CHARTER

PGT HOLDINGS JOINT STOCK COMPANY

Ho Chi Minh City, May 18, 2026

TABLE OF CONTENTS

PREAMBLE

This Charter of PGT Holdings Joint Stock Company (the **"Company"**) was duly approved by the General Meeting of Shareholders pursuant to Resolution No. 01/2026/NQ/ĐHCĐ of the General Meeting of Shareholders dated May 18, 2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall have the meanings set forth below:
   a. *"Charter Capital"* means the total aggregate par value of shares sold or registered for subscription upon the establishment of the Company, as stipulated in Article 5 of this Charter;
   b. *"Law on Enterprises"* means Law No. 59/2020/QH14 on Enterprises dated June 17, 2020 (as amended and supplemented in 2025);
   c. *"Law on Securities"* means Law No. 54/2019/QH14 on Securities dated November 26, 2019 (as amended and supplemented in 2025);
   d. *"Date of Establishment"* means the date on which the Company was first issued the Enterprise Registration Certificate (Business Registration Certificate), being September 6, 2007;
   e. *"Manager"* or *"Management Officer"* means the General Director, Chairman of the Board of Directors, members of the Board of Directors, Vice Chairman of the Board of Directors (if any), Deputy General Director(s), and Chief Accountant.
   f. *"Non-executive Member of the Board of Directors"* (hereinafter referred to as a "Non-executive Member") means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executive officers as provided for in the Company's Charter.
   g. *"Independent Member of the Board of Directors"* means an independent member of the Board of Directors as prescribed in Clause 2, Article 155 of the Law on Enterprises.
   h. *"Related Person"* means an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprises;
   i. *"Term of Operation"* means the period of operation of the Company as stipulated in Article 2 of this Charter and any extension thereof (if any) approved by the General Meeting of Shareholders of the Company by resolution;
   j. *"Law"* means the entire legal system of Vietnam;
   k. *"Company"* means the abbreviated name of PGT Holdings Joint Stock Company;
   l. *"GMS"* means the abbreviation for General Meeting of Shareholders;
   m. *"BOD"* means the abbreviation for Board of Directors;

n. *"Supervisory Board"* means the abbreviation for Board of Supervisors;

o. *"Vietnam"* means the Socialist Republic of Vietnam.

2. In this Charter, references to one or more provisions or other documents shall include any amendments, supplements, or replacement documents thereto.
3. The headings (Chapters and Articles of this Charter) are used for convenience in understanding the contents and shall not affect the contents of this Charter.

II. NAME, TYPE, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, type, head office, branches, representative offices, term of operation and maximum foreign ownership ratio in the Company.

1. Company Name

The name of the Company shall be the name stated in the latest Enterprise Registration Certificate of the Company and may be changed by a resolution of the General Meeting of Shareholders. The current name of the Company is as follows:

- Vietnamese name: CÔNG TY CỔ PHẦN PGT HOLDINGS
- English name: PGT HOLDINGS JOINT STOCK COMPANY
- Abbreviated name: PGT HOLDINGS.

2. Type of Company: The Company is a joint stock company having legal person status in accordance with the prevailing laws of Vietnam.
3. Registered Head Office Address and Contact Information of the Company:

- Head office address: 12th Floor, Pax Sky Building, 144-146-148 Le Lai Street, Ben Thanh Ward, Ho Chi Minh City, Vietnam.
- The Company's contact information, including telephone number, fax number, email address, and website, shall be as stated in the latest Enterprise Registration Certificate of the Company and may be changed by a resolution of the Board of Directors.

4. The Company may establish branches, representative offices, and business locations to carry out the Company's operational objectives in accordance with a resolution of the Board of Directors and applicable laws.
5. Unless the Company terminates its operation in accordance with the law and this Charter, the term of operation of the Company shall be indefinite from the Date of Establishment.
6. The maximum foreign ownership ratio in the Company is 49%.

Article 3. Legal Representative of the Company

The Company shall have one legal representative, being the General Director. The General Director shall have the rights and obligations prescribed by applicable laws and the Company's Charter.

III. BUSINESS LINES AND SECTORS

Article 4. Business Lines and Sectors of the Company

1. The Company shall be entitled to freely conduct investment and business activities in business lines and sectors not prohibited by law, in compliance with applicable laws.
2. The principal business lines and sectors of the Company shall be those registered with the competent state authorities and may be amended or supplemented pursuant to a resolution of the General Meeting of Shareholders. Currently, the principal business lines and sectors of the Company are as follows:

