

PHU NHUAN JEWELRY JOINT STOCK COMPANY

□□□

CHARTER ON ORGANIZATION AND OPERATIONS

Ho Chi Minh City, April 16th, 2024

TABLE OF CONTENTS

CHAPTER I

GENERAL TERMS	6
ARTICLE 1: GENERAL PRINCIPLE	6
ARTICLE 2: DEFINATION	6
ARTICLE 3: COMPANY NAME AND LOGO	8
ARTICLE 4: HEAD OFFICE	8
ARTICLE 5: FORM AND STATUS OF OPERATION	9
ARTICLE 6: OBJECTIVES AND SCOPE OF MANUFACTURING AND BUSINESS ACTIVITIES	9
ARTICLE 7: TERM OF OPERATION	14
ARTICLE 8: RIGHTS AND OBLIGATIONS OF THE COMPANY	14
ARTICLE 9. LEGAL REPRESENTATIVE OF THE COMPANY	15
ARTICLE 10: RESPONSIBILITIES OF THE LEGAL REPRESENTATIVE OF THE COMPANY	16
ARTICLE 11. SEAL	17
ARTICLE 12: PRINCIPLES ON ORGANIZATION, ADMINISTRATION, AND MANAGEMENT OF COMPANY	17
ARTICLE 13: THE COMMUNIST PARTY OF VIETNAM AND OTHER ORGANIZATIONS	18

CHAPTER II

CAPITAL – STOCK – SHARES – SHAREHOLDERS	18
ARTICLE 14: CHARTER CAPITAL	18
ARTICLE 15: INCREASE AND DECREASE IN CHARTER CAPITAL	18
ARTICLE 16: OTHER CAPITAL MOBILIZATION	19
ARTICLE 17: SHARES	19
ARTICLE 18: SHARES AND OTHER SECURITIES CERTIFICATES	20
ARTICLE 19: TRANSFER OF SHARES	21
ARTICLE 20: REVOCATION OF SHARES	21
ARTICLE 21: INHERITANCE OF SHARES	21
ARTICLE 22: SHAREHOLDERS’ REGISTER	22
ARTICLE 23: GENERAL PROVISIONS ON SHAREHOLDERS	23
ARTICLE 24: RIGHTS OF SHAREHOLDERS	24
ARTICLE 25: RESPONSIBILITIES AND OBLIGATIONS OF SHAREHOLDERS	25
ARTICLE 26: ALTERATION OF RIGHTS	26

ARTICLE 27: RESPONSIBILITIES OF AUTHORIZED REPRESENTATIVES OF SHAREHOLDERS BEING ORGANIZATION	27
ARTICLE 28: AUTHORIZATION TO ATTEND THE GENERAL MEETING OF SHAREHOLDERS	27
CHAPTER III	
ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE	28
ARTICLE 29. ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE	28
ARTICLE 30: GENERAL MEETING OF SHAREHOLDERS	29
ARTICLE 31: RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS	31
ARTICLE 32: ORGANIZING GENERAL MEETING OF SHAREHOLDERS	33
ARTICLE 33: PROCEDURE FOR CONDUCTING MEETINGS AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS	35
ARTICLE 34: ADOPTING RESOLUTIONS/DECISIONS OF THE GENERAL MEETING OF SHAREHOLDERS DURING THE MEETING	37
ARTICLE 35: MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS	38
ARTICLE 36. AUTHORITY AND PROCEDURES FOR COLLECTION OF WRITTEN OPINIONS	39
ARTICLE 37. DEMAND FOR CANCELLATION OF RESOLUTIONS/DECISIONS OF THE GENERAL MEETING OF SHAREHOLDERS	41
ARTICLE 38: BOARD OF DIRECTORS	42
ARTICLE 39: RIGHTS AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS	43
ARTICLE 40: MEMBERS OF THE BOARD OF DIRECTORS	47
ARTICLE 41: CHAIRPERSON AND VICE CHAIRPERSON OF THE BOARD OF DIRECTORS	51
ARTICLE 42: ASSIGNMENT OF RESPONSIBILITIES TO MEMBERS OF THE BOARD OF DIRECTORS	52
ARTICLE 43: COMMITTEES, SUBCOMMITTEES, AND DEPARTMENTS OF THE BOARD OF DIRECTORS	53
ARTICLE 44: MEETING OF THE BOARD OF DIRECTORS	54
ARTICLE 45: ADDITION AND REPLACEMENT OF MEMBERS OF THE BOARD OF DIRECTORS	57
ARTICLE 46: RIGHTS OF MEMBERS OF THE BOARD OF DIRECTORS TO BE PROVIDED WITH INFORMATION	57
ARTICLE 47: COMPOSITION OF THE AUDIT COMMITTEE	58
ARTICLE 48: RIGHTS AND RESPONSIBILITIES OF THE AUDIT COMMITTEE	58

ARTICLE 49: REPORT ON THE ACTIVITIES OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS IN THE AUDIT COMMITTEE AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS	59
ARTICLE 50: MEETINGS OF THE AUDIT COMMITTEE	59
ARTICLE 51: THE GENERAL DIRECTOR	60
ARTICLE 52: RIGHTS AND RESPONSIBILITIES OF THE GENERAL DIRECTOR	60
ARTICLE 53: DISMISSAL AND REMOVAL OF THE GENERAL DIRECTOR	62
ARTICLE 54: AUTHORIZATION, DECENTRALIZATION, OR DELEGATION OF GENERAL DIRECTOR' AUTHORITY	63
ARTICLE 55: MANAGEMENT STRUCTURE AND BUSINESS EXECUTIVES	63
ARTICLE 56: CORPORATE GOVERNANCE OFFICER	64
ARTICLE 57: COMPANY'S AUTHORIZED REPRESENTATIVE IN OTHER ORGANIZATIONS	65
ARTICLE 58: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTORS, AND OTHER BUSINESS EXECUTIVES	66
ARTICLE 59: RESPONSIBILITY FOR HONESTY AND AVOIDANCE OF CONFLICTS OF INTEREST AMONG ENTERPRISE MANAGERS	66
ARTICLE 60: ACCEPTANCE OF CONTRACTS AND TRANSACTIONS BETWEEN THE COMPANY AND RELATED PERSONS	68
ARTICLE 61: LIABILITY FOR DAMAGES AND COMPENSATION	69
ARTICLE 62: RIGHT TO ACCESS BOOKS AND RECORDS	70
ARTICLE 63: EMPLOYEES AND UNIONS	71
CHAPTER IV	
FINANCE, ACCOUNTING, AUDIT, AND PROFIT DISTRIBUTION	71
ARTICLE 64: FISCAL YEAR AND ACCOUNTING SYSTEM	71
ARTICLE 65: BANK ACCOUNTS	71
ARTICLE 66: FINANCIAL REPORTS	72
ARTICLE 67: AUDIT	73
ARTICLE 68: PROFIT DISTRIBUTION AND RESERVE FUNDS	73
ARTICLE 69: DIVIDENDS	73
CHAPTER V	
PUBLIC INFORMATION DISCLOSURE	75
ARTICLE 70: REPORTING AND DISCLOSURE OF INFORMATION	75
CHAPTER VI	
RELATIONSHIP BETWEEN THE COMPANY AND ITS SUBSIDIARIES	75

ARTICLE 71: RIGHTS, OBLIGATIONS, AND RESPONSIBILITIES OF THE COMPANY TOWARDS ITS SUBSIDIARIES	75
ARTICLE 72: RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND ITS SUBSIDIARIES	76
CHAPTER VII	
DISPUTE RESOLUTION AND LITIGATION	76
ARTICLE 73: INTERNAL DISPUTE RESOLUTION	76
ARTICLE 74: DISPUTES BETWEEN THE COMPANY AND EXTERNAL ORGANIZATIONS OR INDIVIDUALS	76
CHAPTER VIII	
EXTENSION, TERMINATION, LIQUIDATION AND BANKRUPTCY	77
ARTICLE 75: EXTENSION AND TERMINATION OF OPERATION TERM	77
ARTICLE 76: LIQUIDATION AND BANKRUPTCY	77
CHAPTER IX	
EFFECTIVENESS	78
ARTICLE 77: IMPLEMENTATION PROVISIONS	78

CHAPTER I GENERAL TERMS

ARTICLE 1: GENERAL PRINCIPLE

1. This Charter has not restated the provisions of the Vietnamese regulations stipulated to joint stock companies, Company shareholders, the Board of Directors, the Audit Committee, the General Director, the Business Executives, employees, and Trade Unions, except for the specified exceptions. These regulations will always remain applicable, regardless of whether they are explicitly mentioned in this Charter or not.
2. This Charter refrains from reiterating the phrase "in accordance with Vietnamese law" because it is implicit that all parties are obligated to consistently adhere to, be governed by, and uphold Vietnamese law in all instances.
3. If the regulations pertaining to the Company's operations are not explicitly outlined in this Charter or if there exist legal provisions that differ from those stated herein, the applicable law shall prevail and govern the Company's activities. Any necessary amendments to align the relevant provisions of this Charter will be undertaken by the General Meeting of Shareholders at the suitable time.

ARTICLE 2: DEFINITIONS

1. In the Charter, the following terms shall be construed as follows:
 - **"Law on Enterprises"** refers to Law on Enterprises No. 59/2020/QH14, ratified by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, along with any associated documents that amend, supplement, or supersede it;
 - **"Law on Securities"** refers to Law on Securities No. 54/2019/QH14, sanctioned by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019, along with any associated documents that amend, supplement, or supersede it.
 - **"Company"** means Phu Nhuan Jewelry Joint Stock Company;
 - **"Founding date"** refers to January 2, 2004;
 - **"Charter"** or **"Company's Charter"** means Charter on Organizations and Operations of Phu Nhuan Jewelry Joint Stock Company, along with any associated documents that amend, supplement, or supersede it;
 - **"General Meeting of Shareholders"** means the General Meeting of Shareholders of Phu Nhuan Jewelry Joint Stock Company;
 - **"Corporate Governance Regulations"** means the internal corporate governance regulations of Phu Nhuan Jewelry Joint Stock Company, along with any associated documents that amend, supplement, or supersede it;
 - **"Regulations of the Board of Directors"** means the Regulations on Operation of the Board of Directors of Phu Nhuan Jewelry Joint Stock Company, along with any associated documents that amend, supplement, or supersede it;

- **"Capital Contribution"** refers to the provision of assets to establish the charter capital of a company, encompassing contributions made during its establishment or subsequent additions to the charter capital.
- **"Board of Directors"** means the Board of Directors of Phu Nhuan Jewelry Joint Stock Company;
- **"Charter Capital"** refers to the aggregate capital contributed by all shareholders of the company, as specified in Article 14 of this Charter.
- **"Shareholder"** means any individual or organization that owns at least one share of the Company.
- **"Major Shareholder"** means a Shareholder as stipulated in Clause 18 Article 4 of Law on Securities.
- **"Shares"** refers to the equal portions into which the Charter Capital is divided, each with a par value of 10,000 VND.
- **"Independent Member of the Board of Directors"** means a member of the Board of Directors as stipulated in Clause 2, Article 155 of Law on Enterprises and Clause 1.8 Article 40 of this Charter;
- **"Non-Executive Member of the Board of Directors"** refers to a member of the Board of Directors who is not the Business Executives.
- **"Enterprise Managers"** means members of the Board of Directors and Business Executives of the Company;
- **"The Business Executives"** refers to the General Directors, the Chief Accountant, and other executives of the Company appointed by the General Director and approved by the Board of Directors.
- **"Related Person"** means an individual or organization as regulated in Clause 23 of Article 4 of Law on Enterprises and Clause 46 of Article 4 of Law on Securities.
- **"Internal Management Regulations"** refers to the internal rules governing the management and operation of the Company, as well as other associated activities or matters, periodically issued by the Board of Directors. These regulations encompass various aspects, including but not limited to, the authorization, decentralization, or delegation of powers by the Board of Directors, matters related to the activities of the Company's authorized representatives in other organizations, and specific regulations concerning the activities of Committees, Subcommittees, and Departments of the Board of Directors. To prevent any misunderstandings, the Internal Management Regulations will exclude provisions falling under the purview of the General Meeting of Shareholders and the General Director.
- **"Authorization"** refers to the act by which an entity delegates one or more other entities to act on its behalf and in its name to fulfill responsibilities and exercise powers in accordance with the law.

- **"Decentralization of Powers "** and **"Delegation of Powers"** depending on the specific context, refer to the distribution of the responsibilities and powers of one entity by one or more entities.
 - **"Committee" "Sub-Committee"** (Subcommittee), or **"Department,"** depending on the specific context, are specialized agencies under the Board of Directors, established according to the resolution/decision of the Board of Directors to support the Board of Directors in the management of the Company and/or group of companies of which the Company is the parent company and/or related to certain specific tasks or projects. Members of the Committee, Sub-Committee, and Department include members of the Board of Directors and may also have other members who are not members of the Board of Directors according to the resolution/decision of the Board of Directors.
 - **"Person with related interests"** refers to an individual who possesses rights and/or interests stemming from and/or associated with contracts or transactions entered into or conducted with the Company.
2. In this Charter, any article or document referred to will include any amendment and supplement or any replacing document of such article or document.
 3. Headings (chapters, Article of the Charter) are used herein for convenience only and do not affect the nature of the content and structure of the Charter.
 4. Words or terms defined in the Law on Enterprises, and the Law of Securities (if they do not contradict the subject or context) will have the same meanings in this Charter.

ARTICLE 3: COMPANY NAME AND LOGO

1. Company name: Phu Nhuan Jewelry Joint Stock Company
2. Company name in English: Phu Nhuan Jewelry Joint Stock Company
3. Company's abbreviated name: PNJ Company
4. Logo:



ARTICLE 4: HEAD OFFICE

1. Head office:
 - Address: 170E Phan Dang Luu, Ward 3, Phu Nhuan District, Ho Chi Minh City
 - Phone: (84-28) 399 51703 – (84-28) 3995 1706
 - Fax: (84-28) 3995 1702
 - Email: pnj@pnj.com.vn

- Website: www.pnj.com.vn
2. The Company operates through offices, divisions, Committees, Sub-Committees, Departments, branches, and business locations, as well as domestic and foreign representative offices, established in accordance with resolutions/decisions of the Board of Directors and legal regulations to undertake production and business activities.

ARTICLE 5: FORM AND STATUS OF OPERATION

1. The Company was established through the equitization process of the Party's economic enterprise, Phu Nhuan Jewelry Company, which was under the Finance and Management Board of the Ho Chi Minh City Party Committee. Its formation relied on voluntary capital contributions from Shareholders and operates in accordance with the Law on Enterprises.
2. Phu Nhuan Jewelry Joint Stock Company:
 - Is owned by Shareholders.
 - Possesses full status of legal entity as per Vietnamese law.
 - Operates under Charter on Organization and Operations
 - Utilizes its own seal and is able to open accounts with national and foreign banks in compliance with legal regulations.
 - Bears responsibility for the outcomes of all business endeavors and enjoys financial autonomy.
 - Maintains its own accounting balance sheet and is empowered to establish funds in alignment with the regulations of the Law on Enterprises and resolutions/decisions of the General Meeting of Shareholders.

ARTICLE 6: OBJECTIVES AND SCOPE OF MANUFACTURING AND BUSINESS ACTIVITIES

1. The Company's objectives are as follows:
 - To establish and maintain PNJ's brand as a prominent entity within the jewelry industry, actively engaging in the global market.
 - To systematically broaden and enhance operations in other areas where the Company possesses strengths, aiming to establish a robust and enduring foundation for sustainable growth.
 - To optimize profits while safeguarding the lawful rights of workers and fulfilling obligations to competent authorities.
2. Scope of manufacturing and business activities:

Business code	Business line
7120	Technical testing and analysis

	<p>Details: Diamond and gemstone testing services. Assaying services for gold, silver, other precious metals, and semi-precious stones</p>
3211	<p>Production of jewelry and related details</p> <p>Details: Production of gold jewelry and fine arts. Processing gold jewelry and fine arts. Manufacture of jewelry from precious metals or base metals plated with precious metals or precious stones or semi-precious stones, or synthetic precious metals and precious stones or semi-precious stones or other metals. Production of gold and silver parts made of precious metals or base metals plated with precious metals such as: food, flatware, dishes, teapots, sanitary details, office details, used in religion. Production of technical or experimental details made of precious metals (except tools or similar parts): crucibles, shovels, metal anode testing; watches made of precious metals; cuffs, watch straps, and cigarette boxes.</p>
4662	<p>Wholesale of metals and metal ores</p> <p>Details: Trading in gold jewelry, handicrafts. Wholesale of silver, precious metals, gemstones, semi-precious stones. Buying and selling gold bars.</p>
8532	<p>Career education</p> <p>Details: Vocational training.</p>
6492	<p>Other credit-granting activities</p> <p>Details: Pawn service.</p>
4771	<p>Retailing of garments, footwear, leather and leatherette goods in specialized stores</p> <p>Details: Retail of suitcases, briefcases, bags, wallets, other leather and leatherette goods. Retailing products such as coasters, towels, paper containers, cloth bags, pillow cases, towels, shoes, and sandals. Retail of blankets, mosquito nets, mattresses, curtains, bed sheets, pillows, and other bedding, garments, and clothing. Footwear retail. Retail of leather and imitation leather goods. Retail of leather and leatherette travel goods. Retailing other apparel such as gloves, scarves, socks, ties, and suspenders.</p>
9631	<p>Haircut, hair styling, hair washing</p>

	Details: Haircut, hair styling, hair washing, facial care (except services that cause bleeding).
5610	Restaurants and mobile food and beverage services Details: Trading in restaurants, alcohol, beverages, and food services.
6810	Real estate business, land use rights belonging to the owner, user or tenant Details: Real estate business (except investment in construction of cemetery and graveyard infrastructure to transfer land use rights associated with infrastructure).
3212	Production of imitation jewelry and related details
4649	Wholesale of other household appliances Details: Wholesale of finished jewelry made of gold, silver, and precious metals (excluding coins). Wholesale of suitcases, briefcases, bags, wallets, other leather and leatherette goods. Wholesale of watches and eyeglasses. Wholesale of imitation jewelry and related details. Wholesale of travel goods made of leather, imitation leather, and other materials. Wholesale fashion accessories. Wholesale of postcards and other printed matter (excluding printed books, brochures, pamphlets, and similar publications, single sheet or non-single sheet form; newspapers, specialized magazines and publications periodicals, whether or not illustrated or containing advertising matter, and children's books, pictures, drawing or coloring books). Wholesale of soap, candles, essential oils, cinnamon products, horn products (except products from precious and rare animals), and sculpture products.
4773 (main)	Retail of other new goods in specialty stores Details: Trading in gold jewelry, handicrafts. Retail of silver, precious metals, gemstones, and semi-precious stones, jewelry. Retail of souvenirs, woven items, handicrafts. Retail of watches, eyewear. Retail of silver, raw precious metals. Exporting, importing gold jewelry, handicrafts. Buying and selling gold bars.
4669	Other specialized wholesale not yet classified Details: Wholesale of handicrafts. Exporting and importing gold jewelry, fine arts made of gold, silver, other precious metals, diamonds, precious stones, semi-precious stones, gold bars, raw gold in the form of leaves, powdered wire, blocks, ingots, seeds, pieces (not used to produce

	gold bars). Exporting and importing jewelry, imitation jewelry and related details.
2420	Production of non-ferrous and precious metals Details: Production of non-ferrous metals and precious metals (except production of gold bars).
2592	Mechanical; Metal treatment and coating Details: Processing gold, silver, gemstones, jewelry, imitation jewelry, and related details.
4641	Wholesale fabrics, readymade garments, shoes
9000	Creative, artistic, and entertainment activities (Except for organizing art performances at the headquarters; except for discotheque business, music tea room and do not perform fire and explosion effects; do not use explosives, flammable substances, chemicals as props, tools for performing arts programs, events, movies)
1410	Sewing costumes (except costumes made from fur) (Except bleaching, dyeing, sizing, printing on textiles, sewing, knitting products, and processing of used goods)
1322	Production of ready-made garments (except costumes) (Except bleaching, dyeing, sizing, printing on textile, sewing, knitting, leather products, and processing of used goods)
1323	Production of carpets, blankets, and cushions (Except bleaching, dyeing, sizing, printing on textile, sewing, knitting, leather products, and processing of used goods)
1512	Production of suitcases, handbags, and similar products, production of saddles and cushions (Except bleaching, dyeing, sizing, printing on textile, sewing, knitting, leather products, and processing of used goods)
1520	Shoe production (Except bleaching, dyeing, sizing, printing on textile, sewing, knitting, leather products, and processing of used goods)

4722	Food retail in specialized stores (Implemented according to Decision No. 64/2009/QD-UBND dated July 31 st , 2009, and Decision No. 79/2009/QD-UBND dated October 17 th , 2009 of the People's Committee of Ho Chi Minh City on economic planning agricultural products and food business in Ho Chi Minh City) (excluding rice, cane sugar, and beet sugar)
4632	Wholesale food (Not operating at headquarters) (excluding rice, cane sugar, and beet sugar)
1709	Production of other products from paper and cardboard not classified elsewhere (Except for waste recycling at headquarters)
8299	Other remaining business support service activities have not been classified yet Details: E-commerce services.
6499	Other uncategorized financial service activities (except insurance and social insurance) Details: Foreign currency exchange agency, foreign currency receipt and payment service. Providing intermediary payment services.
6622	Activities of insurance agents and brokers Details: Insurance agency.
6201	Computer Programming
6202	Computer consulting and computer system administration
6209	Information technology service activities and other services related to computers Details: Troubleshooting computer problems and installing software.
6311	Data processing, leasing, and related activities
6312	Information portal

	Details: E-commerce trading platform services.
	And other industries and businesses that are not prohibited by law.
	Enterprises must strictly comply with the provisions of law on land, construction, fire prevention and fighting, environmental protection, and other provisions of law related to the operations of the enterprise, and business conditions for conditional business lines.

