

PHU NHUAN JEWELRY JOINT STOCK COMPANY



CHARTER ON ORGANIZATION AND OPERATION

Ho Chi Minh City, October 13th, 2025

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CHAPTER I

GENERAL PROVISIONS

ARTICLE 1. GENERAL PRINCIPLES

- 1.1. This Charter does not reiterate the provisions of Vietnamese law applicable to joint stock companies, Shareholders of the Company, the Board of Directors, the Audit committee, the Chief Executive Officer, Enterprise managers, employees, and the Trade union, except where otherwise specified in this Charter, as such provisions will always remain applicable regardless of whether they are specified in this Charter.
- 1.2. This Charter does not reiterate the phrase “in accordance with the provisions of Vietnamese law” because all parties must always adhere to, be governed by, and uphold Vietnamese law in all circumstances.
- 1.3. In cases where the provisions of the law related to the operations of the Company are not addressed in this Charter, or in cases where there are provisions of law that differ from the provisions of this Charter, the applicable law shall prevail and govern the activities of the Company. Amendments to the relevant provisions of this Charter will be made by the General Meeting of Shareholders at an appropriate time.

ARTICLE 2. DEFINITIONS

- 2.1. In this Charter, the following terms shall be construed as follows:
 - a) “Enterprise Law” refers to the Law on Enterprise No. 59/2020/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and any relevant amendments, supplements, or replacements;
 - b) “Securities Law” refers to the Law on Securities No. 54/2019/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019 and any relevant amendments, supplements, or replacements;
 - c) “Company” refers to Phu Nhuan Jewelry Joint Stock Company;
 - d) “Date of establishment” refers to January 2nd, 2004;
 - e) “This Charter” or “Company Charter” refers to the Charter of Phu Nhuan Jewelry Joint Stock Company and any relevant amendments, supplements, or replacements;
 - f) “General Meeting of Shareholders” refers to the General Meeting of Shareholders of Phu Nhuan Jewelry Joint Stock Company;
 - g) “Internal regulation on corporate governance” refers to the Internal regulation on corporate governance of Phu Nhuan Jewelry Joint Stock Company and any relevant amendments, supplements, or replacements;
 - h) “Regulation on operation of the Board of Directors” refers to the Regulation on operation of the Board of Directors of Phu Nhuan Jewelry Joint Stock Company and any relevant amendments, supplements, or replacements;

- i) “Capital contribution” refers to the contribution of assets to constitute the charter capital of the company, including capital contribution to establish the company, or to increase the charter capital of the company;
- j) “Subsidiary company” refers to a company in which the Company is the parent company as defined in Clause 1, Article 195 of the Enterprise Law.
- k) “Affiliated company” refers to a company over which the Company exercises significant influence but is not a subsidiary company or joint venture.
- l) “Group of Companies” includes the Company and its subsidiaries and affiliates.
- m) “Board of Directors” refers to the Board of Directors of Phu Nhuan Jewelry Joint Stock Company;
- n) “Charter capital” refers to the total par value of shares issued or registered for purchase upon the establishment of the Company, as specified in Article 12 of this Charter;
- o) “Shareholder” refers to an individual or organization that owns at least one share of the Company;
- p) “Major shareholder” refers to a Shareholder as defined in Clause 18, Article 4, Securities Law;
- q) “Share” refers to the Charter capital of the Company divided into equal portions, with a par value of VND 10,000 each;
- r) “Independent member of the Board of Directors” refers to a non-executive member of the Board of Directors who is not an executive and meets the standards specified in Clause 2, Article 155 of the Enterprise Law and Point h, Clause 1, Article 38 of this Charter;
- s) “Non-executive member of the Board of Directors” refers to a member of the Board of Directors who is not the Chief Executive Officer, Chief Accountant, or other enterprise managers as listed by the Board of Directors from time to time;
- t) “Enterprise manager” refers to the Chairman of the Board of Directors, members of the Board of Directors, Chief Executive Officer and other Enterprise managers of the Company;
- u) “Other enterprise manager” refers to important management personnel of the Company, as defined and approved by the Board of Directors from time to time;
- v) “Executive Board” refers to is a management structure, including the Chief Executive Officer and other management personnel as selected by the Chief Executive Officer and proposed for appointment by the Board of Directors from time to time, responsible for supporting the Chief Executive Officer in conducting the daily business operations of the Company;
- w) “Related person” refers to an individual or organization as specified in Clause 23, Article 4 of the Enterprises Law, and Clause 46, Article 4 of the Securities Law;
- x) “Regulations on internal management” refers to the internal regulations governing the management, administration, and operation of the

Company, and other related activities or matters issued by the Board of Directors from time to time, including but not limited to the authorization, decentralization, or delegation of powers of the Board of Directors, the Chairman of the Board of Directors, and the Chief Executive Officer; the rights, obligations, and responsibilities of the legal representative(s) of the Company; matters related to the activities of authorized representatives of the Company at other organizations; and specific regulations on the activities of the Committees, Sub-committees, and Boards under the Board of Directors. For the avoidance of doubt, Internal management regulation will not include regulations under the decision-making authority of the General Meeting of Shareholders and the Chief Executive Officer;

- y) "Authorization" refers to the act by which an entity authorizes 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;
 - z) "Decentralization" and "Delegation", depending on the specific context, refer to the distribution of the responsibilities and powers of one entity to one or more entities;
 - aa) "Committee," "Sub-Committee," or "Board," depending on the specific context, are specialized bodies under the Board of Directors, established under the resolution/decision of the Board of Directors to support the Board of Directors in the management of the Company and/or the group of companies where the Company is the parent company and/or related to certain specific tasks or projects. Members of the Committee, Sub-Committee, and Board include members of the Board of Directors and may include other members who are not members of the Board of Directors according to the resolution/decision of the Board of Directors;
 - bb) "Person with related interests" refers to a person who has rights and/or benefits arising from and/or related to contracts or transactions entered into or conducted with the Company.
- 2.2. In this Charter, any article or document referred to will include any amendment and supplement or any replacing document of such article or document.
- 2.3. The headings of each chapter, article, and clause of this Charter are used for convenience of understanding the content and do not affect the interpretation of this Charter.
- 2.4. Words or terms defined in the Enterprise Law, if not inconsistent with the subject or context, shall have the same meaning as defined in this Charter.

ARTICLE 3. COMPANY NAME

- 3.1. Company name: Phu Nhuan Jewelry Joint Stock Company
- 3.2. Foreign trade name: Phu Nhuan Jewelry Joint Stock Company
- 3.3. Abbreviation: PNJ Company

ARTICLE 4. COMPANY HEAD OFFICE

- 4.1. Head office:
- a) Address: 170E Phan Dang Luu, Duc Nhuan Ward, HCMC
 - b) Phone: (84-28) 399 51703 – (84-28) 3995 1706
 - c) Fax: (84-28) 3995 1702
 - d) Email: pnj@pnj.com.vn
 - e) Website: www.pnj.com.vn
- 4.2. The Company has divisions, departments, Committees, Sub-committees, Boards, branches, business locations, and representative offices domestically and internationally, established under the resolutions/decisions of the Board of Directors and the provisions of law, to conduct its production and business activities.

ARTICLE 5. OBJECTIVES AND SCOPE OF PRODUCTION AND BUSINESS ACTIVITIES

- 5.1. The objectives of the Company are:
- a) To establish and maintain the PNJ brand as one of the leading brands in the Vietnamese jewelry industry, and to participate in the international market.
 - b) To expand and develop synchronously other areas of operation in which the Company has advantages, with the aim of creating a foundation for stable, long-term, and sustainable development.
 - c) To optimize profits while safeguarding the legitimate rights of employees and fulfill obligations to the State.

- 5.2. Scope of production and business activities:

The Company is permitted to conduct business activities in the business lines specified in Clause 3 of this Article, which have been registered, notified of changes in registration content to the enterprise registration authority, and published on the National Business Registration Information Portal.

- 5.3. Business lines:

Code of business lines	Business lines
7120	Technical testing and analysis Details: Diamond and gemstone appraisal services. Gold, silver, other precious metals, and semi-precious stones appraisal services.
3211	Production of jewelry and related parts Details: Production of gold jewelry and fine arts. Processing of gold jewelry and fine arts. Production of jewelry from precious metals or base metals plated with precious metals or precious or semi-precious stones, or synthetic precious metals and precious or semi-precious stones or other metals. Production of gold and silver parts

	from precious metals or base metals plated with precious metals, such as: dinnerware, flatware, dishes, teapots, sanitary parts, office parts, parts used in religious practices. Production of technical or experimental parts from precious metals (except tools or similar parts): metal crucibles, shovels, metal anode testers; watches from precious metals; cuffs, watch straps, cigarette cases.
4662	Wholesale of metals and metal ores Details: Trading in gold jewelry, fine arts; wholesale of silver, precious metals, precious stones, semi-precious stones. Trading in gold bullion.
8532	Vocational education Vocational training.
6492	Other credit services Details: Pawn service.
4771	Retail sale of clothing, footwear, leather and imitation leather goods in specialized stores Details: Retail of suitcases, briefcases, bags, wallets, and other leather and imitation leather goods. Retail of coasters, towels, paper box covers, cloth bags, pillow covers, towels, shoes, and sandals. Retail of blankets, curtains, mattresses, draperies, bed sheets, pillows, and other bedding, garments, and clothing. Retail of footwear. Retail of leather and imitation leather goods. Retail of leather and imitation leather travel goods. Retail of other clothing items such as gloves, scarves, socks, ties, and suspenders.
9631	Haircut, hair styling, and hair washing Details: Haircut, hair styling, hair washing, and facial care (except for services that cause bleeding).
5610	Restaurants and mobile food services Details: Restaurants, alcoholic beverages, soft drinks, and food services.
6810	Real estate business and land use rights of owners, users, or tenants Details: Real estate business (except for investment in building infrastructure for cemeteries and graveyards for the transfer of land use rights associated with infrastructure).

3212	Production of imitation jewelry and related parts
4649	<p>Wholesale of other household appliances</p> <p>Details: Wholesale of finished jewelry made of gold, silver, and precious metals (excluding coins). Wholesale of suitcases, briefcases, bags, wallets, and other leather and imitation leather goods. Wholesale of watches and eyeglasses. Wholesale of imitation jewelry and related parts. Wholesale of travel goods made of leather, imitation leather, and other materials. Wholesale of fashion accessories. Wholesale of postcards and other printed matter (excluding printed books, brochures, pamphlets and similar publications, whether or not in single-sheet form; newspapers, specialized magazines and periodicals, whether or not illustrated or containing advertising material, and children's books, picture books, drawing books, or coloring books). Wholesale of soap, candles, essential oils, cinnamon products, horn products (except products from precious and rare animals), and sculpture products.</p>
4773 (Main)	<p>Retail sale of other new goods in specialized stores</p> <p>Details: Trading in gold jewelry and fine arts. Retail of silver, precious metals, precious stones, semi-precious stones, and jewelry. Retailing souvenirs, wickerwork, and handicrafts. Retail of watches and eyeglasses. Retail of silver and precious metals raw materials. Export and import of gold jewelry and fine arts. Trading in gold bullion.</p>
4669	<p>Other specialized wholesale not elsewhere classified</p> <p>Details: Wholesale of handicrafts. Export and import of gold jewelry and handicrafts made of gold, silver, other precious metals, diamonds, precious stones, semi-precious stones, gold bullion, raw gold in the form of leaves, powdered wires, blocks, bars, beads, pieces (not used to produce gold bars). Export and import of jewelry, imitation jewelry, and related parts.</p>
2420	<p>Production of non-ferrous and precious metals</p> <p>Details: Production of non-ferrous metals and precious metals (except production of gold bullion).</p>
2592	<p>Mechanical processing; metal treatment and coating</p> <p>Details: Processing of gold, silver, precious stones, jewelry, imitation jewelry and related parts.</p>

4641	Wholesale of fabrics, ready-made garments, footwear
9000	Creative, artistic, and entertainment activities (Except for organizing art performances at the head office; except for the operation of dance halls and music lounges; performances involving fire and explosion effects; the use of explosives, flammable substances, and chemicals as props and tools to perform art programs, events, and movies)
1410	Sewing clothes (except fur clothes) (Except bleaching, dyeing, glazing, printing on textile, sewing, knitting products, and processing of used goods)
1322	Production of ready-made garments (except apparel) (Except bleaching, dyeing, lacquering, printing on textile, sewing, knitting, leather products, and processing of used goods)
1323	Production of carpet and mattress (Except bleaching, dyeing, lacquering, printing on textile, sewing, knitting, leather products, and processing of used goods)
1512	Production of luggage, handbags and similar items, production of saddles and cushions (Except bleaching, dyeing, lacquering, printing on textile, sewing, knitting, leather products and processing of used goods)
1520	Production of footwear (Except bleaching, dyeing, lacquering, printing on textile, sewing, knitting, leather products and processing of used goods)
4722	Retail sale of food in specialized stores (implemented in accordance with the Decision 64/2009/QĐ-UBND dated July 31 st , 2009 and the Decision No. 79/2009/QĐ-UBND dated October 17 th , 2009 of the People's Committee of Ho Chi Minh City on economic planning for agricultural and food business in Ho Chi Minh City) (excluding rice, cane sugar, and beet sugar)
4632	Wholesale of food (Not operating at the head office) (excluding rice, cane sugar. and beet sugar)

1709	Production of other products from paper and paperboard not elsewhere classified (Except for waste recycling at the head office)
8299	Other remaining business support service activities not elsewhere classified Details: E-commerce services.
6499	Other financial service activities not elsewhere classified (except insurance and social insurance) Details: Foreign currency exchange agency, foreign currency receipt and payment services. Provision of payment intermediary services.
6622	Activities of insurance agency and brokers Details: Insurance agency.
6201	Computer programming
6202	Computer consulting and computer system administration
6209	Information technology services and other services related to computers Details: Troubleshoot computer problems and installation of software.
6311	Data processing, leasing and related activities
6312	Portal Details: E-commerce trading floor services.
	And other business lines that are not prohibited by law.
	Enterprises must comply with the provisions of the Laws on land, construction, fire prevention and fighting, environmental protection, other provisions of law related to the operation of enterprises and business conditions for conditional business lines.

ARTICLE 6. RIGHTS AND OBLIGATIONS OF THE COMPANY

6.1. Rights:

- a) To freely conduct business in business lines that are not prohibited by law;

- b) To conduct business autonomously and choose the form of organization of business; to take the initiative in selecting the lines of business, the area for and form of business, and to take the initiative adjusting the scope and lines of business;
 - c) To determine forms and methods of mobilizing, allocating and using capital;
 - d) To proactively seek markets and customers, and enter into contracts;
 - e) To conduct import and export business;
 - f) To recruit, hire, and employ labor according to business needs and in accordance with labor laws;
 - g) To take the initiative in applying science and technology to increase business efficiency and competitiveness; to have its intellectual property rights protected in accordance with the provisions of intellectual property laws;
 - h) To possess, use, and dispose of the assets of the Company;
 - i) To refuse requests to provide resources that are not in accordance with the law;
 - j) To file complaints and denunciations in accordance with the law on complaints and denunciations;
 - k) To participate in legal proceedings in accordance with the law; and
 - l) Other rights as prescribed by relevant applicable laws.
- 6.2. 2. Obligations:
- a) To fully satisfy all business conditions when conducting business in the conditional business lines, and in market access-conditional business lines for foreign investors as prescribed by the investment laws, and to ensure the maintenance of all such conditions during the process of business operation;
 - b) To organize accounting work, and prepare and submit financial statements that are truthful, accurate, and on time in accordance with the law on accounting and statistics;
 - c) To declare and pay taxes and fulfill other financial obligations in accordance with the provisions of the law;
 - d) To ensure and protect the lawful and legitimate rights and interests of employees in accordance with labor laws; to refrain from discrimination or infringement upon the honor and dignity of employees; to prohibit mistreatment, forced labor, or unlawful employment of minors; to support and facilitate employee participation in skills training and professional development; and to comply with regulations on social insurance, unemployment insurance, health insurance, and other employee-related benefits in accordance with the provisions of the law;
 - e) To ensure and take responsibility for the quality of goods and services in accordance with the standards prescribed by law or the registered or announced standards;
 - f) To fully and promptly fulfill the obligations regarding enterprise registration, registration of changes to the contents of enterprise registration, public disclosure of information on establishment and

- operation, reporting, and other obligations in accordance with the Enterprise Law and other relevant legal provisions;
- g) To be responsible for the honesty and accuracy of declarations in the application file for enterprise registration and in reports; in the case of discovery of any information which was declared or reported inaccurately or incompletely, to promptly make amendment of or addition to such information;
 - h) To comply with the provisions of the law on national defense, security, social order and safety, gender equality, protection of natural resources, environmental protection, and protection of historical and cultural relics and scenic landscapes;
 - i) To uphold business ethics in order to ensure the legitimate rights and interests of customers and consumers; and
 - j) Other obligations as prescribed by relevant laws.

ARTICLE 7. LEGAL REPRESENTATIVE OF THE COMPANY

- 7.1. The legal representative(s) of the Company is/are the individual(s) representing the Company to exercise the rights and obligations arising from the transactions of the Company, representing the Company as a petitioner for the resolution of civil matters, plaintiff, defendant, or person with related rights and obligations before arbitration, courts, and other rights and obligations as prescribed by law.
- 7.2. The Company shall have two (02) legal representatives, namely the Chairman of the Board of Directors and the Chief Executive Officer.
- 7.3. The rights, obligations, and responsibilities of each legal representative shall be determined in accordance with the provisions of this Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, the Regulations on internal management of the Company, and the resolutions/decisions issued by the Board of Directors.
- 7.4. The Company shall ensure that at least one (01) legal representative of the Company maintains permanent residency in Vietnam. If there remains only one legal representative residing in Vietnam, such legal representative must, prior to departing from Vietnam, authorize in writing another individual residing in Vietnam to exercise the rights and perform the obligations of the legal representative. In such a case, the legal representative shall remain responsible for the performance of the authorized rights and obligations.
- 7.5. In the event that the authorization period under Clause 4 of this Article expires and the legal representative of the Company has not returned to Vietnam and has not provided another authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope of the authorization until the legal representative of the Company returns to work at the Company or the Board of Directors decides to appoint another person as the legal representative of the Company.
- 7.6. In the event that the Company has only one (01) legal representative and such individual is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and obligations of the legal

representative of the Company, or in the event that such legal representative is deceased, missing, prosecuted for criminal liability, subject to temporary imprisonment, serves a prison sentence, is subject to administrative measures in a compulsory drug rehabilitation establishment or compulsory educational establishment, has his or her capacity for civil acts restricted or lost, has cognitive difficulties or difficulties with behavioural control, or is prohibited by a court from assuming a certain position, from practising or from doing certain work, the Board of Directors shall appoint another person as the legal representative of the Company.

- 7.7. In addition to the cases specified in this Article, the legal representative may authorize another person to exercise their rights and obligations.

ARTICLE 8. RESPONSIBILITIES OF THE LEGAL REPRESENTATIVE(S) OF THE COMPANY

- 8.1. The legal representatives of the Company has the following responsibilities:
- a) To exercise the delegated rights and perform the delegated obligations honestly and prudently and to the best of his ability to ensure the legitimate interests of the Company;
 - b) To be loyal to the interests of the Company; not to use the information, know-how, or business opportunities of the Company, not to abuse his or her position or power, and not to use the assets of the Company for personal purposes or to serve the interests of other organizations or individuals; and
 - c) To promptly, fully, and accurately notify the Company of any enterprises in which the legal representative and their Related persons own, hold shares, or contribute capital, in accordance with the provisions of the Enterprise Law.
- 8.2. The legal representatives of the Company shall be personally liable for any loss and damage to the Company due to a breach of the responsibilities stipulated in clause 1 of this Article.

ARTICLE 9. COMPANY SEAL

- 9.1. Seals consist of a seal made at seal engraving establishments or a seal in the form of digital signatures in accordance with the law on e-transactions.
- 9.2. The seal is used in cases prescribed by law or when the transacting parties have an agreement on the use of the seal.
- 9.3. The Board of Directors and/or the Chief Executive Officer manage, use, and store the seal in accordance with the provisions of law, the Company Charter, and the Regulation on the internal management of the Company.
- 9.4. The Board of Directors decides on the type of seal, quantity, form, and content of the Company's seal, branches, and representative offices of the Company (if any).

ARTICLE 10. PRINCIPLES AND ORGANIZATIONAL STRUCTURE FOR THE GOVERNANCE AND MANAGEMENT OF THE COMPANY

- 10.1. The Company operates on the principles of voluntariness, equality, democracy, respect for the law, and the Company Charter.