No.	Business Line	Business Code
1	Printing Details: Services incidental to manufacturing (CPC Codes: 884, 885)	1811
2	Machining; Treatment and Coating of Metals Details: Machining (not conducted at the Company's head office).	2592
3	Manufacture of Other Special-Purpose Machinery Details: Manufacture of machinery for making pulp; manufacture of machinery for making paper and paperboard; manufacture of machinery for drying wood, pulp, paper and paperboard; manufacture of machinery for making products from paper and paperboard; manufacture of machinery for working soft rubber or plastics or for the manufacture of products from these materials, such as extrusion, moulding, tyre inflation or retreading machines and other machinery for manufacturing special rubber or plastic products; manufacture of printing machinery, bookbinding machinery and machinery for supporting printing operations, including machinery for printing on textiles and other materials; manufacture of semiconductor manufacturing machinery; manufacture of industrial robots for various purposes	2829
4	Wholesale of Automobiles and Other Motor Vehicles Details: Trading in automobiles	4511
5	Maintenance and Repair of Automobiles and Other Motor Vehicles Details: Maintenance and repair of all types of vehicles; construction and	4520

	modification of road motor vehicles.	
6	Wholesale of Agricultural and Forestry Raw Materials (Except Wood, Bamboo and Cane) and Live Animals Details: Trading in agricultural and forestry products (excluding rice, cane sugar and beet sugar) (wholesale of agricultural products is not conducted at the head office)	4620
7	Wholesale of Food Products Details: Trading in aquatic products, food and foodstuffs (excluding rice, cane sugar and beet sugar) (Not conducted at the head office).	4632
8	Wholesale of Beverages Details: Wholesale of wine, beer, soft drinks and milk (excluding food and beverage service business) (CPC Code: 622)	4633
9	Wholesale of Other Materials and Equipment for Construction Installation Details: Trading in construction materials and interior decoration goods	4663
10	Other Wholesale Not Elsewhere Classified Details: Wholesale of handicrafts, chemicals (excluding highly toxic chemicals), additives and food products (excluding food and beverage service business) (CPC Code: 622)	4669
11	General Wholesale Details: Wholesale of perfumes, fragrances and scented oils; wholesale of cosmetics, including lipstick, powder, skincare and makeup creams, and eye cosmetics; sanitary products, including scented soap, shampoo, shower gel, deodorants, tissues, diapers and toilet paper; wholesale of household goods made of ceramic and porcelain; wholesale of household goods made of glass; wholesale of beds, cabinets, tables and chairs made of wood, rattan, bamboo and other materials; wholesale of similar interior furnishings, such as bookshelves and racks made of wood, rattan, bamboo and other materials; wholesale of stationery; wholesale of fitness equipment and instruments; wholesale of sports equipment and instruments; wholesale of sewing accessories, including needles and sewing thread; wholesale of umbrellas; wholesale of knives and scissors; wholesale of bicycles and bicycle parts; wholesale of wristwatches, wall clocks and jewelry; wholesale of musical instruments, toys and games; wholesale of medical equipment and supplies; wholesale of disposable medical supplies, including cotton, bandages, gauze, gloves, face masks, first-aid equipment and	4690

	syringes; wholesale of household medical equipment and devices, including blood pressure monitors, respiratory assistance devices and hearing aids.	
12	Retail Sale of Clothing, Footwear and Leather and Imitation Leather Goods in Specialized Stores Details: Retail sale of fur goods; retail sale of other clothing accessories, such as gloves, scarves, socks, ties and suspenders; retail sale of footwear; retail sale of briefcases, bags, wallets, and leather and imitation leather goods	4771
13	Retail Sale of Pharmaceutical Goods, Medical Equipment, Cosmetics and Toilet Articles in Specialized Stores Details: Retail sale of medical equipment, cosmetics and toilet articles in specialized stores.	4772
14	Other Road Passenger Transport Details: Passenger transport services (CPC Codes: 7121 + 7122)	4932
15	Warehousing and Storage Details: Warehouse leasing.	5210
16	Short-Term Accommodation Services Details: Star-rated hotel services (not conducted at the head office).	5510
17	Event-Based Contract Food Service Activities	5621
18	Computer Programming Activities	6201
19	Computer Consultancy and Computer System Management Activities	6202
20	Information Technology Service Activities and Other Activities Related to Computers	6209
21	Real Estate Business, Land Use Rights Owned, Used or Leased by Owners or Users Details: Real estate business	6810
22	Management Consultancy Activities (excluding financial, accounting and legal consultancy).	**7020 (Major)**
23	Other Professional, Scientific and Technical Activities Not Elsewhere Classified (excluding bill of exchange payment services, quantity ratio information services and securities consultancy)	7490
24	Tour Operator Activities Details: Provision of international travel agency services for international tourists entering Vietnam (CPC Code: 7471)	7912
25	Combined Office Administrative Service	8211