ARTICLE 7: TERM OF OPERATION

The Company's operational term is fifty (50) years starting from the date recorded in the decision to convert from a Party economic enterprise to a joint-stock company, as determined by the competent authority. Any premature cessation or extension of the Company's operational period shall be resolved by the General Meeting of Shareholders or as stipulated by law and approved by the competent state entity.

ARTICLE 8: RIGHTS AND OBLIGATIONS OF THE COMPANY

1. Rights:

- 1.1. Freedom to engage in business activities in industries and business not prohibited by law;
- 1.2. Autonomy in business decisions and selection of organizational structures, including the freedom to choose industries, businesses, locations, and business models, as well as the ability to adjust business scale and sectors;
- 1.3. Determine the form and manner of capital mobilization, allocation, and utilization;
- 1.4. Independent pursuit of markets, acquisition of customers, and contract negotiation;
- 1.5. Engage in import and export business;
- 1.6. Recruit, hire, and utilize labor in accordance with business needs;
- 1.7. Initiative in the application of scientific and technological advancements to enhance business efficiency and competitiveness;
- 1.8. Ownership, utilization, and disposal of Company assets;
- 1.9. Decline requests for resources that contravene the law;
- 1.10. Lodge complaints and submit denunciations as per legal provisions governing such actions;
- 1.11. Participation in legal proceedings in accordance with legal provisions; and
- 1.12. Any other rights stipulated by relevant laws.

2. Obligations:

- 2.1. Fulfill all requirements for conducting business activities in areas subject to conditional investment and business regulations as per the laws governing investments, ensuring ongoing compliance with these conditions throughout business operations;
- 2.2. Organize accounting practices, prepare, and submit truthful, accurate, and punctual financial reports in accordance with accounting and statistical laws.
- 2.3. Declare taxes, fulfill tax obligations, and adhere to other financial responsibilities as stipulated by laws.
- 2.4. Safeguard the legal and legitimate rights of employees in accordance with labor laws, prohibiting discrimination or insults to their dignity; prohibit the use of forced or child labor, support employee training initiatives to enhance qualifications and vocational skills, and ensure compliance with social insurance, unemployment insurance, health insurance, and other statutory employee benefits.
- 2.5. Ensure and take responsibility for the quality of goods and services, conforming to legal standards or registered and announced specifications.
- 2.6. Promptly and completely fulfill obligations related to business registration, changes in registration details, information disclosure on establishment and operations, reporting, and other requirements as specified by the Law on Enterprises and relevant legal provisions.
- 2.7. Ensure the accuracy and truthfulness of information provided in business registration documents and reports, promptly rectifying any inaccuracies or omissions discovered.
- 2.8. Adhere to laws concerning national defense, security, social order, safety, gender equality, natural resource conservation, environmental protection, and preservation of historical-cultural landmarks and scenic areas; and
- 2.9. Uphold ethical standards in business conduct to protect the lawful rights and interests of customers and consumers.

ARTICLE 9. LEGAL REPRESENTATIVE OF THE COMPANY

1. The legal representative of the Company means an individual who represents the Company to exercise the rights and perform the obligations arising from transactions of the Company and represents the Company in the capacity as the requester for the settlement of a civil matter, plaintiff, respondent or person with related interests and obligations before the arbitration or court and other rights and obligations as prescribed by the law.
2. The Company has two (2) legal representatives, the Chairperson of the Board of Directors and the General Director with the following personal information:
 - (a) Full name: Cao Thi Ngoc Dung

Gender: Female

Date of birth:

Nationality: Vietnamese

Ethnic group:

ID No.:

Permanent address:

Current location:

Title: Chairperson of the Board of Directors

(b) Full name: Le Tri Thong

Gender: Male

Date of birth:

Nationality: Vietnamese

Ethnic group:

ID No.:

Permanent address:

Current residence:

Title: Chief Executive Officer

3. The responsibilities of each legal representative are delineated in accordance with the stipulations of this Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, the Internal Management Regulations, and resolutions/decisions issued by the Board of Directors.
4. The Company ensures that its legal representatives maintain permanent residency in Vietnam. Should the Company's legal representative need to leave Vietnam, they must provide written authorization for another individual to assume their rights and obligations. Despite their absence, the Company's legal representative remains accountable for the execution of authorized rights and obligations.
5. If the authorization period specified in Clause 4 of this Article expires without the return of the Company's legal representative to Vietnam and no alternative authorization is granted, the authorized representative will continue to carry out the rights and obligations of the Company's legal representative within the authorized scope until a different decision is made by the Board of Directors.

ARTICLE 10: RESPONSIBILITIES OF THE LEGAL REPRESENTATIVE OF THE COMPANY

1. The legal representative of the Company has the following responsibilities:
 - 1.1. To exercise vested rights and perform assigned obligations in an honest, prudent, and best manner in order to protect the lawful interests of the Company;

- 1.2. To be faithful to the interests of the Company; not to abuse his/her title, position and not to use the business information, know-how, opportunities, and other assets of the Company for personal purposes or the interests of the other organizations or individuals; and
- 1.3. To notify to the Company in a timely, sufficient, and accurate manner of any enterprises of which they and their Related Persons are owners or in which they have shares or contributed capital amounts.
2. The legal representative of the Company must be personally liable for the damage caused to the Company by breaches of the obligations specified in Clause 1 of this Article.

ARTICLE 11. SEAL

1. Seal includes physical seal or seal in the form of digital signatures as prescribed by regulations of law on electronic transactions.
2. Seals are employed as stipulated by law or by mutual agreement between transacting parties.
3. The Board of Directors and/or General Director manage, use, and store the seal in adherence to the Company's Charter and the Internal Management Regulations.

ARTICLE 12: PRINCIPLES ON ORGANIZATION, ADMINISTRATION, AND MANAGEMENT OF COMPANY

1. The company operates on the principles of voluntariness, equality, democracy, respect for the law and the Company's Charter.
2. Shareholders contribute capital, share profits, and assume losses proportionate to their share ownership, bearing responsibility for the Company's debts within the scope of their capital contribution.
3. The General Meeting of Shareholders holds the supreme authority for decision-making within the Company.
4. The Board of Directors, elected by the General Meeting of Shareholders, is responsible for the Company's management.
5. The General Director, appointed and dismissed by the Board of Directors, oversees the Company's day-to-day operations.
6. The Board of Directors retains the authority to establish the Committees, Subcommittees, and/or Departments to aid the Board of Directors in managing the Company and any associated group companies, given the Company's role as the parent company.
7. Unless prohibited by law or the Charter, both the General Meeting of Shareholders and the Board of Directors may authorize, decentralize, or delegate authority to other entities for the fulfillment of their responsibilities, in accordance with the Charter, the Corporate Governance Regulations, the Regulations of Board of Directors and the Internal Management Regulations.

ARTICLE 13: THE COMMUNIST PARTY OF VIETNAM AND OTHER ORGANIZATIONS

1. The Communist Party of Vietnam, the Trade Unions, and the Youth Unions within the Company operate in compliance with the Constitution and laws of the Socialist Republic of Vietnam, as well as in accordance with the Law on Enterprises and their respective organizational charters.
2. The Company demonstrates respect and facilitates favorable conditions for the aforementioned organizations to function according to their designated roles, responsibilities, and charters, aligning with the actual production and business circumstances of the Company.

CHAPTER II

CAPITAL – STOCK – SHARES – SHAREHOLDERS

ARTICLE 14: CHARTER CAPITAL

1. The Company's charter capital is set at 3,347,291,800,000 VND (Three trillion three hundred forty-seven billion two hundred ninety-one million eight hundred thousand Vietnamese Dong). The total charter capital of the Company is divided into 334,729,180 shares, and 10,000 VND per share.

The General Meeting of Shareholders retains the authority to empower, delegate, or transfer the authority to the Board of Directors to make amendments to provisions concerning charter capital, shares, or stocks within the Company's Charter subsequent to the completion of requisite share issuances in accordance with the outcomes of such issuances.

2. Charter capital may be contributed in Vietnamese Dong, foreign currency, or in-kind, and is consolidated in a unified unit of Vietnamese Dong (VND).
3. The Company is prohibited from utilizing the Charter Capital for dividend payments or distributing the Company's assets to Shareholders in any manner, except in cases of reducing the Charter Capital as stipulated by the Law on Enterprises.

ARTICLE 15: INCREASE AND DECREASE IN CHARTER CAPITAL

1. The Company may increase or decrease its Charter Capital, subject to approval by the General Meeting of Shareholders and compliance with legal provisions to fulfill business requirements, through the following means:
 - 1.1. Issuance of additional Shares or repurchase of already issued Shares in accordance with this Charter and endorsement by the competent State authority;
 - 1.2. Reinvestment of a portion or all of undistributed profits; or
 - 1.3. Conversion of reserve and accumulated funds into Charter Capital.
2. The Company alters its Charter Capital in the event of repurchasing issued Shares as stipulated in Article 132 and Article 133 of the Law on Enterprises. Shares repurchased

pursuant to the regulations of Article 132 and Article 133 of the Enterprise Law are classified as unsold shares per Clause 4, Article 112 of the Law on Enterprises. The Company must initiate procedures to reduce the Charter Capital equivalent to the total par value of the Shares repurchased within ten (10) days from the date of completing payment for the repurchased Shares, unless otherwise specified by securities laws

3. Additional shares issued must be accurately recorded in the Register of Shareholders and the Certificate of Share Ownership.

ARTICLE 16: OTHER CAPITAL MOBILIZATION

1. The Company is empowered to procure capital beyond the Charter Capital to support its operations and commerce through the following means:
 - 1.1. Securing loans from domestic and foreign financial and credit institutions;
 - 1.2. Issuing bonds, convertible bonds, and other bond types in accordance with legal stipulations and the Company's Charter;
 - 1.3. Acquiring personal loans internally and externally to the Company; or
 - 1.4. Obtaining loans from foreign entities and individuals as per legal provisions.
2. The Company is obliged to ensure full and punctual repayment of both principal and interest, along with any other financial obligations.

ARTICLE 17: SHARES

1. The Company's charter capital is divided into numerous equal parts known as Shares, each with a par value of 10,000 VND (Ten thousand Dong).
2. All shares of the Company upon approval of this Charter are common shares.
3. New common shares must be offered first to existing Shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Board of Directors will determine the number of Shares that Shareholders do not register to purchase. These Shares may be allocated to other entities under conditions and methods deemed appropriate by the Board of Directors, but cannot be sold under more favorable conditions than those offered to existing Shareholders, unless approved by the General Meeting of Shareholders or in cases where Shares are auctioned through the Stock Exchange.
4. The Company may issue common shares at preferential prices to its employees.
5. The Board of Directors determines the timing, method, and price of Share offerings. The offering price must not be lower than the market price at the time of offering or the recorded value in the books of the Shares at the most recent time, except in the following cases:
 - 5.1. Shares offered to all Shareholders in proportion to their existing Shares in the Company;
 - 5.2. Shares offered to brokers or underwriters, with specific discount numbers or rates approved by Shareholders representing at least 65% of the total number

of voting shares present at the meeting and more than 50% of the total number of shares with voting rights present at the meeting. Shares have voting rights in case of written opinions; and

- 5.3. Other cases approved by the General Meeting of Shareholders or the Board of Directors is authorized to make decisions.
6. The Company may repurchase its own issued Shares in accordance with this Charter and prevailing law.
7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with securities laws.
8. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with legal provisions.
9. The Company may issue registered Shares and impose transfer restrictions for Shares held by its employees and strategic Shareholders, as proposed by the Board of Directors and approved by the General Meeting of Shareholders.

ARTICLE 18: SHARES AND OTHER SECURITIES CERTIFICATES

1. Shares are certificates issued by the Company or a book entry confirming ownership of one or several stocks in the Company.
2. Shareholder receives a Stock Ownership Certificate corresponding to the number and type of Stock owned.
3. The stock certificate bears the signature of the legal representative holding the position of Chairperson of the Board of Directors and the Company's seal. It must clearly indicate the number and type of Shares held by the Shareholder, the holder's full name, and other information as per the Law on Enterprises.
4. Shareholders, upon full payment for the Company's stocks, have their names recorded in the Register of Shareholders and receive one or several shares for all their stocks.
5. Shareholders who have fully paid for the purchase of Shares, and have submitted a complete application for ownership transfer in accordance with the Company's regulations, will receive a stock certificate within thirty (30) days or within two (02) months, or a longer period as per the Company's regulations or the issuance plan. Shareholders do not have to pay the Company for the cost of printing stock certificates or any other costs.
6. In case of blurred, torn, damaged, erased, or lost shares, Shareholders may request an exchange for new shares by providing all necessary evidence as required by the Board of Directors and covering all related expenses.
7. The Company issues shares in the form of Stock Ownership Certificate.
8. Bond certificates or other securities certificates of the Company, except for letters of offer, temporary certificates, and similar documents, will be issued bearing the representative's stamp and sample signature according to the Company's regulations, unless otherwise stipulated by the terms and conditions of issuance.

ARTICLE 19: TRANSFER OF SHARES

1. All Shares are freely transferable, unless the Charter or a resolution/decision of the General Meeting of Shareholders imposes transfer restrictions or as otherwise provided by law. For shares traded on the stock market, transfer procedures follow the provisions of securities law.
2. Upon correctly and fully recording the prescribed information in the Shareholder Register, the recipient of the Share transfer becomes a Shareholder of the Company.
3. Shares that have not been fully paid cannot be transferred and do not enjoy related benefits such as the right to receive dividends or to participate in share issuances for capital increases from owner's capital.

ARTICLE 20: REVOCATION OF SHARES

1. If a Shareholder fails to fully and timely pay the amount due when purchasing Shares, the Board of Directors shall notify the Shareholder and may request payment of the outstanding amount along with accrued interest and related costs arising from failure to pay in full to the Company according to regulations.
2. The payment notice must specify a new deadline, at least seven (07) days from the date of the notice, the payment location, and the notice must clearly state the consequences of non-payment as requested is that the outstanding Shares may be revoked.
3. The Board of Directors may revoke Shares that have not been fully and timely paid if the conditions specified in the notice are not met.
4. Revoked shares are considered authorized for sale. The Board of Directors may directly sell or authorize the sale, redistribution or settlement to the owner of the revoked Shares or other subjects under the conditions and methods that the Board of Directors deems appropriate.
5. Shareholders holding revoked Shares forfeit their shareholder status for those Shares but remain liable to pay all outstanding amounts, plus interest from the date of revocation until payment, as determined by the resolutions/decisions of the Board of Directors. The Board of Directors possesses complete authority to compel payment of the entire value of shares at the moment of revocation.
6. Notice of revocation will be sent to the holder of the revoked Shares before revocation, and the revocation remains effective regardless of any errors or oversights in sending the notice.

ARTICLE 21: INHERITANCE OF SHARES

1. The inheritance of the Company's shares follows the regulations stipulated by law and this Charter.
2. The Company acknowledges the right to ownership of a portion or all of the shares held by deceased Shareholders by:
 - The sole heir of the Shareholder as per legal provisions.

- Multiple heirs of Shareholders as per legal provisions. In such instances, the heirs must designate a representative through notarized authorization. The Company does not intervene in disputes among legal heirs.
- 3. Upon the death of a Shareholder, the Company recognizes the heirs or estate administrators as the individual, or sole individual, inheriting the entitlement to these Shares. This provision does not negate the connection of the Shares owned by a deceased Shareholder to the property obligations fulfilled by that Shareholder.
- 4. Should a Shareholder pass away without a legal heir, the resolution of that Shareholder's Shares will adhere to civil laws.
- 5. Upon registering as the owner of the inherited Shares, the individual with legal ownership or inheritance rights becomes a new Shareholder and assumes all rights and responsibilities of the Shareholders whose rights they have inherited.

ARTICLE 22: SHAREHOLDERS' REGISTER

1. The Company is obligated to establish and uphold the Shareholders' Register from the time the Enterprise Registration Certificate is granted. The Shareholders' Register can be in the form of a document, electronic dataset, or both.
2. The Shareholders' Register must encompass the following key details:
 - 2.1. Name and location of the Company's head office;
 - 2.2. Total number of Shares authorized to be offered for sale, types of Shares authorized to be offered for sale and number of Shares authorized to be offered for each type;
 - 2.3. Total number of shares sold of each type and value of contributed capital;
 - 2.4. Full name, permanent address, nationality, identification card number, passport, or other legally recognized personal identification for individual Shareholders; the name, permanent address, nationality, establishment decision number or business registration number for corporate Shareholders; and
 - 2.5. Quantity of Shares owned by each Shareholder, along with the date of Share registration.
3. The Shareholders' Register is maintained at the Company's head office or the Securities Depository Center. Shareholders reserve the right to inspect, peruse, extract, or duplicate the content of the Shareholders' Register during working hours of the Company or the Securities Depository Center.
4. In the event Shareholders change their permanent/temporary residence/current address registered to receive notifications from the Company, they must promptly inform the securities firm where the securities trading account is held or the Securities Depository Center to update the Shareholders' Register. The Company bears no responsibility for any failure to contact Shareholders due to their failure to notify a change in address.