- 10.2. The Shareholders of the Company jointly contribute capital, share profits, and bear losses in proportion to their share ownership and are only liable for the debts of the Company within the scope of their capital contributions to the Company.
- 10.3. The Company is organized, and operates under a structure comprising:
 - a) The General Meeting of Shareholders;
 - b) The Board of Directors, the Audit committee, and other Committees, Sub-committees, and Boards (if any) under the Board of Directors; and
 - c) The Chief Executive Officer.
- 10.4. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company.
- 10.5. The Board of Directors is the management body of the Company, having full authority to act in the name of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders and the Chief Executive Officer.
- 10.6. The General Meeting of Shareholders elects members of the Board of Directors to manage the Company.
- 10.7. The Chief Executive Officer, hired, appointed, and dismissed by the Board of Directors, shall be responsible for the management of the daily business operations and activities of the Company.
- 10.8. Members of the Executive Board, appointed and dismissed by the Board of Directors upon the recommendation of the Chief Executive Officer, shall assist the Chief Executive Officer in managing the daily operations of the Company.
- 10.9. The Board of Directors has the right to establish Committees, Sub-committees, and/or Boards to support the Board of Directors in the management of the Company and/or the Company Group.
- 10.10. Unless prohibited by law and this Charter, the General Meeting of Shareholders and the Board of Directors have the right to authorize, decentralize, or delegate powers to other entities to perform their responsibilities and powers in accordance with the Charter, the Internal regulation on corporate governance, the Regulation on operation the Board of Directors, and the Regulations on internal management.

ARTICLE 11. THE COMMUNIST PARTY OF VIETNAM AND OTHER ORGANIZATIONS

- 11.1. The Communist Party of Vietnam, the Trade union, and the Youth Union within the Company operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam, in compliance with the Enterprise Law and the charter of each respective organization.
- 11.2. The Company respects and facilitates the operation of the aforementioned organizations in accordance with their functions, duties, and charters, and in line with the actual production and business conditions of the Company.

CHAPTER II

CAPITAL – SHARES – STOCKS – SHAREHOLDERS

ARTICLE 12. CHARTER CAPITAL

12.1. The Charter capital of the Company is VND 3,413,186,660,000 (Three thousand four hundred and thirteen billion, one hundred and eighty six million, six hundred and sixty thousand Vietnamese Dong). The total charter capital of the Company is divided into 341,318,666 shares with a par value of VND 10,000 per share.

The General Meeting of Shareholders has the right to authorize, decentralize or delegate authority to the Board of Directors to amend the provisions related to Charter Capital, Shares or stocks in the Company Charter after completing the share issuances in accordance with the issuance results.

12.2. Assets contributed as capital may be Vietnamese Dong, freely convertible foreign currency, gold, land use rights, intellectual property rights, technologies, technical know-how and other assets which can be valued in Vietnamese Dong.

12.3. The Company is prohibited from using the Charter capital for dividend payments or distributing the assets of the Company to Shareholders in any manner, except where a reduction of charter capital is conducted in accordance with the provisions of the Enterprise Law or other cases in compliance with the applicable laws.

ARTICLE 13. INCREASE AND DECREASE OF CHARTER CAPITAL

13.1. The Company may increase or decrease its Charter capital upon approval of the General Meeting of Shareholders and in accordance with applicable law to meet business needs, through one of the following methods:

- a) Issuance of additional Shares, repurchase of already issued Shares, or refund of Shares to Shareholders in accordance with this Charter and subject to approval by competent State authorities; or
- b) Other methods in accordance with applicable law.

13.2. The Company adjusts the Charter capital in cases where it repurchases issued shares in accordance with Articles 132 and 133 of the Enterprise Law. The Company must carry out procedures to adjust the reduction of charter capital corresponding to the total par value of the repurchased Shares within ten (10) days from the date of completion of the repurchase payment, unless otherwise provided by securities law.

13.3. Additional issued Shares must be registered as securities and fully updated in the certificate of Share ownership (if any).

ARTICLE 14. OTHER MOBILIZATION CAPITAL

14.1. The Company has the right to mobilize capital in addition to the Charter capital to serve its production and business activities through the following methods.

- a) Capital borrowing from domestic and foreign financial and credit institutions;
- b) Bond issuance, convertible bond issuance, and issuance of other types of bonds in accordance with the provisions of law and the Company Charter;

- c) Borrowing from individuals and organizations within and outside the Company;
 - d) Borrowing from foreign organizations and individuals in accordance with the provisions of law; or
 - e) Other methods in accordance with applicable law.
- 14.2. The Company must ensure full and timely repayment of principal, interest, and other financial obligations.

ARTICLE 15. SHARES

- 15.1. The Charter capital of the Company is divided into equal portions, called Shares. Each Share has a par value of VND 10,000 (Ten thousand Vietnamese Dong).
- 15.2. As of the date of adoption of this Charter, all Shares of the Company are ordinary Shares and preferred Shares (if any).
- 15.3. Newly issued ordinary Shares must be offered with priority to existing Shareholders in proportion to their ordinary share ownership ratio in the Company, unless the General Meeting of Shareholders decides otherwise. The number of Shares that Shareholders do not register to purchase will be decided by the Board of Directors. The Board of Directors may distribute those Shares to other parties under the conditions and methods that the Board of Directors deems appropriate, but the Shares must not be sold under more favorable conditions than those offered to existing Shareholders, unless the General Meeting of Shareholders approves otherwise or in cases where the Shares are sold through the Stock Exchange by auction.
- 15.4. The Company may issue Shares at preferential prices to employees of the Company.
- 15.5. The Board of Directors determines the time, method, and offering price of Shares. The offering price of Shares must not be lower than the market price at the time of offering or the book value of the Shares at the most recent time, except in the following cases:
- a) Shares are offered to all Shareholders in proportion to their existing Shares in the Company;
 - b) Shares are offered to brokers or underwriters. In this case, the specific discount or discount rate must be approved by Shareholders representing at least 65% of the total voting rights of all Shareholders attending and voting at the meeting and by more than 50% of the total voting rights of all Shareholders with voting rights in the case of collecting opinions in writing; and
 - c) Other cases approved by the General Meeting of Shareholders or the Board of Directors is authorized or assigned to make decisions.
- 15.6. The Company may repurchase Shares issued by the Company under the methods in accordance with this Charter and applicable law.
- 15.7. The Company may issue other types of securities upon approval of the General Meeting of Shareholders or the Board of Directors and in accordance with the securities laws and this Charter.
- 15.8. The Company may issue other classes of preferred Shares upon approval of the General Meeting of Shareholders and in accordance with applicable law.

ARTICLE 16. STOCKS AND OTHER SECURITIES CERTIFICATES

- 16.1. Stock is a type of security that certifies the legitimate rights and interests of its holder in a portion of the share capital of the Company.
- 16.2. Shareholders are issued stock certificates corresponding to the number of Shares and type of Shares they hold.
- 16.3. Stock certificates must contain all the contents specified in Clause 1, Article 121 of the Enterprise Law.
- 16.4. Shareholders who have fully paid for the purchase of Shares and have submitted a complete dossier for ownership transfer in accordance with the regulations of the Company, will receive a stock certificate within thirty (30) days or within two (02) months, or a longer period as per the regulations of the Company or the issuance plan. Shareholders are not required to pay the Company the cost of printing the stock certificate.
- 16.5. If a stock certificate is blurred, torn, damaged, erased, lost, or destroyed in any other form, the Shareholder may request a new stock certificate if they provide sufficient evidence as required by the Board of Directors and pay all related costs to the Company. The request of the Shareholder must include information about the stock certificate that has been blurred, torn, damaged, erased, lost, or destroyed in any other form, and a commitment to be responsible for disputes arising from the issuance of the new stock certificate.
- 16.6. Bond certificates or other securities certificates of the Company will be issued with the seal and signature of the legal representative of the Company, unless the issuance terms and conditions stipulate otherwise.

ARTICLE 17. TRANSFER OF SHARES

- 17.1. All Shares are freely transferable, unless the Charter or resolutions/decisions of the General Meeting of Shareholders imposes restrictions on such transfer and the law provides otherwise. In the case of shares traded on the stock market, the transfer procedure shall be carried out in accordance with the provisions of securities law.
- 17.2. Shares that have not been fully paid for are not transferable and are not entitled to any associated rights, such as the right to receive dividends, the right to receive Shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

ARTICLE 18. REPURCHASE OF SHARES

The Company shall repurchase Shares (if any) in accordance with the provisions of law.

ARTICLE 19. INHERITANCE OF SHARES

- 19.1. Shares of the Company are inherited in accordance with the provisions of law and this Charter.
- 19.2. The Company recognizes the following individuals as having the right to own part or all of the Shares of a deceased Shareholder:
 - a) The sole heir of the Shareholder in accordance with the provisions of law.
 - b) Multiple heirs of the Shareholder in accordance with the provisions of law. In this case, the heirs must appoint one (01) representative in

accordance with notarized authorization procedures. The Company does not resolve any disputes arising between legal heirs.

- 19.3. Upon the death of a Shareholder, the Company recognizes the heirs or asset manager(s) 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 with the property obligations fulfilled by that Shareholder.

- 19.4. In the event that a Shareholder dies without a legal heir, the heir refuses to accept the inheritance, or is disinherited, the Shares of Shareholder shall be resolved in accordance with the provisions of civil law.

- 19.5. The person with legal ownership or inheritance rights becomes the new Shareholder and enjoys all rights and obligations of the Shareholder whose rights they inherit.

ARTICLE 20. SECURITIES REGISTRATION

- 20.1. The Company must centrally register securities at the Vietnam Securities Depository and Clearing Corporation.

- 20.2. The Register of Shareholders (if any) shall be maintained at the head office of the Company.

- 20.3. In the event that a Shareholder changes their registered permanent/temporary/contact address for receiving notices from the Company, they must promptly notify the securities company where they opened a securities trading account or the Vietnam Securities Depository and Clearing Corporation in accordance with applicable law.

ARTICLE 21. GENERAL PROVISIONS ON SHAREHOLDERS

- 21.1. Shareholders of the Company are organizations or individuals owning one or more Shares of the Company. Shareholders have corresponding rights and obligations according to the number of Shares and type of Shares they own. The Shareholders of the Company jointly contribute capital, share profits, and bear losses in proportion to their share ownership and are only liable for the debts of the Company and other property obligations within the scope of their capital contributions to the Company.

- 21.2. Authorized representatives of Shareholders at the Company:

- a) In the event that a Shareholder is an organization: The authorized representative of Shareholder is the representative assigned under the official decision of the competent body of that organization.
- b) In the event that a Shareholder is an individual: The Shareholder shall exercise their rights and obligations under this Charter and the provisions of law.
- c) In the event that a Shareholder that is an organization is reorganized, dissolved, or bankrupt, the successor organization shall assume the rights and perform the obligations of the Shareholder that is that organization after submitting to the Company a written request to replace the authorized representative, together with the legal documents as

- prescribed by law regarding the reorganization, dissolution, or bankruptcy of that organization.
- 21.3. The appointment of an authorized representative of a Shareholder that is an organization is carried out in accordance with the following provisions:
- a) Shareholders owning at least 10% of the total outstanding ordinary Shares of the Company may authorize a maximum of two (02) representatives.
 - b) In the event of appointing multiple authorized representatives, the number of Shares for each authorized representative must be specified. In the event that the number of Shares for each authorized representative is not specified, the number of Shares shall be divided equally among the number of authorized representatives.
 - c) The designation of an authorized representative must be in writing, must be notified to the Company, and is only effective for the Company from the date the Company receives the notification. The written authorization must include the following main contents:
 - i) The name, enterprise registration number, and head office address of the Shareholder that is an organization;
 - ii) The number of authorized representatives and the corresponding share ownership ratio of each authorized representative;
 - iii) The full name, contact address, nationality, and legal identification number of each authorized representative;
 - iv) The corresponding authorization period of each authorized representative; specifying the start date of representation; and
 - v) The full name and signature of the legal representative of the Shareholder that is an organization and of the authorized representative.
- 21.4. The authorized representative of the Shareholder must have full civil act capacity.

ARTICLE 22. RIGHTS OF ORDINARY SHAREHOLDERS

Holders of ordinary Shares have the following rights:

- 22.1. To attend and speak at General Meetings of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as prescribed by this Charter, the Internal regulation on corporate governance, and the law. Each ordinary share has one (1) vote;
- 22.2. To receive dividends corresponding to the number of Shares held at the rate as per the resolutions/decisions of the General Meeting of Shareholder;
- 22.3. To freely transfer the Shares held, unless such transfer is restricted as stipulated in this Charter and relevant laws;
- 22.4. To have priority in purchasing newly offered Shares in proportion to their ordinary share ownership ratio;
- 22.5. To examine, inspect, and extract information about their name and contact address in the list of Shareholders with voting rights; to request correction of inaccurate information about themselves;

- 22.6. To examine, inspect, extract, or copy the Company Charter, the minutes of the General Meeting of Shareholders, and the resolutions/decisions of the General Meeting of Shareholders;
- 22.7. In the event that the Company is dissolved or goes bankrupt, to receive a portion of the remaining assets in proportion to their share ownership in the Company after the Company has paid its debts to creditors, other classes of Shareholders, and other financial obligations in accordance with the law;
- 22.8. To request the Company to repurchase their Shares in the cases specified in this Charter and Article 132 of the Enterprise Law;
- 22.9. Shareholders or groups of Shareholders holding from 5% of the total ordinary Shares have the following rights:
- a) To nominate candidates for the Board of Directors in accordance with the Enterprise Law, this Charter, and the Internal regulation on corporate governance as follows:
 - i) Ordinary Shareholders forming a group to nominate individuals for the Board of Directors must notify the attending Shareholders of the group meeting before the opening of the General Meeting of Shareholders; and
 - ii) 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 more individuals as candidates for the Board of Directors as per the resolutions/decisions of the General Meeting of Shareholders. In the event that the number of candidates nominated by Shareholders or groups of Shareholders is less than the number of candidates they are entitled to nominate as per the resolutions/decisions of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other Shareholders in accordance with Article 38 of this Charter;
 - b) To request the convening of a General Meeting of Shareholders in the case specified in Clause 3, Article 115 of the Enterprise Law;
 - c) To request the Audit committee to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, legal identification number of the individual for Shareholders that are individuals; name, enterprise registration number or legal identification number of the organization, head office address for Shareholders that 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 in the total number of Shares of the Company; issue to be inspected, purpose of inspection;
 - d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than three (03) working days before the opening date. The proposal must clearly state the Shareholder's name, the number of

- each type of Share held by the Shareholder, and the issue proposed for inclusion in the meeting agenda; and
- e) To examine, inspect, and extract the minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements in the form of the Vietnamese accounting system, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;
- 22.10. To be treated equally. Each Share of the same class confers equal rights, obligations, and benefits to its holder. In the event that the Company has preferred Shares, the rights and obligations attached to the preferred Shares must be approved by the General Meeting of Shareholders and fully disclosed to the Shareholders. Shareholders are entitled to access information in accordance with the Regulation on information disclosure of the Company;
- 22.11. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
- 22.12. To protect their legitimate rights and interests; to request the suspension or cancellation of resolutions/decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Enterprise Law; and
- 22.13. Other rights as prescribed in this Charter, the Internal regulation on corporate governance, and relevant applicable laws.

ARTICLE 23. OBLIGATIONS OF SHAREHOLDERS

Shareholders have the following obligations:

- 23.1. To comply with the Charter, the Internal regulation on corporate governance, and to implement the resolutions/decisions of the General Meeting of Shareholders, the Board of Directors, and other organizations and bodies in accordance with current applicable law;
- 23.2. To attend the General Meetings of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as prescribed by this Charter, the Internal regulation on corporate governance, resolutions/decisions of the General Meeting of Shareholders, and in accordance with the law. Shareholders may authorize members of the Board of Directors to attend General Meetings of Shareholders as authorized representatives;
- 23.3. To pay in full and on time the amount for the Shares they have committed to purchase;
- 23.4. Shareholders are not allowed to withdraw share capital in any form except in cases where the Company or another party repurchases the Shares. In the event that a Shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, that Shareholder and any related parties within the Company shall be jointly liable for the debts of the Company and other property obligations within the value of the withdrawn Shares and any resulting damages;
- 23.5. To provide accurate mailing addresses, email addresses, and phone numbers when registering to purchase Shares, and when requested by the Company;

- 23.6. To protect the Company's reputation, interests, and assets; to maintain professional confidentiality regarding the activities of the Company, and to participate in the Company's work when assigned;
- 23.7. To fulfill other obligations in accordance with the law;
- 23.8. To be personally liable when acting on behalf of the Company in any form to commit any of the following acts:
 - a) Violating the law;
 - b) Conducting business and other transactions for personal interests or to serve the interests of other organizations or individuals; or
 - c) Paying off debts that are not yet due in the face of potential financial risks to the Company;
- 23.9. Major shareholders must not abuse their position to infringe upon the rights and interests of the Company or other Shareholders as prescribed by law and the Company Charter; and must disclose information in accordance with the provisions of law;
- 23.10. To keep confidential the information provided by the Company in accordance with the Company Charter and the law; to use the provided information only to exercise and protect their legitimate rights and interests; and are strictly prohibited from disseminating or copying and sending information provided by the Company to other organizations or individuals; and
- 23.11. Other obligations in accordance with the Company Charter, the Internal regulation on corporate governance, and relevant laws.

ARTICLE 24. AMENDMENT OF RIGHTS

- 24.1. The holding of a meeting of Shareholders holding a class of preferred Shares to approve the amendment or cancellation of the special rights attached to that class of preferred Shares is only valid if there are at least two (02) Shareholders, or their authorized representatives, holding at least one-third (1/3) of the par value of that issued class of preferred Shares. If there are not enough Shareholders as mentioned above, the meeting shall be reconvened within thirty (30) days thereafter, and the Shareholders holding that class of preferred Shares, regardless of the number of Shareholders and preferred Shares, present in person or through authorized representatives, shall be deemed to constitute a sufficient number of Shareholders to hold the meeting. At the meetings of Shareholders holding the aforementioned class of preferred Shares, the Shareholders holding that class of preferred Shares, present in person or through authorized representatives, may request a secret ballot. Each Share of the same class has equal voting rights at the aforementioned meetings.
- 24.2. The procedures for organizing and conducting separate meetings as mentioned in Clause 1 of this Article shall be similar to the organization and conduct of General Meetings of Shareholders as prescribed by law, this Charter, and the Internal regulation on corporate governance.
- 24.3. The amendment or cancellation of the special rights attached to a class of preferred Shares is effective when approved by Shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting,

and also approved by Shareholders holding at least 65% of the voting rights of that class of preferred Shares attending the meeting.

- 24.4. Unless the share issuance terms provide otherwise, the special rights attached to classes of Shares with preferential rights regarding some or all matters related to the sharing of the Company's assets or profits shall not be changed when the Company issues additional Shares of the same class.

ARTICLE 25. RESPONSIBILITIES OF AUTHORIZED REPRESENTATIVES OF SHAREHOLDERS THAT ARE ORGANIZATIONS

- 25.1. The authorized representative of a Shareholder that is an organization shall exercise the rights and perform the obligations of the Shareholder at the General Meeting of Shareholders in accordance with the Enterprise Law, this Charter, and the Internal regulation on corporate governance. Any restrictions imposed by the Shareholder that is an organization on its authorized representative in exercising the Shareholder's corresponding rights and obligations at the General Meeting of Shareholders shall be invalid against third parties.
- 25.2. The authorized representative of a Shareholder that is an organization is responsible for fully attending the meetings of the General Meeting of Shareholders; exercising the authorized rights and obligations in a truthful, careful, and best manner; and protecting the lawful interests of the authorizing Shareholder.
- 25.3. The authorizing Shareholder shall be liable to third parties for liabilities arising in connection with the rights and obligations exercised through the authorized representative.

ARTICLE 26. AUTHORIZATION TO ATTEND THE GENERAL MEETING OF SHAREHOLDERS

- 26.1. Shareholders, authorized representatives of Shareholders that are organizations, whose names are on the list of Shareholders entitled to attend the General Meeting of Shareholders, may attend the meeting directly or authorize in writing authorized representatives to attend the meeting or through one of the forms specified in this Charter and the Internal regulation on corporate governance. In the event that there is more than one authorized representative attending the meeting, the number of Shares authorized to each representative must be specified.
- 26.2. The authorization of an authorized representative to attend the General Meeting of Shareholders must be in writing in accordance with the provisions of civil law, and:
- a) The authorized representative must have full civil act capacity.
 - b) If the authorizing Shareholder is an individual, it must bear the signature of that Shareholder and the authorized representative attending the meeting.
 - c) If the authorizing party is the authorized representative of a Shareholder that is an organization, it must bear the signature of the authorized representative, the legal representative of the Shareholder, and the authorized representative attending the meeting.