	Details: Provision of a combination of day-to-day office administrative support services, such as reception, typing, document preparation, and mail handling (CPC Code: None)	
26	Photocopying, Document Preparation and Other Specialized Office Support Activities Details: Provision of a combination of day-to-day office administrative support services, such as reception, typing, document preparation, and mail handling (CPC Code: None)	8219
27	Organization of Trade Introduction and Promotion Activities (without conducting fire or explosion effects; without using explosives, flammable substances or chemicals as props or equipment for performing artistic programs, events or films)	8230
28	Intermdediate-Level Education Details: Vocational training (not conducted at the head office).	8532
29	Educational Support Services Details: Study-abroad consultancy services.	8560

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 5. Charter Capital, Shares and Founding Shareholders

1. The charter capital of the Company is **VND 92,418,010,000** *(in words: Ninety-two billion four hundred eighteen million ten thousand Vietnamese dong)*.
   The total charter capital of the Company is divided into 9,241,801 shares, with a par value of VND 10,000 per share.
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
3. The shares of the Company as of the date of adoption of this Charter are ordinary shares. The Company may issue preferred shares upon approval by the General Meeting of Shareholders and in compliance with applicable laws. The rights and obligations attached to each class of shares shall be provided for in this Charter and in accordance with applicable laws.
4. The names, addresses, number of shares and other details of the founding shareholders as prescribed by the Law on Enterprises are set out in Appendix 1 attached hereto. This Appendix forms an integral part of this Charter.
5. The Company shall have the right to offer shares (offer securities) for sale in accordance with this Charter and applicable laws.
6. The Company may repurchase shares previously issued by the Company and dispose of the repurchased shares in the manner provided for in this Charter and applicable laws.

7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

Article 6. Share Certificates

1. A share certificate is a certificate issued by the Company, or an entry in the book-entry system or electronic data, evidencing ownership of one or more shares of the Company. A shareholder of the Company shall be entitled to request the issuance of a share certificate corresponding to the number and class of shares held in accordance with this Article and the Law on Enterprises.
2. A share certificate must bear the signature of the legal representative of the Company and the seal of the Company (if any), and comply with the provisions of the Law on Enterprises. A share certificate must specify the number and class of shares held by the shareholder, the full name of the holder (in the case of a registered share certificate), and other information as prescribed by the Law on Enterprises. Any restrictions on the transfer of shares must be clearly stated on the share certificate of the relevant shares. Each registered share certificate shall represent only one class of shares.
3. Subject to the provisions of this Charter, any person whose name appears in the shareholder register in respect of any shares and class of shares shall be entitled to receive a share certificate free of charge within 02 (two) months (or a longer period as specified in the terms of issue) after purchasing or receiving the transfer of such shares.
4. In the event that only part of the registered shares represented by a registered share certificate is transferred, the old share certificate shall be cancelled and a new share certificate representing the remaining shares shall be issued.
5. In the event that a registered share certificate is damaged, erased, misplaced, lost, stolen or destroyed, the holder of such registered share certificate may request the issuance of a new share certificate, provided that the holder returns the old share certificate to the Company (except in the case of loss) and/or provides evidence of ownership of the shares and pays all relevant costs to the Company as determined by the Board of Directors. The holder of a share certificate shall be responsible for its safekeeping and preservation, and the Company shall bear no responsibility for any damage to, loss of, improper use of, or unlawful use of such share certificate.

   A shareholder's request for re-issuance of a share certificate must contain the following:

   a. A statement that the share certificate has been lost, destroyed or otherwise damaged; in the case of loss, the shareholder must undertake that all reasonable efforts have been made to search for the share certificate and that, if it is subsequently found, it shall be returned to the Company for cancellation and destruction;

b. An undertaking to assume responsibility for any disputes arising from the re-issuance of the new share certificate.

In respect of a share certificate with an aggregate par value exceeding VND 10 million, the owner of such share certificate must publish a notice in a newspaper regarding the loss, destruction or other damage to the share certificate and may request the Company to issue a new share certificate after 15 (fifteen) days from the date of publication.

Article 7. Certificates of Other Securities

Bonds or other securities of the Company (excluding letters of offer, provisional certificates and similar documents) issued by the Company shall bear the seal of the Company and the signature of the Company's legal representative.