ARTICLE 23: GENERAL PROVISIONS ON SHAREHOLDERS

1. Shareholders of the Company are organizations or individuals who own one or more Shares of the Company. Shareholders hold rights and obligations commensurate with the quantity and type of Shares they possess. Shareholders contribute capital, partake in profits, and assume losses in proportion to their Share ownership, with liability limited to the amount of capital contributed to the Company.
2. Shareholders gain official recognition upon completing full payment for the acquisition of Shares and having their names entered into the Shareholders' Register of the Company.
3. Authorized representatives of Shareholders within the Company are as follows:
 - 3.1. If the Shareholder is an organization: The authorized representative is the individual designated per the official decision of the competent authority within that organization.
 - 3.2. If the Shareholder is an individual: The Shareholder personally exercises rights and obligations in accordance with this Charter and relevant legal provisions.
 - 3.3. In the event the Shareholder organization undergoes reorganization, dissolution, or bankruptcy, the succeeding organization assumes the rights and obligations of the previous organization upon submitting a written request for the replacement of the authorized representative to the Company, alongside requisite legal documentation as per relevant laws governing the reorganization, dissolution, or bankruptcy of said organization.
4. The authorized representatives for organizational Shareholders adhere to the following guidelines:
 - 4.1. Shareholders holding at least 10% of the total Common Shares of the Company may authorize a maximum of two (02) representatives.
 - 4.2. In the event of multiple authorized representatives, the allocation of Shares to each representative must be expressly stated. Failure to specify the allocation results in an equal distribution of Shares among the authorized representatives.
 - 4.3. Appointment of an authorized representative must be in writing, duly notified to the Company, and takes effect from the date of receipt by the Company. The power of attorney must include:
 - Name, enterprise code, and address of head office of the Shareholder being organization.
 - Number of authorized representatives and their respective Share ownership percentage.
 - Full name, permanent address, nationality, citizen identification card number, identity card, passport, or other legal personal identification of each authorized representative;

- Term of authorization, including the commencement date, clearly stipulated; and
 - Full name and signature of the legal representative of the Shareholder being organization, and of the authorized representative.
5. Authorized representatives must meet the following criteria and conditions:
- 5.1. Possess full capacity of civil act;
 - 5.2. Not be subject to any prohibition on establishing or managing a business; and
 - 5.3. Not be a spouse, biological parent, adopted parent, biological child, adopted child, or biological sibling of any Business Executive, unless approved by the Board of Directors.

ARTICLE 24: RIGHTS OF SHAREHOLDERS

Shareholders of Common Shares are entitled to the following rights:

1. Participation and speech at the General Meeting of Shareholders, exercising the right to vote directly, through an authorized representative, or by other means stipulated in this Charter, the Corporate Governance Regulations, and legal provisions.
2. Receipt of dividends commensurate with the number of Shares held, as determined by resolutions/decisions of the General Meeting of Shareholders.
3. Freedom to transfer held Shares, except when transfer is restricted by provisions in this Charter and relevant laws.
4. Priority in purchasing newly offered shares proportionate to the common shares they possess.
5. Review, look up, and extract information about names and contact addresses in the list of Shareholders with voting rights; request correction of inaccurate information;
6. Review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions/decisions of the General Meeting of Shareholders;
7. In the event of Company dissolution or bankruptcy, entitlement to a portion of the remaining assets corresponding to the percentage of shares owned in the Company after satisfying creditors and other types of Shareholders.
8. Request for the Company to repurchase their Shares under circumstances specified in this Charter and Article 132 of the Law on Enterprises.
9. Shareholders or groups of Shareholders holding 5% or more of the total number of Common Shares possess the following rights:
 - 9.1. Nominate candidates for members of the Board of Directors in accordance with the Law on Enterprises, this Charter, and Corporate Governance Regulations. The process includes:
 - Common Shareholders forming a group to nominate people to the Board of Directors must notify the attending Shareholders of the group meeting before the opening of the General Meeting of Shareholders; and

- Based on the number of members of the Board of Directors, Shareholders or groups of Shareholders specified in this Clause are entitled to nominate one or several candidates for the Board of Directors according to the resolution/decision of the General Meeting of Shareholders. In case the number of candidates nominated by a Shareholder or group of Shareholders is lower than the number of candidates they are entitled to nominate according to the resolution/decision of the General Meeting of Shareholders, the remaining number of candidates will be decided by the Board of Directors and other Shareholders as specified in Article 40, this Charter;
- 9.2. Request the convening of a General Meeting of Shareholders as specified in Clause 3, Article 115 of the Law on Enterprises.
 - 9.3. Access and receive a copy or extract of the list of Shareholders eligible to attend and vote at the General Meeting of Shareholders.
 - 9.4. Request the Audit Committee to examine each specific issue related to the management and operation of the Company when necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, the ID number of the individual for Shareholders who are individuals; name, business code or legal registration number of the organization, head office address for shareholders who are organizations; number of Shares and time of Share registration of each Shareholder, total number of Shares of the entire group of Shareholders and ownership ratio of the total Shares of the Company; Issues and purpose of inspection;
 - 9.5. Propose agenda items for the General Meeting of Shareholders in writing, submitted to the Company no later than three (03) working days before the meeting. The proposal must include the Shareholder's name, the number of each type of Shareholder's Shares, and the proposed agenda item; and
 - 9.6. Review, access, and extract minutes and resolutions/decisions of the Board of Directors, mid-year and annual financial reports in accordance with Vietnamese accounting system standards.
10. Receive equal treatment;
 11. Access periodic and exceptional information published by the Company in compliance with the law;
 12. Have legitimate rights and interests protected; request the suspension or annulment of resolutions/decisions of the General Meeting of Shareholders and Board of Directors as per the Law on Enterprises; and
 13. Exercise other rights specified in this Charter, the Corporate Governance Regulations, and relevant laws.

ARTICLE 25: RESPONSIBILITIES AND OBLIGATIONS OF SHAREHOLDERS

Shareholders are bound by the following responsibilities and obligations:

1. Adhere to the Company Charter, the Corporate Governance Regulations, resolutions/decisions of the General Meeting of Shareholders, and other relevant regulations in accordance with applicable laws;
2. Participate in the General Meeting of Shareholders and exercise voting rights directly, through authorized representatives, or as per prescribed methods in the Charter, the Corporate Governance Regulations, the General Meeting of Shareholders' resolutions/decisions, and by laws. Shareholders may authorize members of the Board of Directors as representatives to attend General Meetings of Shareholders;
3. Fulfill payment obligations fully and punctually for the committed Shares' purchase price;
4. During the term of operation of the Company as stated in the Enterprise Registration Certificate, Shareholders are not allowed to withdraw Share capital in any form unless the Shares are repurchased by the Company or others;
5. Provide accurate contact information (mailing address, email, phone number) for inclusion in the Shareholders' Register, during Share purchase registration, and upon request by the Company;
6. Safeguard the Company's reputation, interests, and assets, maintaining confidentiality regarding its operation, and participating in assigned Company tasks;
7. Fulfill other obligations stipulated by applicable laws;
8. Assume personal liability for acts performed on behalf of the Company if found to:
 - 8.1. Violate the law;
 - 8.2. Engage in business or transactions for personal gain or for the benefit of other entities or individuals; or
 - 8.3. Paying undue debts despite potential financial risks to the Company.
9. Major Shareholders must refrain from leveraging their position to influence the rights and interests of the Company and other Shareholders in accordance with the law and the Company's Charter, and must disclose information by laws.
10. Maintain confidentiality of Company-provided information as per the Charter and law; use the information solely for legitimate rights and interests protection; strictly refrain from distributing, copying, or disseminating such information to other entities or individuals; and
11. Fulfill other obligations outlined in the Law on Enterprises and the Company's Charter.

ARTICLE 26: ALTERATION OF RIGHTS

1. To ratify an alteration of rights, a meeting of Shareholders holding a specific class of Preferred Shares is only deemed valid if there are at least two (02) Shareholders or their authorized representatives, collectively holding at least one-third (1/3) of the par value of that particular class of Preferred Shares issued. If there's an insufficient number of Shareholders as stipulated above, the meeting shall be reconvened within thirty (30) days later, where Shareholders holding the said class of Preferred Shares,

irrespective of their number, present in person or through an authorized representative, will constitute a sufficient quorum to convene the meeting. At such meetings, Shareholders holding the specified class of Preferred Shares, present either in person or through an authorized representative, may request a secret ballot. Each Share of the same class holds equal voting rights in these meetings.

2. The procedures for organizing and conducting separate meetings, as outlined in Clause 1 of this Article, shall mirror those for convening and managing the General Meetings of Shareholders as specified in this Charter and the Corporate Governance Regulations.
3. Alterations or revocations of special rights associated with a particular class of preferred stock become effective when approved by Shareholders representing at least 65% of the total number of Common Shares held by all attending Shareholders at the meeting and concurrently approved by Shareholders representing at least 65% of the voting rights of that specific class of preferred shares present at the meeting.
4. Unless stipulated otherwise in the terms of the Shares issuance, the special rights linked to the classes of Shares, entailing preferential rights concerning asset or profit sharing, will remain unaffected when the Company issues additional shares of the same type.

ARTICLE 27: RESPONSIBILITIES OF AUTHORIZED REPRESENTATIVES OF SHAREHOLDERS BEING ORGANIZATION

1. The authorized representative of a Shareholder being organization is the entity entrusted to exercise the rights and fulfill the obligations of the Shareholder at the General Meeting of Shareholders, adhering to the regulations outlined in the Law on Enterprises, this Charter, and the Corporate Governance Regulations. Any constraints imposed by a Shareholder being organization on the authorized representative regarding the exercise of rights and obligations at the General Meeting of Shareholders shall not be binding upon third parties.
2. The authorized representative of a Shareholder being organization is responsible for complete attendance at General Meetings of Shareholders, and for diligently and conscientiously executing the authorized rights and obligations, ensuring the protection of the legitimate interests of the Shareholders they represent.
3. Shareholders who authorize representatives bear responsibility to third parties for obligations arising from the rights and duties executed through the authorized representative.

ARTICLE 28: AUTHORIZATION TO ATTEND THE GENERAL MEETING OF SHAREHOLDERS

1. Shareholders listed in the roster of Shareholders entitled to attend the General Meeting of Shareholders may participate in person or authorize in writing to an authorized representative to represent them at the meeting, to attend the meeting or via one of the prescribed formats in this Charter and the Corporate Governance Regulations. In instances where multiple authorized representatives are present, the allocation of shares authorized for each representative must be explicitly stipulated.

2. Authorization for an authorized representative to attend the General Meeting of Shareholders must be documented in writing according to the civil law, and:
 - 2.1. The authorized representative must possess full capacity for the civil act.
 - 2.2. If a Shareholder being an individual acts as the authorizing party, signatures of both the Shareholder and the attending authorized representative are required.
 - 2.3. In the event the authorized representative of a Shareholder being an organization, acts as the authorizing party, signatures of the authorized representative, the legal representative of the Shareholder, and the attending authorized representative are necessary.
 - 2.4. In other scenarios, signatures of the legal representative of the Shareholder and the authorized representative are mandatory.
3. The authorized representative must furnish a written authorization before entering the meeting venue.
4. If a lawyer signs a representative appointment letter on behalf of the principal, the authorization, in this case, is deemed effective only if the representative appointment letter is presented along with a power of attorney to the lawyer or a valid copy of such power of attorney if not previously registered with the Company.
5. Unless stipulated otherwise in Clause 6 of this Article, the vote of the attending authorized representative remains valid within the scope of authorization under the following circumstances:
 - 5.1. The authorizing party has deceased, has limited capacity for civil act, or has lost capacity for civil act;
 - 5.2. The authorization has been annulled by the authorizing party; or
 - 5.3. The authorizing party has revoked the authority of the authorized representative.
6. Clause 5 of this Article is inapplicable if the Company receives notice of any of the aforementioned events before the commencement of the General Meeting of Shareholders or before the reconvened General Meeting of Shareholders takes place.

CHAPTER III

ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE

ARTICLE 29. ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE

The organizational, managerial and supervisory structure of the Company comprises:

1. General Meeting of Shareholders;
2. Board of Directors, Audit Committee, and other Committees, Subcommittees, and Departments (if any) under the Board of Directors; and
3. General Director.

ARTICLE 30: GENERAL MEETING OF SHAREHOLDERS

1. The General Meeting of Shareholders comprises all Shareholders with voting rights, serving as the shall be the highest competent authority of the Company, and holds the following rights and obligations:
 - 1.1. Establish the Company's development direction;
 - 1.2. Determine the types of Shares and the total number of Shares of each type authorized for sale; decide on the annual dividend level of each type of Share;
 - 1.3. Decide on amendments and supplements to the Company's Charter;
 - 1.4. Determine the reorganization and dissolution of the Company;
 - 1.5. Elect, dismiss, and remove members of the Board of Directors;
 - 1.6. Decide on repurchasing more than 10% of the total number of shares sold of each type;
 - 1.7. Decide on investment plans, investment projects, or asset sales with a value equal to or exceeding 35% of the total asset value recorded in the Company's most recent financial report;
 - 1.8. Approve annual financial statements;
 - 1.9. Review and address violations by the Board of Directors causing harm to the Company and its Shareholders;
 - 1.10. Determine the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
 - 1.11. Approve Corporate Governance Regulations and Regulations of the Board of Directors;
 - 1.12. Approve the list of independent audit firms; decide on an independent audit firm to inspect the Company's operations, dismiss the independent auditor when deemed necessary; and
 - 1.13. Exercise other rights and obligations as stipulated in the Law on Enterprises, the Corporate Governance Regulations, and this Charter.
2. The General Meeting of Shareholders holds an annual meeting once a year, convened by the Board of Directors, within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the Annual General Meeting of Shareholders in case of necessity, but not more than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings.
3. The Board of Directors selects a suitable location for the General Meeting of Shareholders in the territory of Vietnam. In case the General Meeting of Shareholders is held simultaneously in many different locations, the meeting location of the General Meeting of Shareholders is determined to be the place where the chairperson attends the meeting.

4. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - 4.1. The Board of Directors considers it necessary for the benefit of the Company;
 - 4.2. Audited quarterly, half-yearly, or annual financial statements reflect the loss of half (1/2) of equity compared to the beginning of the period;
 - 4.3. The number of members of the Board of Directors and independent members of the Board of Directors is less than the number of members prescribed by law or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members specified in this Charter;
 - 4.4. Shareholders or groups of Shareholders owning 5% or more of the total common shares of the Company have the right to request to convene a General Meeting of Shareholders. The request to convene the General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with signatures of all relevant Shareholders, or the written request must be made in multiple copies, of which each copy must contain the signature of at least one relevant Shareholder; or
 - 4.5. Other cases as prescribed by law, this Charter, and the Corporate Governance Regulations.
5. Authority to convene an extraordinary General Meeting of Shareholders:
 - 5.1. The Board of Directors must convene an extraordinary General Meeting of Shareholders within thirty (30) days from the date on which the number of members of the Board of Directors and independent members of the Board of Directors remains as prescribed in Clause 4.3 of this Article. In case the Board of Directors does not convene a meeting of the General Meeting of Shareholders as stipulated in Clause 5.1 of this Article, the Chairperson of the Board of Directors and members of the Board of Directors must be responsible before the law and must compensate damages arising to the Company.
 - 5.2. In case the Board of Directors does not convene an extraordinary General Meeting of Shareholders as prescribed in Clause 5.1 of this Article, within the next thirty (30) days, the Shareholder or group of Shareholders who requests stipulated in Clause 4.4 of this Article has the right to replace the Board of Directors in convening a meeting of the General Meeting of Shareholders according to regulations. In this case, the Shareholder or group of Shareholders convening the General Meeting of Shareholders can request the business registration agency to supervise the convening and conduct of the meeting if deemed necessary.
 - 5.3. All reasonable and legal expenses for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. This expense does not include expenses incurred by Shareholders when attending the Shareholders' Meeting, including accommodation and travel expenses.

6. The General Meeting of Shareholders is conducted when the number of Shareholders attending the meeting represents at least 50% of the total number of Shares with voting rights.
 - 6.1. In case the first meeting does not have the necessary number of Shareholders within sixty (60) minutes from the time determined to open the General Meeting of Shareholders, the person convening the meeting will cancel the meeting. The second meeting invitation notice must be sent within thirty (30) days from the intended date of holding the first General Meeting of Shareholders. The second meeting of the General Meeting of Shareholders is conducted when the number of Shareholders attending the meeting represents at least 33% of the total votes.
 - 6.2. In case the second meeting does not have the necessary number of Shareholders within sixty (60) minutes from the time determined to open the General Meeting of Shareholders, the person convening the meeting will cancel the meeting. The third meeting invitation notice must be sent within thirty (30) days from the intended date of holding the second General Meeting of Shareholders. In this case, the meeting of the General Meeting of Shareholders is conducted regardless of the total number of voting shares of the attending Shareholders. This General Meeting of Shareholders is considered valid and has the right to decide on all issues expected to be approved at the first General Meeting of Shareholders.
7. Unless the law and Charter do not allow it, the General Meeting of Shareholders has the right to authorize, decentralize, or delegate the Board of Directors and/or the General Director to perform one or several responsibilities and powers under its authority. The authorization, decentralization, or delegation of authority must be expressed in a resolution/decision, and clearly and specifically identify the subject, content, term, and conditions of authorization, decentralization, or delegation of authority.

ARTICLE 31: RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS

1. The Annual General Meeting of Shareholders holds authority to deliberate and make decisions on the following matters:
 - 1.1. The Company's short-term and long-term development strategies;
 - 1.2. The Company's annual operational plans;
 - 1.3. Audited annual financial statements;
 - 1.4. Report of the Board of Directors on governance and performance of the Board of Directors and members of the Board of Directors; and
 - 1.5. Other pertinent issues within its authority.
2. The annual and extraordinary General Meetings of Shareholders are empowered to decide on the following issues:
 - 2.1. Amending and supplementing the Company's Charter;

- 2.2. Types of Shares and the quantity of new Shares to be issued for each type;
- 2.3. The Company to purchase or repurchase more than 10% of a class of issued Shares;
- 2.4. The private placement of shares to strategic partners; selling Shares to Existing Shareholders or employees (ESOP);
- 2.5. Sale of bonds convertible into shares for existing shareholders and strategic partners;
- 2.6. Modifying terms for issuing convertible shares/ bonds to strategic partners;
- 2.7. Sale price of Shares below the market price at the offering time or the value recorded in the Shares' books at the latest date;
- 2.8. Number of Company legal representatives;
- 2.9. Number of members of the Board of Directors;
- 2.10. Electing, dismissing, terminating, and substituting members of the Board of Directors;
- 2.11. Operating budget of the Board of Directors, encompassing total remuneration, benefits, and bonuses for members of the Board of Directors and the Business Executives;
- 2.12. Investigating and addressing Board of Directors' violations causing harm to the Company and its Shareholders;
- 2.13. Deciding on the allocation rates of funds from the Company's post-tax profits;
- 2.14. Dividend levels for each Share type in accordance with the Law on Enterprises and rights related to such Share;
- 2.15. Approving investment transactions or asset sales/purchases with a value equal to or greater than 35% of the total asset value in the Company's latest audited financial statements;
- 2.16. The Company signs contracts with a value equal to or greater than 35% of the total asset value in the Company's latest audited financial statements with parties specified in Clause 1, Article 167 of the Enterprise Law;
- 2.17. Loans, guarantees, or credits to members of the Board of Directors, General Director, other Business Executives, and Related Persons of the above members or legal entities providing financial benefits to said members or legal entities;
- 2.18. Selecting an independent auditing firm;
- 2.19. Division, separation, consolidation, merger, or conversion of the Company;
- 2.20. Re-organization and dissolution (liquidation) of the Company and appointment of liquidators;
- 2.21. Approval for the Corporate Governance Regulations and Regulations of the Board of Directors; and

- 2.22. Other matters as stipulated by law, this Charter, the Corporate Governance Regulations, and the Internal Management Regulations.
3. If resolutions/decisions approved in previous General Meetings of Shareholders remain unexecuted, the Board of Directors must report to the next annual General Meetings of Shareholders. Any changes within authority of the General Meeting of Shareholders must be submitted by the Board of Directors to the nearest meeting for approval before implementation.