- d) In other cases, it must bear the signature of the legal representative of the Shareholder and the authorized representative attending the meeting.
- 26.3. The authorized representative attending the General Meeting of Shareholders must submit the written authorization upon registration before entering the meeting room. In the event of re-authorization, the attendee must present the original written authorization of the Shareholder, the authorized representative of the Shareholder that is an organization (if not previously registered with the Company).
- 26.4. Except as provided in Clause 5 of this Article, the voting ballot of the authorized representative attending the meeting within the scope of the authorization shall remain valid in any of the following cases:
 - a) The authorizing party has died, has limited civil act capacity, or has lost civil act capacity;
 - b) The authorizing party has revoked the authorization; or
 - c) The authorizing party has revoked the authority of the authorized representative.
- 26.5. Clause 4 of this Article shall not apply if the Company receives notice of one of the events mentioned above before the opening of the General Meeting of Shareholders or prior to the reconvened General Meeting of Shareholders.

CHAPTER III

COMPANY GOVERNANCE AND MANAGEMENT

ARTICLE 27. COMPANY GOVERNANCE AND MANAGEMENT STRUCTURE

The Company adopts the management organizational structure as prescribed in Point b, Clause 1, Article 137 of the Enterprise Law.

ARTICLE 28. GENERAL MEETING OF SHAREHOLDERS

- 28.1. The General Meeting of Shareholders comprises all shareholders with voting rights, is the highest decision-making body of the Company, and has the following rights and obligations:
 - a) To approve the development orientation of the Company;
 - b) To decide on the types of Shares and the total number of Shares of each type authorized for offering; to decide on the annual dividend rate for each type of Share;
 - c) To decide on amendments and supplements to the Company Charter;
 - d) To decide on the reorganization or dissolution of the Company;
 - e) To elect, remove, and dismiss members of the Board of Directors;
 - f) To decide on the repurchase of over 10% of the total issued Shares of each type;
 - g) To decide on investments, investment plans, investment projects, or the sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
 - h) To approve the annual financial statements;
 - i) To review and handle violations by members of the Board of Directors that cause damage to the Company and its Shareholders;

- j) To decide on the budget or the total remuneration, bonuses, and other benefits for the Board of Directors;
 - k) To approve the Internal regulation on corporate governance; the Regulation on operation of the Board of Directors;
 - l) To approve the list of eligible auditing firms; to decide on the eligible independent auditing firm to conduct audits of the Company's operations, and to dismiss the independent auditor when deemed necessary; and
 - m) Other rights and obligations as prescribed by the Enterprise Law, the Internal regulation on corporate governance, and this Charter.
- 28.2. The General Meeting of Shareholders shall convene annually once a year, convened by the Board of Directors, within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend or postpone the annual General Meeting of Shareholders when necessary, but not for more than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings.
- 28.3. The Board of Directors shall select the venue for the General Meeting of Shareholders at an appropriate location within the territory of Vietnam. In the event that the General Meeting of Shareholders is held simultaneously at multiple locations, the meeting venue of the General Meeting of Shareholders shall be the location where the chairman attends the meeting.
- 28.4. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
- a) The Board of Directors deems it necessary for the interests of the Company;
 - b) The audited quarterly, semi-annual, or annual financial statements reflect that the owner's equity has decreased by one-half (1/2) compared to the beginning of the period;
 - c) The number of members of the Board of Directors, independent members of the Board of Directors is less than the minimum number of members prescribed by law, 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, or the number of members of the Board of Directors resigning exceeds one-third (1/3) compared to the number of members specified in this Charter;
 - d) Shareholders or groups of Shareholders holding from 5% of the total ordinary Shares of the Company have the right to request the convening of a General Meeting of Shareholders. The request to convene the General Meeting of Shareholders must be in writing, with full contents and documents as prescribed in Clause 4, Article 115 of the Enterprise Law, stating the reasons and purpose of the meeting, with sufficient signatures of the relevant Shareholders or the request document prepared in multiple copies, in which each copy must bear the signature of at least one relevant Shareholder; or
 - e) Other cases as prescribed by law, this Charter, and the Internal regulation on corporate governance.
- 28.5. Authority to convene extraordinary General Meetings of Shareholders:

- a) The Board of Directors must convene an extraordinary General Meeting of Shareholders when the cases specified in Clause 4 of this Article occur within the following time limits:
 - i) In the case specified in Point b, Clause 4 of this Article: within sixty (60) days from the date of issuance of the financial statement;
 - ii) In the case specified in Point c, Clause 4 of this Article: within thirty (30) days from the date the number of members of the Board of Directors, independent members of the Board of Directors, falls below the minimum number prescribed by law, the number of members of the Board of Directors is reduced by more than one-third ($1/3$) compared to the number specified in this Charter, or the number of members of the Board of Directors resigning exceeds one-third ($1/3$) compared to the number specified in this Charter; and
 - iii) In the case specified in Point d, Clause 4 of this Article: within thirty (30) days from the date of receipt of the request.

If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 5 of this Article, the Chairman of the Board of Directors and the members of the Board of Directors shall be held responsible before the law and shall be liable for damages incurred by the Company.

- b) If the Board of Directors fails to convene an extraordinary General Meeting of Shareholders as prescribed in Point a, Clause 5 of this Article, within the next thirty (30) days, the Shareholders or groups of Shareholders making the request as prescribed in Point d, Clause 4 of this Article have the right to request the Company representative to convene the General Meeting of Shareholders as prescribed.

In this case, the Shareholders or groups of Shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the procedures for convening, conducting, and making decisions of the General Meeting of Shareholders if deemed necessary.
- c) All reasonable and lawful expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include expenses incurred by Shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
- d) The procedures for convening, conducting, and making decisions of the General Meeting of Shareholders in this clause shall be conducted in accordance with Articles 30, 31, 32, 33, and 34 of this Charter.
- e) Unless otherwise provided in Point a, Clause 5 of this Clause, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been relieved, dismissed, or lost their membership at the most recent meeting.

- 28.6. A General Meeting of Shareholders may be held if the number of attending Shareholders represents at least over 50% of the total voting rights.
- a) If the first meeting does not have the required number of Shareholders within sixty (60) minutes from the scheduled opening time of the General Meeting of Shareholders, the meeting convener shall cancel the meeting. The notice of the second meeting must be sent within thirty (30) days from the date scheduled for the first General Meeting of Shareholders. The second General Meeting of Shareholders may be held if the number of attending Shareholders represents at least 33% of the total voting rights.
 - b) If the second meeting does not have the required number of Shareholders within sixty (60) minutes from the scheduled opening time of the General Meeting of Shareholders, the meeting convener shall cancel the meeting. The notice of the third meeting must be sent within thirty (30) days from the date scheduled for the second General Meeting of Shareholders. In this case, the General Meeting of Shareholders may be held regardless of the total voting rights 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.
- 28.7. Unless prohibited by law and this Charter, the General Meeting of Shareholders has the right to authorize, decentralize, or delegate powers to the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer, and/or other relevant entities to perform one or more of its responsibilities and powers. The authorization, decentralization, or delegation of powers must be in writing and clearly and specifically define the authorizing entity, content, duration, and conditions of the authorization, delegation, or assignment of powers.

ARTICLE 29. RIGHTS AND RESPONSIBILITIES OF THE GENERAL MEETING OF SHAREHOLDERS

- 29.1. The General Meeting of Shareholders has the right to discuss and make decisions on the following matters:
- a) Short-term and long-term development plans of the Company;
 - b) Annual business plans of the Company;
 - c) Audited annual financial statements;
 - d) Report of the Board of Directors on the management and performance of the Board of Directors and its members;
 - e) Amendments and supplements to the Charter of the Company;
 - f) The types of Shares and the number of new Shares to be issued for each type of Share;
 - g) The Company's purchase or repurchase of more than 10% of the total issued Shares of each type;
 - h) Private placement of Shares to strategic partners; issuance of Shares to existing Shareholders or employees (ESOP);

- i) Issuance of convertible bonds to existing Shareholders or strategic partners;
- j) Changes to the issuance conditions of Shares/convertible bonds for strategic partners;
- k) The selling price of Shares being lower than the market price at the time of offering or the book value of the Shares at the most recent time;
- l) The number of legal representatives of the Company;
- m) The number of members of the Board of Directors;
- n) Election, removal, dismissal, and replacement of members of the Board of Directors;
- o) The operating budget of the Board of Directors, including the total remuneration and other benefits of the members of the Board of Directors; bonuses for the Board of Directors and other Enterprise managers;
- p) Review and handling of violations by members of the Board of Directors that cause damage to the Company and its Shareholders;
- q) Decisions on the appropriation rates for funds from the Company's after-tax profit;
- r) The dividend rate for each Share of each type, in accordance with the Enterprise Law and the rights attached to that type of Share;
- s) Decisions on investment transactions, sales, or purchases of the Company's assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent audited financial statement;
- t) The Company's execution of contracts with a value equal to or greater than 35% or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction, with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent audited financial statements, with the entities specified in Clause 1, Article 167 of the Enterprise Law, other Enterprise managers, and their Related Parties;
- u) Loans, guarantees, or credit for members of the Board of Directors, the Chief Executive Officer, other non-shareholder Enterprise managers, and their Related Parties, or legal entities in which these individuals have financial interests;
- v) Selection of an independent auditing firm;
- w) Division, separation, consolidation, merger, or conversion of the Company;
- x) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- y) Approval of the Internal regulation on corporate governance and the Regulation on operation of the Board of Directors; and
- z) Other matters as prescribed by law, this Charter, the Internal regulation on corporate governance, and the Regulations on internal management of the Company.

- 29.2. If the contents approved in previous resolutions/decisions of the General Meeting of Shareholders have not been implemented, the Board of Directors must report to the General Meeting of Shareholders at the most recent annual meeting. In the case of changes to the contents under the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders for approval before implementation.
- 29.3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

ARTICLE 30. ORGANIZATION OF THE GENERAL MEETING OF SHAREHOLDERS

- 30.1. The General Meeting of Shareholders shall be convened in accordance with the provisions of Enterprise Law, this Charter, and shall fully comply with the procedures for convening the General Meeting of Shareholders as prescribed by law and this Charter.
- 30.2. The convener of the General Meeting of Shareholders shall perform the following tasks:
- a) To prepare a list of Shareholders eligible to attend and vote at the General Meeting of Shareholders. Information on the preparation of the list of Shareholders entitled to attend the General Meeting of Shareholders must be disclosed at least twenty (20) days prior to the final registration date. The list of Shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the meeting invitation notice. The authorization for representatives to attend the General Meeting of Shareholders shall be carried out in accordance with Clause 2, Article 144 of the Enterprise Law;
 - b) To prepare the agenda, meeting contents, and meeting documents in accordance with the provisions of law, this Charter, the Internal regulation on corporate governance, and the Regulations on internal management;
 - c) To draft resolutions/decisions of the General Meeting of Shareholders based on the expected content of the meeting; the list and detailed information of the candidates in the case of electing members of the Board of Directors;
 - d) To arrange the meeting agenda, to allocate a reasonable location and time for Shareholders to attend, discuss, and to vote on each issue in the agenda of the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Enterprise Law;
 - e) To send meeting invitation notices to all Shareholders on the list of Shareholders entitled to attend the General Meeting of Shareholders;
 - f) To provide information and resolve complaints related to the list of Shareholders entitled to attend the General Meeting of Shareholders; and
 - g) Other tasks for the organization of the General Meeting of Shareholders.

- 30.3. The meeting invitation notice of the General Meeting of Shareholders shall be sent to all Shareholders and simultaneously announced on the information channels of the State Securities Commission, the Stock Exchange where the Shares of the Company are listed or registered for trading, and on the website of the Company. The meeting invitation notice of the General Meeting of Shareholders must be sent at least twenty-one (21) days before the meeting date of the General Meeting of Shareholders, calculated from the date the notice is sent or dispatched in a valid manner, postage prepaid, or placed in the mailbox. The meeting agenda of the General Meeting of Shareholders and related documents on the issues to be voted on at the meeting shall be sent to the Shareholders or posted on the website of the Company. In case the documents are not sent with the meeting invitation notice of the General Meeting of Shareholders, the meeting invitation notice must clearly state the website address for Shareholders to access.
- 30.4. Shareholders or groups of Shareholders holding at least 5% of the total ordinary Shares have the right to submit formal written proposals on the issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the Shareholder's full name, the number of each type of Share held by that person, and the proposed content to be included in the meeting agenda.
- 30.5. The convener of the General Meeting of Shareholders has the right to refuse the proposals specified in Clause 4 of this Article in the following cases, and must respond in writing and state the reasons at least two (02) working days before the opening date of the General Meeting of Shareholders:
- a) The proposal is sent late or does not contain sufficient or correct information as prescribed in Clause 4 of this Article;
 - b) At the time of the proposal, the Shareholders or groups of Shareholders do not hold at least 5% of the total ordinary Shares of the Company;
 - c) The proposed issue is not within the jurisdiction of the General Meeting of Shareholders to discuss and approve;
 - d) The proposal is not in accordance with the law; or
 - e) Other cases as prescribed by law.
- 30.6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the draft meeting agenda, except for the cases specified in Clause 5 of this Article. The proposal is officially added to the agenda of the General Meeting of Shareholders if it is approved by the number of Shareholders representing at least 65% of the total voting rights of all Shareholders attending and voting at the meeting.
- 30.7. At the request of the Chairman, the General Meeting of Shareholders has the right to change the meeting agenda that was sent with the meeting invitation notice as prescribed in Clause 3 of this Article if it is approved by the number of Shareholders representing at least 65% of the total voting rights of all Shareholders attending and voting at the meeting.

30.8. The General Meeting of Shareholders may be held in the form of a physical meeting, an online meeting, or a hybrid meeting, as decided by the Board of Directors.

In the case of organizing the General Meeting of Shareholders in the form of an online meeting or a hybrid meeting, the Board of Directors shall issue corresponding Regulations on Meeting organization and noting.

ARTICLE 31. MEETING PROCEDURES AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

31.1. A Shareholder is considered to have attended and voted at the General Meeting of Shareholders in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another individual or organization to attend and vote at the meeting;
- c) Attending and voting through online conferences, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax, or email; or
- e) Submit voting ballots by other means as instructed by the Board of Directors.

31.2. On the day of the General Meeting of Shareholders, before the meeting commences, the Company shall register attending Shareholders and continue the registration until all eligible attending Shareholders have registered. When registering attending Shareholders, the Company shall issue each Shareholder or authorized representative an attendance card, which includes the registration number, the Shareholder's full name, the authorized representative's full name, and the Shareholder's voting rights.

31.3. Shareholders, authorized representatives of organizational Shareholders, or authorized persons who arrive late at the General Meeting of Shareholders have the right to register for the meeting immediately and thereafter have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for interrupting the meeting for late-arriving Shareholders, authorized representatives of Shareholders that are organizations, or authorized persons to register to attend, and the validity of votes taken before the late-arriving Shareholder, authorized representative of the Shareholder that is an organization, or authorized person attends shall not be affected.

31.4. The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors; in cases where (i) the Chairman of the Board of Directors does not authorize another person, (ii) the Chairman of the Board of Directors and the authorized person are absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority vote. In other cases, the person who signed the meeting invitation notice of the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect the Chairman, and the person with the highest number of votes shall chair the meeting.

- 31.5. The Chairman shall appoint one or more persons to serve as the meeting secretaries. The General Meeting of Shareholders shall elect a number of persons, at the suggestion of the meeting chairman, to the vote counting committee to be responsible for counting votes. The number of members of the vote counting committee shall not be less than three (03) persons.
- 31.6. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The meeting agenda must clearly and in detail specify the time for each item on the agenda. The Chairman has the right to decide on the order, procedures, and events arising outside the agenda of the General Meeting of Shareholders.
- 31.7. The Chairman or the secretary of the meeting may take actions they deem necessary to conduct the General Meeting of Shareholders lawfully and orderly, in accordance with the approved agenda; or to ensure that the meeting reflects the wishes of the majority of attendees.
- 31.8. The Chairman has the right to adjourn the General Meeting of Shareholders that has a sufficient number of registered attendees as prescribed to another time, with a maximum adjournment period of three (03) days from the scheduled opening date of the meeting, or change the meeting location with the consent or request of the General Meeting of Shareholders or in the following cases:
- a) The meeting venue does not have sufficient convenient seating for all attendees;
 - b) The communication facilities at the meeting venue do not ensure that the attending Shareholders can participate, discuss, and vote; or
 - c) Attendees obstruct or disrupt order, posing a risk that the meeting cannot be conducted fairly and legally.
- 31.9. In the event that the Chairman adjourns or suspends the General Meeting of Shareholders in violation of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairman and conduct the meeting until its conclusion, and the validity of the votes at that meeting shall not be affected.
- 31.10. The Board of Directors, the meeting convener, or the Chairman may request attending Shareholders or authorized representatives to perform inspection or other lawful and reasonable security measures. In the event that an attending Shareholder or authorized representative fails to comply with the aforementioned inspection or security measures or intentionally disrupts order or obstructs the normal proceedings of the meeting, the Board of Directors, the meeting convener, or the Chairman, after careful consideration, may request the competent authority to maintain meeting order, refuse attendance, or expel the Shareholder or representative.
- 31.11. The Board of Directors or the Chairman, after careful consideration, may take appropriate measures to:
- a) Arrange sufficient seating at the General Meeting of Shareholders location;
 - b) Ensure the safety of everyone present at that location;
 - c) Facilitate Shareholders to attend or continue to attend the meeting; or

- d) Change the measures specified in this clause and apply other measures if deemed necessary. Other measures may include issuing admission tickets or using other selection methods.
- 31.12. In the event that the General Meeting of Shareholders applies the aforementioned measures, the meeting invitation notice does not need to detail the organizational measures, but the Board of Directors, when determining the meeting venue may:
- a) Announce that the meeting will be conducted at the location specified in the notice and the meeting Chairman will be present there, referred to as the main meeting location; or
 - b) Arrange for attending Shareholders or authorized representatives who cannot attend as provided in this Article or those who wish to attend at a location other than the main meeting location to attend the meeting simultaneously;
- 31.13. In this Charter, unless the context requires otherwise, all Shareholders shall be deemed to attend the meeting at the main meeting venue.
- 31.14. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. Voting shall be conducted by expressing approval, disapproval, or abstention. At the meeting, the number of cards in favor of the resolution/decision shall be collected first, the number of cards against the resolution/decision shall be collected later, and finally, the total number of votes for or against shall be counted to make a decision. The vote counting results shall be announced by the Chairman immediately before the meeting adjourns;
- 31.15. Members of the Board of Directors must attend the annual General Meeting of Shareholders to answer Shareholders' questions at the meeting (if any); in cases of force majeure preventing attendance, members of the Board of Directors must report in writing to the Board of Directors. In the event that the Audit Report of the Company's annual financial statements contains material exceptions, adverse audit opinions, or disclaimers, the Company must invite representatives of the approved auditing organization that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the representatives of the aforementioned approved auditing organization are responsible for attending the Company's annual General Meeting of Shareholders.

ARTICLE 32. APPROVAL OF RESOLUTIONS/DECISIONS OF THE GENERAL MEETING OF SHAREHOLDERS AT THE MEETING

- 32.1. Each Shareholder attending the meeting shall have the number of votes equal to the number of voting Shares they own and/or represent other Shareholders.
- 32.2. Resolutions/decisions of the General Meeting of Shareholders shall be adopted by means of open ballot or secret ballot at the meeting. Resolutions/decisions of the General Meeting of Shareholders at the meeting shall be adopted when approved by the number of Shareholders representing over 50% of the total voting rights of all Shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4, and 7 of this Article and Clause 10, Article 34 of this Charter.

- 32.3. Resolutions/decisions of the General Meeting of Shareholders at the meeting relating to the following matters shall be adopted when approved by the number of Shareholders representing at least 65% of the total voting rights of all Shareholders attending and voting at the meeting:
- a) Changes in business lines and sectors;
 - b) Changes in the management organizational structure of the Company;
 - c) Types of shares and the total number of shares of each type;
 - d) Investment projects or the sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent audited financial statements of the Company;
 - e) Reorganization and dissolution of the Company.
- 32.4. The voting for the election of members of the Board of Directors must be conducted by cumulative voting, whereby each Shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the Shareholder has the right to cast all or part of their total votes for one or more candidates. Candidates for the Board of Directors shall be elected in descending order of the number of votes, starting from the candidate with the highest number of votes until the required number of members specified in the Company's Charter is reached. If two (02) or more candidates receive the same number of votes for the last member of the Board of Directors to be elected, a re-election shall be conducted among the candidates with the same number of votes or a selection shall be made in accordance with the election regulations.
- Of note, in the case of electing members of the Board of Directors, if the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors shall be conducted in accordance with the Election regulation approved by the General Meeting of Shareholders. The voting ratio for adoption by this voting method shall be conducted in accordance with Clause 2, Article 32 of the Company Charter or Clause 10, Article 34 of the Company Charter.
- 32.5. Resolutions/decisions of the General Meeting of Shareholders adopted by 100% of the total voting Shares are deemed legal and effective even if the procedures for convening the meeting and adopting the resolutions/decisions are not conducted in accordance with the provisions of the Enterprise Law and this Charter.
- 32.6. Resolutions/decisions of the General Meeting of Shareholders must be notified to Shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of adoption by posting them on the website of the Company.
- 32.7. Resolutions/decisions of the General Meeting of Shareholders on matters that adversely changes the rights and obligations of Shareholders holding preferred Shares shall only be adopted if approved by Shareholders of the same class of preferred Shares attending the meeting holding 75% or more of the total preferred Shares of that class, or approved by Shareholders of the same class of preferred Shares holding 75% or more of the total preferred Shares of that class

in the case of adopting resolutions/decisions in the form of collecting written opinions.

