to the voting rights of a member, and the matter is not resolved by the voluntary forfeiture of the voting rights by that Board member, the matter shall be referred to the Chairman of the meeting, and the Chairman's decision regarding all other members of the Board of Directors shall be considered as the final decision, except in cases where the nature or scope of the Board member's related interest has not been fully disclosed;
 - d. A Board member benefiting from a contract as stipulated in Item a and Item b, Clause 4, Article 37 of this Charter will be considered to have a significant interest in that contract.

10. A Board member, either directly or indirectly benefiting from a contract or transaction that has been or is proposed to be signed with the Company and who is aware of their interest, is responsible for disclosing the nature and content of that interest at the meeting where the Board first considers entering into that contract or transaction. If a Board member is unaware that they or a related party have an interest at the time the contract or transaction is signed with the Company, the member must disclose the interest at the first meeting of the Board of Directors held after the member becomes aware that they have or will have an interest in the transaction or contract.
11. The Board of Directors passes resolutions and makes decisions based on the majority opinion of the members present. In case of a tie between votes in favor and against, the final decision will belong to the Chairman of the Board of Directors.
12. A meeting of the Board of Directors may be held in the form of an agenda among the members of the Board when all or some members are in different locations, provided that each member participating in the meeting can:
 - a. Hear each other member of the Board speak during the meeting;
 - b. If desired, the member may speak to all other attending members simultaneously.

Communication between members may be conducted directly via telephone or other communication methods, or by combining all these methods. Members participating in such a meeting are considered to be "present" at the meeting. The location of the meeting conducted in this manner is the location where the largest group of Board members is gathered, or if there is no such group, the location where the Chairman of the meeting is present.

Decisions made in a meeting held in this format, properly organized and conducted, will take effect immediately at the conclusion of the meeting but must be confirmed by the signatures of all attending Board members in the meeting minutes.

13. A resolution in the form of written opinion collection is passed based on the approval of the majority of the Board members entitled to vote. This resolution has the same effect and validity as a resolution passed by the Board members in a meeting convened and organized in the usual manner.
14. The Chairman of the Board of Directors is responsible for forwarding the meeting minutes to the Board members, and these minutes will be considered authentic evidence of the work conducted in those meetings unless there is an objection to the content of the minutes within ten (10) days from the date of dispatch. The minutes of the Board of Directors meetings are prepared in Vietnamese and must be signed by the Chairman and the minute taker.
15. Subcommittees of the Board of Directors: The Board of Directors may establish subcommittees to handle matters related to development policies, human resources, salaries and benefits, and internal auditing. Subcommittee members may include one or more members of the Board of Directors and one or more external members, as decided by the Board of Directors. One of the Board members participating in the subcommittee is appointed as the Subcommittee

Chairman by the Board's decision. While exercising their delegated powers, the subcommittees must comply with the regulations set by the Board of Directors. These regulations may allow or permit the inclusion of non-Board members in the subcommittees and grant them voting rights as subcommittee members, but (a) the number of external members must be less than half of the total subcommittee members and (b) the resolutions of the subcommittees are only valid when the majority of the members present and voting at the subcommittee meeting are Board members.

16. The implementation of decisions made by the Board of Directors, or by the subcommittees of the Board, or by persons with subcommittee member status is legally valid even in cases where there may have been errors in the election or appointment of subcommittee or Board members.

Article 29. Person in Charge of Corporate Governance

1. The Board of Directors appoints at least one (01) person as the Person in Charge of Corporate Governance to support the effective operation of the Company's governance. The term of the Person in Charge of Corporate Governance is determined by the Board of Directors. The Person in Charge of Corporate Governance may also serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, but not in violation of current labor laws. The Board of Directors may also appoint one or more Assistants to the Person in Charge of Corporate Governance as needed.
3. The Person in Charge of Corporate Governance must meet the following qualifications:
 - a. Have knowledge of the law.
 - b. Not simultaneously work for an independent auditing firm currently auditing the Company's financial statements.
4. The Person in Charge of Corporate Governance has the following rights and duties:
 - a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with the regulations and other matters related to the Company and its shareholders;
 - b. Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
 - c. Advise on the procedures for meetings;
 - d. Attend meetings;
 - e. Advise on the procedures for drafting resolutions of the Board of Directors in compliance with the law;
 - f. Provide financial information, copies of the Board of Directors meeting minutes, and other information to Board members and the Supervisory Board;

- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Serve as the point of contact with interested parties;
- i. Maintain confidentiality of information in accordance with legal requirements and the Company's Charter.