ARTICLE 32: ORGANIZING GENERAL MEETING OF SHAREHOLDERS

1. The General Meeting of Shareholders is convened in strict adherence to the regulations outlined in the Law on Enterprises, ensuring compliance with the established order and procedures for convening such meetings as stipulated by law.
2. The convener of the General Meeting of Shareholders is tasked with the following responsibilities:
 - 2.1. Compiling a comprehensive list of eligible Shareholders entitled to attend and vote at the General Meeting of Shareholders. Information regarding the preparation of this list must be disclosed at least twenty (20) days prior to the final registration date. The list itself must be finalized no later than ten (10) days before the date of issuing the notice convening the General Meeting of Shareholders. Authorization of representatives to attend the General Meeting of Shareholders must adhere to the provisions of Clause 2, Article 144 of the Law on Enterprises;
 - 2.2. Drafting the agenda, meeting materials, and documents in accordance with the law, this Charter, the Corporate Governance Regulations, and the Internal Management Regulations;
 - 2.3. Formulating the draft of resolutions/decisions for the General Meeting of Shareholders based on the anticipated meeting agenda; including providing a list and detailed information on candidates in the event of electing members of the Board of Directors;
 - 2.4. Organizing the meeting agenda, ensuring a suitable venue and timeframe for Shareholders to participate, deliberate, and vote on each agenda item of the General Meeting of Shareholders in accordance with the provisions of Clause 5, Article 140 of the Law on Enterprises;
 - 2.5. Dispatching meeting invitation letter to all Shareholders listed in the roster eligible to attend the General Meeting of Shareholders;
 - 2.6. Addressing inquiries and resolving complaints pertaining to the list of Shareholders eligible to attend the General Meeting of Shareholders; and
 - 2.7. Undertaking any other necessary tasks in service of the General Meeting of Shareholders.
3. Notification of the General Meeting of Shareholders is to be disseminated to all Shareholders and simultaneously publicized on the information channels of the State

Securities Commission, the Stock Exchange, and the Company's website. Such notifications must be dispatched no later than twenty-one (21) days prior to the General Meeting of Shareholders, calculated from the date of valid dispatch or transmission, postage prepaid, or placement into the mailbox. The agenda and documents related to the matters subject to voting at the meeting will be distributed to Shareholders or made available on the Company's website. If documents are not included with the notice of the General Meeting of Shareholders, the invitation must clearly specify the electronic information page address for Shareholders to access.

4. Shareholders or groups of Shareholders holding at least 5% of the total number of Common Shares retain the right to formally propose written issues for inclusion in the agenda of the General Meeting of Shareholders. Such proposals must be submitted in writing to the Company no later than three (03) working days before the opening date of the General Meeting of Shareholders. The proposal should include the full name of the Shareholder, the quantity and type of Shares held, and the proposed agenda content.
5. The convener of the General Meeting of Shareholders may reject recommendations outlined in Clause 4 of this Article under the following circumstances:
 - 5.1. The proposal is submitted late, incomplete, or contains incorrect content;
 - 5.2. The time of proposal submission, the Shareholder or group of Shareholders does not hold at least 5% of the total Common Shares of the Company;
 - 5.3. The proposed issue falls outside the scope of authority of the General Meeting of Shareholders for discussion and approval; or
 - 5.4. The proposal is not in accordance with legal regulations.
6. The convener of the General Meeting of Shareholders must accept and include proposals outlined in Clause 4 of this Article in the proposed meeting agenda, except in cases specified in Clause 5 of this Article. Approval by Shareholders representing at least 65% of the total voting shares of all attending Shareholders at the meeting is required for the proposal to be officially added to the agenda of the General Meeting of Shareholders.
7. Upon request by the Chairperson, the General Meeting of Shareholders reserves the right to amend the meeting agenda provided with the meeting invitation, as per the stipulations in Clause 3 of this Article, if endorsed by Shareholders representing at least 65% of the total voting shares of all attending Shareholders at the meeting.
8. The General Meeting of Shareholders may convene through physical attendance, virtual attendance, or a hybrid format combining both, as determined by the resolution/decision of the Board of Directors. In case when the General Meeting of Shareholders is conducted through virtual attendance or a hybrid format combining both physical attendance and virtual attendance, the Board of Directors shall establish corresponding meeting organization and voting regulations.

ARTICLE 33: PROCEDURE FOR CONDUCTING MEETINGS AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

1. Shareholders may attend and vote at the General Meeting of Shareholders through the following means:
 - 1.1. Attend and vote directly at the meeting;
 - 1.2. Authorize representative to attend and vote at the meeting;
 - 1.3. Participate and vote via online conference, electronic voting or other electronic forms;
 - 1.4. Submission of votes via mail, fax, or email.
2. On the day of the General Meeting of Shareholders, the Company shall register attending Shareholders until all eligible Shareholders have registered. Each attending Shareholder or authorized representative shall be provided with a voting card containing their registration number, full name, and the number of voting shares they possess.
3. Late-arriving Shareholders have the right to register to attend the meeting immediately and then have the right to participate and vote at the meeting. The Chairperson is not responsible for stopping the meeting to allow late-arriving Shareholders to register to attend the meeting. Votes conducted prior to the arrival of late-arriving Shareholders shall remain valid.
4. The Chairperson of the Board of Directors presides over the General Meeting of Shareholders convened by the Board of Directors. In the absence or temporary incapacity of the Chairperson, the remaining Board members shall elect an interim Chairperson by majority vote. Alternatively, the individual who convened the meeting may direct the attendees to elect a Chairperson, with the candidate receiving the most votes assuming the role.
5. The Chairperson appoints one or more secretaries for the meeting. The General Meeting of Shareholders forms a vote counting committee comprising at least three (03) members, as suggested by the Chairperson.
6. The agenda and meeting content require approval by the General Meeting of Shareholders during the opening session. The meeting agenda should distinctly outline and specify the time allocated for each item on the agenda. The Chairperson holds the authority to determine the orders, procedures, and any issues arising outside the predefined agenda of the General Meeting of Shareholders.
7. The Chairperson or the secretary of the meeting may undertake activities they deem necessary to ensure the General Meeting of Shareholders is conducted validly and orderly, or to ensure the meeting aligns with the majority wishes of attending Shareholders.
8. The Chairperson has the authority to reschedule a General Meeting of Shareholders, provided that the meeting has a sufficient number of registered attendees according to regulations, to another time, with a maximum postponement period of no more than

- three (03) days from the intended opening date of the meeting. Additionally, the Chairperson may change the meeting location upon the consent or request of the General Meeting of Shareholders or in the following cases:
- 8.1. The meeting location lacks sufficient convenient seating for all meeting attendees;
 - 8.2. The communication facilities at the meeting location do not guarantee the participation, discussion, and voting of Shareholders attending the meeting; or
 - 8.3. An individual attending the meeting obstructs, disrupts order, and poses a threat to prevent the meeting from being conducted fairly and legally.
9. If the chairperson postpones or suspends the General Meeting of Shareholders against the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attending Shareholders to replace the chairperson and oversee the meeting until its conclusion. The validity of the votes cast during the meeting remains unaffected.
10. The Board of Directors has the authority to request Shareholders or their authorized representatives attending the General Meeting of Shareholders to undergo inspection or other lawful and reasonable security measures. If any Shareholder or authorized representative attending the meeting fails to adhere to the aforementioned regulations on inspection or security measures, or deliberately disrupts order, hindering the meeting's normal progress, the Board may, after careful consideration, deny access to the meeting or expel the said Shareholder or representative.
11. The Board of Directors, after careful consideration, may take measures deemed appropriate by the Board of Directors to:
- 11.1. Arrange sufficient seats at the venue of the General Meeting of Shareholders;
 - 11.2. Ensure the safety of all individuals present at that location;
 - 11.3. Facilitate conditions for Shareholders to attend or remain present at the meeting; or
 - 11.4. Modify the measures outlined in this Clause and implement alternative measures if deemed necessary. Such measures may include issuing admission documents or employing alternative selection methods.
12. If the General Meeting of Shareholders implements the aforementioned measures, the notice regarding the organization of the meeting does not need to specify the organizational measures. However, the Board of Directors, when selecting the meeting location, may proceed as follows:
- 12.1. Announce that the meeting will be held at the location specified in the notice, where the meeting chairperson will be present, referred to as the main location of the meeting; or
 - 12.2. Arrange and organize the meeting in such a way that Shareholders or authorized representatives who are unable to attend the meeting at the main location

according to this Article, or those who prefer to participate at a different location, can simultaneously attend the meeting.

13. In this Charter, unless circumstances dictate otherwise, each Shareholder will be considered as participating in the meeting at the main location of the meeting.
14. The General Meeting of Shareholders deliberates and casts votes on each item on the agenda. Voting is carried out by voting for, against, and no opinion. The chairperson announces the results of the vote count immediately before concluding the meeting.
15. Members of the Board of Directors are required to attend the Annual General Meeting of Shareholders to address any questions from Shareholders present (if any). In the event of force majeure preventing their attendance, members of the Board of Directors must submit a written report to the Board of Directors. If the audit report on the Company's annual financial statements contains significant exceptions, dissenting opinions, or refusals, the Company must invite a representative from the auditing organization approved to conduct the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders. The representative of the approved auditing organization is responsible for attending the Company's Annual General Meeting of Shareholders.

ARTICLE 34: ADOPTING RESOLUTIONS/DECISIONS OF THE GENERAL MEETING OF SHAREHOLDERS DURING THE MEETING

1. Each Shareholder present at the meeting shall be counted as having a number of Voting Shares equivalent to the number they own and/or represent for other Shareholders.
2. Resolutions/decisions of the General Meeting of Shareholders during the meeting shall be passed through public or secret voting. A resolution/decision shall be deemed approved when it is supported by Shareholders representing over 50% of the total number of voting Shares of all attending Shareholders, except as specified in Clauses 3, 4, and 7 of this Article, and Clause 10 of Article 36 of this Charter.
3. Resolutions/decisions of the General Meeting of Shareholders during the meeting regarding the following issues shall be approved when supported by Shareholders representing at least 65% of the total number of Shares with voting rights of all attending Shareholders who agree:
 - 3.1. The development orientation of the Company
 - 3.2. Amendment and supplementation of the Charter;
 - 3.3. Alteration in industry, and business sector;
 - 3.4. Alteration of the Company's management and operational model;
 - 3.5. Increase/decrease of the Company's Charter Capital;
 - 3.6. Share types and the total quantity of each type permitted for sale.
 - 3.7. Repurchase of over 10% of total shares of each type;
 - 3.8. The private placement of shares to strategic partners

- 3.9. Modification of conditions for issuing convertible shares and bonds to strategic partners;
 - 3.10. Investment projects or asset transactions equal to or exceeding 35% of total assets based on the Company's latest audited financial statements;
 - 3.11. Company reorganization and dissolution;
 - 3.12. Approval of annual financial reports;
 - 3.13. Extension of operating terms; and
 - 3.14. Transaction, contracts as specified in Clause 1 of Article 60 of this Charter.
4. Voting for the election of Board of Directors members shall be conducted via cumulative voting, wherein each Shareholder possesses votes equal to the total number of Shares owned multiplied by the number of Board of Directors members to be elected. Shareholders can allocate all or a portion of their total votes to one or more candidates. Members of the Board of Directors are elected based on descending order of votes received, starting from the candidate with the highest votes until the number specified in the Company's Charter is reached. If two or more candidates tie for the last position for member of the Board of Directors, a re-election shall be conducted among them or selected according to election regulations.

Please note that in the event the number of candidates equals or falls below the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be conducted either through the cumulative voting method outlined previously or through a voting method (approve, disapprove, no opinion). The approval voting rate shall adhere to the specifications delineated in Clause 2, Article 34 of the Company's Charter or Clause 10, Article 36 of the Company's Charter.

5. Resolutions/decisions of the General Meeting of Shareholders passed unanimously by the total number of voting shares are deemed legal and effective, irrespective of any irregularities in the process.
6. Shareholders entitled to attend the General Meeting of Shareholders shall be notified of the resolutions/decisions of the General Meeting of Shareholders within fifteen (15) days from the approval date, through publication on the Company's website.
7. Resolutions/decisions of the General Meeting of Shareholders concerning matters that unfavorably alter the rights and obligations of Shareholders holding Preferred Shares must receive approval from at least 75% of the total number of Preferred Shareholders of the same type present at the meeting. Alternatively, if the resolution/decision is made through written comments, it must be approved by Preferred Shareholders of the same type owning 75% or more of the total number of Preferred Shares of that type.

ARTICLE 35: MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS

1. The minutes of the General Meeting of Shareholders must be documented and may be audio-recorded or recorded and stored in another electronic format. These minutes should be prepared primarily in Vietnamese but may also be made in English and must include the following key information:

- 1.1. Name, head office address, enterprise code;
 - 1.2. Date, time, and venue of the General Meeting of Shareholders;
 - 1.3. Agenda and items discussed;
 - 1.4. Full name of the chairperson and secretary;
 - 1.5. Number of Shareholders and total number of Shares with voting rights of all Shareholders attending the meeting, appendix of the Shareholder registration list; authorized representatives attending the meeting along with the corresponding number of voting shares.
 - 1.6. Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders on each item in the meeting agenda;
 - 1.7. Total number of Shares with voting rights for each voting issue, clearly indicating the voting method, total number of Shares with valid, invalid, approved, disapproved, and no opinion; along with the corresponding proportion of the total number of Shares with voting rights of all Shareholders attending the meeting.
 - 1.8. Approved resolutions and the corresponding percentage of voting Shares; and
 - 1.9. Signatures of the chairperson and secretary.
2. The minutes must be drafted and approved before the conclusion of the General Meeting of Shareholders. The chairperson and secretary are jointly responsible for the accuracy and truthfulness of the minutes. Both Vietnamese and English versions of the minutes carry equal legal weight. Any disparities between the Vietnamese and English versions shall be resolved in favor of the Vietnamese version.
 3. The minutes shall be promptly published on the Company's website within twenty-four (24) hours and distributed to all Shareholders within fifteen (15) days following the conclusion of the General Meeting of Shareholders.
 4. The minutes of the General Meeting of Shareholders are deemed authentic evidence of the proceedings conducted at the meeting, unless objections to the content of the minutes are raised in accordance with the procedures outlined in the General Meeting of Shareholders within ten (10) days from the date of sending the minutes.
 5. The minutes of the General Meeting of Shareholders, along with the appendix listing registered attending Shareholders with their signatures, power of attorney, and relevant documents, shall be archived at the Company's head office.

ARTICLE 36. AUTHORITY AND PROCEDURES FOR COLLECTION OF WRITTEN OPINIONS

1. The Board of Directors shall have the right to collect written opinions in order to pass a resolution of the General Meeting of Shareholders if it is considered necessary for the interests of the Company, including matters outlined in Clause 2, Article 147 of the Law on Enterprises and Clause 2, Article 31 of this Charter.

2. The Board of Directors must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution. Written opinion forms may be sent by registered mail services, in order to secure the sending of such written opinion forms to the registered address of each Shareholder. The Board of Directors must ensure to send and release the documents to all Shareholders with voting rights at least ten (10) days prior to the deadline for returning of written opinion forms.
3. The compilation of the Shareholder list for submitting written opinion forms shall adhere to the provisions of Clauses 1 and 2, Article 141 of the Law on Enterprises. Requirements and methods for sending opinion forms and accompanying documents shall comply with Article 143 of the Law on Enterprises.
4. The written opinion forms shall contain the following key information:
 - 4.1. Name, head office address, enterprise code;
 - 4.2. Purpose of seeking opinions;
 - 4.3. Full name, contact address, nationality, ID number of individual for Shareholders who are individuals; name, enterprise code of the organization, head office address for shareholders who are organizations, or full name, contact address, nationality, legal document number of individuals for individuals with representatives of Shareholders who are organizations; number of Shares of each type and number of votes of Shareholders;
 - 4.4. Items requiring opinion to make decisions;
 - 4.5. Voting options: approval, disapproval, or no opinion;
 - 4.6. Deadline for submitting completed written opinion forms to the Company; and
 - 4.7. Full name and signature of the Chairperson of the Board of Directors.
5. The completed written opinion form must be signed by the Shareholder being an individual, authorized representative, or legal representative of the Shareholder being an organization. Written opinion forms sent to the Company must be sealed in envelopes, which shall remain unopened until vote counting. Any forms received after the specified deadline or that have been tampered with are invalid.
6. The minutes of vote counting, prepared by the Board of Directors under the observation of Shareholders not holding management positions of the Company, must include the following main contents:
 - 6.1. Name, head office address, enterprise code;
 - 6.2. Purpose and items requiring opinions for decision-making;
 - 6.3. Number of Shareholders with voting Shares, distinguishing between valid and invalid votes, with an appended list of participating Shareholders; Number of Shareholders with total number of Voting Shares who participated in the vote, distinguishing between the number of Shares with valid voting rights and the

number of Shares with invalid voting rights, accompanied by an appendix of the list of Shareholders participated in voting;

- 6.4. Total votes for approval, disapproval, and no opinion on each item;
 - 6.5. The approved items and corresponding voting rates; and
 - 6.6. Full names and signatures of the Chairperson of the Board of Directors, vote counting supervisor, and vote counter.
7. Members of the Board of Directors and vote counting supervisors must be jointly responsible for the accuracy of vote counting records and any resulting damages from dishonest or inaccurate counting.
 8. Vote counting minutes shall be sent to Shareholders within fifteen (15) days of vote completion. Alternatively, they may be published on the Company's website within twenty-four (24) hours.
 9. Answered opinion forms, vote counting minutes, full text of passed resolutions/decisions, and relevant documents shall be retained at the Company's headquarters.
 10. Resolutions/decisions passed through collecting written opinions shall be approved if Shareholders representing more than 50% of the total voting Shares vote in favor.
 11. Resolutions/decisions passed through collecting written opinions hold the same validity as those passed at the General Meetings of Shareholders.

ARTICLE 37. DEMAND FOR CANCELLATION OF RESOLUTIONS/ DECISIONS OF THE GENERAL MEETING OF SHAREHOLDERS

1. Within ninety (90) days of receiving the resolution/decision or minutes of the General Meeting of Shareholders, or minutes of vote counting results for written opinions from the General Meeting of Shareholders, members of the Board of Directors, the General Director, Shareholders, or specified Shareholder groups in Clause 9, Article 24 of this Charter, have the right to petition a court or arbitrator to review and annul the General Meeting of Shareholders' resolution/decision under the following circumstances:
 - 1.1. Serious violations of the Law on Enterprises, this Charter, and Corporate Governance Regulations regarding formality and procedures for convening a meeting or collection of Shareholders' opinions in writing and issuance of resolutions/decisions of the General Meetings of Shareholders, except as provided in Clause 2, Article 152 of the Law on Enterprises.
 - 1.2. Content of resolution/decision of the General Meeting of Shareholders violates the law or this Charter.
2. Resolutions/decisions of the General Meeting of Shareholders become effective upon approval or as specified in these resolutions/decisions. If a Shareholder or Shareholder group petitions a court or arbitrator to annul a General Meeting of Shareholders' resolution/decision as per Clause 1 of this Article, those resolutions/decisions remain enforceable until a court or arbitrator decides otherwise, except when temporary emergency measures are applied by competent authority.