ARTICLE 33. MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS

33.1. The minutes of the General Meeting of Shareholders must be documented and may be audio-recorded or recorded and stored in another electronic format. Minutes must be written in Vietnamese, and may also be prepared in English, and must be additionally written in English, and must contain the following main contents:

- a) Name, head office address, enterprise registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full name of the Chairman and secretary;
- e) Number of Shareholders and total number of votes of all shareholders attending the meeting, appendix of the list of registered Shareholders; authorized representatives attending the meeting with the corresponding number of Shares and votes;
- f) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each item on the meeting agenda;
- g) 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;
- h) Issues approved and corresponding approval voting ratio; and
- i) Full name and signature of the chairman and secretary.

In the event that (i) the chairman or the secretary, or (ii) both the chairman and the secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents specified in this clause. The meeting minutes shall clearly state the refusal of (i) the chair or the secretary, or (ii) both the chairman and the secretary to sign the meeting minutes.

33.2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting adjourns. The meeting chair and the meeting secretary or other signatories to the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes. The minutes made in Vietnamese and English shall have the same legal validity. In case of any discrepancy between the Vietnamese and English versions of the minutes, the Vietnamese version shall prevail.

33.3. Minutes of the General Meeting of Shareholders must be published on the website of the Company within twenty-four (24) hours and may be sent to all Shareholders within fifteen (15) days from the end of the General Meeting of Shareholders. The sending of vote counting minutes may be replaced by posting them on the website of the Company.

33.4. The minutes of the General Meeting of Shareholders shall be considered conclusive evidence of the proceedings at the General Meeting of Shareholders

unless an objection to the contents of the minutes is raised in due course within ten (10) days from the date of sending the minutes.

- 33.5. Minutes of the General Meeting of Shareholders, appendix of list of Shareholders registered to attend the meeting, the authorization documents to attend the meeting, the adopted resolutions/decisions, and related documents attached to the meeting invitation notice must be archived at the head office of the Company.

ARTICLE 34. PROCEDURE FOR COLLECTING WRITTEN OPINIONS OF SHAREHOLDERS

- 34.1. The Board of Directors has the right to collect written opinions from Shareholders to adopt resolutions/decisions of the General Meeting of Shareholders at any time if it deems necessary for the interests of the Company, including the matters specified in Clause 2, Article 147 of the Enterprise Law and Clause 1, Article 29 of this Charter.
- 34.2. 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.
- 34.3. The compilation of the Shareholder list for submitting written opinion forms shall be conducted in accordance with the provisions of Clauses 1 and 2, Article 141 of the Enterprise Law. The requirements and methods for sending opinion forms and accompanying documents shall be carried out in accordance with the provisions of Article 143 of the Enterprise Law.
- 34.4. The written opinion forms must include the following main contents:
- a) Name, head office address, enterprise registration number;
 - b) Purpose of opinion collection;
 - c) Full name, contact address, nationality, legal identification number of the individual for individual Shareholders; name, enterprise registration number or legal identification number of the organization, head office address for organizational Shareholders, or full name, contact address, nationality, legal identification number of the individual for representatives of organizational Shareholders; number of Shares of each type and number of voting rights of the Shareholder;
 - d) Issue on which opinions are to be collected for decision making;
 - e) Voting options, including approval, disapproval, and abstention;
 - f) Deadline for returning the answered written opinion forms to the Company; and
 - g) Full name and signature of the Chairman of the Board of Directors.
- 34.5. 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.

- 34.6. 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:
- a) Name, head office address, enterprise registration number;
 - b) Purpose and issues to be consulted for decision adoption;
 - c) Number of Shareholders with the total number of voting rights participating in the voting, distinguishing between valid and invalid voting rights, voting methods, with an appendix of the list of participating Shareholders;
 - d) Total votes for approval, disapproval, and abstentions for each issue;
 - e) Issues adopted and the corresponding adoption voting ratio; and
 - f) Full names and signatures of the Chairman of the Board of Directors, the vote counting supervisor, and the vote counter.
- 34.7. Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; jointly liable for damages arising from decisions adopted due to untruthful or inaccurate vote count.
- 34.8. The vote counting minutes and resolutions/decisions must be sent to Shareholders within fifteen (15) days from the end of the vote counting. The sending of vote counting minutes and resolutions/decisions to Shareholders may be replaced by posting them on the website of the Company within twenty-four (24) hours from the end of the vote counting.
- 34.9. Answered opinion form, vote counting minutes, full text of the adopted resolutions/decisions of the General Meeting of Shareholders, and related documents attached to the opinion form must be archived at the head office of the Company.
- 34.10. In the case of adopting resolutions/decisions of the General Meeting of Shareholders in the form of written opinion collection, the resolutions/decisions shall be adopted if approved by the number of Shareholders representing over 50% of the total voting rights of all voting Shareholders.
- 34.11. Resolutions/decisions adopted in the form of written Shareholder opinion collection shall have the same validity as resolutions/decisions adopted at the General Meeting of Shareholders.

ARTICLE 35. REQUEST FOR CANCELLATION OF RESOLUTIONS/DECISIONS OF THE GENERAL MEETING OF SHAREHOLDERS

- 35.1. Within ninety (90) days from the date of receipt of the resolutions/decisions or the minutes of the General Meeting of Shareholders or the vote counting minutes of the written opinion collection of the General Meeting of Shareholders, a Shareholder or group of Shareholders specified in Clause 9, Article 22 of this Charter has the right to request the Vietnam International Arbitration Center (VIAC) to review and cancel part or all of the content of the

resolutions/decisions of the General Meeting of Shareholders in the following cases:

- a) The order and procedures for convening the meeting or collecting written opinions from Shareholders and issuing resolutions/decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law, this Charter, and the Internal regulation on corporate governance; except for the case specified in Clause 2, Article 152 of the Enterprise Law;
 - b) The content of the resolutions/decisions of the General Meeting of Shareholders violates the law or this Charter.
- 35.2. Resolutions/decisions of the General Meeting of Shareholders take effect from the date of adoption or from the effective time specified in those resolutions/decisions. In the event that a Shareholder or group of Shareholders requests arbitration to cancel the resolutions/decisions of the General Meeting of Shareholders in accordance with the provisions of Clause 1 of this Article, those resolutions/decisions shall remain effective until the arbitration decision to cancel those resolutions/decisions takes effect, unless emergency provisional measures are applied in accordance with the decision of the competent authority.
- 35.3. In the event that the resolutions/decisions of the General Meeting of Shareholders are canceled in accordance with the arbitration decision, the convener of the General Meeting of Shareholders with the canceled resolutions/decisions may consider organizing a new General Meeting of Shareholders within fifteen (15) days in accordance with the order and procedures specified in the Enterprise Law, this Charter, and the Internal regulation on corporate governance.

ARTICLE 36. BOARD OF DIRECTORS

- 36.1. The Board of Directors is the management body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company that are not under the authority of the General Meeting of Shareholders.
- 36.2. The Board of Directors has nine (09) members; of which at least six (06) members must reside in Vietnam and at least three (03) members of the Board of Directors must be independent members of the Board of Directors.
- 36.3. The term of office of a member of the Board of Directors is five (05) years and may be re-elected for an unlimited number of terms; An individual may only be elected as an independent member of the Board of Directors for no more than two (02) consecutive terms. The criteria for members of the Board of Directors, the nomination and candidacy, appointment, dismissal, and replacement of members of the Board of Directors shall be implemented in accordance with the provisions of this Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, and, and the Regulations on internal management.

- 36.4. The nomination and candidacy of members of the Board of Directors shall comply with the provisions of the Enterprise Law, relevant applicable laws, and the following provisions:
- a) In the event that candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the website of the Company for Shareholders to review before voting; and
 - b) If the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required by the Enterprise Law, the current Board of Directors may introduce additional candidates or organize nominations in accordance with the Company's Charter and the Internal regulation on corporate governance.
- 36.5. The Board of Directors shall be accountable to the Shareholders for the operations of the Company; ensure that the operations of the Company comply with the provisions of the law, the Company Charter, and the Internal regulation on corporate governance; develop the Internal regulation on corporate governance and submit them to the General Meeting of Shareholders for approval; appoint the person in charge of corporate governance; and have other responsibilities and obligations as prescribed by law and the Company Charter.
- 36.6. The Board of Directors must report on the activities of the Board of Directors at the Annual General Meeting of Shareholders in accordance with Point c, Clause 3, Article 139 of the Enterprise Law and must ensure that this report includes the following contents:
- a) Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with the provisions of Clause 3, Article 163 of the Enterprise Law and this Charter;
 - b) Summary of the meetings of the Board of Directors and the resolutions/decisions of the Board of Directors;
 - c) Report on transactions between the Company, subsidiaries, companies where the Company holds more than 50% of the charter capital, and members of the Board of Directors and their Related persons; transactions between the Company and companies in which members of the Board of Directors are founding members or Enterprise managers within the three (03) years prior to the transaction;
 - d) Activities of independent members of the Board of Directors and the evaluation results of the independent members on the activities of the Board of Directors;
 - e) Activities of the Audit Committee under the Board of Directors;
 - f) Activities of other Committees, Sub-committees, or Boards under the Board of Directors (if any);
 - g) Results of supervision of the Chief Executive Officer and other Enterprise managers; and
 - h) Future plans.

ARTICLE 37. RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS

- 37.1. The business operations and affairs of the Company shall be subject to the management or direction of the Board of Directors. The Board of Directors is the body with full authority to decide and exercise all rights and obligations on behalf of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders and the Chief Executive Officers.
- 37.2. The Board of Directors is responsible for supervising and directing the Chief Executive Officer and other Enterprise managers in the daily business operations of the Company.
- 37.3. The rights and obligations of the Board of Directors are prescribed by law, this Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, the Regulations on internal management, and the resolutions/decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
- a) Rights:
 - i) To decide on the Company's medium-term development strategy and plan, and annual business plan and budget; to decide on investment plans and investment projects within its authority and limits as prescribed by law;
 - ii) To determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;
 - iii) To appoint, dismiss, sign and terminate contracts, decide on salaries, remuneration, bonuses, and other benefits of the Chief Executive Officer;
 - iv) To decide on the management organizational structure, including Divisions, Centers, and Regional branches; to decide on the Regulations on internal management of the Company; to decide on the establishment subsidiaries, branches, representative offices, and the contribution of capital, purchase/sale of shares/capital contributions of other enterprises;
 - v) To approve estimates, designs, and final settlements of investment projects approved at the General Meeting of Shareholders;
 - vi) To decide on the offering price of bonds, shares, and convertible securities; and to decide on the repurchase of Shares as prescribed in Clauses 1 and 2, Article 133 of the Enterprise Law;
 - vii) To resolve the complaints of the Company against Enterprise managers and to decide on the selection of the representatives of the Company to resolve issues related to legal proceedings against those Enterprise managers;
 - viii) To elect, remove, and dismiss the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, the Chairman of the Audit committee, and the Lead of the independent members of the Board of Directors; to appoint, remove, dismiss, and discharge other Enterprise managers or the representatives of the Company. The aforementioned removal, dismissal, or

- discharge shall not violate the contractual rights of those who have been removed, dismissed, or discharged;
- ix) To approve the agenda, content of documents serving the General Meeting of Shareholders, to convene the General Meeting of Shareholders, or to perform procedures for collecting opinions for the General Meeting of Shareholders to adopt decisions/resolutions;
 - x) To submit audited annual financial statements to the General Meeting of Shareholders;
 - xi) To propose the reorganization and dissolution of the Company; and to request the bankruptcy of the Company;
 - xii) To propose the types of shares that can be issued and the total number of shares issued for each type;
 - xiii) To propose the issuance of bonds, convertible bonds into shares, and warrants allowing holders to purchase shares at a predetermined price;
 - xiv) To propose the dividend rate to be paid; to pay and determine the interim dividend payment amount not exceeding the planned dividend level in the fiscal year approved by the General Meeting of Shareholders
 - xv) To organize the payment of dividends;
 - xvi) To decide on the time limit and procedures for paying dividends or handling losses arising during business operations;
 - xvii) To develop, issue, and amend the Regulation on information disclosure, Regulation on the provision of shareholder information, Regulation on operation of the Executive Board, Regulation of the Committees, Sub-committees, and Boards under the Board of Directors, Regulation on working with Stakeholders, and the Regulations on internal management of the Company within the decision-making authority of the Board of Directors;
 - xviii) To decide to sell unsold Shares within the scope of the authorized offering of each type of Share; and to decide to raise additional capital in other forms;
 - xix) To decide on market development, marketing, and technology solutions, except for decisions under the authority of the Chief Executive Officer;
 - xx) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed by law and this Charter;
 - xxi) To appoint authorized representatives to participate in the Members' Council or the Board of Directors in other companies and/or to attend meetings of the members' council or general

- meeting of Shareholders in other companies, and to decide on their remuneration and other benefits;
 - xxii) To veto, and/or amend resolutions, decisions, or matters under the authority of the Chief Executive Officer and other units within the Company if these decisions cause or have the potential to cause conflicts of interest, are not in the best interests of the Company, or violate provision of law, the Charter, or the Company's internal regulations or the Board of Directors' directives;
 - xxiii) To issue resolutions requiring the Chief Executive Officer to perform matters under the authority of the Chief Executive Officer as directed and guided by the Board of Directors;
 - xxiv) To appoint, remove, or dismiss members of the Executive Board in accordance with the Regulation on operation of the Executive Board; and to decide on the salary and bonus policy; and the total salary of the members of the Executive Board
 - xxv) To supervise the activities of the members of the Executive Board;
 - xxvi) To establish the Office of the Board of Directors, other supporting bodies and departments; and
 - xxvii) Other rights as prescribed by the Enterprise Law, the Securities Law, the Company Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, the Regulations on internal management, resolutions/decisions of the General Meeting of Shareholders, and rights not under the authority of the General Meeting of Shareholders and the Chief Executive Officer.
- b) Obligations:
- i) To be responsible to the Shareholders for the operations of the Company;
 - ii) To treat all Shareholders equally and to respect the interests of parties with relevant interests in the Company;
 - iii) To ensure that the operations of the Company comply with legal provisions, the Charter, and the Internal regulation on corporate governance;
 - iv) To develop and amend the Internal regulation on corporate governance and the Regulation on operation of the Board of Directors and submit them to the General Meeting of Shareholders for approval and publish them on the Company's website;
 - v) To appoint the person in charge of corporate governance;
 - vi) To supervise and prevent conflicts of interest of members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, and other Enterprise managers of the Company, including the misuse of the Company's assets and abuse of transactions with related parties;
 - vii) To organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the Chief Executive Officer, and other Enterprise managers of the Company;

- viii) To report on the activities of the Board of Directors at the General Meeting of Shareholders;
- ix) To explain meeting documents of the General Meeting of Shareholders and documents seeking shareholder opinions in writing, as appropriate;
- x) To issue principles for evaluating and evaluating the performance of the Board of Directors, individual members of the Board of Directors, Committees, Sub-committees, or Boards under the Board of Directors, and members of the Executive Board;
- xi) To cooperate closely with members of the Executive Board and support members of the Executive Board in the Company's management operations in accordance with the Regulation on operation of the Executive Board; and
- xii) Other obligations as prescribed by the Enterprise Law, the Securities Law, the Company Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, the Regulations on internal management, and resolutions/decisions of the General Meeting of Shareholders.

37.4. The following matters must be approved by the Board of Directors:

- a) Establishment and dissolution of branches or representative offices of the Company;
- b) Establishment, dissolution, and merger of subsidiaries and affiliated companies of the Company;
- c) Within the scope specified in Clause 2, Article 153 of the Enterprise Law and except for the cases specified in Clause 2, Article 138 and Clause 3, Article 167 of the Enterprise Law, which must be approved by the General Meeting of Shareholders, the Board of Directors may, from time to time, decide on the implementation, amendment, and cancellation of the Company's major contracts, including contracts for purchase, sale, merger, acquisition, and joint venture;
- d) Appointment and dismissal of persons authorized by the Company as commercial representatives and lawyers of the Company;
- e) Borrowing and the implementation of mortgages, guarantees, indemnities of the Company;
- f) Investments not included in the business plan of the Company and budget exceeding 5% of the value of the Company's annual business plan and budget or investments included in the business plan exceeding 10% of the value of the Company's annual business plan and budget;
- g) The purchase or sale of shares of other companies established in Vietnam or abroad;
- h) The valuation of non-monetary assets contributed to the Company related to the issuance of shares or bonds of the Company, including freely convertible foreign currencies, gold, land use rights, intellectual property rights, technology, and technical know-how, and other assets that can be valued in Vietnamese Dong;

- i) Purchase or repurchase by the Company of no more than 10% of each type of Shares;
 - j) Business or transaction issues that the Board of Directors decides require approval within its authority and responsibility;
 - k) Decision on the purchase or repurchase price of the Shares of the Company; and
 - l) Other matters within the authority of the Board of Directors.
- 37.5. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically on the Board of Directors' supervision of the Chief Executive Officer and other Enterprise managers during the fiscal year. In the event that the Board of Directors fails to submit the Company's annual financial statements to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not approved by the Board of Directors.
- 37.6. Unless otherwise permitted by law and the Charter, the Board of Directors may authorize, decentralize or delegate authority to the Committee, Sub-Committee and/or Board under the Board of Directors, members of the Committee, Sub-Committee and/or Board, Chairman of the Board of Directors, members of the Board of Directors, Chief Executive Officer, other business managers or authorized representatives of the Company at other organizations to perform one or more responsibilities and powers within its authority or to represent and handle work on behalf of the Board of Directors in accordance with the provisions of law. The authorization, decentralization or delegation of authority must be made in writing and clearly and specifically identify the subject, content, responsibilities, duration and conditions of authorization, decentralization or delegation of authority.

The Board of Directors has the right to assign or appoint one or more departments, Committees, Sub-committees, Boards or individuals working at or under the management of the Company to supervise the authorization, decentralization or delegation of power in this Charter.

Other issues related to authorization, decentralization or delegation of powers in this Article, including but not limited to the duration, conditions and termination of authorization, decentralization or delegation of powers, will be specifically regulated in the Regulation on operation of the Board of Directors and/or the Regulations on internal management of the Company.

The Board of Directors shall not be liable for any liability arising from and/or related to the fact that the authorized, delegated, or assigned person (i) violates or fails to comply with the provisions of law, the Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, the Regulations on internal management, and the documents authorizing, delegating, or assigning powers, and (ii) performs tasks beyond the scope of the authorization, decentralization, or delegation of powers.

- 37.7. The Board of Directors approves resolutions/decisions by voting at meetings or collecting opinions in writing. Each member of the Board of Directors has one vote. Resolutions of the Board of Directors are passed by a majority vote of the

members of the Board of Directors with voting rights at the meeting or by written opinion. If the votes are equally divided, the resolution/decision shall be passed according to the opinion of the side with the Chairman of the Board of Directors.

- 37.8. In the event that a resolution/decision adopted by the Board of Directors violates legal provisions, resolutions/decisions of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the members who voted to adopt that resolution/decision shall be jointly and severally personally liable for that resolution/decision and shall compensate the Company for the damage; members who opposed the adoption of the aforementioned resolution/decision shall be exempt from liability. In this case, the Shareholders of the Company have the right to request arbitration to suspend the implementation or cancel the aforementioned resolution/decision.