CHAPTER VIII

GENERAL DIRECTOR, OTHER MANAGEMENT PERSONNEL

Article 30. Organizational Structure

The Company will establish a management system under which the management structure will be responsible and report to the leadership of the Board of Directors. The Company has one (01) General Director, Deputy General Directors, and one (01) Chief Accountant, all of whom are appointed by the Board of Directors. The General Director and the Deputy General Directors may also be members of the Board of Directors. The appointment, dismissal, or removal of the positions mentioned above must be carried out through a resolution of the Board of Directors, which must be formally approved.

Article 31. Management Personnel

- 1. Upon the General Director's proposal and with the approval of the Board of Directors, the Company may recruit necessary management personnel, in numbers and with qualifications that match the Company's structure and management practices at any given time. Management personnel must demonstrate the necessary diligence to ensure the Company's operations and organization achieve the set objectives.
- 2. The salary, remuneration, benefits, and other terms in the employment contract for the General Director will be decided by the Board of Directors. The terms for other management personnel will be decided by the Board of Directors after consulting with the General Director.

Article 32. Appointment, Dismissal, Duties, and Powers of the General Director

- 1. The Board of Directors will appoint a member of the Board of Directors or another person as the General Director and will sign a contract outlining the salary, remuneration, benefits, and other terms. Information regarding the General Director's salary, allowances, and benefits must be included in the Company's annual report and presented as a separate item in the annual financial statements
- 2. The General Director's term is five (05) years unless the Board of Directors specifies otherwise, and the General Director may be reappointed. The appointment may be revoked according to the provisions in the employment contract. The General Director must not be a person legally prohibited from holding this position, such as minors, individuals whose civil capacity is restricted or lost, those under criminal investigation or serving prison sentences, individuals under compulsory rehabilitation or education orders, those banned from engaging in business activities by court decisions, military personnel,

government officials, or those who have been legally determined to have caused the bankruptcy of a company they previously managed.

3. The General Director has the following rights and responsibilities:
 - a. To implement the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plans, and the investment plans of the Company that have been approved by the Board of Directors and the General Meeting of Shareholders;
 - b. To decide on matters except for those within the authority of the Board of Directors and the General Meeting of Shareholders, including signing financial and commercial contracts on behalf of the Company, organizing and managing the daily business activities of the Company within the scope of authority according to best management practices and in accordance with this Charter and the Company's regulations (if any);
 - c. Propose the number and titles of management personnel needed by the Company for appointment or dismissal by the Board of Directors as necessary, to carry out operations and management structures as proposed by the Board of Directors, and to advise the Board on the salary, remuneration, benefits, and other terms of employment contracts for management personnel;
 - d. Consult with the Board of Directors on the number of employees, their salaries, allowances, benefits, appointments, dismissals, and other terms related to their employment contracts;
 - e. By December 31st each year, the General Director must present a detailed business plan for the following fiscal year to the Board of Directors, based on meeting the requirements of an appropriate budget and the five-year financial plan;
 - f. Implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;
 - g. Propose measures to improve the activities and management of the Company; to recommend to the Board of Directors the organizational structure and internal management regulations of the Company;
 - h. Propose dividend policies or methods of handling business losses;
 - i. Prepare long-term, annual, and quarterly budgets for the Company (hereinafter referred to as the budget) to serve the long-term, annual, and quarterly management activities of the Company according to the business plan. The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be presented to the Board of Directors for approval and must include the information specified in the Company's regulations;
 - j. Perform all other activities as stipulated in this Charter, the Company's regulations, the resolutions of the Board of Directors, the General Director's employment contract, and the law.
 - l. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for performing the assigned duties and powers and

must report to these bodies when requested.

4. The Board of Directors may dismiss the General Director when the majority of members present and eligible to vote agree, and appoint a new General Director as a replacement.