3. If a court or arbitrator annuls a General Meeting of Shareholders' resolution/decision by a decision, the convener of the annulled General Meeting of Shareholders may reconvene the General Meeting of Shareholders within fifteen (15) days following the procedures outlined in the Law on Enterprises, this Charter, and Corporate Governance Regulations.

ARTICLE 38: BOARD OF DIRECTORS

1. The Board of Directors serves as the Company's governing body, vested with full authority to decide and exercise the rights and obligations on behalf of the Company, except for matters falling under the authority of the General Meeting of Shareholders.
2. The Board of Directors comprises nine (09) members, including at least six (06) residing permanently in Vietnam, with a minimum of three (03) members of the Board of Directors must be independent members of the Board of Directors.
3. Members of the Board of Directors serve a five-year term and may be re-elected indefinitely; an individual can only be elected as an independent member of the Board of Directors for no more than two (02) consecutive terms. Standards for members of the Board of Directors, nomination and candidacy, appointment, dismissal and removal, addition and replacement of members of the Board of Directors, are carried out in accordance with the provisions of this Charter, the Corporate Governance Regulations, the Regulations of Board of Directors and the Internal Management Regulations.
4. Nomination and candidacy procedures for members of the Board of Directors adhere to the Law on Enterprises, related laws, and the following regulations:
 - a) If candidates for the Board of Directors have been identified, the Company must disclose information pertaining to the candidates no less than ten (10) days prior to the commencement of the General Meeting of Shareholders on the Company's website. This allows Shareholders ample time to familiarize themselves with the candidates before voting.
 - b) If the number of candidates for the Board of Directors through nomination and candidacy remains insufficient as per the provisions of the Law on Enterprises, the existing Board of Directors is authorized to introduce additional candidates or facilitate nominations in accordance with the Company's Charter and Corporate Governance Regulations.
5. The Board of Directors bears responsibility to Shareholders for the Company's activities, ensuring compliance with legal provisions, the Company's Charter, and Corporate Governance Regulations. The Board of Directors is tasked with developing Corporate Governance Regulations, subject to approval by the General Meeting of Shareholders, appointing a corporate governance officer, and fulfilling other legal and Charter-prescribed obligations.
6. The Board of Directors is obligated to present a report on its activities at the Annual General Meeting of Shareholders, adhering to the guidelines outlined in Point c, Clause

3, Article 139 of the Law on Enterprises. This report must encompass the following elements:

- a) Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3, Article 163, Law on Enterprises;
- b) Summary of meetings of the Board of Directors and resolutions/decisions of the Board of Directors;
- c) Report on transactions between the Company, its subsidiaries, and members of the Board of Directors and related persons of that member; transactions between the Company and a company in which a member of the Board of Directors is a founding member or an Enterprise Manager for the most recent three (03) years before the transaction time;
- d) Activities of independent members of the Board of Directors and evaluation results of independent members on the activities of the Board of Directors;
- đ) Activities of the Audit Committee under the Board of Directors;
- e) Activities of Committees, Subcommittees or other Department under the Board of Directors (if any);
- g) Results of supervision for the General Director;
- h) Results of supervision of other Business Executives; and
- y) Future plans.

ARTICLE 39: RIGHTS AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. The Board of Directors holds the authority to manage and direct the Company's business activities and affairs. Possessing comprehensive authority, the Board of Directors is empowered to make decisions and fulfill all rights and obligations on behalf of the Company, with the exception of those rights and obligations falling under the authority of the General Meeting of Shareholders.
2. The Board of Directors holds the responsibility of overseeing and guiding the General Director as well as other business executives.
3. The rights and responsibilities of the Board of Directors are defined by law, this Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, the Internal Management Regulations, and resolutions/decisions of the General Meeting of Shareholders. Specifically, the Board of Directors holds the following rights and responsibilities:
 - 3.1. Rights
 - a) Formulate the Company's annual strategy, medium-term development plan, business plan, and budget;

- b) Establish operational objectives based on approved strategic goals from the General Meeting of Shareholders;
- c) Appoint, dismiss, or remove the General Director, Chief Accountant, and other Business Executives under the decision-making authority of the Board of Directors;
- d) Determine the organizational structure of the Company, internal management regulations, establishment decisions, and other matters concerning subsidiaries, branches, representative offices, as well as capital contributions and share acquisitions of other enterprises;
- e) Endorse estimates, designs, and settlements of investment projects approved by the General Meeting of Shareholders;
- f) Determine the offering price of bonds, stocks, and convertible securities if authorized by the General Meeting of Shareholders;
- g) Resolve the Company's complaints against the Business Executive as well as decide on the selection of the Company's representative to resolve issues related to legal proceedings against that Business Executive;
- h) Appoint, terminate, or dismiss the General Director, Business Executive, or Company representative when the Board of Directors deems it necessary for the Company's best interests. Such dismissal must adhere to the contractual rights of the individuals being dismissed;
- i) Approve the agenda and documents for the General Meetings of Shareholders, convene the General Meetings of Shareholders, or facilitate consultation processes for decision/resolution of the General Meetings of Shareholders passing;
- j) Present annual financial reports to the General Meeting of Shareholders;
- k) Propose Company reorganization, dissolution; request for bankruptcy;
- l) Suggest share types and total shares issued for each type;
- m) Propose the issuance of bonds, convertible bonds to shares, and warrants enabling shareholders to purchase shares at a predetermined price;
- n) Propose annual and interim dividend levels, and oversee dividend payments;
- o) Develop, enact, and amend the Internal Management Regulations; and
- q) Exercise other rights stipulated by Law on Enterprises, the Company's Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, the Internal Management Regulations, resolutions/decisions of the General Meeting of Shareholders, and those not under the General Meeting of Shareholders' or General Director's authority.

3.2. Responsibilities

- a) Be accountable to Shareholders for Company operations.
 - b) Ensure equal treatment of Shareholders and respect the interests of the Related Persons;
 - c) Ensure Company operations comply with legal provisions, the Charter, and the Corporate Governance Regulations;
 - d) Develop the Corporate Governance Regulations for the General Meeting of Shareholders' approval
 - e) Develop Regulations of the Board of Directors for General Meeting of Shareholders' approval and publication on the Company's website;
 - f) Appoint the corporate governance officer;
 - g) Monitor and prevent conflicts of interest among members of the Board of Directors, members of the Audit Committee, General Director, and other Business Executives, including asset misuse and transactions with related parties;
 - h) Organize training on corporate governance and necessary skills for members of the Board of Directors, General Director, and other Business Executives of the Company; and
 - i) Report on activities of the Board of Directors at the General Meeting of Shareholders
4. The Board of Directors holds the authority to approve the following matters:
- 4.1. Establishment or dissolution of Company branches or representative offices;
 - 4.2. Establishment, dissolution, or merger of Company subsidiaries and affiliates;
 - 4.3. Within the boundaries outlined in Clause 2, Article 153 of the Law on Enterprises, and excluding instances detailed in Clause 2, Article 138, and Clause 3, Article 167 of the Law on Enterprises approved by the General Meeting of Shareholders, the Board of Directors from time to time decision on the execution, modification, and annulment of significant contracts of the Company, encompassing agreements pertaining to purchase, sales, mergers, acquisitions of the Company, and joint ventures;
 - 4.4. Appointment and dismissal of authorized commercial representatives and lawyers of the Company.
 - 4.5. Borrowing and implementation of mortgages, securities, guarantees, and compensation of the Company;
 - 4.6. Investments exceeding 5% of the Company's annual business plan and budget or included in the plan by more than 10%. Investments that are not included in the Company's business plan and budget exceed 5% of the value of the Company's annual business plan and budget or investments that are included in the business plan exceed 10% value of the Company's annual business plan and budget;

- 4.7. Acquisition or sale of shares in other companies established in Vietnam or abroad;
 - 4.8. Valuation of non-monetary assets contributed to the Company in connection with the issuance of shares or bonds, encompassing assets such as gold, land use rights, intellectual property rights, and technological know-how.
 - 4.9. Purchase or withdrawal of up to 10% of each Share type.
 - 4.10. Other business matters or transactions requiring Board approval. Business issues or transactions that the Board of Directors decides require approval within the scope of its powers and responsibilities; and
 - 4.11. Determining share purchase or withdrawal prices.
5. The Board of Directors is obligated to report its activities to the General Meeting of Shareholders, particularly supervisory duties over the General Director and other Business Executives during the fiscal year. In case the Board of Directors does not submit the Company's annual financial report to the General Meeting of Shareholders, the Company's annual financial report will be considered invalid and has not been approved by the Board of Directors.
 6. Unless prohibited by law or the Charter, the Board of Directors is empowered to delegate authority to the Committees, Subcommittees, or Departments under its purview, as well as to the Chairperson, members of the Board of Directors, the Business Executives, or authorized representatives of the Company at other organizations to carry out one or several responsibilities and powers under their authority or represent to handle work on behalf of the Board of Directors in accordance with the law. The authorization, decentralization or delegation of authority must be made in writing and clearly and specifically identify the subject, content, responsibilities, terms and conditions of authorization, delegation of authority or delegation of authority.

The Board of Directors retains the authority to allocate or designate specific offices, Committees, Sub-Committees, Departments, or individuals within or under the Company's management to oversee the process of authorization, decentralization, or delegation of powers as outlined in this Charter.

Further details concerning authorization, decentralization, or delegation of authority, including but not limited to the terms, conditions, and termination of authorization, decentralization, or delegation, will be explicitly outlined in the Regulations of the Board of Directors and/or the Internal Management Regulations.

Regarding tasks, responsibilities, or powers that have been authorized, decentralized or delegated, the Board of Directors shall not be held accountable for any liabilities arising from or associated with the actions of the authorized, decentralized or delegated persons who (i) violate or fail to adhere to the provisions of law, the Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, the Internal Management Regulations, and the documents authorizing, decentralizing, or

assigning authority, and (ii) exceed the scope of the authorized, delegated, or assigned authority.

7. The Board of Directors adopts resolutions/decisions through voting during meetings or by collection of written opinions. Each member of the Board of Directors holds one vote. Resolutions of the Board of Directors are determined by the majority of votes cast during meetings or in written opinions. In the event of a tie, the resolution/decision is passed according to the opinion that the Chairperson of the Board of Directors supports.
8. If a resolution/decision passed by the Board of Directors contravenes the provisions of the law, resolutions/decisions of the General Meeting of Shareholders, or the Company's Charter, resulting in harm to the Company, the approving members shall be jointly liable for that resolution/decision and must indemnify the Company for any losses incurred. Members who opposed the adoption of such resolution/decision shall be exempted from liability. Shareholders of the Company have the right to petition the court to suspend or annul the aforementioned resolution/decision in such cases.

ARTICLE 40: MEMBERS OF THE BOARD OF DIRECTORS

1. Members of the Board of Directors may not be Shareholders of the Company and have the following criteria:
 - 1.1. Possess full capacity for civil act and not be barred from managing an enterprise under the Law on Enterprises.
 - 1.2. Hold professional qualifications and practical experience in business administration or the Company's field without the requirement of being Shareholders, unless stated otherwise in the Company's Charter.
 - 1.3. The Related Person is not currently holding or authorized to hold the position of Chief Accountant of the Company;
 - 1.4. Not concurrently serve as a board member, general director, or business executive for other enterprises in the jewelry, watch, and glasses industry.
 - 1.5. Own no more than 10% of the charter capital of other enterprises in the jewelry, watch, and glasses industry, unless approved by the General Meeting of Shareholders.
 - 1.6. Related Persons must not collectively or individually own more than 35% of the charter capital of other enterprises in the jewelry, watch, and glasses industry, unless approved by the General Meeting of Shareholders.
 - 1.7. Not simultaneously serve as a board member in more than five (05) other companies.
 - 1.8. Independent members of the Board of Directors must meet the following standards and conditions:
 - a) Not a person working for the Company, its parent company or a subsidiary; not be a person who has worked for the Company, its parent company or its subsidiaries for at least the previous three (03) consecutive years;

- b) Not be a person receiving salary or remuneration from the Company, except for the allowances that members of the Board of Directors are entitled to according to regulations;
 - c) Not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or younger sibling is a Major Shareholder of the Company; is not an Enterprise Manager of the Company or a business manager of a subsidiary of the Company;
 - d) Not holding at least 1% of the Company's total voting shares, directly or indirectly.
 - đ) Not be an individual who has held a position as a member of the Board of Directors or Supervisory Board of the Company continuously for a period of at least five (05) years prior to the current appointment, unless in cases of consecutive reappointment for two (02) terms.
 - e) The standards and conditions that members of the Board of Directors must meet are based on this Charter, the Company's Regulations on corporate governance, Regulations of the Board of Directors, and the Company's Internal Regulations on management.
- 1.9. Independent members of the Board of Directors are required to inform the Board of Directors if they no longer meet the criteria outlined in Clause 1.8 of this Article, thereby forfeiting their status as independent members. This notification is effective from the date the criteria are no longer met. Upon receiving such notification, the Board of Directors must inform the General Meeting of Shareholders at the next available opportunity or convene a General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within six (06) months of receiving the notice from the affected independent member.
2. If candidates for the Board of Directors are identified prior to the General Meeting of Shareholders, their information must be included in the documents provided by the Board of Directors for the meeting and disclosed on the Company's website at least ten (10) days before the opening day of the General Meeting of Shareholders. This allows Shareholders ample time to familiarize themselves with the candidates before casting their votes. Candidates for the Board of Directors are required to provide a written commitment to the accuracy, truthfulness, and completeness of the information published about them. They must also pledge to fulfill their duties with honesty and integrity if elected as members of the Board of Directors. The minimum information related to candidates for the Board of Directors to be published includes:
- a. Full name;
 - b. Date of birth;
 - c. Educational background;
 - d. Qualifications;

- e. Professional experience;
 - f. Companies where the candidate is holding the position of member of the Board of Directors and other management positions;
 - g. Evaluation report on the candidate's contribution to the Company, in case that candidate is currently a member of the Board of Directors of the Company;
 - h. Any benefits related to the Company;
 - i. Name of Shareholder or Shareholder group nominating the candidate (if applicable); and
 - j. Any other relevant information (if any).
3. Shareholders holding Common Shares have the right to combine the number of Voting Shares to nominate candidates for the Board of Directors. Shareholders or groups of Shareholders holding from 5% to less than 10% of the total voting shares may nominate one (1) candidate; From 10% to less than 20% of the total voting shares are allowed to nominate a maximum of two (2) candidates; From 20% to less than 40% of the total voting shares are allowed to nominate up to three (3) candidates; From 40% to less than 50% of the total number of voting shares can nominate up to four (4) candidates; From 50% to less than 60% of the total voting shares can nominate up to five (05) candidates; From 60% to less than 70% of the total number of voting shares can nominate up to six (6) candidates; from 70% to 80% of the total voting Shares can nominate up to seven (7) candidates; and from 80% to less than 90% of the total Voting Shares may nominate up to eight (8) candidates.
4. If the number of candidates for the Board of Directors, as stipulated in Clause 5, Article 115 of the Law on Enterprises and Clause 3 of this Article, remains insufficient to meet the required number, the current Board of Directors may nominate additional candidates. This nomination process must adhere to the Company's Charter, the Corporate Governance Regulations, and Board of Directors Regulations. The announcement of additional nominees by the incumbent Board of Directors must be made explicitly before the General Meeting of Shareholders proceeds to vote for the election of Board members, in accordance with legal requirements.
- In case the number of candidates nominated by the current Board of Directors is still insufficient, the Board of Directors organizes nominations for other Shareholders according to the provisions of the Company's Charter and Corporate Governance Regulations and Board of Directors Regulations. The fact that the current Board of Directors organizes for other shareholders to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.
5. A member of the Board of Directors will no longer be a member of the Board of Directors in the following cases:
- 5.1. Not eligible to be a member of the Board of Directors according to the provisions of the Law on Enterprises or prohibited by law from being a member of the Board of Directors;

- 5.2. Providing false personal information when submitting to the Company as a candidate for the Board of Directors;
 - 5.3. No longer meets the standards prescribed in Clause 1, this Article;
 - 5.4. Submit his/her resignation in writing to the Company's headquarters;
 - 5.5. Having a mental disorder and other members of the Board of Directors have expert evidence proving that the person no longer has the capacity to act;
 - 5.6. Absence from attending meetings of the Board of Directors for six (6) consecutive months, and during this period the Board of Directors does not allow that member to be absent; except in cases of force majeure;
 - 5.7. Dismissed or removed according to the resolution/decision of the General Meeting of Shareholders;
 - 5.8. Passed away;
 - 5.9. The Company is terminated; or
 - 5.10. Other cases prescribed by law, this Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, and the Internal Management Regulations.
6. If a member of the Board of Directors is no longer a member of the Board of Directors as per Clause 5 of this Article, the nearest General Meeting of Shareholders will elect a new member to fill the vacancy on the Board of Directors. The term of office for the newly elected Board member will be calculated from the effective date of their appointment until the expiration date of the term of the Board member being replaced, as stipulated in Clause 3, Article 38, of this Charter.
 7. Members of the Board of Directors have full rights according to the provisions of the Law on Securities, relevant laws, the Company's Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, the Internal Management Regulations, and resolutions/decisions of the Board of Directors, including the right to be provided with information and documents on the financial situation and operations of the Company and its subsidiaries.
 8. Members of the Board of Directors are bound by the Company's Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, the Internal Management Regulations, and resolutions/decisions of the Board of Directors, as well as the following obligations:
 - a) Carry out their duties with honesty and diligence in the best interests of Shareholders and the Company;
 - b) Attend all Board of Directors meetings and contribute opinions on agenda items;
 - c) Promptly and fully report any compensation received from the Company's subsidiaries, affiliates, or other organizations to the Board of Directors;

- d) Report to the Board of Directors in the most recent meeting on transactions involving the Company, its subsidiaries, entities controlled by the Company with over 50% of charter capital to members of the Board of Directors and Related Persons to that member; transactions with companies where a member of the Board of Directors serves as a founder or Enterprise Manager within the last three (03) years prior to the transaction;
 - d) Ensure compliance with information disclosure requirements when engaging in transactions involving the Company's shares, as per legal provisions; and
 - e) Adhere to, properly execute, and fully implement responsibilities and powers authorized, decentralized, or delegated by the Board of Directors.
9. Independent members of the Board of Directors must furnish an assessment report on the activities of the Board of Directors.
 10. Members of the Board of Directors receive remuneration for their work as members of the Board of Directors and receive bonuses depending on the Company's annual performance, with the total remuneration and bonuses determined by the General Meeting of Shareholders.
 11. The total compensation for each member of the Board of Directors, encompassing remuneration, expenses, commissions, Share purchase rights, and other benefits received from the Company, its subsidiaries, affiliates, and other entities where members of the Board of Directors act as authorized representatives, must be transparently detailed in the Company's annual report.
 12. Members of the Board of Directors are entitled to reimbursement for reasonable expenses incurred while fulfilling their duties as members of the Board of Directors, including training costs, seminars, health insurance, liability insurance, travel, meals, accommodation, and other related expenses, including expenses incurred in attending meetings of the Board of Directors, Committee, Subcommittee, Department, or the General Meeting of Shareholders.
 13. Non-executive members of the Board of Directors, including the Chairperson or Vice Chairperson, or members of the Board of Directors serving on the Committees, Subcommittees, or Departments of the Board of Directors, or undertaking additional responsibilities, in the opinion of the Board of Directors, are beyond the scope of duties of a member of the Board of Directors, may receive supplementary compensation in the form of a lump sum fee each time, salaries, commissions, profit-sharing, or other forms, as determined by the resolutions/decisions of the Board of Directors.