Article 8. Shareholder Registration Book

1. The Company's shareholder register shall be prepared and maintained at the Vietnam Securities Depository **("VSD")**. The shareholder register may be maintained in physical form, in the form of an electronic data file, or in both forms.
2. The shareholder register shall contain the following principal particulars:
   a. The name and address of the Company's head office;
   b. The total number of shares authorized for offering, the class of shares authorized for offering, and the number of shares authorized for offering of each class;
   c. The total number of shares sold of each class and the value of contributed share capital;
   d. For individual shareholders: their full names, permanent residential addresses, nationalities, Citizen Identity Card numbers, Identity Card numbers, Passport numbers or other lawful personal identification documents; for institutional shareholders: their names, enterprise identification numbers or establishment decision numbers, and addresses of their head offices;
   e. The number of shares of each class held by each shareholder and the date of registration of such shares.
3. Shareholders shall have the right to inspect, access, extract or make copies of the contents of the shareholder register during the working hours of the Vietnam Securities Depository in accordance with the regulations of the Vietnam Securities Depository.
4. In the event that a shareholder changes any information registered in the shareholder register, such shareholder must promptly notify the Company and/or VSD so that the shareholder register can be updated accordingly. The Company shall not be liable for any failure to contact a shareholder and/or deliver correspondence or documents to a shareholder due to incomplete shareholder information or the Company not being notified of any change in the

shareholder's information. Any inability to contact or deliver correspondence or documents to a shareholder in such circumstances shall not affect the procedures for convening meetings of the General Meeting of Shareholders, obtaining shareholders' opinions, delivering documents to shareholders, or the validity of resolutions adopted by the General Meeting of Shareholders.

Article 9. Transfer of Shares

1. All shares shall be freely transferable, except where the transfer of shares is restricted under this Charter or by law, or otherwise provided for. Listed shares shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid for shall not be transferable and shall not be entitled to related benefits, including the right to receive dividends, the right to receive shares issued for increasing share capital from equity, and the right to purchase newly offered shares.
3. The transfer of shares shall take effect immediately upon completion of payment for the share transfer and registration of the transferee as a shareholder in the shareholder register. Only shareholders whose names are recorded in the shareholder register shall be deemed lawful shareholders of the Company. The Board of Directors shall have the right to refuse registration of the transfer of any shares that have not been fully paid for.

Article 10. Recovery of Shares

1. In the event that a shareholder fails to fully and duly pay the amounts due in respect of shares, the Board of Directors may, at any time, issue a notice and require such shareholder to pay the outstanding amount, together with interest on late payment on such amount and any costs incurred as a result of such failure to make full and timely payment.
2. The aforementioned payment notice must specify a new payment deadline (which shall be at least 07 (seven) days from the date of dispatch of the notice), the method of payment, and must state that, if payment is not made in accordance with the notice, the shares for which payment remains outstanding shall be forfeited.
3. The Board of Directors shall have the right to forfeit shares that have not been fully and duly paid for if the requirements set out in the aforementioned notice are not complied with.
4. Forfeited shares shall be deemed to be unsold shares in accordance with the Law on Enterprises. The Board of Directors may directly, or authorize another party to, sell, reallocate or otherwise dispose of the forfeited shares to the former holders thereof or other persons on such terms and in such manner as the Board of Directors deems appropriate. If all of the forfeited shares cannot be sold, the Company shall register an adjustment to its charter capital

by an amount equal to the par value of the shares that have been fully paid for, in accordance with the Law on Enterprises.

5. A shareholder holding forfeited or surrendered shares shall cease to be a shareholder in respect of such shares, but shall remain liable for payment of all amounts relating thereto, together with interest at a rate equal to 150% of the base interest rate announced by the State Bank of Vietnam at the time of forfeiture, as determined by the Board of Directors, from the date of forfeiture until the date of payment. The Board of Directors shall have full discretion to enforce payment of the entire value of the share certificate at the time of forfeiture.
6. A notice of forfeiture shall be sent to the holder of the shares prior to the time of forfeiture. The forfeiture shall remain valid notwithstanding any error or negligence in the dispatch of such notice.

Article 11. Purchase of Shares at the Request for Shareholders

1. A shareholder who votes against a resolution of the General Meeting of Shareholders on the reorganization of the Company (division, separation, consolidation, merger or conversion of the Company) or on a change to the rights and obligations of shareholders as stipulated in the Company's Charter shall have the right to request the Company to repurchase his/her shares. Such request must be made in writing and must specify the shareholder's name and address, the number of shares of each class, the proposed selling price, and the reason for requesting the Company to repurchase the shares. The request must be sent to the Company within 10 (ten) days from the date on which the General Meeting of Shareholders adopts a resolution on the matters specified in this Clause.
2. The Company shall repurchase the shares at the request of the shareholder as specified in Clause 1 of this Article within 90 (ninety) days from the date of receipt of a valid request. The repurchase price shall be the market price (being the trading price of the Company's shares on the Stock Exchange on which the Company's shares are listed) at the time of repurchase.

Article 12. Purchase of Shares Pursuant to the Company's Decision

The Company shall have the right to repurchase no more than 30% of the total number of issued ordinary shares and part or all of the issued dividend-preference shares in accordance with the following provisions:

1. The Board of Directors shall have the right to decide to repurchase no more than 10% of the total number of shares of each class offered for sale within any 12 (twelve)-month period. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders.
2. The Board of Directors shall determine the repurchase price of the shares. For ordinary shares, the repurchase price shall not be higher than the market price at the time of

repurchase, except as provided in Clause 3 of this Article. For other classes of shares, the repurchase price shall not be lower than the market price, unless otherwise agreed between the Company and the relevant shareholder.