CHAPTER IX SUPERVISORY BOARD

Article 33. Nomination and Election of Supervisors

1. The nomination and election of Supervisors are carried out in a manner similar to the provisions in Clause 1 and Clause 2 of Article 24 of this Charter.
2. In the case where the number of candidates for the Supervisory Board through nominations and elections is insufficient, the incumbent Supervisory Board may appoint additional candidates or organize a nomination process according to the mechanisms specified in the Company's Charter and internal governance regulations. The mechanism for the incumbent Supervisory Board to nominate candidates must be clearly disclosed and approved by the General Meeting of Shareholders before the nominations proceed.

Article 34. Supervisors

1. The number of Supervisors of the Company is three (03) members. The term of a Supervisor is no more than five (05) years and may be re-elected with no limit on the number of terms.
2. Supervisors must meet the standards and conditions specified in Clause 1 and Clause 2 of Article 169 of the Law on Enterprises, the Company's Charter, and must not fall under the following categories:
 - a. Working in the accounting or finance department of the company;
 - b. Being a member or employee of the independent audit firm conducting the audit of the company's financial statements for the last three (03) consecutive years.
3. The Supervisors will elect one (01) of them as the Head of the Supervisory Board by majority vote. The Head of the Supervisory Board must hold at least a bachelor's degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other related fields relevant to the business activities of the company. The Head of the Supervisory Board has the following rights and responsibilities:
 - a. To convene meetings of the Supervisory Board;
 - b. To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
 - c. To prepare and sign the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.
4. A Supervisor may be dismissed in the following cases:
 - a. No longer meeting the standards and conditions required to be a Supervisor as stipulated in the Law on Enterprises;

- b. Failing to perform their duties and obligations for six (06) consecutive months, except in cases of force majeure;
 - c. Resigning with approval;
 - d. Other cases as prescribed by law and this Charter.
5. A Supervisor may be removed in the following cases:
- a. Failing to complete assigned duties or tasks;
 - b. Failing to perform their rights and obligations for six (06) consecutive months, except in cases of force majeure;
 - c. Committing serious violations or repeated violations of the duties of a Supervisor as prescribed by the Law on Enterprises and the Company's Charter;
 - d. According to a resolution of the General Meeting of Shareholders;
 - e. Other cases as prescribed by law and this Charter.

Article 35. Supervisory Board

1. The Supervisory Board has the rights and duties as prescribed in Article 170 of the Law on Enterprises and the following additional rights and duties:

- a. To propose and recommend that the General Meeting of Shareholders approve the appointment of an independent audit firm to conduct the audit of the Company's financial statements; to decide on the appointment of the approved auditor to examine the operations of the Company, and to dismiss the appointed auditor when deemed necessary;
- b. Be accountable to shareholders for its supervisory activities;
- c. Supervise the Company's financial status and the legality of the activities of members of the Board of Directors, the General Director, and other managers; Ensure the coordination of activities between the Supervisory Board, the Board of Directors, the General Director, and shareholders;
- d. If illegal activities or violations of the Company's Charter are discovered by members of the Board of Directors, the General Director, or other executives, the Supervisory Board must inform the Board of Directors in writing within 48 hours, requiring the violator to cease the violations and propose remedial actions;
- e. Report to the General Meeting of Shareholders as required by the Law on Enterprises;
- f. Review the completeness, legality, and accuracy of the business situation report, annual and semi-annual financial statements, and the evaluation of the management of the Board of Directors, and to present the reviewed report at the annual General Meeting of Shareholders;
- g. Review, inspect, and assess the effectiveness and efficiency of the internal control system, internal auditing, risk management, and early warning systems of the Company;
- h. Review the accounting books, records, and other documents of the Company,

and the management and operational activities of the Company when necessary or by resolution of the General Meeting of Shareholders, or at the request of shareholders or shareholder groups as defined in Clause 3, Article 11 of this Charter;