ARTICLE 38. MEMBERS OF THE BOARD OF DIRECTORS

- 38.1. Members of the Board of Directors may not be Shareholders of the Company and shall meet the following criteria, unless the General Meeting of Shareholders decides otherwise:

- a) Having full civil act capacity, not being in the category of persons ineligible to establish and manage enterprises as prescribed by the Enterprise Law;
- b) Having professional qualifications and experience in business administration or in the Company's business lines and sectors, and do not necessarily have to be Shareholders of the Company, unless the Company Charter provides otherwise;
- c) Related persons of members of the Board of Directors not currently holding or authorized to hold the position of Chief Accountant of the Company;
- d) Not concurrently serving as a member of the board of directors, chief executive officer, or enterprise manager for another enterprise operating in the jewelry, watch, and eyewear manufacturing and trading industry;
- e) Not owning more than 10% of the charter capital of another enterprise operating in the jewelry, watch, and eyewear manufacturing and trading industry, unless approved by the General Meeting of Shareholders;
- f) Related persons not jointly owning or individually owning a capital contribution or Shares exceeding 35% of the charter capital of another enterprise operating in the jewelry, watch, and eyewear manufacturing and trading industry, unless approved by the General Meeting of Shareholders;
- g) Not concurrently serving as a member of the board of directors in more than five (05) other companies; and
- h) Independent members of the Board of Directors must meet the following criteria and conditions:
 - i) Not being an employee of the Company, the parent company, or a subsidiary of the Company; not having been an employee of the

- Company, the parent company, or a subsidiary of the Company for at least three (03) consecutive years;
 - ii) Not currently receiving salaries or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to as prescribed;
 - iii) Not being the spouse, biological parent, adoptive parent, biological mother, adoptive mother, biological child, adoptive child, biological sibling of a major Shareholder of the Company; not being an Enterprise manager of the Company or an enterprise manager of a subsidiary of the Company;
 - iv) Not directly or indirectly owning at least 1% of the total voting shares of the Company;
 - v) Not having served as a member of the board of directors, the board of supervisors of the Company for at least five (05) consecutive years, unless appointed for two (02) consecutive terms; and
 - vi) Meeting other criteria and conditions that members of the Board of Directors must meet in accordance with this Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, and the Regulation on the internal management of the Company.
 - i) Independent members of the Board of Directors must notify the Board of Directors of the failure to meet the criteria and conditions specified in Point h, Clause 1 of this Article and shall automatically cease to be independent members of the Board of Directors from the date of such failure. The Board of Directors must notify the case where an independent member of the Board of Directors fails to meet the criteria and conditions at the most recent General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace independent members of the Board of Directors within six (06) months from the date of receiving the relevant independent member's notice.
- 38.2. If the candidates for the Board of Directors have been identified in advance, information related to the candidates for the Board of Directors must be included in the meeting documents of the General Meeting of Shareholders and disclosed at least ten (10) days before the opening date of the General Meeting of Shareholders on the website of the Company so that Shareholders can learn about these candidates before voting. Candidates for the Board of Directors must make a written commitment to the truthfulness, accuracy, and reasonableness of the disclosed personal information and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as members of the Board of Directors. The disclosed information related to candidates for the Board of Directors shall include the following minimum contents:
- a) Full name;
 - b) Date of birth;
 - c) Education level;
 - d) Professional qualifications;

- e) Employment history;
 - f) Companies where the candidate is currently holding positions as members of the board of directors and other management positions, and the related interests of the candidate in the company (if any);
 - g) Related interests in the Company and its related parties (if any);
 - h) Full name of the Shareholder or group of Shareholders nominating the candidate (if any);
 - i) Other management positions at other organizations and enterprises that are not the Company. For clarification, “other organizations and enterprises” include subsidiaries and affiliated companies of the Company; and
 - j) Other information (if any).
- 38.3. Shareholders holding ordinary Shares have the right to aggregate voting Shares to nominate candidates for the Board of Directors. Specifically, 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 may nominate a maximum of two (2) candidates; from 20% to less than 40% of the total voting Shares may nominate a maximum of three (3) candidates; from 40% to less than 50% of the total voting Shares may nominate a maximum of four (4) candidates; from 50% to less than 60% of the total voting Shares may nominate a maximum of five (05) candidates; from 60% to less than 70% of the total voting Shares may nominate a maximum of six (6) candidates; from 70% to less than 80% of the total voting Shares may nominate a maximum of seven (7) candidates; and from 80% to less than 90% of the total voting Shares may nominate a maximum of eight (8) candidates.
- 38.4. In the event that the number of candidates for the Board of Directors through nomination and candidacy as prescribed in Clause 5, Article 115 of the Enterprise Law and Clause 3 of this Article is still insufficient, the incumbent Board of Directors shall nominate additional candidates as prescribed in the Company Charter, the Internal regulation on corporate governance, and the Regulation on operation of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
- In the event that the number of candidates nominated by the incumbent Board of Directors is still insufficient, the Board of Directors shall organize for other Shareholders to nominate candidates as prescribed in the Company Charter, the Internal regulation on corporate governance, and the Regulation on operation of the Board of Directors. The organization of additional candidate nominations by other Shareholders by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
- 38.5. Members of the Board of Directors shall be dismissed in the following cases:
- a) Not meeting the eligibility requirements to be a member of the Board of Directors as prescribed by the Enterprise Law or being prohibited by law from being a member of the Board of Directors;

- b) Providing untruthful personal information when submitting it to the Company as a candidate for the Board of Directors;
 - c) No longer meeting the standards specified in Clause 1 of this Article;
 - d) Submitting a written resignation to the head office of the Company and being approved by the General Meeting of Shareholders; or
 - e) Having a mental disorder and other members of the Board of Directors having professional evidence proving that the person no longer has the capacity for civil acts.
- 38.6. Members of the Board of Directors shall be removed if they are absent from meetings of the Board of Directors for six (6) consecutive months, and during this time, the Board of Directors does not allow the absence of that member; except in cases of force majeure.
- 38.7. When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove members of the Board of Directors, in addition to the cases specified in Clause 5 and Clause 6, of this Article.
- 38.8. Members of the Board of Directors shall automatically lose their status as members of the Board of Directors in the following cases:
- a) Members of the Board of Directors are replaced, dismissed, or removed;
 - b) Members of the Board of Directors complete their term
 - c) Members of the Board of Directors pass away; or
 - d) The company ceases operations.
- 38.9. If the number of members of the Board of Directors, independent members of the Board of Directors is reduced as prescribed in Point c, Clause 4, Article 28, the Board of Directors must convene an extraordinary General Meeting of Shareholders within the time limit specified in Section ii, Point a, Clause 5, Article 28 to elect additional members of the Board of Directors.
- In the event that a member of the Board of Directors no longer qualifies as a member in accordance with Clause 8 of this Article, at the nearest General Meeting of Shareholders, the General Meeting of Shareholders shall elect a new member to replace the vacant member of the Board of Directors. The term of office of the new member of the Board of Directors shall be calculated from the effective date of appointment until the expiration date of the member of the Board of Directors specified in Clause 3, Article 36 of this Charter.
- 38.10. Members of the Board of Directors have all the rights as prescribed by the Securities Law, relevant applicable laws, the Company Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, the Regulations on internal management, and resolutions/decisions of the Board of Directors, including the right to be provided with information and documents on the financial situation and business operations of the Company and its units.
- 38.11. Members of the Board of Directors have obligations as prescribed by the Company Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, the Regulations on internal management, resolutions/decisions of the Board of Directors, and the following obligations:

- a) To perform their duties truthfully and diligently for the best interests of the Shareholders and the Company;
 - b) To fully attend meetings of the Board of Directors and provide opinions on the issues raised for discussion;
 - c) To promptly and fully report to the Board of Directors any remuneration received from the Company's subsidiaries, affiliates, and other organizations;
 - d) To report to the Board of Directors at the nearest meeting on transactions between the Company, subsidiaries, companies in which the Company holds more than 50% of the charter capital with members of the Board of Directors and their Related Parties; transactions between the Company and companies in which members of the Board of Directors are founding members or Enterprise managers in the three (03) years preceding the time of the transaction;
 - e) To disclose information when conducting transactions in the Company's shares in accordance with the provisions of law; and
 - f) To comply with, implement fully and correctly the responsibilities and powers delegated, assigned, or authorized by the Board of Directors.
- 38.12. Independent members of the Board of Directors of the Company must prepare an evaluation report on the activities of the Board of Directors.
- 38.13. Members of the Board of Directors are entitled to receive remuneration for their work as members of the Board of Directors and are entitled to receive bonuses based on the annual business results of the Company. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders.
- 38.14. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, subsidiaries, affiliated companies, and other companies where the member of the Board of Directors is an authorized representative, must be disclosed in detail in the annual report of the Company.
- 38.15. Members of the Board of Directors are entitled to reimbursement of all training, seminar, health insurance, liability insurance, travel, accommodation, and other reasonable expenses that they have incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the Board of Directors, or Committees, Sub-committees, or Boards under the Board of Directors, or the General Meeting of Shareholders.
- 38.16. Non-executive members of the Board of Directors, including the Chairman of the Board of Directors or the Vice Chairman of the Board of Directors, or members of the Board of Directors serving on the Committees, Sub-committees, or Boards under the Board of Directors, or performing other tasks that, in the opinion of the Board of Directors, are beyond the scope of the duties of a member of the Board of Directors, may receive additional remuneration in the form of a lump-sum payment per occasion, salary, commission, profit percentage, or other forms as resolved/decided by the Board of Directors.

ARTICLE 39. CHAIRMAN OF THE BOARD OF DIRECTORS AND VICE CHAIRMAN OF THE BOARD OF DIRECTORS

- 39.1. The Board of Directors shall elect the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors from among its members. The Chairman of the Board of Directors shall not concurrently hold the position of Chief Executive Officer of the Company.
- 39.2. The Chairman of the Board of Directors shall have the following rights and duties:
- a) To organize the assignment of tasks to members of the Board of Directors to perform the duties and powers of the Board of Directors;
 - b) To prepare the program and plan of activities of the Board of Directors;
 - c) To prepare the agenda, content, and documents for meetings; to convene and chair meetings of the Board of Directors;
 - d) To organize the adoption of resolutions/decisions of the Board of Directors;
 - e) To monitor the implementation of resolutions/decisions of the Board of Directors;
 - f) To sign documents under the authority of the Board of Directors;
 - g) To chair meetings of the General Meeting of Shareholders;
 - h) To ensure that the Board of Directors sends annual financial statements, reports on the Company's activities, audit reports, and inspection reports of the Board of Directors to Shareholders at the General Meeting of Shareholders;
 - i) To be authorized, decentralized, or delegated powers in accordance with resolutions/decisions of the General Meeting of Shareholders and/or Board of Directors, the Company Charter, the Regulation on operation of the Board of Directors, and the Regulations on internal management of the Company, and be responsible for such authorization, decentralization, or delegation. For clarification, the Chairman of the Board of Directors may only authorize (not decentralize or delegate) others to perform tasks that they have been authorized, decentralized, or delegated by the General Meeting of Shareholders or the Board of Directors; and
 - j) Other rights as prescribed by law, this Charter, resolutions/decisions of the General Meeting of Shareholders and the Board of Directors, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, and the Regulations on internal management.
- 39.3. The Vice Chairman of the Board of Directors shall have the same rights and obligations as the Chairman of the Board of Directors in the event that the Chairman of the Board of Directors authorizes or the Chairman of the Board of Directors is absent due to force majeure or is unable to perform their duties. In the event that there is no authorized person, or both the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors and the authorized person are temporarily unable to perform their duties for any reason, such as death, disappearance, detention, imprisonment, administrative sanctions at compulsory detoxification centers or compulsory education centers, absconding from their residence, being restricted or losing civil act capacity,

having difficulty in cognition and behavior control, or being prohibited by the court from holding positions, practicing professions, or doing certain jobs, the remaining members shall elect another person from among them to hold the position of Chairman of the Board of Directors on the principle of majority approval of the remaining members until a new decision is made by the Board of Directors.

- 39.4. In the event that both the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors all resigns or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or the date the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors is dismissed or removed.

ARTICLE 40. ASSIGNMENT OF DUTIES TO MEMBERS OF THE BOARD OF DIRECTORS

- 40.1. Members of the Board of Directors shall directly perform the duties authorized, decentralized, or delegated by the Board of Directors or assigned by the Chairman of the Board of Directors, and shall not re-authorize, re-decentralize, or re-delegate such duties to others, unless otherwise provided in the authorization, decentralization, or delegation documents, the Regulation on operation of the Board of Directors, and Regulations on internal management of the Company. Specifically, the duties of members of the Board of Directors are as follows:

- a) To research and evaluate the situation and results of operations and contribute to the development of the Company's production and business development directions in each period;
- b) To attend all meetings of the Board of Directors, to provide well-founded opinions on the issues raised for discussion, to vote on the agenda items, and to bear personal responsibility before the law, the General Meeting of Shareholders, and the Board of Directors for their actions;
- c) To promptly and fully report to the Board of Directors on remuneration received from the Company's subsidiaries, affiliated companies, and other organizations where they are representatives of shares/contributed capital of the Company;
- d) To report to the State Securities Commission, the Stock Exchange, and disclose information when trading in the Shares of the Company as prescribed by law;
- e) To exercise their powers and duties honestly, diligently, and in the best interests of the Shareholders and the Company;
- f) To implement the Company Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, resolutions/decisions of the General Meeting of Shareholders, and resolutions/decisions of the Board of Directors related to each member as assigned, authorized, decentralized, or delegated by the Board of Directors and/or the Chairman of the Board of Directors; and

- g) To report to the Board of Directors at the most recent meeting on transactions between the Company, subsidiaries, companies where the Company holds more than 50% of the charter capital, and members of the Board of Directors and their Related persons; transactions between the Company and companies in which members of the Board of Directors are founding members or Enterprise managers within the three (03) years prior to the transaction.
- 40.2. In addition to the duties specified in this Charter, independent members of the Board of Directors shall perform additional duties as assigned by the Board of Directors, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, and the Regulations on internal management.
- 40.3. The Board of Directors shall elect one (01) of the independent members of the Board of Directors as the Lead independent member of the Board of Directors.
The Lead independent member of the Board of Directors shall have the following rights and obligations:
 - a) To coordinate the activities of the independent members of the Board of Directors;
 - b) To report on the activities of the Board of Directors at the Annual General Meeting of Shareholders; and
 - c) Other rights and obligations as resolved/decided by the Board of Directors, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, and the Regulations on internal management.
- 40.4. The Lead independent member of the Board of Directors shall be replaced, dismissed, or removed as decided by the Board of Directors on the principle of majority approval of the voting members of the Board of Directors present at the meeting.

ARTICLE 41. COMMITTEES, SUB-COMMITTEES AND BOARDS UNDER THE BOARD OF DIRECTORS

- 41.1. The Board of Directors has the right to establish Committees, Sub-committees, and/or Boards to assist the Board of Directors in the management of the Company and the group of companies where the Company is the parent company, in accordance with the law, the Company Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, and the Regulations on internal management.
- 41.2. The number of members of Committees, Sub-committees, and Boards shall be decided by the Board of Directors, but shall have at least two (02) persons, including members of the Board of Directors and may include other persons who are not members of the Board of Directors, as resolved/decided by the Board of Directors. Members of the Board of Directors must be appointed as Heads of Committees, Sub-committees, and Boards as resolved/decided by the Board of Directors.
- 41.3. The organizational structure, term, criteria and conditions of members, meeting and voting methods, remuneration, evaluation, duties, obligations, and powers,

and other matters related to the operation of Committees, Sub-committees, and Boards, and members of Committees, Sub-committees, and Boards shall be specifically prescribed by the Board of Directors in the organization and operation regulations of Committees, Sub-committees, and Boards, the Regulations on internal management, and/or resolutions/decisions of the Board of Directors. The activities of Committees, Sub-committees, and Boards must comply with the regulations of the Board of Directors. Resolutions of Committees, Sub-committees, and Boards shall only be valid when a majority of members attend and vote to approve at the relevant meeting of the Committees, Sub-committees, and Boards.

- 41.4. The implementation of decisions of Committees, Sub-committees, and Boards under the Board of Directors must comply with the applicable law and the provisions of the Company Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, the Regulation on organization and operation of Committees, Sub-committees, and Boards, the Regulations on internal management, and resolutions/decisions of the Board of Directors.
- 41.5. The Board of Directors may authorize, decentralize, or delegate powers to Committees, Sub-committees, and/or Boards, or members of Committees, Sub-committees, and/or Boards to perform certain matters within the powers and responsibilities of the Board of Directors as prescribed in resolutions/decisions of the General Meeting of Shareholders, the Company Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, the organization and operation regulations of Committees, Sub-committees, and Boards, and the Regulations on internal management of the , except for the authorization, delegation, or assignment of powers to Committees, Sub-committees, and/or Boards to make decisions on behalf of the Board of Directors.
- 41.6. Committees, Sub-committees, Boards, and members of Committees, Sub-committees, and Boards shall be responsible for complying with and fully implementing their responsibilities and obligations as prescribed in the Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, the organization and operation regulations of Committees, Sub-committees, and Boards, the Regulations on internal management, resolutions/decisions of the Board of Directors, and the authorization, delegation, or assignment of powers by the Board of Directors.
- 41.7. In addition to Committees, Sub-committees, and Boards, the Board of Directors has the right to establish other offices, agencies, or departments to assist the Board of Directors, Committees, Sub-committees, and Boards, and the Chairman of the Board of Directors. The organizational structure, duties, obligations, and powers, the number and criteria of members of other assisting offices, agencies, or departments, operating procedures, operating budget, and other related matters shall be decided by the Board of Directors and specifically prescribed in the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, resolutions/decisions of the Board of Directors, and the Regulations on internal management of the Company.

- 41.8. The General Meeting of Shareholders shall decide or authorize, decentralize, or delegate powers to the Board of Directors to decide the annual operating budget of Committees, Sub-committees, Boards, and other assisting offices, agencies, or departments.
- 41.9. Annually, the Committee, Sub-Committee, and Board shall evaluate their activities and report to the Board of Directors, and at the same time explain any unclear contents in the report.

ARTICLE 42. MEETINGS OF THE BOARD OF DIRECTORS

- 42.1. 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 shall be convened by the incumbent Chairman of the Board of Directors or Vice Chairman of the Board of Directors. In the event that both the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors complete their terms, the members of the Board of Directors elect one among them by majority vote to convene the meeting of the Board of Directors.
- 42.2. The Board of Directors convenes meetings at least once every quarter (01) and may hold extraordinary meetings in accordance with the procedures specified in the Company Charter, the Internal regulation on corporate governance, and the Regulation on operation of the Board of Directors.
- 42.3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors when one of the following persons makes a written request stating the purpose of the meeting, the issues to be discussed, and the decisions within the authority of the Board of Directors:
- a) The Chief Executive Officer or at least five (05) other Enterprise managers;
 - b) At least two (02) members of the Board of Directors;
 - c) The Audit committee or an independent member of the Board of Directors; or
 - d) Other cases as specified in the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, and the Regulations on internal management of the Company.
- 42.4. The meetings of the Board of Directors mentioned in Clause 3 of this Article must be convened within seven (07) working days after the request for the meeting. If the Chairman of the Board of Directors refuses to convene a meeting as requested, the Chairman of the Board of Directors shall be liable for any damages caused to the Company; the persons requesting the meeting mentioned in Clause 3 of this Article may convene a meeting of the Board of Directors themselves.
- 42.5. In the event of a request from an independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's operations.
- 42.6. Meeting notices of the Board of Directors must be sent to the members of the Board of Directors at least three (03) days prior to the meeting date. The

meeting notice must provide full information on the agenda, time, and location of the meeting, along with voting ballots and necessary documents on the issues to be discussed and voted on at the meeting. Meeting invitations shall be sent by invitation letter, telephone, fax, electronic means, or other methods, but must ensure delivery to the address of each member of the Board of Directors registered with the Company.

- 42.7. Meetings of the Board of Directors may only be held if at least three-quarters (3/4) of the members of the Board of Directors are present or represented by authorized representatives. If the required number of members is not present, the meeting must be reconvened within seven (07) days from the scheduled date of the first meeting. The reconvened meeting may be held if more than one-half (1/2) of the members of the Board of Directors are present.
- 42.8. The Chief Executive Officer, other Enterprise managers, and third-party experts may attend meetings of the Board of Directors at the invitation of the Board of Directors but are not entitled to vote unless they themselves have the right to vote as members of the Board of Directors.
- 42.9. Voting at meetings of the Board of Directors:
- a) Except as provided in Point b, Clause 9 of this Article, each member of the Board of Directors or authorized person present in person at the meeting of the Board of Directors shall have one vote.
 - b) Members of the Board of Directors shall not vote on contracts, transactions, or proposals in which they or their Related persons have an interest, and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted towards the minimum number of representatives required to hold a meeting of the Board of Directors on decisions in which they do not have the right to vote.
 - c) As provided in Point d, Clause 9 of this Article, members with related interests shall not vote, unless the nature or scope of the related member's interest has not been adequately disclosed.
 - d) Members of the Board of Directors who benefit from a contract specified in Clause 1, Article 58 of this Charter shall be deemed to have a significant interest in that contract.
 - e) Members of the Board of Directors who directly or indirectly benefit from a contract or transaction that has been signed or is expected to be signed with the Company and are aware of their interest therein must disclose the nature and content of that interest at the meeting where the Board of Directors first considers the signing of such contract or transaction; or they may disclose it at the first meeting of the Board of Directors held after they become aware that they have or will have an interest in the relevant contract or transaction.
 - f) The Board of Directors shall approve resolutions and make decisions by adhering to the approving votes of a majority of the members of the Board of Directors with voting rights present and voting at the meeting. If the number of approving and opposing votes is equal, the vote of the Chairman of the Board of Directors or the person authorized by the

Chairman of the Board of Directors shall be the deciding vote. If the Chairman of the Board of Directors does not have the right to vote and the votes are equally divided, the matter shall not be approved.