3. The Company may repurchase shares from each shareholder in proportion to the shareholder's shareholding in the Company. In this case, the Company's decision to repurchase shares must be notified by registered mail to all shareholders within 30 (thirty) days from the date such decision is adopted. The notice must specify the name and head office address of the Company, the total number and class of shares to be repurchased, the repurchase price or principles for determining the repurchase price, the payment procedures and payment deadline, and the procedures and deadline for shareholders to respond and offer their shares for sale to the Company.

A shareholder agreeing to sell back shares must send a written acceptance of the sale of shares to the Company by registered mail within 30 (thirty) days from the date of the notice. The offer must specify the full name, contact address and number of the legal document of an individual shareholder; the name, enterprise identification number or number of the legal document of an institutional shareholder; the number of shares held and the number of shares agreed to be sold; the method of payment; and the signature of the shareholder or the legal representative of the shareholder. The Company shall only repurchase the shares offered for sale within the aforementioned period.

Article 13. Treasury Shares

1. Treasury shares are shares issued by the Company and repurchased by the Company itself. All shares repurchased pursuant to Articles 11 and 12 of this Charter or in other cases where the Company repurchases its issued shares in accordance with applicable laws shall constitute treasury shares of the Company.
2. The payment conditions, order and procedures, and information disclosure requirements relating to the repurchase of treasury shares, sale of treasury shares, or disposal of treasury shares shall be implemented in accordance with this Charter, the laws on securities, and the Law on Enterprises.

V. ORGANIZATIONAL, MANAGEMENT AND CONTROL STRUCTURE

Article 14. Organizational, Management and Control Structure of the Company

1. As of the date of adoption of this Charter, the organizational, management and supervisory structure of the Company shall comprise the General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Director.

2. The General Meeting of Shareholders shall have the right to decide to change the organizational, management and supervisory structure of the Company to a structure comprising the General Meeting of Shareholders, the Board of Directors and the Director. In such case, at least 20% of the members of the Board of Directors must be independent members, and an internal audit committee under the Board of Directors must be established.

The independent members shall perform supervisory functions and organize the implementation of supervision over the management and operation of the Company, and each independent member of the Board of Directors must prepare an assessment report on the activities of the Board of Directors.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 15. Rights of Shareholders

1. A shareholder is an owner of the Company and shall have the rights and obligations corresponding to the number and class of shares held by such shareholder. A shareholder shall only be liable for the debts and other property obligations of the Company to the extent of the capital contributed to the Company *(calculated based on the market par value of the shares held by each shareholder)*.
2. Ordinary shareholders shall have the following rights:
   a. To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative, or by other means as prescribed by law and the Company's Charter. Each ordinary share shall carry one vote;
   b. To receive dividends at the rate determined by the General Meeting of Shareholders;
   c. To freely transfer shares that have been fully paid for in accordance with this Charter and applicable laws, except in cases where the transfer of shares is restricted under this Charter and applicable laws;
   d. To have pre-emptive rights to purchase newly offered shares in proportion to the number of ordinary shares held by each shareholder;
   e. To inspect, access and extract information relating to the names and addresses of shareholders included in the list of shareholders eligible to participate in the General Meeting of Shareholders, and to request correction of inaccurate information relating to themselves;
   f. To inspect, access, extract or make copies of the Company's Charter, the minutes book of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
   g. In the event of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to the number of shares contributed to the Company after

the Company has paid its creditors and shareholders holding other classes of shares of the Company in accordance with law;

h. To request the Company to repurchase their shares in the cases provided for in this Charter and applicable laws;

3. A shareholder or group of shareholders holding 5% or more of the total number of ordinary shares, in addition to the rights specified in Clause 2 of this Article, shall have the following rights:
   a. To inspect, access and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets;
   b. To request the convening of a General Meeting of Shareholders in the event that the Board of Directors seriously violates the rights of shareholders, the obligations of managers, or makes decisions beyond its delegated authority;
   c. To request the Supervisory Board to inspect specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and must specify the full name, permanent residential address, nationality and legal document number in the case of an individual shareholder; the name, head office address, enterprise identification number or legal document number in the case of an institutional shareholder; the number of shares and the date of registration of shares held by each shareholder; the total number of shares held by the entire group of shareholders and their ownership ratio in the total number of shares of the Company; the matter to be inspected and the purpose of the inspection;
4. The nomination of candidates to the Board of Directors and the Supervisory Board as provided in Point a, Clause 3 of this Article shall be carried out as follows:
   a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the Board of Directors or the person convening the General Meeting of Shareholders in writing of the formation of such group and the list of nominees at least **14 days** prior to the opening of the General Meeting of Shareholders. If no valid notice is given, the formation of such group shall be invalid and the group shall have no right to nominate candidates.
   b. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this Article shall have the right to nominate one or more persons, as determined by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. If the number of

candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors.