- i. At the request of shareholders or shareholder groups as defined in Clause 3, Article 11 of this Charter, the Supervisory Board shall conduct an inspection within seven (07) working days from the date of receiving the request. Within fifteen (15) days from the conclusion of the inspection, the Supervisory Board must report on the findings to the Board of Directors and the requesting shareholders or shareholder group. The inspection conducted by the Supervisory Board under this provision must not interfere with the normal activities of the Board of Directors and must not disrupt the Company's business operations;
 - j. To propose measures for amending, supplementing, or improving the organizational structure, management, supervision, and operation of the Company to the Board of Directors or the General Meeting of Shareholders;
 - k. Have the right to attend and participate in discussions at the General Meeting of Shareholders, Board of Directors meetings, and other meetings of the Company;
 - l. Have the right to use independent consultants and the Company's internal audit department to carry out assigned tasks;
 - m. The Supervisory Board may consult with the Board of Directors before presenting reports, conclusions, and recommendations to the General Meeting of Shareholders;
 - n. Exercise other rights and duties as stipulated by the Law on Enterprises.
2. Members of the Board of Directors, the General Director, and other executives must provide accurate, complete, and timely information and documents related to the management, operation, and activities of the Company as requested by the Supervisory Board. The Person in Charge of Corporate Governance must ensure that all copies of resolutions, meeting minutes of the General Meeting of Shareholders and the Board of Directors, financial information, and other documents provided to shareholders and Board members are also provided to the Supervisory Board at the same time and through the same method as those for shareholders and Board members.
 3. The Supervisory Board may issue regulations regarding the meetings and operational methods of the Supervisory Board. The Supervisory Board must meet at least two (02) times per year, and the number of members attending the meetings must be at least two-thirds (2/3) of the total Supervisors.
 4. The total remuneration for Supervisors will be decided by the General Meeting of Shareholders. Supervisors will also be reimbursed for reasonable travel, accommodation, and other expenses incurred when attending meetings of the Supervisory Board or carrying out other activities related to their duties.

CHAPTER X

DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER MANAGEMENT PERSONNEL

Article 36. Duty of Care

Members of the Board of Directors, Supervisors, the General Director, and other management personnel are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, with honesty and in a manner they believe to be in the best interests of the Company, exercising a level of care that a prudent person would normally exercise when holding a comparable position and in similar circumstances.

Article 37. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Supervisors, the General Director, and other management personnel are prohibited from using business opportunities that could benefit the Company for personal gain. They are also prohibited from using information obtained through their position for personal advantage or to serve the interests of other organizations or individuals.
2. Members of the Board of Directors, Supervisors, the General Director, and other management personnel have the duty to inform the Board of Directors of any interests that may conflict with the Company's interests, which they may receive through legal entities, transactions, or other individuals.
3. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, Supervisors, the General Director, other management personnel, and individuals or organizations related to these persons or entities in which these individuals have a financial interest, except in cases where the public company and the organization related to the member are companies within the same group or a group of companies, including parent-subsidary companies.
4. Transactions between the Company and one or more members of the Board of Directors, Supervisors, the General Director, other management personnel, or individuals related to them will not be invalid in the following cases:
 - a. For transactions with a value less than or equal to 35% of the total assets value recorded in the latest financial statements, the key terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, Supervisors, the General Director, and other management personnel, have been reported to the Board of Directors and approved by a majority vote of the members of the Board of Directors without related interests;
 - b. For transactions with a value greater than 35% or transactions that result in a cumulative transaction value of 35% or more of the total assets recorded in the latest financial statements within 12 months from the first transaction, the key terms of this transaction, as well as the relationships and interests of the

members of the Board of Directors, Supervisors, the General Director, and other management personnel, have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without related interests;

- c. The contract or transaction is deemed fair and reasonable by an independent consulting organization considering all aspects related to the Company's shareholders at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.
5. Members of the Board of Directors, Supervisors, the General Director, other management personnel, and individuals related to these members are prohibited from using non-public information of the Company or disclosing it to others to carry out related transactions.