- g) Absent members of the Board of Directors may vote on decisions of the Board of Directors by written ballot. This written ballot must be sent to the Chairman of the Board of Directors. Ballots shall be opened in the presence of all attendees. Ballots must be sent to the Chairman of the Board of Directors no later than one (01) hour before the commencement of the meeting.
- h) Members of the Board of Directors may only authorize other members of the Board of Directors to attend and vote at the meeting. If a member of the Board of Directors authorizes a person who is not a member of the Board of Directors to attend and vote at the meeting of the Board of Directors, it must be approved by all members of the Board of Directors present or there must be no objections.
- i) The Board of Directors has the right to decide to invite others to attend meetings of the Board of Directors. Invitees to meetings of the Board of Directors have the right to discuss and express opinions but are not entitled to vote.

42.10. Meetings of the Board of Directors may be held in the form of direct meetings, online meetings, or a combination of direct and online meetings between members of the Board of Directors when all or some members of the Board of Directors are at different locations, provided that each member of the Board of Directors attending the meeting is able to:

- a) Hear all other members of the Board of Directors speaking during the meeting; and
- b) Any member may speak to all other member of the Board of Directors simultaneously if desired.

42.11. Communication between members of the Board of Directors may be conducted directly by telephone or other means of communication, including the use of such means at the time of adoption of this Charter or thereafter, or a combination of all such methods. For the purposes of this Charter, a member of the Board of Directors participating in such a meeting shall be deemed to be "present" at that meeting. The location of a meeting held under this provision shall be the location where the largest group of members of the Board of Directors is assembled, or if there is no such group, the location where the Chairman of the meeting is present.

42.12. Resolutions/decisions adopted at a meeting held by telephone or other means that are properly convened and conducted shall be effective upon the conclusion of the meeting but must be confirmed by signatures in the minutes of the meeting by all members of the Board of Directors attending the meeting.

42.13. Resolutions/decisions in the form of written opinions shall be adopted based on the approval of a majority of the voting members of the Board of Directors. These resolutions/decisions shall have the same effect and validity as resolutions/decisions adopted by the members of the Board of Directors at a duly convened and conducted meeting. The procedure for obtaining written

opinions is specified in Article 43 of this Charter and the Regulation on operation of the Board of Directors.

42.14. The minutes of meetings of the Board of Directors must contain all the contents specified in Clause 1, Article 158 of the Enterprise Law. The Chairman of the Board of Directors is responsible for sending the minutes of the meeting of the Board of Directors to the members, and these minutes shall be considered as authentic evidence of the work performed at those meetings. If required by a competent authority, the minutes of the meeting of the Board of Directors must be signed by all members of the Board of Directors attending the meeting or the minutes must be prepared in multiple copies and each copy must be signed by at least one (01) member of the Board of Directors attending the meeting.

In the event that (i) the chairman or the secretary, or (ii) both the chairman and the secretary refuse to sign the minutes of the meeting, the provisions of Clause 2, Article 158 of the Enterprise Law shall apply. The content approved by the majority of members present at the meeting in the minutes of the meeting of the Board of Directors must be made into a resolution/decision. The minutes of the meeting of the Board of Directors must be kept in accordance with the law and the Company Charter.

Minutes prepared in Vietnamese and in a foreign language shall have the same legal effect. In the event of a discrepancy in content between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

42.15. In addition to the meetings specified in this Article, the Board of Directors has the right to organize professional meetings or discussions on certain issues of the Company that do not require convening, organizing, and recording minutes as specified in this Charter. These meetings or discussions shall not be considered official meetings of the Board of Directors for the issuance of resolutions/decisions or voting on any issues. For clarification, meetings in this clause include meetings between members of the Board of Directors, regular meetings between the Board of Directors and Committees, Sub-committees, Boards, or members of the Executive Board, and between Committees, Sub-committees, or Boards and members of the Executive Board in accordance with the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, and the Regulations on internal management of the Company.

ARTICLE 43. COLLECTION OF WRITTEN OPINIONS FROM MEMBERS OF THE BOARD OF DIRECTORS

43.1. The Board of Directors has the right to adopt resolutions and decisions by means of collection of written opinions as specified in Clause 3, Article 153 of the Enterprise Law when deemed necessary, except for the following matters:

- a) Decisions on the Company's medium-term development strategy and plan, and annual business plan;
- b) Decisions on the repurchase of less than 10% of the total sold Shares of each type;

- c) Decisions on the offering price of bonds, shares, and convertible securities in cases where authorized by the General Meeting of Shareholders;
- d) Decisions on the organizational structure;
- e) Approval of recommendations regarding the reorganization or dissolution of the Company; requests for the Company's bankruptcy;
- f) Election, removal, dismissal of the Chairman of the Board of Directors; appointment, removal, execution of contracts with the Chief Executive Officer and other key managers as specified in the Company Charter;
- g) Evaluation of the performance of the Board of Directors, its specialized committees, and its members;
- h) Decisions on investment projects or the purchase or sale of assets within its authority, valued at 10% or more of the total asset value recorded in the Company's latest audited financial statements;
- i) Approval of investments not included in the Company's business plan and budget that exceed 5% of the value of the annual business plan and budget, or investments included in the business plan that exceed 10% of the value of the annual business plan and budget;
- j) Valuation of non-monetary assets contributed to the Company related to the issuance of shares or bonds by the Company, including gold, land use rights, intellectual property rights, technology, and technological know-how;
- k) Establishment, dissolution, merger of the Company's subsidiaries and affiliated companies; and
- l) Other matters as decided by the Board of Directors.

43.2. The procedure for the collection of written opinions from members of the Board of Directors to adopt resolutions of the Board of Directors shall be as follows:

- a) The Chairman of the Board of Directors shall send the written opinion ballots, draft resolutions of the Board of Directors, and related documents to members of the Board of Directors by electronic means, email, express mail, or other appropriate methods as decided by the Chairman of the Board of Directors to the contact address of each member of the Board of Directors registered with the Company as specified in the Regulation on operation of the Board of Directors.

The written opinion ballot must include the following mandatory contents: (i) the Company's name, head office address, and enterprise identification number; (ii) the full name, contact address, nationality, and legal identification number of the member of the Board of Directors; (iii) the issues for which opinions are sought; (iv) the opinions of the member of the Board of Directors on each issue for which opinions are sought; (v) voting options, including approval, disapproval, and no opinion; (vi) the deadline for returning the answered opinion ballot to the Company; and (vii) the full name and signature of the Chairman of the Board of Directors.

- b) The period for Members of the Board of Directors to review and return the written ballot form shall depend on the matter upon which opinions are sought, but shall in no case be less than three (3) working days and shall not exceed fifteen (15) working days from the date of receipt of the written ballot form, except in necessary cases decided by the Chairman of the Board of Directors.
- c) Members of the Board of Directors must return the completed written ballot form within the deadline specified in the written ballot form, by electronic means, email, express courier, or other appropriate methods as decided by the Chairperson of the Board of Directors, in accordance with the following provisions:
 - i) In the case of sending by express delivery, the completed opinion ballot must be signed by the Board of Directors member. The opinion ballot sent to the Company must be contained in a sealed envelope and no one is entitled to open it before the vote count.
 - ii) In the case of sending by email or through electronic means, the opinion ballot sent to the Company must be kept confidential until the time of the vote count.
 - iii) For the purposes of this clause, a "valid ballot" means a ballot form conforming to the Company's template, on which the vote of the Member of the Board of Directors regarding the matter being voted on has been marked, returned to the Company within the deadline specified in the written ballot form, and has not been opened or disclosed; and an "invalid ballot" means a ballot form not conforming to the Company's template, on which the vote of the Member of the Board of Directors regarding the matter being voted on has not been marked, returned to the Company after the deadline specified in the content of the written ballot form, or has been opened or disclosed.
 - iv) Opinion ballots not sent are considered votes of abstention.
 - v) Members of the Board of Directors are not allowed to change or amend voting ballots that have been sent to and received by the relevant department of the Company.
- d) The Chairman of the Board of Directors organizes the vote count and prepares the vote counting minutes with the assistance of the Company's Secretary to verify the voting results of the members of the Board of Directors and prepare the Vote counting minutes.
- e) The Vote counting minutes must include the following information: (i) the company's name, head office address, enterprise registration number; (ii) the issues to be voted on; (iii) the total number of Board of Directors members participating in the vote, distinguishing between valid voting ballots and invalid voting ballots; (iv) the total number of votes for 'approve', 'disapprove', and 'abstain' for each matter; (v) the matters that have been passed; and (vi) the full names and signatures of the Chairman of the Board of Directors, the vote counter, and the vote count supervisor (if any).

- f) The Chairman of the Board of Directors compiles and prepares a record of Board of Directors members' opinions with the assistance of the Company Secretary (if any).
- g) The Chairman of the Board of Directors, the vote counter, and the vote count supervisor (if any) shall be jointly and severally liable for the accuracy and integrity of the vote counting minutes; and for damages arising from decisions passed due to inaccurate or dishonest vote count.

The Chairman of the Board of Directors may personally perform or delegate the Company Secretary, the Office of the Board of Directors, or another entity to perform one or more of the tasks specified in this Clause.

- 43.3. A resolution of the Board of Directors shall be passed upon receiving the affirmative votes of a majority of the Members of the Board of Directors entitled to vote on the matter for which opinions are sought and who have submitted valid ballots to the Company. If the votes are equally divided, the resolution shall be passed according to the opinion of the side with the Chairman of the Board of Directors.
- 43.4. The vote counting minutes, the record of opinions of members of the Board of Directors, and the resolution of the Board of Directors must be sent to all Board of Directors within (3) working days from the date of completion of the vote count and must be archived at the head office of the Company.
- 43.5. A resolution of the Board of Directors shall be disclosed in accordance with the law.
- 43.6. A resolution by the Board of Directors passed by means of a written opinion has the same validity and effect as a resolution passed by Board of Directors members at a duly convened and held meeting.
- 43.7. Only the Chairman of the Board of Directors has the right to collect written opinions from members of the Board of Directors to pass a resolution of the Board of Directors.
- 43.8. The Board of Directors shall stipulate detailed procedures for the collection of written opinions from members of Board of Directors in accordance with the provisions of this Article.

ARTICLE 44. RIGHT TO INFORMATION PROVISION OF MEMBERS OF THE BOARD OF DIRECTORS

- 44.1. Members of the Board of Directors have the right to request the Chief Executive Officer and other Enterprise managers of the Company to provide information and documents on the financial situation and business operations of the Company and its units.
- 44.2. The requested person(s) must provide the information and documents requested by the members of the Board of Directors in a timely, complete, and accurate manner.
- 44.3. Members of the Board of Directors are responsible for maintaining the confidentiality of the information provided.

ARTICLE 45. COMPOSITION OF THE AUDIT COMMITTEE

- 45.1. The Audit committee is a specialized body under the Board of Directors.

- 45.2. The Audit committee shall have two (02) or more members. The Chairman of the Audit committee must be an independent member of the Board of Directors. Other members of the Audit committee must be non-executive members of the Board of Directors.
- 45.3. Members of the Audit committee must have knowledge of accounting and auditing, a general understanding of the law and the operations of the Company, and must not fall under the following cases:
- a) Working in the accounting or finance department of the Company; and
 - b) Being a member or employee of the approved audit firm that conducted the audit of the Company's financial statements within the preceding three (03) consecutive years.
- 45.4. The Chairman of the Audit committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration, unless the Company Charter specifies higher standards.
- 45.5. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

ARTICLE 46. RIGHTS AND OBLIGATIONS OF THE AUDIT COMMITTEE

The Audit committee shall have the rights and obligations specified in Article 161 of the Enterprise Law, Article 17 of the Internal regulation on corporate governance, and the following rights and obligations:

- 46.1. To have the right to access documents related to the operations of the Company, to exchange information with other members of the Board of Directors, the Chief Executive Officer, the Chief Accountant, and other Enterprise managers to collect information for the Audit committee's activities;
- 46.2. To have the right to request representatives of approved independent auditing organizations to attend and answer questions related to audited financial statements at meetings of the Audit committee;
- 46.3. To employ legal, accounting, or other external consulting services when necessary;
- 46.4. To develop and submit to the Board of Directors risk detection and management policies; and to propose to the Board of Directors solutions for handling risks arising in the operations of the Company;
- 46.5. To prepare written reports to the Board of Directors when detecting members of the Board of Directors, the Chief Executive Officer, and other Enterprise managers who fail to fully perform their responsibilities as prescribed in the Enterprise Law, the Company Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, or the Regulations on internal management of the Company; and
- 46.6. To draft the Regulation on the operation of the Audit committee and submit them to the Board of Directors for approval.
- 46.7. Other rights and obligations as decided/resolved by the General Meeting of Shareholders or the Board of Directors, and the Regulations on internal management of the Company.

ARTICLE 47. MEETINGS OF THE AUDIT COMMITTEE

- 47.1. The Audit committee must meet at least twice (02) a year. Meeting minutes shall be prepared in detail and clearly, and must be fully retained. The secretary and members of the Audit Committee attending the meeting must sign the minutes.
- 47.2. The Audit committee shall adopt decisions by voting at meetings, obtaining written opinions, or other forms specified in the Audit committee's operating regulations. Each member of the Audit committee shall have one vote. Unless the Audit committee's operating regulations specify a higher ratio, decisions of the Audit committee shall be adopted if approved by a majority of the attending members; in the event of a tie vote, the final decision shall be made by the side with the opinion of the Chairman of the Audit committee.

ARTICLE 48. REPORT ON ACTIVITIES OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS IN THE AUDIT COMMITTEE

- 48.1. Independent members of the Board of Directors in the Audit committee are responsible for reporting on their activities at the Annual General Meeting of Shareholders.
- 48.2. 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 ensure the following contents:
 - a) Remuneration, operating expenses, and other benefits of the Audit committee and each member of the Audit committee as prescribed in the Enterprise Law and the Company Charter;
 - b) Summary of the meetings of the Audit committee and the conclusions and recommendations of the Audit committee;
 - c) Results of monitoring the financial statements, operating situation, and financial situation of the Company;
 - d) Evaluation report on transactions between the Company, subsidiaries, companies where the Company holds more than 50% of the charter capital, and members of the Board of Directors, the Chief Executive Officer, other enterprise managers of the Company, and their Related persons; transactions between the Company and companies in which members of the Board of Directors, the Chief Executive Officer, or other Enterprise managers of the Company are founding members or Enterprise managers within the three (03) years prior to the transaction;
 - e) Results of the evaluation of the Company's internal control and risk management system;
 - f) Results of monitoring the Board of Directors, the Chief Executive Officer, and other enterprise managers; and
 - g) Results of evaluating the coordination of activities between the Audit Committee and the Board of Directors, the Chief Executive Officer, and the Shareholders.

ARTICLE 49. CHIEF EXECUTIVE OFFICER

- 49.1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person as the Chief Executive Officer . The Chief Executive

Officer shall be appointed and dismissed by the Board of Directors and shall be delegated the necessary powers to perform the duties of the Chief Executive Officer.

- 49.2. The Chief Executive Officer is not required to be a Shareholder of the Company and must be a person who:
- a) Has full civil act capacity, not falling under the category of persons prohibited from establishing and managing enterprises as prescribed in the Enterprise Law;
 - b) Has professional qualifications and experience in the Company's business management, and has legal knowledge;
 - c) Does not concurrently serve as a member of the board of directors, chief executive officer, or enterprise manager for other enterprises operating in the jewelry, watch, and eyewear manufacturing and trading industry;
 - d) Does not own more than 10% of the charter capital of other enterprises operating in the jewelry, watch, and eyewear manufacturing and trading industry, unless approved by the Board of Directors;
 - e) Related persons do not jointly or individually own contributed capital or shares exceeding 35% of the charter capital of other enterprises operating in the jewelry, watch, and eyewear manufacturing and trading industry, unless approved by the Board of Directors;
 - f) Meets the criteria of members of the Board of Directors specified in this Charter and the Internal regulation on corporate governance in the case of being a member of the Board of Directors;
 - g) Is not a family member of an Enterprise manager of the Company; a representative of state capital or a representative of enterprise capital in the Company; and
 - h) Meets other criteria and conditions as specified in the Regulations on internal management of the Company and resolutions/decisions of the Board of Directors.
- 49.3. The term of the Chief Executive Officer shall not exceed five (05) years and may be reappointed for an unlimited number of terms.
- 49.4. The Chief Executive Officer is the legal representative of the Company, responsible for organizing and managing the Company's daily business operations in accordance with the law, this Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, the Regulations on internal management of the Company, contracts signed with the Company, and resolutions and decisions of the Board of Directors; responsible to the Board of Directors and the law for the performance of assigned duties and powers and must report to these agencies when requested.
- 49.5. The Chief Executive Officer shall be liable to the Board of Directors, the General Meeting of Shareholders, and before the law for any violations and must compensate the Company for any damages caused thereby.
- 49.6. The salary, bonuses, and other benefits of the Chief Executive Officer and other enterprise managers shall be decided by the Board of Directors and included in the Company's business expenses in accordance with the law on corporate income tax. Information on the salary, bonuses, and other benefits of the Chief

Executive Officer and other enterprise managers must be presented as a separate item in the Company's annual financial statements and must be reported at the Annual General Meeting of Shareholders.

ARTICLE 50. RIGHTS AND RESPONSIBILITIES OF CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall have the following rights and responsibilities:

- 50.1. To implement the resolutions/decisions of the Board of Directors and the General Meeting of Shareholders, the business plan, and the investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;
- 50.2. To decide on all matters regarding to organizing and managing the daily operations of the Company that do not require resolutions/decisions of the Board of Directors, including signing financial and commercial contracts on behalf of the Company;
- 50.3. To develop and submit to the Board of Directors for approval the organizational structure plan, the establishment and dissolution of dependent units, and the Regulations on internal management of the Company within the authority of the Board of Directors.
- 50.4. To develop, approve, and issue regulations on the Chief Executive Officer's authorization, delegation, or assignment of powers to subordinates, and other regulations and procedures not within the decision-making authority of the Board of Directors;
- 50.5. To propose the composition, including the number and titles of other Enterprise managers, for approval by the Board of Directors.
- 50.6. To decide on matters related to the Company's subsidiaries, branches, and representative offices, except for matters under the authority of the General Meeting of Shareholders and the Board of Directors;
- 50.7. To recruit, appoint, arrange, use, discipline, dismiss, remove, terminate labor contracts, and decide on salaries, bonuses, and welfare regimes for the Company's employees not within the appointment or dismissal authority of the Board of Directors, in accordance with labor laws;
- 50.8. To submit to the Board of Directors for approval a detailed business plan for the next fiscal year based on the requirements of the budget and the five (05) year development plan;
- 50.9. To prepare long-term, annual, quarterly, and monthly financial projections of the Company for long-term, annual, quarterly, and monthly management of the Company in accordance with the detailed business plan. The annual financial projection, including the balance sheet, the statement of income, and the statement of cash flows, must include the information specified in the Regulations on internal management of the Company and must be approved by the Board of Directors;
- 50.10. To organize the implementation of the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;
- 50.11. To sign contracts within the limits permitted by the Board of Directors, labor contracts, and other contracts in accordance with the law; sign reports,

- documents, and other documents of the Company within their authority; decide on the purchase price, selling price of products and services, communication, advertising, and marketing measures, and measures to encourage the expansion of production and business;
- 50.12. To organize reports to the Board of Directors on the Company's production and business activities and financial situation;
- 50.13. To decide on investments in the purchase of assets and equipment with a value not exceeding 10% of the Charter capital in accordance with the production and business plan and investment plan approved by the Board of Directors;
- 50.14. To refuse to implement decisions of the Chairman, Vice Chairman of the Board of Directors, members of the Board of Directors, Committees, Sub-committees, and Boards if deemed contrary to law, contrary to the Company Charter, contrary to the resolutions/decisions of the General Meeting of Shareholders, or contrary to the interests of the Company, and be responsible for immediately notifying the Board of Directors through the Audit committee;
- 50.15. To decide on measures to handle matters in emergency cases such as natural disasters, enemy attacks, fires, accidents, and other urgent situations, which, if not implemented immediately, may cause damage to the interests of the Company, but must immediately notify the Chairman of the Board of Directors thereafter;
- 50.16. To propose measures to improve the Company's business and management operations;
- 50.17. To comply with and fully implement the responsibilities and powers authorized, decentralized, or delegated by the General Meeting of Shareholders and the Board of Directors;
- 50.18. To decide on certain matters related to subsidiaries, organizations in which the Company holds shares/contributed capital, and authorized representatives of the Company in other organizations in accordance with resolutions/decisions of the Board of Directors, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, and the Regulations on internal management;
- 50.19. To supervise the activities of authorized representatives of the Company in other organizations in accordance with resolutions/decisions of the Board of Directors; and
- 50.20. Other rights and responsibilities as prescribed by law, this Charter, resolutions/decisions of the General Meeting of Shareholders and the Board of Directors, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, and the Regulations on internal management.