ARTICLE 41: CHAIRPERSON AND VICE CHAIRPERSON OF THE BOARD OF DIRECTORS

1. The Board of Directors selects the Chairperson and Vice Chairperson from its members. The Chairperson cannot concurrently hold the position of General Director.
2. The Chairperson's duties and rights include:

- 2.1. Allocating tasks to members of the Board of Directors to fulfill their responsibilities.
 - 2.2. Prepare operational agenda and plans of the Board of Directors.
 - 2.3. Preparing the agenda, content, and necessary documents for meetings of the Board of Directors, as well as convening and presiding over these meetings.
 - 2.4. Coordinate the process of adopting resolutions/decisions of the Board of Directors.
 - 2.5. Monitor the process of implementing resolutions/decisions of the Board of Directors;
 - 2.6. Sign documents within the authority of the Board of Directors;
 - 2.7. Be the Chairperson of the General Meetings of Shareholders.
 - 2.8. Ensure that the Board of Directors sends annual financial reports, reports on Company activities, audit reports, and inspection reports of the Board of Directors to Shareholders at the General Meeting of Shareholders;
 - 2.9. Possess the authority to grant authorization and bear accountability for such authorization; and
 - 2.10. Exercise other rights as outlined in the Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, and the Internal Management Regulations.
3. The Vice Chairperson of the Board of Directors assumes equivalent rights and duties to the Chairperson of the Board of Directors when entrusted by the Chairperson in their absence or inability to fulfill their duties due to unforeseen circumstances or incapacity. Should both the Chairperson and Vice Chairperson of the Board of Directors be temporarily unable to execute their responsibilities for any cause, the Board of Directors may designate an interim replacement from their ranks to act as Chairperson by majority decision.
 4. If both Chairperson and Vice Chairperson resign or are dismissed, a replacement must be elected by the Board of Directors within ten (10) days.

ARTICLE 42: ASSIGNMENT OF RESPONSIBILITIES TO MEMBERS OF THE BOARD OF DIRECTORS

1. Members of the Board of Directors undertake tasks directly authorized, decentralized, or delegated by the Board of Directors or as directed by the Chairperson of the Board of Directors; and refrain from further authorizing, decentralizing, or delegating tasks to others unless expressly the authorization, decentralization, or delegation of powers, the Regulations of the Board of Directors, and the Internal Management Regulations. Specifically, the duties of members of the Board of Directors are as follows:
 - 1.1. Conduct research and assess the Company's performance and operational outcomes, contributing to the formulation of strategies for the Company's growth and business operations in each period.

- 1.2. Attend all Board of Directors meetings, express well-founded opinions on agenda items, participate in voting on meeting matters, and assume personal accountability to the law, the General Meetings of Shareholders, and the Board of Directors for their decisions and actions.
 - 1.3. Promptly and fully reporting to the Board of Directors on any remuneration received from the Company's subsidiaries, affiliates, or other organizations where they represent shares/capital contributions of the Company.
 - 1.4. Report to the State Securities Commission and Stock Exchange and disclose relevant information when trading the Company's shares, in accordance with legal requirements.
 - 1.5. Carrying out their powers and duties with honesty and diligence, always prioritizing the best interests of Shareholders and the Company; and
 - 1.6. Adhering to the Company Charter, the Corporate Governance Regulations, Board of Directors Regulations, and resolutions/decisions of the General Meeting of Shareholders and the Board of Directors, as assigned to each member, according to the authorization, decentralization, or delegation of power by the Board of Directors and/or Chairperson of the Board of Directors.
2. Independent members of the Board of Directors shall undertake supplementary responsibilities as delegated by the Board of Directors, in accordance with the Company's Regulations on corporate governance, Regulations of the Board of Directors, and the Company's Internal Regulations on management, in addition to the duties outlined in this Charter.
 3. The Board of Directors shall elect one (1) of the independent members of the Board of Directors to serve as head of independent member of the Board of Directors.
The head of independent member of the Board of Directors shall vested with the following rights and obligations:
 - a) Facilitating the coordination of activities among the independent members of the Board of Directors; and
 - b) Other rights and obligations as specified in resolutions/decisions of the Board of Directors, the Company's Regulations on corporate governance, Regulations on the Board of Directors, and the Company's Internal Regulations on management.

ARTICLE 43: COMMITTEES, SUBCOMMITTEES, AND DEPARTMENTS OF THE BOARD OF DIRECTORS

1. The Board of Directors is empowered to establish the Committees, Subcommittees, and/or Departments to aid the Board of Directors in the management of the Company and its group of companies, as the Company acts as the parent company per legal provisions, this Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, and the Internal Management Regulations.

2. The Board of Directors determines the number of members of the Committees, Subcommittees, and Departments, with a minimum of two (02) members, including member of the Board of Directors and potentially other individuals not being a member of Board of Directors, as resolutions/decisions of the Board of Directors. The Heads of Committees, Subcommittees, and Departments are appointed from among the Board of Directors members according to the resolution/decision of the Board of Directors.
3. The Board of Directors establishes the organizational structure, duties, responsibilities, and powers of Committees, Sub-Committees, and Departments through regulations governing their organization and operation, the Internal Management Regulations and/or resolutions/decisions of the Board of Directors. Activities of the Committee, Sub-Committee and Board must comply with the regulations of the Board of Directors. Resolutions passed by Committees, Sub-Committees, and Departments are valid only when a majority of their members are present and vote in favor during their respective meetings.
4. Decisions made by the Committees, Subcommittees, and Departments under the Board of Directors must align with legal regulations, the Company's Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, regulations governing their organization and operation, the Internal Management Regulations, and resolutions/decisions of the Board of Directors.
5. The Board of Directors may authorize, decentralize, or delegate authority to the Committees, Subcommittees, and/or Departments to decide on matters within the authority and responsibilities of the Board of Directors as specified in resolutions/decisions of the General Meeting of Shareholders, the Company's Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, regulations governing organization and operation of the Committees, Subcommittees, and/or Departments, and the Internal Management Regulations.
6. Committees, Subcommittees, and Departments are accountable for adhering to their responsibilities and obligations as outlined in the Charter, the Corporate Governance Regulations, the Resolutions of the Board of Directors, regulations governing their organization and operation, Internal Management Regulations, resolutions/decisions of the Board of Directors, and any authorization, decentralization, or delegation of authority from the Board of Directors.
7. In addition to Committees, Subcommittees, and Departments, the Board of Directors has the authority to establish other offices, agencies or divisions to assist the Board of Directors, Committees, Subcommittees, and Departments, and the Chairperson of the Board of Directors. The organizational structure, duties, obligations, and rights, the number and criteria of the members of other offices, agencies or divisions, operating procedures, operating budget, and other issues are decided by the Board of Directors and specifically regulated by the Corporate Governance Regulations, Regulations of the Board of Directors, resolutions/decisions of the Board of Directors, and the Company's Internal Regulations on corporate governance.

8. The General Meeting of Shareholders may decide or authorize, decentralize or delegate authority to the Board of Directors to approve the annual operating budget of Committees, Sub-Committees, Departments, as well as other offices, agencies, or divisions.

ARTICLE 44: MEETING OF THE BOARD OF DIRECTORS

1. Upon the addition of newly elected members, the initial meeting of the Board of Directors to deliberate and make resolutions/decisions within its authority must be convened within seven (07) days following the conclusion of the election. This meeting is convened by the current Chairperson or Vice Chairperson of the Board of Directors. If both terms of the Chairperson and Vice Chairperson of the Board of Directors expire simultaneously, the members of the Board of Directors elect one among them by majority vote to convene the meeting of the Board of Directors.
2. The Board of Directors convenes meetings at least once every quarter as outlined in the Company's Charter, the Corporate Governance Regulations, and the Regulations of the Board of Directors.
3. A meeting of the Board of Directors shall be convened by the Chairperson of the Board of Directors upon the written request specifying the purpose and agenda from:
 - 3.1. The General Director or at least five (05) Business Executives;
 - 3.2. At least two (02) members of the Board of Directors; or
 - 3.3. The Audit Committee or an independent member of the Board of Directors.
4. Meetings as described in Clause 3 of this Article must be convened within seven (07) working days of the request. If the Chairperson declines to convene the requested meeting, they shall be held liable for any resulting Company damages. Those making the request in Clause 3 may then convene the meeting of the Board of Directors themselves.
5. Upon request from the independent auditor, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's operations.
6. Notice of the Board of Directors meeting must be dispatched to its members at least three (03) days prior to the meeting date. This notice must include comprehensive information about the agenda, time, and venue, along with requisite documents pertaining to the agenda items. Notices may be sent via post, fax, email, or other means ensuring delivery to the registered address of each member of the Board of Directors.
7. Meetings of the Board of Directors can only proceed and decisions can only be made when at least three-quarters (3/4) of the members of the Board of Directors are present in person or through an authorized representative. If the minimum attendance requirement is not met, the meeting shall be rescheduled within seven (07) days from the scheduled date of the first meeting. The reconvened meeting shall proceed if more than half (1/2) of members of the Board of Directors are present.

8. The General Director, other Business Executives, and third-party experts may attend meetings of the Board of Directors upon invitation but are ineligible to vote unless they are also members of the Board of Directors with voting rights.
9. Voting at the Board of Directors meeting:
 - 9.1. Each member of the Board of Directors or authorized representative attending a Board of Directors meeting in person shall possess one voting right, except as stipulated in Clause 9.2 of this Article.
 - 9.2. A member of the Board of Directors is prohibited from voting on contracts, transactions, or proposals in which they or any Related Person to that member has interests and those interests have conflicting or potentially conflicting interests with those of the Company. Such member of the Board of Directors shall not be counted towards the minimum quorum required to hold a Board of Directors meeting for decisions in which they lack voting rights.
 - 9.3. Should issues arise during a Board of Directors meeting concerning the interests or voting rights of a member as outlined in Clause 9.4 of this Article, and voluntary abstention from voting by said member fails to resolve the matter, the issues shall be referred to the meeting's chairperson. The chairperson's decision shall be final for all other members of the Board of Directors, unless the relevant member's interests have not been adequately disclosed.
 - 9.4. Members of the Board of Directors benefiting from contracts specified in Clause 1, Article 60 of this Charter shall be deemed to possess significant interests in said contracts.
 - 9.5. Any Member of the Board of Directors directly or indirectly benefiting from a contract or transaction that has been signed or is expected to be signed with the Company, upon realization of such interest, shall disclose its nature and content at the earliest Board of Directors meeting where the issue of such contract or transaction is deliberated. Alternatively, disclosure can be made at the first subsequent Board of Directors meeting following the member's awareness of their interests.
 - 9.6. Resolutions and decisions of the Board of Directors are made by a majority vote of attending members of the Board of Directors. In the event of a tie, the Chairperson of the Board of Directors shall cast the deciding vote.
 - 9.7. Absent members of the Board of Directors may vote on decisions of the Board of Directors via written ballot, which must be submitted to the Chairperson of the Board of Directors before or during the meeting. These ballots shall be opened in the presence of all meeting attendees.
10. A meeting of the Board of Directors may take place either face-to-face, online, or as a hybrid online meeting when all or some members of the Board of Directors are in different locations, ensuring that each attending member of the Board of Directors can:
 - 10.1. Hear all other members of the Board of Directors speaking during the meeting.

- 10.2. Any member may speak to all other member of the Board of Directors simultaneously if desired.
11. Communication among members of the Board of Directors may occur directly via phone or other means of communication, including the use of this means at the time of approving the Charter or later, or through a combination of methods. According to this Charter, member of the Board of Directors in such meetings are deemed "present" at that meeting. The location of the meeting held according to this regulation is the location where the largest group of members of the Board of Directors gathers, or if there is no such group, the location where the Chairperson of the meeting is present.
 12. Resolutions/decisions made during telephone or alternative methods take effect immediately upon conclusion but require written confirmation and signatures from all attending members of the Board of Directors.
 13. Resolutions/decisions passed through written opinions are approved by the majority of members of the Board of Directors with voting rights. These resolutions/decisions hold the same force and effect as the resolution/decision passed by the members of the Board of Directors at a meeting convened and held as usual.
 14. The Chairperson of the Board of Directors is responsible for transmitting meeting minutes of the Board of Directors to members; those minutes shall be considered as authentic evidence of the work carried out in those meetings unless contested within ten (10) days of transmission. Minutes of the Board of Directors meeting must be signed by all attending members of the Board of Directors, or if necessary, multiple copies signed by at least one (01) attending member of the Board of Directors.
 15. Beyond the meetings outlined in this Article, the Board of Directors is empowered to convene informal gatherings and discussions regarding professional matters or specific company issues that are not considered formal meetings and not have to convene, organize, or document the meeting minutes as outlined in this Regulation. It's important to note that such gatherings and discussions do not constitute formal Board of Directors meetings for the purpose of issuing resolutions or voting on any matters. To clarify, meetings under this provision include interactions among Board of Directors members, regular meetings between the Board of Directors and Committees, Subcommittees, Departments, or the Business Executives, between Committees, Subcommittees, Departments and the Business Executives stipulated by the Corporate Governance Regulations, and the Regulations of the Board of Directors and the Company's Internal Management Regulations.

ARTICLE 45: ADDITION AND REPLACEMENT OF MEMBERS OF THE BOARD OF DIRECTORS

1. If the number of Board members or independent Board members falls below the stipulated minimums outlined in Section 4.3, Clause 4 of Article 30, and Clause 6 of Article 40 of this Charter, the Board of Directors must promptly convene an extraordinary General Meeting of Shareholders, within the time limit as specified in Section 5.1, Clause 5 of Article 30, to elect additional members of the Board of Directors.

2. In all other instances, the nearest meeting of the General Meeting of Shareholders will elect new members to replace members of the Board of Directors who have been dismissed or removed.

ARTICLE 46: RIGHTS OF MEMBERS OF THE BOARD OF DIRECTORS TO BE PROVIDED WITH INFORMATION

1. Members of the Board of Directors possess the right to request pertinent information and documents regarding financial status and business operations of the Company and its subsidiaries from the General Director and other Business Executives.
2. The Business Executives are obligated to furnish requested information and documents promptly, comprehensively, and accurately to members of the Board of Directors.
3. Members of the Board of Directors are responsible for keeping the information provided confidential.

ARTICLE 47: COMPOSITION OF THE AUDIT COMMITTEE

1. The Audit Committee functions as a dedicated body under the authority of the Board of Directors.
2. The Audit Committee shall comprise a minimum of two (02) members, with the Chairperson being an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
3. Members of the Audit Committee must possess expertise in accounting and auditing, have a basic understanding of Company law and operations, and must not fall under the following categories:
 - a) Employed within the Company's accounting and finance department; and
 - b) Affiliated with or employed by an auditing firm authorized to audit the Company's financial statements within the preceding three (03) years.
4. The Chairperson of the Audit Committee must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration, unless the Company's Charter stipulates higher standards.
5. Appointment of Chairperson and other members of the Audit Committee requires approval by the Board of Directors during meetings of the Board of Directors.

ARTICLE 48: RIGHTS AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

The Audit Committee is vested with the rights and responsibilities delineated in Article 161 of the Law on Enterprises, Article 9 of Regulations of the Board of Directors, and the following rights and obligations:

1. Access pertinent documents pertaining to the Company's operations and engage in discussions with other members of the Board of Directors, the General Director, Chief Accountant, and other Business Executives to gather information essential for the Audit Committee's activities;

2. Request representatives from accredited independent audit firms to participate in Audit Committee meetings and address queries related to audited financial statements.
3. Engage legal, accounting, or other external consulting services as required.
4. Formulate and present risk detection and management policies to the Board of Directors; propose to the Board of Directors solutions to mitigate risks arising from the Company's operations.
5. Prepare written reports for submission to the Board of Directors upon identifying instances where members of the Board of Directors, the General Director, or other Business Executives fail to fulfill their obligations as outlined in the Law on Enterprises and Company's Charter; and
6. Develop operational regulations for the Audit Committee and seek approval from the Board of Directors.

ARTICLE 49: REPORT ON THE ACTIVITIES OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS IN THE AUDIT COMMITTEE AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

1. Independent members of the Board of Directors in the Audit Committee are tasked with presenting their activities at the Annual General Meeting of Shareholders.
2. The report on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must encompass the following key aspects:
 - a) Disclosure of remuneration, operational expenses, and other benefits received by the Audit Committee and each of its members, as per the stipulations of the Law on Enterprises and the Company's Charter;
 - b) A concise overview of the Audit Committee's meetings, along with its findings and recommendations;
 - c) Findings from the supervision of the Company's financial statements, operations, and financial standing;
 - d) Assessment report on transactions involving the Company, its subsidiaries, and entities controlled by the Company, wherein the Company holds over 50% of the charter capital, with members of the Board of Directors, General Directors, and other Business Executives of the Company, and Related Persons associated with these entities;
 - đ) Evaluation results of the Company's internal control mechanisms and risk management systems;
 - e) Outcomes of the oversight on the Board of Directors, General Director, and other Business Executives of the Company; and
 - g) Evaluation findings on the coordination of activities between the Audit Committee, the Board of Directors, the General Director, and Shareholders.

ARTICLE 50: MEETINGS OF THE AUDIT COMMITTEE

1. The Audit Committee is mandated to convene a minimum of two (02) meetings annually. Meeting minutes must be comprehensive, transparent, and diligently maintained. The individual responsible for recording minutes and all attending members of the Audit Committee must sign the meeting minutes.
2. Decisions within the Audit Committee are reached through voting during meetings, collecting written opinions, or employing other methods stipulated in the Audit Committee's operating regulations. Each Audit Committee member holds one vote. Unless the Audit Committee's operating regulations specify a higher threshold, decisions are made by a majority vote of attending members. In the event of a tie, the Chairperson of the Audit Committee casts the deciding vote.

ARTICLE 51: THE GENERAL DIRECTOR

1. The Board of Directors appoints an individual from its members or recruits an external candidate to serve as the General Director. The appointment and dismissal of the General Director are within the authority of the Board of Directors, conferring the necessary authority to fulfill the duties of the General Director position.
2. The General Director need not hold shares in the Company and must meet the following criteria:
 - 2.1. Possess full legal capacity of civil act and not be disqualified from managing an enterprise as per the provisions of the Law on Enterprises;
 - 2.2. Demonstrate professional qualifications and experience in Company management, along with understanding of legal matters;
 - 2.3. Not concurrently hold positions as a board member, general director, or business executive in another enterprise engaged in the manufacturing and trading of jewelry, watches, and eyeglasses;
 - 2.4. Not possess more than 10% of the charter capital in another enterprise operating in the jewelry manufacturing and trading industry unless sanctioned by the Board of Directors;
 - 2.5. Related Persons should not collectively or individually own more than 35% of the charter capital in another enterprise operating in the jewelry manufacturing and trading industry, unless approved by the Board of Directors; and
 - 2.6. Fulfill the standards outlined for Board of Directors members in this Charter and the Corporate Governance Regulations if serving concurrently as a member of the Board of Directors.
3. The term of the General Director shall not surpass five (05) years and may be extended for an indefinite number of terms.
4. The General Director is the Company's legal representative, assumes responsibility for overseeing daily business operations; is accountable to the Board of Directors and the General Meeting of Shareholders for executing assigned tasks and powers, and must

provide reports to the Board of Directors and the General Meeting of Shareholders upon request.