Article 38. Liability and Compensation

1. Members of the Board of Directors, Supervisors, the General Director, and other management personnel who violate their duties of honesty and care, fail to perform their duties with diligence and professional competence, shall be liable for the damages caused by their violations.
2. The Company shall compensate individuals who have, are, or may become parties in claims, lawsuits, or prosecutions (including civil, administrative cases, and not lawsuits where the Company is the plaintiff), provided that the individual has been or is a member of the Board of Directors, a Supervisor, the General Director, a manager, employee, or authorized representative of the Company, or has acted at the Company's request as a member of the Board of Directors, a manager, employee, or authorized representative, under the condition that the individual has acted in good faith, with care, diligence, and in the best interest of the Company, in compliance with the law, and with no evidence of breaching their responsibilities.
3. When performing functions, duties, or carrying out tasks as authorized by the Company, members of the Board of Directors, Supervisors, management personnel, employees, or authorized representatives of the Company will be compensated by the Company when they become involved in claims, lawsuits, or prosecutions (except for lawsuits where the Company is the plaintiff) in the following cases:
 - a. They have acted in good faith, with care, diligence, for the benefit of the Company, and in alignment with the Company's best interests;
 - b. They have complied with the law and there is no evidence to prove that they failed to fulfill their responsibilities.
4. The compensation costs include expenses incurred (including attorney fees), judgment costs, fines, and any amounts payable that arise in practice or are deemed reasonable when resolving such matters within the scope of the law. The Company may purchase insurance for those individuals to protect against the liabilities outlined above.

CHAPTER XI

RIGHT TO INVESTIGATE THE COMPANY'S BOOKS AND RECORDS

Article 39. Right to Investigate the Books and Records

1. Shareholders or shareholder groups referred to in Clause 2, Article 24 of this Charter have the right, either directly or through an authorized attorney or representative, to submit a written request to inspect, during working hours and at the Company's principal place of business, the shareholder register, the minutes of the General Meeting of Shareholders, and to make copies or extracts of these records. The request for inspection by the attorney or other authorized representative must be accompanied by the shareholder's authorization or a notarized copy of this authorization.
2. Members of the Board of Directors, Supervisors, the General Director, and other management personnel have the right to inspect the Company's shareholder register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that this information is kept confidential.
3. The Company must keep a copy of this Charter and any amendments or supplements to the Charter, the Business Registration Certificate, internal regulations, documents proving ownership of assets, minutes of the General Meeting of Shareholders and the Board of Directors, reports from the Board of Directors, reports from the Supervisory Board, annual financial statements, accounting records, and any other documents required by law at its principal office or another location, with the condition that shareholders and the business registration authority are notified of the location where these documents are stored.
4. The Company's Charter must be published on the Company's website.

CHAPTER XII

EMPLOYEES AND TRADE UNION

Article 40. Employees and Trade Union

The General Director must develop a plan for the Board of Directors to approve matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for management personnel and employees, as well as the Company's relationships with recognized trade unions, in accordance with the best standards, practices, and management policies, as well as the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

CHAPTER XIII

PROFIT DISTRIBUTION

Article 41. Profit Distribution

1. The General Meeting of Shareholders decides on the dividend rate and the method of dividend payment from the Company's retained earnings.
2. In accordance with the Law on Enterprises, the Board of Directors may decide to pay an interim dividend if it deems such a payment is appropriate based on the Company's profitability.
3. The Company does not pay interest on the dividend payment or any payment related to a type of share.
4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividends in the form of shares, and the Board of Directors is the authority responsible for implementing this resolution.
5. If dividends or other payments related to a type of share are paid in cash, the Company must pay in Vietnamese Dong. The payment may be made directly or through banks based on the bank details provided by the shareholder. If the Company has transferred the amount based on the shareholder's provided bank details and the shareholder does not receive the payment, the Company shall not be responsible for the amount transferred to the benefiting shareholder. Dividend payments for shares listed on the Stock Exchange may be made through a securities company or the Securities Depository Center.
6. If the General Meeting of Shareholders approves the payment of dividends, the dividends must be paid in full within six (06) months from the date of the annual General Meeting of Shareholders.
7. Based on the Law on Enterprises and the Law on Securities, the Board of Directors may pass a resolution to determine a specific date for the closing of the shareholder list. Based on this date, those who are registered as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, receive shares, notifications, or other documents.
8. Other issues related to profit distribution are carried out in accordance with the law.

CHAPTER XIV

BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 42. Bank Accounts

1. The Company will open accounts at banks in Vietnam or at foreign banks authorized to operate in Vietnam.
2. With prior approval from the competent authorities, the Company may open bank accounts abroad if necessary, in accordance with legal provisions.

3. The Company will conduct all payments and accounting transactions through its accounts in Vietnam Dong or foreign currency at the banks where the Company holds accounts.