5. A shareholder or group of shareholders holding at least **1% of the total number of ordinary shares** shall have the right, on their own behalf or on behalf of the Company, to initiate a civil liability lawsuit against a member of the Board of Directors, Director or General Director to request the return of benefits or compensation for damages to the Company or another person in the following cases:
   a. Violation of the responsibilities of a company manager as prescribed in Article 165 of the Law on Enterprises;
   b. Failure to perform, incomplete performance, untimely performance, or performance in violation of law or the Company's Charter, resolutions or decisions of the Board of Directors in respect of the rights and obligations assigned;
   c. Abuse of position or authority and use of the Company's information, business secrets, business opportunities or other assets for personal gain or for the benefit of another organization or individual;
   d. Other cases as prescribed by law.

Article 16. Obligations of Shareholders

Shareholders shall have the following obligations:

1. To comply with the Company's Charter and the Company's regulations; and to comply with resolutions of the General Meeting of Shareholders and the Board of Directors
2. To attend meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative, or vote remotely in the forms provided for in this Charter and in compliance with the Law on Enterprises. A shareholder may authorize a member of the Board of Directors to act as his/her representative at the General Meeting of Shareholders.
3. To pay for the shares subscribed for in accordance with the applicable provisions.
4. To provide accurate information when registering for the purchase of shares.
5. To fulfill other obligations as prescribed by applicable laws.
6. To bear personal liability when acting in the name of the Company, in any form, to commit any of the following acts:
   a. Violating the law;
   b. Conducting business activities or other transactions for personal gain or for the benefit of another organization or individual;

c. Paying debts that have not yet fallen due when the Company is at risk of facing financial difficulties.

Article 17. Authorized Representatives of Institutional Shareholders

1. A shareholder that is a legal entity or organization must appoint one or more individual authorized representatives in accordance with this Charter to exercise the rights and perform the obligations of a shareholder in relation to the Company, including the right to attend and vote at meetings of the General Meeting of Shareholders.
2. The authorized representative of an organizational shareholder must be an individual duly authorized in writing. The authorized representative must satisfy the following standards and conditions:
   a. Have full civil act capacity;
   b. Not fall within any category prohibited from establishing or managing an enterprise;
   c. A shareholder that is a company in which the State holds more than 50% of the charter capital or total voting shares may not appoint the spouse, biological or adoptive father, biological or adoptive mother, biological or adopted child, biological brother, biological sister or biological sibling of a manager or of a person having the authority to appoint managers of the company as its authorized representative;
   d. The authorized representative of an organizational shareholder must not be a person who is currently subject to criminal prosecution or investigation under criminal procedural law, or who has been criminally prosecuted but has not had their criminal record expunged; or a person who is currently involved in a dispute over rights or interests with the Company or its managers.
3. An organizational shareholder holding at least 10% of the total number of ordinary shares for a continuous period of 06 (six) months or more may appoint a maximum of 03 (three) authorized representatives. An organizational shareholder holding less than 10% of the Company's ordinary shares, or holding 10% or more of the Company's total ordinary shares but not yet for a continuous period of 06 (six) months, may appoint only 01 (one) authorized representative. In the event that an organizational shareholder fails to appoint an authorized representative in accordance with this Charter, the legal representative of such shareholder shall act in the name of such shareholder to exercise its rights and perform its obligations as a shareholder (where there is more than one legal representative, the shares shall be divided equally among the number of legal representatives).
4. Where an organizational shareholder appoints multiple authorized representatives, the number of shares represented by each authorized representative must be specifically determined. Where the number of shares represented by each authorized representative is not specified,

the shares shall be divided equally among the authorized representatives. The authorized representatives of the same organizational shareholder shall be entitled to express different opinions on the same matter, corresponding to the number of shares represented by each of them.

5. The appointment of an authorized representative must be made in writing and notified to the Company, and shall only be effective against the Company from the date on which the Company receives such notice. The authorization document must contain the following principal particulars:
   a. The name, enterprise identification number and head office address of the shareholder;
   b. The number of authorized representatives and the corresponding number of shares represented by each authorized representative;
   c. The full name, permanent residential address, nationality, Citizen Identity Card number, Identity Card number, Passport number or other lawful personal identification document of each authorized representative;
   d. The term of authorization applicable to each authorized representative, clearly specifying the date on which the representation commences;
   e. The full name and signature of the legal representative of the shareholder and the seal of the shareholder (if any), and the full name and signature of the authorized representative.