5. The General Director is responsible to the Board of Directors, the General Meeting of Shareholders, and the law for any violations resulting in Company damage.
6. The Board of Directors determines the salary, bonuses, and other benefits of the General Director. Information regarding these compensations must be disclosed in a distinct section of the Company's annual financial statements and presented at the Annual General Meeting of Shareholders.

ARTICLE 52: RIGHTS AND RESPONSIBILITIES OF THE GENERAL DIRECTOR

The General Director holds the following rights and responsibilities:

1. Implement the resolutions/decisions of both the Board of Directors and the General Meeting of Shareholders, along with the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;
2. Exercise discretion over all matters not necessitating the Board of Directors' resolutions/decisions, including the execution of financial and commercial contracts on behalf of the Company, as well as the oversight and management of day-to-day Company operations in line with optimal management standards.
3. Develop and present to the Board of Directors for approval the organizational structure plan, and the establishment and dissolution of subsidiary units, in addition to formulating the Internal Management Regulations under the Board of Directors' authority. Develop, sanction, and enforce regulations on authorization, decentralization or delegation of powers by the General Director to subordinates, along with other regulatory protocols and processes not within the authority of the Board of Directors.
4. Propose structures, including the number and titles of the Business Executives and authorized representatives of the Company in external organizations (including but not limited to the following organizations: subsidiaries, affiliated companies, and branches), for the Board of Directors' recruitment and appointment decisions, advising on salary, remuneration, benefits, and other contractual terms of the labor contract with the Business Executives. Further, recommend the Board of Directors for appointments, dismissals, terminations, salaries, remunerations, other benefits and terminate labor contracts for positions Enterprise Managers and authorized representatives of the Company at other organizations.
5. Oversee recruitment, appointment, placement, and utilization of labor force; handle disciplinary actions, dismissals, terminations of labor contracts, salaries, bonuses, and welfare regimes for the Company employees not under the authority of the Board of Directors for appointment and dismissal, in accordance with labor laws.
6. Present to the Board of Directors for approval the detailed business plan for the upcoming fiscal year, ensuring alignment with budgetary constraints and the five-year development plan.

7. Prepare long-term, annual, quarterly, and monthly financial forecasts for the Company, facilitating the long-term, annual, quarterly, and monthly management activities in accordance with the detailed business plan. Annual financial estimates, encompassing balance sheets, production and business activity reports, and cash flow statements, must adhere to the Internal Management Regulations and be submitted to the Board of Directors for approval.
8. Oversee the execution of the annual business plan approved by the General Meeting of Shareholders and the Board of Directors.
9. Sign contracts within Board of Directors-approved limits, as well as labor contracts and other agreements by laws; sign reports, documents, and other Company paperwork as per delegated authority; determine product and service pricing, communication strategies, advertising initiatives, marketing efforts, and measures to foster production and business expansion.
10. Furnish reports to the Board of Directors regarding the Company's production and business activities, as well as its financial standing.
11. Decide on investments for acquiring equipment assets within limits not exceeding 10% of the charter capital, as outlined in the production, business, and investment plans sanctioned by the Board of Directors.
12. Refuse to execute decisions made by the Chairperson, Vice Chairperson, members of the Board of Directors, Committees, Subcommittees, or Departments if deemed unlawful, contrary to the Company's Charter, or in violation of resolutions passed by the General Meeting of Shareholders, or contrary to the Company's interests, promptly notifying the Board of Directors through the Audit Committee.
13. Decide on extraordinary measures in emergency situations such as natural disasters, enemy sabotage, fires, accidents, and other urgent circumstances that could jeopardize Company interests, promptly informing the Chairperson of the Board of Directors thereafter.
14. Propose measures for enhancing the Company's business and management endeavors.
15. Exercise all other rights and fulfill all other responsibilities as prescribed by law, this Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, the Internal Management Regulations, and any other resolutions/decisions passed by the General Meeting of Shareholders, Board of Directors, or outlined in the labor contract with the Company.
16. Comply, execute properly and fully the responsibilities and authorities authorized, decentralized or delegated by the General Meeting of Shareholders and the Board of Directors.
17. Deciding on matters pertaining to subsidiaries, entities in which the Company holds equity stakes or investments, and representatives authorized by the Company to act on the Company's behalf in other organizations, in accordance with resolutions or decisions of the Board of Directors, the Company's Regulations on corporate

governance, Regulations of the Board of Directors, and the Internal Management Regulations.

18. Overseeing the activities of authorized representatives of the Company at other organizations in accordance with resolutions or decisions of the Board of Directors.

ARTICLE 53: DISMISSAL AND REMOVAL OF THE GENERAL DIRECTOR

1. The General Director may be dismissed or removed from office under circumstances similar to those outlined for members of the Board of Directors as stipulated in Clause 5, Article 40 of this Charter, or if they fail to fulfill their duties and obligations as specified in Article 52 of this Charter.
2. The Board of Directors possesses the authority to dismiss the General Director with two-thirds (2/3) or more of the Board of Directors members voting in favor. In such cases, the General Director's vote is not counted if they also serve as a member of the Board of Directors.
3. Upon the dismissal or removal of the General Director, the Board of Directors is required to appoint an interim replacement to oversee the duties of the General Director. Within a maximum period of sixty (60) days, the Board of Directors must initiate procedures, in accordance with this Charter and the Corporate Governance Regulations, to appoint a new General Director.
4. Should the General Director wish to resign, they must submit a formal resignation letter to the Board of Directors. The Board of Directors will review and make a decision within one hundred twenty (120) days from the receipt of the resignation letter.

ARTICLE 54: AUTHORIZATION, DECENTRALIZATION, OR DELEGATION OF GENERAL DIRECTOR' AUTHORITY

1. The General Director possesses the authority to authorize, decentralize, or delegate powers to the Business Executives or other individuals within the Company to manage certain Company affairs on their behalf. The General Director holds legal accountability for the authorization, decentralization, or delegation of powers, as per the regulations governing such actions, to their subordinates.
2. Individuals authorized, decentralized or delegated by the General Director are responsible to the General Director, the Company, and the law for their actions performed in accordance with the resolutions on authorization, decentralization, or delegation of the General Director's powers to subordinates. The General Director will not be held responsible for any outcomes arising from or linked to the authorization, decentralization, or delegation of authority by the authorized, decentralized, or delegated persons, when they (i) breach or fail to comply with legal provisions, the Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, the Internal Management Regulations, and the documents authorizing, delegating, or delegating power, or (ii) exceed the designated scope of authorization, decentralization, or delegation.

3. All authorizations, decentralizations, or delegation of rights concerning the Company's seal must be documented in writing and have a term according to the General Director's term.

ARTICLE 55: MANAGEMENT STRUCTURE AND BUSINESS EXECUTIVES

1. The Company establishes a management organizational structure and system wherein the Business Executives are responsible to the Board of Directors, subject to the direction and supervision of the Board of Directors and the General Director, and are responsible for organizing and operating the day-to-day activities of the Company.
2. The Business Executives of the Company encompass the General Director, Chief Accountant, and other equivalent positions appointed by the Board of Directors. Any appointments, dismissals, removal, or replacements of the Business Executives must adhere to the Corporate Governance Regulations and be ratified by a resolution or decision of the Board of Directors.
3. The quantity and qualifications of the Business Executives, as determined by the General Director and sanctioned by the Board of Directors, should align with the Company's organizational structure and the Internal Management Regulations established by the Board of Directors on an ongoing basis.
4. The Business Executives are expected to demonstrate the requisite diligence to enable the Company to fulfill its objectives. The Board of Directors, in consultation with the General Director, determines the salaries, compensations, benefits, and other terms outlined in the employment contracts of the Business Executives.

ARTICLE 56: CORPORATE GOVERNANCE OFFICER

1. The Board of Directors of the Company appoints at least one (01) person as corporate governance officer, aiding in the Company's management functions. The Board may decide that this individual also serves as the company secretary, as per Clause 5, Article 156 of the Law on Enterprises. The term of corporate governance officer is determined by the Board of Directors and should not exceed five (05) years.
2. The corporate governance officer must meet the following criteria:
 - a. Possess full capacity for civil act and not be barred from establishing or managing enterprises under the provisions of the Law on Enterprises;
 - b. Demonstrate knowledge of legal principles; and
 - c. Not concurrently work for an independent auditing company tasked with auditing the Company's financial statements.
3. The corporate governance officer holds the following rights and responsibilities:
 - a. Advise the Board of Directors in organizing the General Meetings of Shareholders according to regulations and tasks related to the Company and Shareholders;
 - b. Prepare meetings for the Board of Directors and the General Meeting of Shareholders upon request from the Board of Directors;

- c. Offer guidance on meeting procedures;
 - d. Provide consultation on the procedures for the Board of Directors to reach resolutions/decisions in compliance with legal requirements;
 - e. Supply financial information, copies of Board of Directors meeting minutes, and other relevant data to members of the Board of Directors;
 - g. Oversee and report to the Board of Directors on the Company's information disclosure activities;
 - h. Maintain confidentiality of information in accordance with legal regulations, the Company's Charter, and Corporate Governance Regulations; and
 - i. Other rights and obligations as outlined in legal provisions, the Company's Charter, and Corporate Governance Regulations.
4. The Board of Directors retains the authority to dismiss the corporate governance officer when deemed necessary, provided it aligns with prevailing labor laws.

ARTICLE 57: COMPANY'S AUTHORIZED REPRESENTATIVE IN OTHER ORGANIZATIONS

1. The Company's authorized representative at other organizations adheres fully to the responsibilities, powers, and obligations as an owner, shareholder, or capital-contributing member at other organizations as outlined in the Law on Enterprises, the Company's Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, the Internal Management Regulations, and resolutions/decisions of the Board of Directors.
2. The Company's authorized representative at other organizations is tasked with:
 - Providing quarterly reports on the operations of other organizations; transactions between the Company and other organizations, adhering to the formats, contents, and deadlines specified by the Board of Directors;
 - Reporting unusual matters concerning other organizations as per the regulations of the Board of Directors;
 - Organizing the storage of documents, reports, and records associated with the activities of the members council if the other organization is a limited liability company; or of the general meeting of shareholders and the board of directors if the other organization is a joint-stock company;
 - Make decisions or cast votes during meetings of the general meeting of shareholders, member council, or board of directors of the respective organization in alignment with the decisions, policies, and directives established by the Board of Directors;
 - Seeking the opinion or approval of the Board of Directors, General Director or an individual authorized, decentralized, or delegated by the Board of Directors of the Company before making decisions or voting on key issues at the general meeting of shareholders, board meetings, or directors meetings of related

organizations. Detailed regulations regarding seeking opinions or approval will be provided by the Company's Board of Directors in this section; and

- Fulfilling other duties and responsibilities as stipulated in the Company's Regulations on corporate governance, Regulations of the Board of Directors, Internal Regulations management, and resolutions or decisions of the Board of Directors.
- 3. The Company's authorized representative at a subsidiary is responsible for directing and prompting the subsidiary's legal representative to compile and submit reports in accordance with the provisions outlined in Article 197 of the Law on Enterprises.
- 4. The Board of Directors holds the authority to authorize, decentralize, or delegate powers to the Company's authorized representative at other organizations to carry out their responsibilities, obligations, and powers as owners, shareholders, or capital-contributing members at other organizations. The Company's authorized representatives at other organizations are obliged to adhere to and fully implement this authorization, decentralization, or delegation of rights.
- 5. The Board of Directors will elucidate matters pertaining to standards, appointment, dismissal, removal, remuneration, salaries, other benefits, supervision and evaluation of the activities of the Company's authorized representatives at other organizations.
- 6. The Company's authorized representative at other organization is not authorized, decentralized, or delegated to another entity unless expressly permitted through written authorization, decentralization, or delegation, or resolution/decision of the Board of Directors, the Company's Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, the Internal Management Regulations clearly outlining such authorization, decentralization, or delegation of authority.
- 7. Depending on their position, capacity, work efficiency, and the business results of the Company or its subsidiaries, individuals appointed as the Company's authorized representatives at other organizations may or may not receive remuneration, salary, bonuses, and other benefits from the Company or its subsidiary. However, before receiving any such remuneration, salary, bonuses, and other benefits from an organization in which the Company holds ownership, shareholder, or capital-contributing member, the Company's authorized representative must report to the Board of Directors for consideration.

ARTICLE 58: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTORS, AND OTHER BUSINESS EXECUTIVES

1. Members of the Board of Directors, General Directors, and other Business Executives bear the following responsibilities:
 - a) Comply, implement properly and fully the rights and obligations authorized, decentralized, or delegated by the Law on Enterprises, relevant laws, the Company's Charter, the Corporate Governance Regulations, the Regulations of the Board of Directors, the Internal Management Regulations, and

resolutions/decisions of the General Meeting of Shareholders and/or Board of Directors;

- b) Exercise delegated rights and obligations with honesty, diligence, and in the Company's best interest to ensure maximum legitimate benefits;
 - c) Prioritize the Company's and Shareholders' interests; refrain from exploiting their positions or information, expertise, business opportunities, or other Company assets for personal gain or the benefit of other entities or individuals;
 - d) Promptly, fully, and accurately inform the Company about matters specified in Clause 2, Article 164 of the Enterprise Law; and
 - d) Fulfill other responsibilities as stipulated by the Law on Enterprises and the Company's Charter.
2. Members of the Board of Directors, General Directors, and other Business Executives who contravene the provisions of Clause 1 of this Article bear individual or joint responsibility for compensating for lost benefits, returning received benefits, and indemnifying the Company and third parties for any damages incurred.

ARTICLE 59: RESPONSIBILITY FOR HONESTY AND AVOIDANCE OF CONFLICTS OF INTEREST AMONG ENTERPRISE MANAGERS

1. The Company is mandated to compile and maintain an updated list of Related Persons in accordance with Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities, along with their corresponding transactions with the Company.
2. Members of the Board of Directors, members of the Audit Committee, General Director, and other Business Executives of the Company are required to disclose their related interests to the Company, including:
 - 2.1. Name, enterprise code, head office address, industry, and business line of enterprises in which they hold capital contributions or shares; the proportion and duration of ownership of said capital contributions or shares; and
 - 2.2. Name, enterprise code, head office address, industry, and business lines of enterprises in which their Related Persons jointly or separately hold capital contributions or shares exceeding 10% of the charter capital.
3. Declarations as specified in Clause 2 of this Article must be submitted within seven (07) working days from the date when related benefits arise. Any amendments or supplements must be notified to the Company within seven (07) working days from the corresponding modification or supplement.
4. Publicizing, reviewing, extracting, and copying the list of Related Persons and their related interests declared pursuant to Clauses 1 and 2 of this Article shall be conducted as follows:
 - 4.1. Upon Shareholders' request, the Company must disclose the list of Related Persons and their related interests to the General Meeting of Shareholders during the annual meeting;

- 4.2. The list of Related Persons and related interests is maintained at the Company's headquarters; if necessary, part or all of the list can be kept at the Company's branches;
- 4.3. Shareholders, authorized representatives of Shareholders, members of the Board of Directors, members of the Audit Committee, General Director, and other executives possess the right to review, extract, and copy part or all of the declared content during working hours; and
- 4.4. The Company is obligated to facilitate access, viewing, extraction, and copying of the list of Related Persons and other contents specified in Point 4.3 of this Clause in the quickest and most convenient manner, refraining from hindering or causing difficulties for individuals in exercising this right. The order and procedures for reviewing, extracting, and copying the declaration content of related persons and related interests shall comply with the Corporate Governance Regulations.
5. Members of the Board of Directors, Audit Committee, General Director, and the Business Executives are prohibited from utilizing business opportunities that could benefit the Company for personal gain. Simultaneously, they are prohibited from leveraging information acquired through their positions for personal advantage or to advance the interests of other entities or individuals.
6. Members of the Board of Directors, Audit Committee, General Director, and the Business Executives are required to disclose to the Board of Directors any interests that may conflict with the Company's interests, whether obtained through other legal entities, transactions, or individuals. These subjects may only pursue such opportunities when members of the Board of Directors without related interests have decided not to pursue the matter.
7. Members of the Board of Directors, Audit Committee, General Director, the Business Executives, and their Related Persons are prohibited from utilizing unpublished Company information for personal gain or disclosing it to third parties to facilitate related transactions.
8. Except in cases approved by the General Meeting of Shareholders, the Company does not extend loans, guarantees, or credits to members of the Board of Directors, Audit Committee, General Director, or the Business Executives, nor to their Related Persons or entities in which these individuals hold financial interests. This exclusion does not apply to cases where the related organizations are subsidiaries operating under the Company's corporate group, where the Company serves as the parent company.

ARTICLE 60: ACCEPTANCE OF CONTRACTS AND TRANSACTIONS BETWEEN THE COMPANY AND RELATED PERSONS

1. The General Meeting of Shareholders or the Board of Directors is responsible for reviewing contracts and transactions between the Company and the following related persons:

- 1.1. Shareholders or authorized representatives of the Shareholders who are organizations holding more than ten percent (10%) of the ordinary shares of the Company, and their Related Persons; or
 - 1.2. Any member of the Board of Directors, the General Director, Business Manager or Executives and their Related Persons; or
 - 1.3. Enterprises whose members of the Board of Directors, General Director, members of the Audit Committee, and other business managers and executives of the Company must disclose relevant interests as prescribed in Clause 1 of this Article, Article 164, Law on Enterprises, and other individuals and organizations identified as Related Persons according to legal provisions.
2. Concerning contracts and transactions specified in Clause 1 of this Article, the Board of Directors holds authority to approve contracts and transactions valued at less than 20% of the total asset value recorded in the Company's most recent financial statements, which are not under the authority of the General Meeting of Shareholders; approval is granted through a resolution with a majority vote of Board members without related interests. In such instances, the Company representative signing the contract or transaction must notify members of the Board of Directors regarding the parties involved in the contract or transaction and provide a draft contract or transaction's main content. The Board of Directors must decide on approval within fifteen (15) days from receiving the notice, unless the Company's Charter stipulates a different timeframe. Members of the Board of Directors with related interests to the parties in the contract or transaction do not possess voting rights.
 3. The General Meeting of Shareholders holds the authority to approve other contracts and transactions outlined in Clause 1 of this Article, excluding those falling within the authority of the Board of Directors as specified in Clause 2 of this Article.
 4. In cases where a contract or transaction is approved as specified in Clause 3 of this Article, the Company representative signing the contract or transaction must inform the Board of Directors about the parties involved and provide a draft contract or a notice outlining the transaction's key details. The Board of Directors presents the draft contracts or transactions, or explains the principal terms at the General Meeting of Shareholders, or collects Shareholders' opinions in writing. In such instances, Shareholders with interests related to the parties involved in the contract or transaction do not possess voting rights. Contracts and transactions receive approval when Shareholders representing at least 65% of the remaining voting shares agree.
 5. Contracts and transactions are annulled by court decision and dealt with in accordance with legal provisions if signed in contravention of the stipulations of this Article. The individual signing the contract or transaction, Shareholder, member of the Board of Directors, General Director, Business Manager, Business Executive, or Related Person is collectively liable for any resulting damages and must reimburse the Company for profits gained from executing that contract or transaction.
 6. The Company is obligated to disclose relevant contracts and transactions in compliance with applicable laws.