Article 43. Fiscal Year

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December of the same calendar year. The first fiscal year begins on the date the Business Registration Certificate (or business license for conditional industries) is issued and ends on the 31st day of December following the date of issuance of the Business Registration Certificate (business license).

Article 44. Accounting System

1. The Company uses the Vietnamese Accounting Standards (VAS), the corporate accounting system, or other specialized accounting systems issued by the competent authorities and approved by the Ministry of Finance.
2. The Company keeps its accounting records in Vietnamese and retains accounting documents in accordance with accounting laws and related regulations. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company uses the Vietnamese Dong as the currency for accounting. In cases where the Company primarily conducts economic transactions in a foreign currency, it may choose that foreign currency as its accounting currency, bearing legal responsibility for this choice and notifying the relevant tax authorities.

CHAPTER XV

ANNUAL REPORT, DISCLOSURE RESPONSIBILITIES, AND PUBLIC ANNOUNCEMENTS

Article 45. Annual, Semi-Annual, and Quarterly Financial Reports

1. The Company must prepare an annual financial report in accordance with legal requirements and the regulations of the State Securities Commission. The report must be audited as specified in Article 47 of this Charter, and within ninety (90) days from the end of each fiscal year, the annual financial report approved by the General Meeting of Shareholders must be submitted to the competent tax authorities, the State Securities Commission, and the business registration authority.
2. The annual financial report must include the income statement that fairly and objectively reflects the profit and loss situation of the Company for the fiscal year, the balance sheet that fairly and objectively reflects the Company's situation as of the report preparation date, the cash flow statement, and the notes to the financial statements.
3. The Company must prepare and disclose semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and submit them to the relevant tax authorities and business registration authorities in accordance with the provisions of the Law on Enterprises.

4. The audited financial reports (including the auditor's opinion), semi-annual, and quarterly reports of the Company must be published on the Company's website.
5. Any interested organizations or individuals have the right to inspect or make copies of the audited annual financial reports, and the semi-annual and quarterly reports, during working hours at the Company's headquarters, and must pay a reasonable fee for the copies.

Article 46. Annual Report

The Company must prepare and disclose the Annual Report in accordance with the regulations of the law on securities and the securities market

CHAPTER XVI COMPANY AUDIT

Article 47. Audit

1. The Annual General Meeting of Shareholders will appoint an independent audit firm, or approve a list of independent audit firms, or establish criteria for selecting an independent auditing unit and authorize the Board of Directors to decide on the selection of the auditing unit to perform the audit for the Company in the next fiscal year.
2. The Company must prepare and submit the annual financial statements to the independent audit firm after the end of the fiscal year.
3. The independent audit firm will examine, verify, and prepare the audit report and submit the report to the Board of Directors in accordance with legal regulations.
4. A copy of the audit report must be submitted together with the Company's annual financial report.
5. The independent auditor conducting the audit of the Company is allowed to attend any General Meeting of Shareholders and has the right to receive notifications and other information related to the General Meeting of Shareholders that shareholders are entitled to receive, and may express opinions at the meeting on issues related to the audit.

CHAPTER XVII SEAL

Article 48. Seal

The Board of Directors shall decide on the form, quantity, content, and model of the Company's seal, as well as the management and use of the Company's seal.

CHAPTER XIII

DISSOLUTION AND BANKRUPTCY

Article 49. Circumstances and Conditions for Dissolution of the Company

1. The Company will be dissolved in the following cases:
 - a. By a decision of the General Meeting of Shareholders;
 - b. The Company no longer meets the minimum number of members as required by the Law on Enterprises for 06 consecutive months without completing the process of changing its business form;
 - c. The Business Registration Certificate is revoked.
2. The Company can only be dissolved when it ensures the full settlement of all debts and other liabilities, and the Company is not in the process of resolving disputes in court or through arbitration.