ARTICLE 51. DISMISSAL OF THE CHIEF EXECUTIVE OFFICER

- 51.1. The Board of Directors may dismiss the Chief Executive Officer when a majority of the voting members of the Board of Directors present at the meeting agree. In this case, the vote of the Chief Executive Officer shall not be counted if the Chief Executive Officer is also a member of the Board of Directors.

- 51.2. In the event that the Chief Executive Officer is dismissed, the Board of Directors must temporarily appoint a person to assume the duties of the Chief Executive Officer, and within a maximum period of sixty (60) days, the Board of Directors must carry out the procedures specified in this Charter and the Internal regulation on corporate governance to appoint a new Chief Executive Officer to replace the dismissed one.
- 51.3. The Chief Executive Officer who wishes to resign must submit a letter of resignation to the Board of Directors. Within one hundred and twenty (120) days from the date of receipt of the letter, the Board of Directors shall consider and decide thereon.

ARTICLE 52. AUTHORIZATION, DECENTRALIZATION, OR DELEGATION OF POWERS BY THE GENERAL DIRECTOR

- 52.1. The Chief Executive Officer may authorize, decentralize, or delegate powers to other enterprise managers or other persons in the Company to handle certain tasks of the Company on their behalf and be legally responsible for their authorization, decentralization, or delegation of powers in accordance with the regulations on the Chief Executive Officer's authorization, decentralization, or delegation of powers to subordinates.
- 52.2. The person authorized, decentralized, or delegated powers by the Chief Executive Officer shall be responsible to the Chief Executive Officer, the Company, and before the law for the tasks performed in accordance with the regulations on the Chief Executive Officer's authorization, decentralization, or delegation of powers to subordinates. Regarding the tasks, responsibilities, or powers authorized, decentralized, or delegated, the Chief Executive Officer shall not be liable for any liabilities arising from and/or related to the authorized, decentralized, or delegated person, including but not limited to: (i) violation or non-compliance with the provisions of law, the Charter, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, the Regulations on internal management, and the authorization, delegation, or assignment documents, and (ii) performance of tasks beyond the scope of authorization, decentralization, or delegation.
- 52.3. Any authorization, decentralization, or delegation of powers related to the Company's seal must be in writing and for a term no longer than the term of the Chief Executive Officer.

ARTICLE 53. EXECUTIVE BOARD

- 53.1. Members of the Executive Board are responsible for supporting and assisting the Chief Executive Officer, assisting in the daily business operations of the Company, managing the investments of the Company in other companies, and performing other tasks within the authority of the Chief Executive Officer as authorized, decentralized, or delegated by the Chief Executive Officer.
- 53.2. Members of the Executive Board are responsible to the Chief Executive Officer for the performance of their assigned tasks.
- 53.3. The number, titles, and terms of Members of the Executive Board shall be proposed by the Chief Executive Officer and approved by the Board of Directors.

- 53.4. The Chief Executive Officer decides on the criteria and conditions of Members of the Executive Board based on the orientations and policies of the Board of Directors on the criteria and conditions of the members of the Executive Board.
- 53.5. The Board of Directors decides on the total operating budget, total salary, bonuses, and other benefits (if any) of the members of the Executive Board. The Chief Executive Officer decides on the salary, bonuses, and other benefits (if any) of the members of the Executive Board based on the total operating budget, total salary, bonuses, and other benefits (if any) approved by the Board of Directors, and in accordance with the Company's salary framework and regulations.
- 53.6. The supervision of activities and the evaluation of the performance of the members of the Executive Board shall be conducted in accordance with the Regulations on operation of the Executive Board.
- 53.7. Members of the Executive Board are responsible for complying with and implementing the rights and obligations specified in the Internal regulation on corporate governance, the Regulations on operation of the Executive Board, and the Regulations on internal management of the Company.

ARTICLE 54. PERSON IN CHARGE OF CORPORATE GOVERNANCE

- 54.1. The Board of Directors of the Company shall appoint at least one (01) person in charge of corporate governance to assist in the governance of the Company. The Board of Directors shall decide whether the person in charge of corporate governance may also serve as the company secretary in accordance with Clause 5, Article 156 of the Enterprise Law and Article 55 of this Charter. The term of the person in charge of corporate governance shall be decided by the Board of Directors, not exceeding five (05) years.
- 54.2. The person in charge of corporate governance must meet the following standards:
- a) Having full civil act capacity and not being a person prohibited from establishing and managing enterprises as prescribed by the Enterprise Law;
 - b) Having knowledge of the law;
 - c) Not concurrently working for an approved auditing organization that is auditing the financial statements of the Company; and
 - d) Other criteria as specified in the Regulations on internal management of the Company.
- 54.3. The person in charge of corporate governance shall have the following rights and obligations:
- a) To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and Shareholders;
 - b) To prepare meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors;
 - c) To advise on meeting procedures;
 - d) To advise on procedures for drafting resolutions/decisions of the Board of Directors in accordance the provisions of the law;

- e) To provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors;
- f) To supervise and report to the Board of Directors on the Company's information disclosure activities;
- g) To maintain confidentiality of information in accordance with the provisions of the law, this Charter, and the Internal regulation on corporate governance;
- h) To attend meetings;
- i) To serve as the contact point for stakeholders; and
- j) Other rights and obligations as prescribed by law, this Charter, the Internal regulation on corporate governance, and resolutions/decisions of the Board of Directors.

54.4. The Board of Directors has the right to establish a corporate governance department to support the Board of Directors in the Company's governance and perform other tasks assigned by the Board of Directors.

ARTICLE 55. COMPANY SECRETARY

55.1. When deemed necessary, the Board of Directors shall decide to appoint a company secretary. The company secretary shall have the following rights and obligations:

- a) To support administrative procedures in convening the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;
- b) To assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) To assist the Board of Directors in applying and implementing corporate governance principles;
- d) To assist the Company in building shareholder relations and protecting the legitimate rights and interests of Shareholders; compliance with information provision, disclosure and administrative procedures;
- e) Other rights and obligations as prescribed by law, this Charter, the Internal regulation on corporate governance, and resolutions/decisions of the Board of Directors.

55.2. The company secretary may concurrently serve as the corporate governance officer as specified in Clause 1, Article 54 of this Charter. In the event that the company secretary also serves as the person in charge of corporate governance, the company secretary must comply with and perform the additional rights and obligations of the person in charge of corporate governance.

ARTICLE 56. DILIGENCE RESPONSIBILITY OF ENTERPRISE MANAGERS

56.1. Members of the Board of Directors, Chief Executive Officer and other Enterprise managers have the following responsibilities:

- a) To comply with, properly and fully perform the authorized, decentralized or delegated rights and obligations according to the provisions of the Enterprise Law, other relevant legal provisions, the Charter of the Company, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, the Regulations on

- internal management, the resolutions/decisions of the General Meeting of Shareholders and/or the Board of Directors;
- b) To exercise assigned rights and obligations honestly, prudently and in the best manner to ensure the maximum legitimate interests of the Company;
 - c) To be loyal to the interests of the Company and Shareholders; not to abuse position, title and use information, know-how, business opportunities, other assets of the Company for personal interests or to serve the interests of other organizations or individuals;
 - d) To timely, fully and accurately notify the Company of the contents specified in Clause 2, Article 164, Enterprise Law; and
 - e) Other responsibilities as prescribed by the Enterprise Law and the Company Charter.
- 56.2. Members of the Board of Directors, Chief Executive Officers and other Enterprise managers who violate the provisions of Clause 1 of this Article shall be personally or jointly responsible for compensating for lost benefits, returning received benefits and fully compensating for damages to the Company and third parties.
- 56.3. Enterprise managers are responsible for disclosing information when trading the Shares of the Company in accordance with the provisions of the Securities Law.

ARTICLE 57. RESPONSIBILITY OF HONESTY AND AVOIDANCE OF CONFLICTS OF INTERESTS OF ENTERPRISE MANAGERS

- 57.1. The Company must compile and update a list of Related persons of the Company as specified in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law, and their corresponding transactions with the Company.
- 57.2. Members of the Board of Directors, members of the Audit committee, the Chief Executive Officer and other Enterprise managers of the Company must declare their related interests with the Company, including:
- a) Name, enterprise registration number, head office address, business lines of the enterprise in which they own contributed capital or shares; rate and time of ownership of such contributed capital or shares; and
 - b) Name, enterprise registration number, head office address, business lines of the enterprise in which their Related persons jointly or individually own contributed capital or shares exceeding 10% of the charter capital.
- 57.3. The declaration specified in Clause 2 of this Article must be made within seven (07) working days from the date the related interest arises; amendments and supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.
- 57.4. The retention, disclosure, inspection, extraction, and copying of the list of Related persons and related interests declared as stipulated in Clauses 1 and 2 of this Article shall be conducted as follows:
- a) The Company must notify the list of Related persons and related interests to the General Meeting of Shareholders at the annual meeting;

- b) The list of Related persons and related interests shall be kept at the head office of the Company; if necessary, part or all of the contents of the list may be kept at the branches of the Company;
 - c) Shareholders, authorized representatives of Shareholders, members of the Board of Directors, members of the Audit committee, the Chief Executive Officer and other Enterprise managers have the right to inspect, extract, and copy part or all of the declared content during working hours; and
 - d) The Company must facilitate the persons specified in Point c, Clause 4 of this Article to access, view, extract and copy the list of Related persons of the Company and related interests in the fastest and most convenient way; and must not obstruct, hinder them in exercising this right. The procedures for inspecting, extracting, and copying the declared content of Related persons and related interests shall be carried out in accordance with the Internal regulation on corporate governance.
- 57.5. Members of the Board of Directors, the Chief Executive Officer, other enterprise managers, and Related persons of these persons may only use the information obtained through their positions to serve the interests of the Company. Members of the Board of Directors, members of the Audit committee, the Chief Executive Officer and other Enterprise managers are not allowed to use business opportunities that may bring benefits to the Company for personal purposes; and are not allowed to use information obtained through their positions for personal interests or to serve the interests of other organizations or individuals.
- 57.6. Members of the Board of Directors, members of the Audit committee, the Chief Executive Officer and other Enterprise managers have the obligation to notify the Board of Directors of all interests that may conflict with the interests of the Company that they may enjoy through economic legal entities, transactions or other individuals. The aforementioned persons may only use such opportunities when members of the Board of Directors who have no related interests have decided not to pursue this matter.
- 57.7. Members of the Board of Directors, members of the Audit committee, the Chief Executive Officer, other Enterprise managers and Related persons of the aforementioned members are not allowed to use undisclosed information of the Company or disclose it to others to carry out related transactions.
- 57.8. Unless approved by the General Meeting of Shareholders, the Company shall not provide loans, guarantees, or credit to members of the Board of Directors, members of the Audit committee, the Chief Executive Officer, other Enterprise managers who are not Shareholders and Related persons of the aforementioned members or legal entities in which these persons have financial interests, except for organizations related to the aforementioned members that are companies operating in a group of companies in which the Company acts as the parent company.
- 57.9. Members of the Board of Directors, the Chief Executive Officer and other Enterprise managers who personally or on behalf of others perform work in any form within the business scope of the Company must explain the nature and

content of such work to the Board of Directors, and may only do so when approved by a majority of the remaining members of the Board of Directors; if they perform without declaring or without the approval of the Board of Directors, all income from such activities shall belong to the Company.

57.10. Members of the Board of Directors, the Chief Executive Officer and other Enterprise managers have the obligation to notify the Board of Directors in writing of transactions between the Company, subsidiaries, companies where the Company holds more than 50% of the charter capital, with themselves or with Related persons of themselves as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions/decisions in accordance with securities disclosure laws.

ARTICLE 58. APPROVAL OF CONTRACTS, TRANSACTIONS BETWEEN THE COMPANY AND RELATED PERSONS

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

- a) Shareholders, authorized representatives of Shareholders who are organizations owning more than 10% of the total outstanding ordinary Shares of the Company, and their Related persons;
- b) Members of the Board of Directors, the Chief Executive Officer, Enterprise managers and their Related persons; or
- c) Enterprises in which members of the Board of Directors, the Chief Executive Officer, members of the Audit committee, and Enterprise managers of the Company must disclose their related interests as prescribed in Clause 2, Article 164 of the Enterprise Law.

58.2. For contracts and transactions specified in Clause 1 of this Article, the Board of Directors shall only have the right to approve contracts and transactions with a value of less than 20% of the total asset value recorded in the most recent financial statement of the Company and not within the decision-making authority of the General Meeting of Shareholders, by a resolution with a majority of votes in favor of the members of the Board of Directors who have no related interests. In this case, the representative of the Company who signs the contracts or transactions must notify the members of the Board of Directors of the related parties to the contracts or transactions and attach the draft contracts or the main contents of the transactions. The Board of Directors shall decide on the approval of the contracts or transactions within fifteen (15) days from the date of receipt of the notice, unless the Charter of the Company specifies a different time limit; members of the Board of Directors who have related interests in the parties to the contract or transaction do not have the right to vote.

58.3. The General Meeting of Shareholders has the right to approve (a) other contracts and transactions specified in Clause 1 of this Article, except for contracts and transactions within the authority of the Board of Directors as specified in Clause 2 of this Article, (b) contracts and transactions for borrowing,

lending, selling assets with a value of more than 10% of the total asset value of the Company recorded in the most recent financial statement between the Company and Shareholders owning 51% or more of the total voting shares or Related persons of such Shareholders, and (c) transactions specified in Clause 1 of this Article with a value of more than 35% or transactions that result in the total transaction value arising within 12 months from the date of the first transaction having a value of 35% or more of the total asset value recorded in the most recent financial statement.

- 58.4. In the case of approving contracts or transactions as prescribed in Clause 3 of this Article, the representative of the Company who signs the contracts or transactions must notify the Board of Directors of the related party to the contracts or transactions and attach draft contracts or notify the main contents of the transactions. The Board of Directors shall submit the draft contracts or transactions or explain the main contents of the contracts or transactions at the General Meeting of Shareholders or collect opinions of Shareholders in writing. In this case, Shareholders who have related interests in the parties to the contracts or transactions do not have the right to vote. The contracts or transactions are approved when the number of Shareholders representing at least 65% of the total voting shares of all Shareholders attending and voting at the meeting agree, or more than 50% of the total voting shares of all voting Shareholders agree in the case of collecting opinions of Shareholders in writing.
- 58.5. Contracts and transactions that are signed in violation of the provisions of this Article shall be invalid and handled in accordance with the law; the persons signing the contracts and transactions, Shareholders, members of the Board of Directors, the Chief Executive Officer shall be jointly and severally liable for compensating for damages arising and returning to the Company the profits obtained from the performance of such contracts and transactions.
- 58.6. The Company must disclose related contracts and transactions in accordance with relevant applicable laws.
- 58.7. The General Meeting of Shareholders and the Board of Directors may authorize, decentralize or delegate rights to one or more members of the Board of Directors, Committees, Sub-committees, and Boards under the Board of Directors to approve or pass certain contracts or transactions between the Company and related parties, provided that the authorized, decentralized or delegated persons are not Related persons of that party. If the authorized, decentralized or delegated persons are Related persons, the authorized, decentralized or delegated persons shall not have the right to vote on those contracts or transactions, or the General Meeting of Shareholders or the Board of Directors shall approve or pass the contracts or transactions, depending on the specific case.
- 58.8. For contracts and transactions not signed between the Company and the persons specified in Clause 1 of this Article, but for the benefit of the persons specified in Clause 1 of this Article: the representative of the Company who signs the contract or transaction must notify the Board of Directors and attach draft contracts or the main contents of the transactions. The Board of Directors shall approve these contracts or transactions by a majority vote of the members of

the Board of Directors who have no related interests within 15 days from the date of receipt of the notice.

ARTICLE 59. LIABILITY FOR DAMAGES AND COMPENSATION

- 59.1. Members of the Board of Directors, the Chief Executive Officer and other Enterprise managers who violate their duties, responsibilities of honesty and diligence, and fail to fulfill their obligations with due care, diligence and professional competence shall be liable for damages caused by their violations.
- 59.2. The Company shall compensate those who have been, are, and may become involved in complaints, lawsuits, prosecutions, including civil and administrative cases, and not lawsuits initiated by the Company, if that person has been or is a member of the Board of Directors, the Chief Executive Officer, other Enterprise manager, employee, or an authorized representative of the Company or that person has acted or is acting at the request of the Company as a member of the Board of Directors, the Chief Executive Officer, other enterprise manager, employee or authorized representative of the Company, provided that the person has acted honestly, prudently, and diligently for the benefit of or not in conflict with the best interests of the Company, in compliance with the law and there is no evidence confirming that the person has violated their responsibilities. Compensation costs include judgment costs, fines, and actual payable amounts (including lawyer fees) when resolving these cases within the framework of the law. The Company may purchase insurance for that person to avoid the above compensation liabilities.

CHAPTER IV

INSPECTION OF BOOKS, RECORDS AND LABOR

ARTICLE 60. RIGHT TO INSPECT BOOKS AND RECORDS

- 60.1. Ordinary Shareholders have the right to inspect books and records, specifically as follows:
- a) Ordinary Shareholders have the right to review, inspect, and extract information about names and contact addresses in the list of voting Shareholders; request correction of inaccurate information about themselves; review, inspect, and extract or copy the Charter of the Company, minutes of the General Meeting of Shareholders, and resolutions/decisions of the General Meeting of Shareholders;
 - b) Shareholders or groups of Shareholders owning 5% or more of the total ordinary Shares have the right to consider, search and extract the minutes and resolution/decision of the Board of Directors, semi-annual and annual financial statements, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company; and
 - c) In the case where the authorized representative of the Shareholders or group of Shareholders requests inspection of books and records, they must attach a power of attorney from the Shareholders or group of

Shareholders they represent or a notarized copy of this power of attorney.

- 60.2. Members of the Board of Directors, the Chief Executive Officer and Enterprise managers have the right to inspect the Shareholder Register of the Company (if any), the list of Shareholders and other books and records of the Company for purposes related to their positions, provided that this information is kept confidential.
- 60.3. The Company must keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions/decisions of the General Meeting of Shareholders and the Board of Directors, 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 as prescribed by law at the head office or another location, provided that Shareholders and the business registration authority are notified of the storage location of these documents.
- 60.4. The Charter of the Company, the Internal regulation on corporate governance, and the Regulation on operation of the Board of Directors must be published on the website of the Company.

ARTICLE 61. EMPLOYEES AND TRADE UNIONS

- 61.1. The Chief Executive Officer shall prepare a plan for the Board of Directors to approve matters related to recruitment, dismissal, salaries, social insurance, benefits, reward, and discipline for Enterprise managers and employees.
- 61.2. The Chief Executive Officer shall prepare a plan for the Board of Directors to approve matters related to the relationship of the Company with recognized trade union organizations in accordance with best management standards, practices and policies, the practices and policies specified in this Charter, the Internal regulation on corporate governance, the Regulations on internal management of the Company, and current legal regulations.

CHAPTER V

FINANCE, ACCOUNTING, AUDITING AND PROFIT DISTRIBUTION

ARTICLE 62. FISCAL YEAR AND ACCOUNTING REGIME

- 62.1. The fiscal year of the Company begins on the first day of January each year and ends on the thirty-first day of December of the same year.
- 62.2. The Company operates on the principle of financial self-management, balancing revenues and expenditures, and is responsible for preserving and generating profits from capital sources of the Company.
- 62.3. The Company complies with accounting and statistical regulations in accordance with the provisions of accounting and statistical laws. The accounting system used by the Company is the Vietnamese Accounting Standards (VAS) or other enterprise accounting systems approved by the Ministry of Finance.
- 62.4. The Company maintains accounting books in Vietnamese and keeps accounting records in accordance with accounting and relevant laws. These records must

be accurate, up-to-date, systematic and sufficient to prove and explain transactions of the Company.

- 62.5. The currency unit used in accounting is the Vietnamese Dong. If the Company has economic transactions arising mainly in a foreign currency, it may choose that foreign currency as the accounting currency unit, be responsible for that choice before the law, and notify the direct tax management authority.
- 62.6. The Chief Accountant assists the Chief Executive Officer in organizing accounting, financial accounting throughout the Company in accordance with the law. The Chief Executive Officer and the Chief Accountant are legally responsible for revenue and expenditure documents and accounting records of the Company.