7. The General Meeting of Shareholders and the Board of Directors reserve the right to authorize, decentralize, or delegate authority to one or more members of the Board of Directors, Committees, Subcommittees, or Departments within the Board of Directors to approve or ratify certain contracts or transactions between the Company and a Related Person, provided that the authorized, decentralized, or delegated individual is not a Related Person of the other party. If the authorized, decentralized, or delegated individual is a Related Person, they shall not possess voting rights regarding that contract or transaction, or the General Meeting of Shareholders or the Board of Directors shall undertake the approval or ratification of that contract or transaction, depending on the specific circumstances.

ARTICLE 61: LIABILITY FOR DAMAGES AND COMPENSATION

1. Members of the Board of Directors, the General Director, and other Business Executives who breach the obligations and responsibilities for honesty and prudence or fail to fulfill their obligations with due diligence and professional capability must be responsible for any damages caused by their breaches.
2. The Company shall pay compensation to any person who has been, is, or is likely become a related party in any claim, suit, or legal proceeding (including civil and administrative cases other than those initiated by the Company) if such person was or is a member of the Board of Directors, the General Director, other Business Executives, the employee of the Company or an Authorized Representative of the Company, or such person acted or is acting at the request of the Company in the capacity as a member of the Board of Directors, the General Director, other Business Executives, the employee of the Company or an Authorized Representative of the Company provided that such person acted honestly, prudently and diligently in the best interests or without countering the best interests of the Company in compliance with the law and that there is no evidence that such person committed a breach of his/her responsibilities. The expenses for compensation shall comprise arising expenses (including lawyer's fees), judgment expenses, fines and payable actually arising or deemed reasonable when dealing with such cases within the framework permitted by law. The Company may purchase liability insurance for such persons in order to cover the said responsibilities for compensation.

ARTICLE 62: RIGHT TO ACCESS BOOKS AND RECORDS

1. Common shareholders possess the right to access specific books and records as outlined below:
 - a) The Shareholders are entitled to access, examine, and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, meeting minutes of the General Meeting of Shareholders and resolutions/decisions of the General Meeting of Shareholders.
 - b) A Shareholder or a group of Shareholders holding from five percent (5%) of the total ordinary shares or more shall have the right to send, directly or via any authorized representatives, a written request for approval on examine, access,

extract the book of minutes and resolutions of the Board of Directors, biannual and annual financial statements, contracts and transactions subject to approval by the Board of Directors and other documents, except for documents related to the Company's trade secrets.

- c) A request for inspection by the authorized representative of the Shareholder and group of Shareholders must be accompanied by a power of attorney of the Shareholder and group of Shareholders represented by such person or a notarized copy of such power of attorney.
2. Members of the Board of Directors, the General Director and other Business Executives shall have the right to inspect the Company's shareholder register book, the list of Shareholders and other books and records of the Company for any purposes relating to their positions on the condition that the information must be treated as confidential.
3. The Company shall keep this Charter and its amendments and additions, the Enterprise Registration Certificate, regulations, documents proving asset ownership, resolutions/decisions of the General Meeting of Shareholders and the Board of Directors; meeting minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books, and any other documents in accordance with the law at the head office of the Company or another location, provided that the Shareholders and business registration authorities are informed of the location where these documents are retained.
4. The Company's Charter, the Corporate Governance Regulations, and Board of Directors Regulations must be published on the Company's website.

ARTICLE 63: EMPLOYEES AND UNIONS

1. The General Director must prepare a plan for the Board of Directors to approve the matters relating to recruitment, dismissal of employees, salary, social insurance, welfare, rewards and discipline applicable to the Business Executives and employees.
2. The General Director must prepare a plan in order for the Board of Directors to approve the matters relating to the relationship between the Company and the Trade Unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Corporate Governance Regulations, the Internal Management Regulations, and applicable laws.

CHAPTER IV

FINANCE, ACCOUNTING, AUDIT, AND PROFIT DISTRIBUTION

ARTICLE 64: FISCAL YEAR AND ACCOUNTING SYSTEM

1. The Company's fiscal year shall begin from the first day of January each year and shall end on the 31st day of December of the same year.
2. The Company adheres to principles of financial self-management and balanced revenue and expenditure, ensuring the preservation and generation of profits for its capital resources.

3. The Company abides by accounting and statistical regulations as stipulated by accounting and statistical laws. The accounting system used by the Company shall be the Vietnamese Accounting System (VAS) or another accounting system approved by the Minister of Finance
4. The Company shall prepare accounting books in Vietnamese, and keep the accounting records in accordance with accounting laws and related laws. These records must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.
5. The Company uses the Vietnamese dong as the official currency in accounting. However, if the majority of the Company's economic transactions occur in a foreign currency, it may opt for that foreign currency as its accounting currency, assuming legal responsibility for this decision and notifying the relevant tax administration authority accordingly.
6. The Chief Accountant assists the General Director in overseeing accounting and financial accounting duties across the Company in accordance with legal provisions. Both the General Director and Chief Accountant bear legal responsibility for the Company's revenue and expenditure documents and accounting records.

ARTICLE 65: BANK ACCOUNTS

1. The Company will open bank account(s) at Vietnamese banks or foreign banks authorized to operate within Vietnam.
2. With prior approval from the competent authority and in cases of necessity, the Company may open a bank account in a foreign country in compliance with legal regulations.
3. The Company will make all payments and accounting transactions via its Vietnamese dong accounts or foreign currency accounts at the bank where the Company opened such accounts.

ARTICLE 66: FINANCIAL REPORTS

1. The Company is required to prepare an annual financial report in compliance with legal provisions, as well as regulations set forth by the State Securities Commission. This report must undergo auditing as outlined in Article 67 of this Charter. Within ninety (90) days following the conclusion of each fiscal year, the Company must submit the annual financial report approved by the General Meeting of Shareholders, to the relevant tax authority, State Securities Commission, Stock Exchange/Stock Trading Center, and Business Registration Agency.
2. The annual financial report must encompass a comprehensive overview of production and business activities, providing an honest and objective depiction of the Company's profit and loss for the fiscal year, and the accounting balance sheet reflects an honestly and objectively the situation of the Company's activities up to the time of reporting, cash flow reports and financial statement notes.

3. If the Company acts as a parent company, it must prepare, in addition to the annual financial reports, a consolidated financial report of the parent company, a report on annual business results of the parent company and subsidiaries, a report on management and operations of the parent company and subsidiaries.

Upon request from the Company's legal representative, the legal representative of the subsidiary must furnish reports, documents, and requisite information as per regulations to facilitate the preparation of consolidated financial statements and general reports encompassing both the parent company and its subsidiaries. In where instances there are no concerns regarding the accuracy or integrity of the reports submitted by the subsidiary, the individual tasked with preparing the Company's report utilizes the specified report outlined in Clause 3 of this Article for the formulation of consolidated financial statements and general reports covering both the parent company and its subsidiaries.

The individual responsible for compiling these reports must refrain from submitting them until they've received complete financial statements from the subsidiaries. Should the responsible individual of the parent company not receive necessary reports, documents, or information despite applying appropriate measures within their authority, the parent company is still obliged to prepare and submit these reports. These reports may or may not include subsidiary information but must be accompanied by necessary explanations to prevent misunderstandings or discrepancies.

4. The Company is mandated to prepare semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission, submitting them to the State Securities Commission and the Stock Exchange or Securities Trading Center.
5. Audited financial reports, inclusive of the auditor's opinion, along with reviewed semi-annual and quarterly financial statements, must be publicly available on the Company's website. The Company is required to disclose complete information about audited annual financial statements on its website and on the State Securities Commission and Stock Exchange's information disclosure platforms.
6. Organizations and individuals possess the right to inspect or obtain copies of audited annual financial reports, reviewed semi-annual financial reports, and quarterly financial reports during working hours at the Company's headquarters.
7. The Board of Directors shall establish detailed regulations to enforce subsidiaries to comply with auditing procedures and adherence to the Company's accounting standards for required entities to consolidate their financial statements with the Company under legal provisions.

ARTICLE 67: AUDIT

1. The Annual General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms, authorizing the Board of Directors to select one from this list to audit the Company's financial statements for the upcoming fiscal year, as per the terms and conditions agreed upon with the Board of Directors.

2. The Company is obligated to compile and submit annual financial reports to an independent audit firm following the conclusion of the fiscal year.
3. The independent audit firm conducts an audit, confirms findings, prepares an audit report, and submits it to the Board of Directors within two (02) months from the fiscal year's end. The individuals from the independent auditing company assigned to audit the Company must be endorsed by the State Securities Commission.
4. A copy of the audit report is annexed to the Company's annual financial report.
5. The independent auditor conducting the Company's audit is entitled to receive notifications and other information related to the General Meeting of Shareholders that Shareholders are entitled to receive, attend the General Meeting of Shareholders, and express opinions on matters concerning the audit of the Company's financial statements during the meeting.

ARTICLE 68: PROFIT DISTRIBUTION AND RESERVE FUNDS

1. In accordance with the Vietnamese Accounting System (VAS) sanctioned by the Ministry of Finance, the Company's profit is calculated as follows:
 - Profit before tax = Total revenue – Total costs
 - Profit after tax = Profit before tax – Corporate income tax
2. The Board of Directors is tasked with devising an after-tax profit distribution plan and fund utilization proposal for each fiscal year, which is then submitted to the General Meeting of Shareholders for approval.
3. All other matters concerning profit distribution adhere to legal regulations.

ARTICLE 69: DIVIDENDS

1. Dividends will be declared and disbursed from the Company's retained earnings, as determined by the resolution of the General Meeting of Shareholders and in accordance with legal provisions, not exceeding the limit set by the Board of Directors proposed at the General Meeting of Shareholders.
2. Dividends for Common Shares are calculated based on the realized net profit, deducted from the Company's retained profits. Payment of dividends to Shareholders is contingent upon fulfilling tax obligations and other financial responsibilities as required by law, setting aside funds, and fully compensating for previous losses as outlined in this Charter and legal regulations. Furthermore, the Company must ensure the payment of all outstanding debts and property obligations even after distributing planned dividends. Depending on the business situation, the Board of Directors may opt to distribute dividends quarterly or semi-annually to Shareholders.
3. Unless Shares have associated rights or other provisions stipulated in the terms of issuance, dividends are distributed in proportion to the par value of each Share during the dividend payment period.
4. Dividends may be disbursed in cash, Company Shares, or other assets specified in this Charter and the resolutions of the General Meeting of Shareholders. Cash payments

must be made in Vietnamese Dong and can be directly made or facilitated through banks using detailed bank account information provided by Shareholders. If the Company transfers funds based on Shareholder-provided bank details, but the Shareholder does not receive the funds, the Company bears no responsibility for the transferred amount.

5. Upon approval from the General Meeting of Shareholders, the Board of Directors may decide to distribute dividends to owners of Common Shares in the form of additional Common Shares instead of cash dividends. These additional Shares allocated for dividend payment are recorded as fully paid-up Shares, with the value of the dividend-paying Shares equivalent to the cash amount intended for dividend payment.
6. The Company does not provide interest on dividends or payments associated with any class of stock.
7. Prior to each dividend payment, the Board of Directors is required to compile a list of Shareholders eligible for dividends, specifying the dividend amount for each Share, along with the deadline and method of payment. Notification of dividend payments must be dispatched to all Shareholders at least fifteen (15) days before the payment date, outlining details such as the Shareholder's Share quantity, dividend rate, total dividend amount, payment schedule, and method. Dividend disbursements for stocks listed on the Stock Exchange may be facilitated through securities firms or the Securities Depository Center. Unreceived dividends by Shareholders will not accrue interest.
8. If a Shareholder transfers their Shares between the completion of the Shareholder list and the dividend payment date, the transferor will remain entitled to receive dividends from the Company.
9. In accordance with the Enterprise Law and Securities Law, the Board of Directors may pass a resolution/decision to decide on a specific date for closing the Shareholder list. Based on this date, individuals registered as Shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, shares, notifications, or other documentation.
10. If dividend payments contravene the provisions outlined in Clause 1 of this Article, Shareholders who have received dividends are obligated to reimburse the Company for the amount of money and other assets received. Should a Shareholder fail to reimburse the Company, both the Shareholder and all Board of Directors members are jointly liable for the Company's debts and other property obligations up to the value of the money and assets already distributed to Shareholders but not refunded.

CHAPTER V

PUBLIC INFORMATION DISCLOSURE

ARTICLE 70: REPORTING AND DISCLOSURE OF INFORMATION

1. The Company ensures the full, accurate, and timely disclosure of both regular and exceptional information as stipulated by securities laws regarding information disclosure to Shareholders and investors. Additionally, any other information with the potential to influence stock prices or Shareholder and investor decisions is promptly disclosed.
2. Reports disclosing information concerning the Company's organizational governance, management and control structure, corporate governance, and remuneration of members of the Board of Directors and the General Director; and information disclosure reports for Board of Directors members, the Audit Committee, the General Director, and the Business Executives are prepared and disclosed in compliance with securities laws.
3. The Company formulates and issues the Regulation on Information Disclosure in accordance with the Securities Law and guiding documents.

CHAPTER VI

RELATIONSHIP BETWEEN THE COMPANY AND ITS SUBSIDIARIES

ARTICLE 71: RIGHTS, OBLIGATIONS, AND RESPONSIBILITIES OF THE COMPANY TOWARDS ITS SUBSIDIARIES

1. The Company shall exercise its rights and obligations as a member, owner, or shareholder in relation to subsidiaries according to legal regulations and agreements between the Company and its subsidiaries.
2. Contracts, transactions, and other arrangements between the Company and its subsidiaries shall be established and implemented independently and equally under the conditions applicable to independent legal entities.
3. In the event that the Company intervenes beyond the power of a member, owner, or shareholder and imposes business activities on its subsidiaries that deviate from normal business practices or engage them in non-profitable activities without adequate compensation within the relevant financial year, resulting in harm to the subsidiaries, the Company shall be held accountable for such damages.
4. The Company and the Business Executives of the Company shall bear responsibility, as stipulated in the Law on Enterprises, for intervening to compel the subsidiaries to undertake business activities as specified in clause 3 of this Article.

ARTICLE 72: RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND ITS SUBSIDIARIES

1. The Board of Directors shall promulgate regulations governing the procedures, authorities, and other related matters concerning the signing, establishment, and execution of transactions between the Company and subsidiaries and affiliated

companies, as well as transactions between the Company and Related Persons of the Company.

2. The Company is responsible for declaring and determining the price of intercompany transactions according to legal regulations, except in cases of exemption.

CHAPTER VII

DISPUTE RESOLUTION AND LITIGATION

ARTICLE 73: INTERNAL DISPUTE RESOLUTION

1. All Shareholders of the Company retain the right to directly complain to the Board of Directors to safeguard their legitimate rights.
2. In the event of a dispute or complaint arising concerning the Company's operations, Shareholders' rights and obligations as stipulated in the Law on Enterprises, other legal regulations, this Charter, or administrative regulations, between:
 - a. Shareholders and the Company; or
 - b. Shareholders and the Board of Directors, General Director, or other Business Executives;

The concerned parties will try to resolve such disputes through reconciliation. Except where such dispute concerning the Board of Directors or the Chairperson of the Board of Directors, such Chairperson will preside over any meeting for dispute resolution and shall require each party to present the actual factors relating to the dispute within thirty (30) working days from the date of the arising. If the conflict concerns the Board of Directors or the Chairperson of the Board, either party may request appointment of an independent expert who shall act as a mediator for the dispute resolution.

3. If a conciliation decision is not reached within six (6) weeks from the start of the mediation process, or if the mediation decision is not accepted by the parties, any party may refer the dispute to arbitration or court.
4. Each party will bear its own costs relating to procedures for negotiation and mediation. Payment of the arbitration or court expenses shall be made in accordance with the judgment of the arbitration tribunal or court.

ARTICLE 74: DISPUTES BETWEEN THE COMPANY AND EXTERNAL ORGANIZATIONS OR INDIVIDUALS

1. All disputes and litigation arising from economic and civil transactions between the Company and external organizations or individuals are primarily sought to be resolved through negotiation and mediation.
2. If a conciliation agreement cannot be reached, the dispute shall be settled through arbitration or court proceedings. The General Director acts as the legal representative of the Company during the litigation process.

CHAPTER VIII

EXTENSION, TERMINATION, LIQUIDATION AND BANKRUPTCY

ARTICLE 75: EXTENSION AND TERMINATION OF OPERATION TERM

1. The Board of Directors must convene a General Meeting of Shareholders no later than seven (07) months before the end of the operating term to consider the extension of the Company's activities upon the request of the Board of Directors.
2. The extension of the operating term shall be approved if more than 65% of the total number of Shares with voting rights, represented either in person or through authorized representatives at the General Meeting of Shareholders, vote in favor.
3. The Company may be dissolved or terminate its operations under the following cases:
 - 3.1. The operation term of the Company expires, including after extension.
 - 3.2. A competent court declares the Company bankrupt in accordance with the applicable law;
 - 3.3. The Company shall be early dissolved as decided by the General Meeting of Shareholders
 - 3.4. Upon revocation of the Enterprise Registration Certificate by a competent state agency; or
 - 3.5. Other cases as stipulated by law.
4. The early dissolution of the Company (including any extended period) shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Directors. The decision on dissolution must be notified to, or must be approved by (if so required) the competent body in accordance with the laws.

ARTICLE 76: LIQUIDATION AND BANKRUPTCY

1. At least six (06) months before the expiry of the Operation Term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) of these members shall be appointed by the General Meeting of Shareholders and one (01) shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall formulate its own operational regulations. The members of the Liquidation Committee may be selected from the Company's employees or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to the Company's other debts.
2. The Liquidation Committee shall be responsible to report its dates of establishment and commencement of operation to the business registration authority. From such point of time, the Liquidation Committee will represent the Company in all work relating to the liquidation before a Court and the administrative authorities.
3. Proceeds from the liquidation shall be disbursed in the following order:
 - 3.1. Expenses of liquidation;

- 3.2. Salaries, severance pay, social insurance and other benefits of employees according to the collective bargaining agreement and employment contracts;
 - 3.4. Loans, if any;
 - 3.5. Other debts of the Company; and
 - 3.6. After all the debts from sections 3.1 to 3.4 above have been paid, the balance shall be distributed to Shareholders. Payment of the preferential shares shall be given priority (if any).
4. Throughout the liquidation process, the Liquidation Committee may request convening the General Meeting of Shareholders to address matters requiring a resolution/decision of the General Meeting of Shareholders.
 5. Company bankruptcy proceedings shall be conducted in accordance with the provisions of bankruptcy laws.

CHAPTER IX EFFECTIVENESS

ARTICLE 77: IMPLEMENTATION PROVISIONS

1. Any supplements and amendments to this Charter must be deliberated and decided upon by the General Meeting of Shareholders. Should there be provisions of law pertinent to the Company's operations not addressed in this Charter, or if new laws introduce regulations diverging from those in this Charter, the provisions of such laws shall naturally apply and govern the Company's operations.
2. This Charter comprises 09 chapters and 77 articles, becoming effective from April 16th, 2024, thereby replacing the Charter dated April 27th, 2023.
3. This Charter stands as the sole official document of the Company, produced in three (3) copies, each possessing equal validity.
4. Copies or excerpts of the Company's Charter hold validity solely when endorsed by the Chairperson of the Board of Directors, the legal representative of the Company, or authenticated by a competent agency/organization.

**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON OF BOARD OF DIRECTORS**

CAO THI NGOC DUNG