   Any appointment of an authorized representative that does not comply with these provisions shall be deemed invalid and shall not establish the status of an authorized representative for the appointed person(s). The shareholder shall bear full responsibility for and all consequences arising from the invalid or non-compliant appointment of an authorized representative.
6. A validly appointed authorized representative of an organizational shareholder shall, in the name of the shareholder, exercise the shareholder's rights and perform the shareholder's obligations at the General Meeting of Shareholders in accordance with this Charter and the Law on Enterprises. The Company shall be entitled to rely on the information contained in the authorization document to arrange the Company's activities (including determining the minimum attendance ratio for meetings of the General Meeting of Shareholders or the voting ratio required for the General Meeting of Shareholders to adopt resolutions). The shareholder shall be bound by any act or omission of its duly appointed authorized representative, and any restriction imposed by the shareholder on its authorized representative in exercising the corresponding rights and performing the obligations of the shareholder at the General Meeting of Shareholders shall not be effective against the Company or any third party, unless such restriction is expressly stated in the authorization document.

7. An authorized representative shall be responsible for fully attending meetings of the General Meeting of Shareholders and for exercising the authorized rights and performing the authorized obligations honestly, diligently and to the best of ability, while protecting the lawful interests of the authorizing shareholder. The authorized representative shall be accountable to the authorizing shareholder, and the authorizing shareholder shall be liable to third parties for any liabilities arising in connection with the rights and obligations exercised or performed through the authorized representative.

Article 18. General Meeting of Shareholders

1. The General Meeting of Shareholders shall comprise all shareholders having voting rights and shall be the highest decision-making authority of the Company. The Annual General Meeting of Shareholders shall be held once every year. The Annual General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year. The Company may extend the time limit for convening the General Meeting of Shareholders, but not beyond six (06) months from the end of the fiscal year.
2. The Board of Directors shall organize the convening of the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, in particular, approve the annual financial statements and the budget for the following fiscal year. The person convening the General Meeting of Shareholders shall have the right to invite independent auditors to attend the General Meeting of Shareholders to provide advice on the approval of the annual financial statements; lawyers may be invited to attend the General Meeting of Shareholders (whether annual or extraordinary) to provide advice on legal matters at the General Meeting of Shareholders; bailiffs may be invited to attend the General Meeting of Shareholders (whether annual or extraordinary) to prepare a record of facts and events of the General Meeting of Shareholders. Where necessary, the person convening the General Meeting of Shareholders may invite other guests to attend the General Meeting of Shareholders.
3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
   a. The Board of Directors deems it necessary for the benefit of the Company;
   b. The annual balance sheet, six (06)-month or quarterly financial statements, or audit report for the fiscal year reflects that the Company's equity has decreased by 1/2 (one-half) compared with the beginning of the period;
   c. The number of members of the Board of Directors or Supervisory Board is lower than the number of members prescribed by law, or the number of members of the Board of

Directors has decreased by more than 1/3 (one-third) compared with the number prescribed in the Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 (sixty) days from the date on which the number of members decreases;

d. A shareholder or group of shareholders specified in Clause 3, Article 15 of this Charter requests in writing that a General Meeting of Shareholders be convened. The request to convene the General Meeting of Shareholders must clearly state the reasons and purposes of the meeting and bear the signatures of all relevant shareholders, or the request may be made in multiple copies, each of which must bear the signature of at least one relevant shareholder;

e. The Supervisory Board requests the convening of a meeting if the Supervisory Board has reason to believe that members of the Board of Directors or senior management officers have seriously violated their obligations and responsibilities under Articles 164 and 165 of the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond its authority;

f. Other cases as prescribed by law and the Company's Charter.

4. Convening an Extraordinary General Meeting of Shareholders

a. The Board of Directors must convene a General Meeting of Shareholders within 60 (sixty) days from the date on which the number of remaining members of the Board of Directors or the Supervisory Board falls to the level specified in Point c, Clause 3 of this Article, or from the date of receipt of a request specified in Points d and e, Clause 3 of this Article. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman and members of the Board of Directors shall be liable before the law and shall compensate the Company for any damages arising therefrom;

b. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the following 30 (thirty) days, the Supervisory Board must replace the Board of Directors in convening the General Meeting of Shareholders in accordance with the Law on Enterprises and the Company's Charter. If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Supervisory Board shall be liable before the law and shall compensate the Company for any damages arising therefrom;

c. If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, within the following 30 (thirty) days, the shareholder or group of shareholders specified in Clause 3, Article 15 of this Charter shall have the right to replace the Board of Directors and the Supervisory Board in convening the General Meeting of Shareholders in accordance with the Law on Enterprises and this Charter.

d. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders shall have the right to request the business registration authority to supervise the procedures for convening and conducting the meeting and adopting resolutions of the General Meeting of Shareholders.