Article 50. Procedures for Dissolution of the Company

The dissolution of the Company will be carried out according to the following procedures:

1. A decision to dissolve the Company must be passed. The decision to dissolve the enterprise must include the following key elements:
 - a. The name and address of the Company's headquarters;
 - b. The reason for dissolution;
 - c. The timeline and procedure for liquidating contracts and settling the Company's debts;
 - d. The plan for handling liabilities arising from employment contracts;
 - e. The full name and signature of the legal representative of the enterprise.
2. The Board of Directors is directly responsible for organizing the liquidation of the Company's assets.
3. Within seven (07) working days from the date the decision is passed, the dissolution decision and meeting minutes must be sent to the business registration authority, the tax authorities, the Company's employees, and the dissolution decision must be published on the national enterprise registration portal. The decision must also be posted publicly at the Company's headquarters, branches, and representative offices.

The dissolution decision must be sent to creditors along with a notice on the debt settlement plan. The notice must include the name, address of the creditor; the debt amount, the deadline, location, and method of payment; as well as how and when the creditor's complaints will be resolved.

4. The Company's debts will be paid in the following order:

- a. Wages, severance pay, social insurance, health insurance, unemployment insurance in accordance with the law, and other employee benefits as per the collective labor agreement and individual labor contracts;
 - b. Tax debts and other debts;
 - c. After settling all debts and liquidation costs, the remaining assets will be distributed to the shareholders.
5. Within five (05) working days from the date all of the Company's debts have been paid, the legal representative of the Company must submit the dissolution documents to the business registration authority.
- After one hundred eighty (180) days from the date the dissolution decision is received under Clause 3 of this Article, if there is no response regarding the dissolution from the Company or no written objection from any related parties, or within five (05) working days from the date of receiving the dissolution documents, the business registration authority will update the legal status of the company in the national enterprise registration database.

Article 51. Activities Prohibited After the Dissolution Decision

From the date the dissolution decision is made, the Company and its management are prohibited from engaging in the following activities:

1. Hiding or dissipating assets;
2. Abandoning or reducing the rights to claim debts;
3. Converting unsecured debts into secured debts using the Company's assets;
4. Signing new contracts, except those necessary to implement the dissolution of the Company;
5. Pledging, mortgaging, donating, or leasing assets;
6. Terminating valid contracts;
7. Raising capital in any other form.

Article 52. Bankruptcy of the Company

The bankruptcy of the Company will be carried out in accordance with the laws on bankruptcy.

CHAPTER XIX INTERNAL DISPUTE RESOLUTION

Article 53. Internal Dispute Resolution

1. In the event of a dispute or complaint related to the Company's operations or the rights of shareholders under the Company's Charter, the Law on Enterprises, other laws, or administrative regulations, between:
 - a. A shareholder and the Company; or

- b. A shareholder and the Board of Directors, the Supervisory Board, the General Director, or other management personnel.

The parties involved will attempt to resolve the dispute through negotiation and reconciliation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board will preside over the dispute resolution and request each party to present the relevant factual elements related to the dispute within thirty (30) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board, either party may request the Supervisory Board to appoint an independent expert to act as an arbitrator in the dispute resolution process.

2. If a reconciliation decision is not reached within six (06) weeks from the beginning of the reconciliation process or if the mediation decision is not accepted by the parties, either party may bring the dispute to the competent People's Court.
3. Each party shall bear its own costs related to the negotiation and reconciliation process. Court costs will be borne by the party as decided by the Court.

CHAPTER XX

AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 54. Amendments and Supplements to the Charter

1. Any amendments or supplements to this Charter must be considered and approved by the General Meeting of Shareholders.
2. In cases where there are legal provisions relevant to the Company's activities that are not addressed in this Charter, or if there are new legal provisions that differ from the terms in this Charter, those legal provisions will automatically apply and govern the Company's activities.

CHAPTER XXI

EFFECTIVE DATE

Article 55. Effective Date

1. This Charter, comprising 21 Chapters and 55 Articles, was amended and supplemented on August 15th, 2024, in Hanoi, based on the resolution of the Annual General Meeting of Shareholders in 2024. This Charter shall come into effect and be applied from August 15th, 2024.
2. This Charter is the sole and official Charter of the Company.
3. Copies or extracts of the Company's Charter must bear the signature of the Chairman of the Board of Directors or an authorized representative of the Chairman, or at least one-half (1/2) of the total members of the Board of Directors, in order to be officially valid.

LEGAL REPRESENTATIVE OF THE COMPANY



Cao Van Kien