ARTICLE 63. BANK ACCOUNTS

- 63.1. The Company shall open accounts at Vietnamese banks and/or foreign banks licensed to operate in Vietnam.
- 63.2. According to the prior approval of the competent authority, if necessary, the Company may open bank accounts abroad in accordance with the law.
- 63.3. The Company shall conduct all payments and accounting transactions through Vietnamese or foreign currency accounts at the banks where the Company has opened accounts.

ARTICLE 64. FINANCIAL STATEMENTS

- 64.1. The Company shall prepare annual financial statements in accordance with the law and the regulations of the State Securities Commission and the statements must be audited as specified in Article 65 of this Charter. Within ninety (90) days from the end of each fiscal year, the Company must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange and the Business registration authority.
- 64.2. The annual financial statement must include a statement of income that reflects truthfully and objectively the profit and loss situation of the Company during the fiscal year and the balance sheet that reflects truthfully and objectively operations of the Company up to the time of preparation of the report, statement of cash flows and notes to the financial statements.
- 64.3. If the Company is a parent company, in addition to annual financial statements, the parent company must also prepare consolidated financial statements of the parent company, a summary of the annual business results of the parent company and its subsidiaries, and a summary of the management and administration of the parent company and its subsidiaries.
- When requested by the legal representative of the Company, the legal representative of the subsidiaries must provide the necessary reports, documents and information as prescribed to prepare the consolidated financial statements and summary reports of the parent company and its subsidiaries. The person responsible for preparing reports of the Company shall use the reports specified in Clause 3 of this Article to prepare the consolidated financial statements and summary reports of the parent company and its subsidiaries if

there is no doubt that the reports prepared and submitted by the subsidiaries contain false, inaccurate, or forged information.

The person responsible for preparing these reports shall not prepare and submit them if they have not received the full financial statements of the subsidiaries. In the event that such person of the Company has taken necessary measures within their authority but still does not receive the necessary reports, documents and information as prescribed from the subsidiaries, the Company shall still prepare and submit these reports, which may or may not include information from the subsidiaries, but must provide necessary explanations to avoid misunderstanding or misrepresentation.

- 64.4. The Company must prepare semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange.
- 64.5. The audited financial statements, including opinions of the auditors, the reviewed semi-annual financial statements and quarterly financial statements of the Company must be published on the website of the Company. The Company shall fully disclose the contents of the audited annual financial statements on the website of the Company and on the information disclosure channels of the State Securities Commission and the Stock Exchange.
- 64.6. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, the reviewed semi-annual financial statements, and the quarterly financial statements during working hours at the head office of the Company.
- 64.7. The Board of Directors shall issue specific regulations to ensure that subsidiaries that must consolidate financial statements with the Company in accordance with the law must accept audits and comply with accounting standards of the Company.
- 64.8. Annual financial settlement reports, documents, the consolidated financial statements, and the summary reports of the Company and its subsidiaries must be kept at the head office of the Company.

ARTICLE 65. AUDIT

- 65.1. The Annual General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to select one of these units to audit financial statements of the Company for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.
- 65.2. The Company shall prepare and send the annual financial statements to the independent auditing company after the end of the fiscal year.
- 65.3. The independent auditing company shall examine, confirm, prepare an audit report and submit it to the Board of Directors within two (02) months from the end of the fiscal year. Employees of the independent auditing company performing the audit for the Company must be approved by the State Securities Commission.
- 65.4. A copy of the audit report shall be attached to the annual financial statements of the Company.

- 65.5. The independent auditor performing the audit of the Company has the right to receive notices and other information related to the General Meeting of Shareholders that Shareholders are entitled to receive, to attend the General Meeting of Shareholders, and to express opinions at the meeting on matters related to the audit of financial statements of the Company.

ARTICLE 66. PROFIT DISTRIBUTION AND FUND ALLOCATION

- 66.1. The profit before tax and profit after tax of the Company shall be determined and implemented in accordance with the Vietnamese Accounting Standards (VAS) approved by the Ministry of Finance.
- 66.2. The Board of Directors is responsible for developing a plan for the distribution of profit after tax and the use of funds to submit to the General Meeting of Shareholders for decision for each fiscal year.
- 66.3. Other matters related to profit distribution shall be implemented in accordance with the law.

ARTICLE 67. DIVIDENDS

- 67.1. Dividends paid for ordinary Shares shall be determined based on the realized net profit and the dividend payment amount shall be appropriated from the retained profits of the Company. The Company may only pay dividends to Shareholders after fulfilling tax obligations and other financial obligations in accordance with the law; allocating funds and covering prior losses in accordance with the law and this Charter; and ensuring that upon full payment of the intended dividends, the Company still has sufficient funds to pay all due debts and other asset obligations. Depending on the business situation, the Board of Directors may pay interim dividends on a quarterly or semi-annual basis to Shareholders.
- 67.2. Unless the Shares have accompanying rights or the terms of the share issuance provide otherwise, the dividend amount shall be paid in proportion to the par value of the Shares during the dividend payment period.
- 67.3. Dividends may be paid in cash, in the Shares of the Company or in other assets as stipulated in this Charter and resolution/decision of the General Meeting of Shareholders. If paid in cash, it must be in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the Shareholders. The Company shall not be liable for the funds transferred to the Shareholders if the Company has made the transfer in accordance with the bank details provided by the Shareholders but the Shareholders do not receive the funds.
- 67.4. In the event of approval by the General Meeting of Shareholders, the Board of Directors may decide and announce that ordinary Shareholders shall receive dividends in the form of ordinary Shares instead of cash dividends. These additional Shares for dividend payment shall be recorded as fully paid-up shares based on the value of the dividend Shares being equivalent to the cash dividend amount.
- 67.5. The Company does not pay interest in dividend payments or payments related to a class of shares.

- 67.6. Before each dividend payment, the Board of Directors shall prepare a list of Shareholders entitled to receive dividends, determine the dividend amount payable for each Share, as well as the payment timeline and method. A notice of dividend payment must be sent to all Shareholders at least fifteen (15) days before the dividend payment date. The notice must clearly state the number of shares of each type held by the Shareholders, the dividend rate, the total dividend amount that the Shareholders are entitled to receive, the time, method of dividend payment, and other contents as prescribed by the Enterprise Law. Dividend payments for Shares listed on the Stock Exchange may be processed through securities companies or the Vietnam Securities Depository and Clearing Corporation. Dividend amounts not received by Shareholders shall not accrue interest.
- 67.7. In the event that Shareholders transfer their Shares during the period between the record date and the dividend payment date, the transferor shall be the recipient of the dividends from the Company.
- 67.8. In accordance with the Enterprise Law, Securities Law, the Board of Directors may pass resolutions/decisions to specify a record date for Shareholders. Based on that date, persons registered as Shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices or other documents.
- 67.9. In the event that the payment of dividends is contrary to the provisions of this Article, the Shareholders who have received dividends must return to the Company the cash and other assets received; if the Shareholders fail to return them to the Company, those Shareholders and all members of the Board of Directors shall be jointly and severally liable for the debts of the Company and other asset obligations to the extent of the cash and assets paid to the Shareholders that have not been returned.

CHAPTER VI

PUBLIC DISCLOSURE OF INFORMATION

ARTICLE 68. REPORT AND DISCLOSURE OF INFORMATION

- 68.1. The Company shall fully, accurately and promptly disclose information periodically and extraordinarily as provided by securities laws regarding information disclosure to Shareholders and investors; and other information if such information is likely to affect the securities price and the decisions of Shareholders and investors.
- 68.2. Information disclosure report on organizational model for governance, management and control of the Company, on corporate governance, on remuneration of members of the Board of Directors, the Chief Executive Officer; and information disclosure report of members of the Board of Directors, the Audit committee, the Chief Executive Officer and Enterprise managers shall be conducted in accordance with the provisions of securities laws.
- 68.3. The Company shall develop and issue Regulation on information disclosure of the Company in accordance with the Securities Law and its guiding documents.

CHAPTER VII

RELATIONSHIP BETWEEN THE COMPANY AND ITS SUBSIDIARIES, AFFILIATED COMPANIES

ARTICLE 69. RIGHTS, OBLIGATIONS AND RESPONSIBILITIES OF THE COMPANY TOWARDS ITS SUBSIDIARIES AND AFFILIATED COMPANIES

- 69.1. The Board of Directors represents the Company to exercise the rights and obligations of a member, owner or shareholder in its relationship with subsidiaries, affiliated companies in accordance with the provisions of law and agreements between the Company and its subsidiaries, affiliated companies.
- 69.2. The Board of Directors has the authority to authorize, decentralize or delegate its rights to the Chairman of the Board of Directors, the Chief Executive Officer, the authorized representatives of the Company at other organizations, or other organizations or individuals to perform its responsibilities, obligations and rights as an owner, shareholder or capital contributor in other organizations. The authorized, decentralized or delegated party is responsible for complying with, fully executing such authorization, decentralization or delegation. Parties that are individuals authorized, decentralized or delegated by the Board of Directors under this Article shall not reauthorize, redecentralize or redelegate such rights to other parties, unless the authorization, decentralization or delegation document, the Board of Directors, the Charter of the Company, the Internal regulation on corporate governance, the resolution/decision of the Regulation on operation of the Board of Directors, or the Regulations on internal management of the Company expressly permit such reauthorization, redecentralization or redelegation. Parties that are organizations authorized, decentralized or delegated by the Board of Directors under this Article may authorize others to perform their rights and obligations but must notify the Board of Directors within forty-eight (48) hours from the issuance of the authorization, decentralization or delegation document.
- 69.3. The Board of Directors, through agreements with subsidiaries and in accordance with provisions of the law and the Charter of the Company, shall issue detailed regulation on the coordination of operations between the Chief Executive Officer and the enterprise managers or enterprise operators of subsidiaries. This aims to facilitate the Chief Executive Officer's supervision of the management and operational activities of subsidiaries, as well as certain business activities of subsidiaries, and to require the enterprise managers or enterprise operators of subsidiaries to provide necessary information and documents for evaluating the operational operation of subsidiaries.
- 69.4. Contracts, transactions and other relationships between the Company and its subsidiaries shall be established and conducted independently and equally under conditions applicable to independent legal entities.
- 69.5. In the event that the Company intervenes beyond its authority as a member, owner or shareholder and compels subsidiaries to engage in business activities contrary to normal business practices or to perform non-profit activities without reasonable compensation during the relevant fiscal year, thereby

causing damage to the subsidiaries, the Company shall be liable for such damage.

- 69.6. The Enterprise managers of the Company who are responsible for intervening and compelling subsidiaries to engage in business activities as stipulated in Clause 5 of this Article shall be jointly liable with the Company for such damage.

ARTICLE 70. CORPORATE GOVERNANCE TOWARDS SUBSIDIARIES AND AFFILIATED COMPANIES

- 70.1. The Board of Directors, representing the Company in its capacity as the owner, shall direct and decide on the governance structure for subsidiaries as single-member limited liability companies.
- 70.2. The Board of Directors is responsible for issuing regulations, rules, principles as a basis for directing supervision and governance of subsidiaries, in accordance with provisions of the law and agreements between the Company and its subsidiaries.
- 70.3. The Board of Directors is responsible for organizing the drafting of agreements between the Company and its subsidiaries and affiliated companies to establish general principles on corporate governance and enterprise management, in accordance with provisions of the law and the regulations of the Company, its subsidiaries, affiliated companies.
- 70.4. The Board of Directors is responsible for directing and organizing internal audit operations at subsidiaries, in accordance with agreements with the subsidiaries and the Regulations on internal management of the Company.
- 70.5. The Board of Directors may authorize, decentralize or delegate its rights to the Chief Executive Officer or other parties to perform the tasks under this Article, in accordance with provisions of the law and the Charter of the Company.

ARTICLE 71. AUTHORIZED REPRESENTATIVE OF THE COMPANY AT OTHER ORGANIZATIONS

- 71.1. Unless the Board of Directors has other decisions, the authorized representatives of the Company at other organizations must meet the following criteria and conditions:
- a) The authorized representatives of the Company at other organizations shall not have interest conflicts or potential interest conflicts with the Company and those organizations;
 - b) The authorized representatives of the Company at other organizations and their related parties shall not be consulting, working, investing, contributing capital or acting as managers or operators at any company with business lines similar to those organizations;
 - c) Other criteria and conditions as decided by the Board of Directors.
- 71.2. The Board of Directors shall decide on the appointment of authorized representatives of the Company at other organizations and send appointment documents to those organizations. The appointment documents must contain all the contents specified in Clause 4, Article 14 of the Enterprise Law.
- 71.3. In addition to exercising the rights and obligations of the Company as an owner, shareholder or capital contributor of other organizations, the authorized representatives of the Company at other organizations may be nominated by the

Board of Directors of the Company to serve as members of the Board of Directors, members of the Members' Council or Inspectors, or to hold other management or operational positions at those organizations.

71.4. The authorized representatives of the Company at other organizations are responsible for:

- a) Reporting to the Board of Directors on a quarterly basis or as requested on the operational status of those organizations;
- b) Organizing the storage of documents, reports, papers during their term as authorized representatives;
- c) Making decisions or voting at the General Meetings of Shareholders meetings, Members' Councils, or Boards of Directors of the relevant organizations, in accordance with the decisions, policies, directions of the Board of Directors;
- d) Seeking the opinions of the Board of Directors, and the Board of Directors has the authority to authorize, decentralize or delegate rights to the Chief Executive Officer to approve certain matters of the subsidiaries, provided that they comply with provisions of the law and the regulations of the Company and its subsidiaries. The procedures for seeking opinions shall be detailed in the Internal regulation on corporate governance and the Regulation on operation of the Board of Directors;
- e) Exercising their authorized rights, obligations, and duties in a honest, careful, and best-effort manner, and protecting the legitimate interests of the Company;
- f) Maintaining the confidentiality of information obtained during their term as authorized representatives of the Company and/or holding management or operational positions at the relevant organizations;
- g) Directing and urging the legal representatives of subsidiaries to prepare and submit reports in accordance with the provisions of Article 197 of the Enterprise Law; and
- h) Other obligations and responsibilities as specified in the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, the Regulations on internal management, and the resolutions/decisions of the Board of Directors.

71.5. The authorized representatives of the Company at other organizations shall fully comply with their responsibilities, rights and obligations as owners, Shareholders or capital contributors, Enterprise managers or enterprise operators (if any) at those organizations, in accordance with legal provisions, the Charter of the Company, the Internal regulation on corporate governance, the Regulation on operation of the Board of Directors, the Regulations on internal management of the Company, the resolutions/decisions of the Board of Directors, the charter and regulations of those organizations.

71.6. Depending on their position, competence, performance and the business results of the Company or its subsidiaries, the authorized representatives of the Company at other organizations may receive remuneration, salaries, bonuses and other benefits from the Company or its subsidiaries. The authorized representatives of the Company must report to the Board of Directors of the

Company for consideration before receiving any remuneration, salaries, bonuses or benefits from any organization in which the Company is the owner, shareholder or capital contributor.

- 71.7. The Board of Directors shall issue detailed regulations on matters related to the criteria, appointment, dismissal, remuneration, salaries, other benefits, supervision, and evaluation of the activities of the authorized representatives of the Company at other organizations.
- 71.8. The Board of Directors is responsible for issuing detailed documents in accordance with the law and the Company Charter to implement the provisions of this Article.

ARTICLE 72. AFFILIATED TRANSACTIONS BETWEEN THE COMPANY AND ITS SUBSIDIARIES

- 72.1. The Board of Directors shall issue regulations on procedure, authority and other related matters concerning the conclusion, establishment and implementation of transactions between the Company and its subsidiaries and affiliated companies, and transactions between the Company and its Related persons.
- 72.2. The Company is responsible for declaring and determining the prices of affiliated transactions in accordance with the law, except in cases where an exemption applies.

CHAPTER VIII

DISPUTE RESOLUTION AND LITIGATION

ARTICLE 73. RESOLUTION OF INTERNAL COMPANY DISPUTES

- 73.1. All Shareholders of the Company have the right to file a complaint directly with the Board of Directors to protect their legitimate interests.
- 73.2. In the event of a dispute arising related to operations of the Company, the rights and obligations of Shareholders as provided in the Enterprise Law, other provisions of the law, this Charter or agreements, between:
- a) Shareholders and the Company; or
 - b) Shareholders and the Board of Directors, members of the Board of Directors, the Chief Executive Officer, or other Enterprise managers.

The relevant parties shall endeavor to resolve such disputes through negotiation. Unless the dispute involves the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information relating to the dispute within thirty (30) working days from the date the dispute arises.

- 73.3. In the event that the negotiation cannot be reached within six (6) weeks from the date of commencement of the negotiation process, any party may refer the dispute to the Vietnam International Arbitration Centre (VIAC) for resolution in accordance with the VIAC Arbitration Rules of Procedure. The place of arbitration shall be Ho Chi Minh City, Vietnam. The language of arbitration shall be Vietnamese.

73.4. The parties shall bear their own expenses relating to the negotiation and dispute resolution.

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

74.1. All litigation, disputes concerning economic or civil transactions between the Company and other organizations or individuals shall be preferentially resolved through negotiation.

74.2. In the event that the negotiation cannot be reached, the matter shall be referred to arbitration or court, as agreed by the parties. The Chief Executive Officer shall be the legal representative of the Company in all stages of litigation.

CHAPTER IX

REORGANIZATION, EXTENSION, TERMINATION OF OPERATION, LIQUIDATION AND BANKRUPTCY

ARTICLE 75. ENTERPRISE REORGANIZATION

The Company shall implement division, separation, consolidation, merger or conversion of business type as decided by the General Meeting of Shareholders.

ARTICLE 76. EXTENSION AND TERMINATION OF OPERATION

76.1. The Board of Directors shall convene a General Meeting of Shareholders meeting at least seven (07) months prior to the expiration of the operating term so that Shareholders can vote on the extension of the operation of the Company as proposed by the Board of Directors.

76.2. The operating term shall be extended if more than 65% of the total votes of the Shareholders with voting rights who are present in person or through authorized representatives at the General Meeting of Shareholders.

76.3. The Company may be dissolved or have its operation terminated in the following cases:

- a) Upon expiration of the operating term of the Company, including after extension;
- b) Prior dissolution under a resolution/decision of the General Meeting of Shareholders;
- c) Revocation of the Enterprise Registration Certificate by a competent state authority, except for other provisions by the Law on Tax Administration; or
- d) Other cases provided by law.

76.4. The prior dissolution of the Company, including after extension, shall be decided by the General Meeting of Shareholders and organized for implementation by the Board of Directors. This resolution/decision of dissolution must be notified or approved by the competent authority as provided. The procedures and formalities for implementing the dissolution shall be carried out in accordance with the provisions of the law on enterprise dissolution.

ARTICLE 77. LIQUIDATION AND BANKRUPTCY

- 77.1. At least six (06) months before the expiration of the operating term of the Company or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Board consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing company. The Liquidation Board shall prepare its own operating regulations. Members of the Liquidation Board may be selected from among employees of the Company or independent experts. All expenses related to the liquidation shall be paid by the Company in priority over other debts of the Company.
- 77.2. The Liquidation Board is responsible for reporting to the business registration authority on the Establishment Date and the commencement date of operation. From that point onwards, the Liquidation Board shall represent the Company in all matters relating to the liquidation of the Company before the court and competent state authorities.
- 77.3. The proceeds from the liquidation shall be paid in the following order:
- a) Liquidation expenses;
 - b) Wage debts, severance allowances, social insurance and other benefits of employees under the collective labor agreements and signed labor contracts;
 - c) Tax debts;
 - d) Loans, if any;
 - e) Other debts of the Company; and
 - f) The remainder after paying all debts from Point a to Point e, Clause 3 of this Article shall be distributed to the Shareholders in proportion to their capital contributions. preferred Shares shall be paid in priority.
- 77.4. Enterprise bankruptcy shall be carried out in accordance with the provisions of the law on bankruptcy.

CHAPTER X EFFECTIVENESS

ARTICLE 78. TERMS OF IMPLEMENTATION

- 78.1. Any amendment and supplement to this Charter must be considered and decided by the General Meeting of Shareholders. In case there are provisions of law related to the operations of the Company that are not mentioned in this Charter, or in case there are new provisions of law that differ from the provisions of this Charter, those legal provisions shall automatically apply and amend the operations of the Company.
- 78.2. This Charter, consisting of 10 chapters and 78 articles, shall have effectiveness from the date of October 13th, 2025 and replace the Charter dated April 26th, 2025.
- 78.3. This Charter is the sole and official of the Company, made in three (3) copies, each having equal validity.

78.4. Copies or extracts of the Charter shall only be valid when having the signature of the Chairman of the Board of Directors or the legal representative of the Company, or when the copies are certified by a competent authority/organization.

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS**

**CHAIRMAN OF THE BOARD OF
DIRECTORS**



CAO THI NGOC DUNG