5. The person convening the General Meeting of Shareholders must perform the following tasks to organize the meeting:
   a. Prepare the list of shareholders entitled to attend the meeting;
   b. Provide information and resolve complaints relating to the list of shareholders;
   c. Prepare the agenda and contents of the meeting;
   d. Prepare documents for the meeting;
   e. Prepare draft resolutions of the General Meeting of Shareholders based on the proposed contents of the meeting; prepare a list accompanied by detailed information of candidates in the event of election of members of the Board of Directors and Supervisors, and disclose information relating to candidates for the Board of Directors and Supervisors at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website;
   f. Determine the time and venue of the meeting;
   g. Send notices of invitation to the meeting to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
   h. Perform other tasks serving the meeting.
6. The costs of convening and conducting the General Meeting of Shareholders shall be borne by the Company; however, such costs shall not include expenses to be borne by shareholders when attending the General Meeting of Shareholders, including accommodation, travel and other expenses of shareholders.

Article 19. Rights and Duties of the General Meeting of Shareholders

1. The Annual General Meeting of Shareholders must discuss and approve:
   a. The Company's annual business plan;
   b. The audited annual financial statements;
   c. The report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors;
   d. The report of the Supervisory Board on the Company's business performance and the performance results of the Board of Directors and the General Director;

e. The self-assessment report on the performance of the Supervisory Board and each Supervisor;
f. The dividend rate applicable to each share of each class.

2. The Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders shall have the authority to approve matters falling within the competence of the General Meeting of Shareholders as specified in Clause 1 of this Article and the following matters:
a. Approval of the annual financial statements;
b. The annual dividend payable for each class of shares in accordance with the Law on Enterprises and the rights attached to such class of shares. Such dividend rate shall not exceed the rate proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders;
c. The number of members of the Board of Directors and the Supervisory Board;
d. Selection of the audit firm;
e. Election, removal, dismissal and replacement of members of the Board of Directors and Supervisors;
f. The total remuneration of members of the Board of Directors and the report on remuneration of the Board of Directors;
g. Amendment and supplementation of the Company's Charter;
h. The class and number of newly issued shares of each class and the transfer of shares by founding shareholders during the first three years from the date of establishment;
i. Division, separation, consolidation, merger or conversion of the Company;
j. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
k. Inspection and handling of violations by the Board of Directors or Supervisory Board that cause damage to the Company and its shareholders;
l. Approval of any transaction involving investment in or sale of assets with a value equal to or greater than 35% of the total value of assets of the Company and its branches as recorded in the latest audited financial statements;
m. The Company's repurchase of more than 10% of the total number of issued shares of each class;
n.
o. The Company or its branches entering into contracts with persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of assets of the Company and its branches as recorded in the latest audited financial statements;

p. Approval of the Company's development orientation;

q. Approval of the internal corporate governance regulations and the operating regulations of the Board of Directors and the Supervisory Board;

r. Other matters as prescribed by law, this Charter and other regulations of the Company.

3. A shareholder shall not have voting rights in cases where such shareholder is a founding shareholder intending to transfer shares to a person who is not a founding shareholder within three years from the date on which the Company is issued its Enterprise Registration Certificate.
4. All resolutions and matters included in the meeting agenda must be discussed and put to a vote at the General Meeting of Shareholders.

Article 20. Authorization to Attend the General Meeting of Shareholders

1. An individual shareholder or an individual authorized representative of an organizational shareholder duly appointed in accordance with Article 17 of this Charter who is eligible to attend a General Meeting of Shareholders may attend the General Meeting of Shareholders in person or authorize another individual or legal entity to attend the General Meeting of Shareholders.
2. Where a legal entity is authorized to attend a General Meeting of Shareholders, such legal entity must appoint an individual who fully satisfies the qualifications and conditions specified in Clause 2, Article 17 of this Charter to attend the General Meeting of Shareholders.
3. An organizational shareholder that does not have an authorized representative appointed in accordance with Article 17 of this Charter shall have the right to authorize an individual or legal entity to attend the General Meeting of Shareholders. The authorization to an individual shall be made in accordance with the provisions of Article 17 of this Charter; the authorization to a legal entity must be made in accordance with Clause 2 of this Article.
4. The number of individuals who may be authorized to represent or appointed in accordance with this Article shall be determined as follows:

   a. An authorizing person holding 10% or more of the total number of ordinary shares for a continuous period of 06 (six) months or more may authorize up to 03 (three) representatives. An authorizing person holding less than 10% of the Company's ordinary shares, or holding 10% or more of the Company's total ordinary shares but for a continuous period of less than 06 (six) months, may appoint only 01 (one) authorized representative

   b. A person authorized to attend a General Meeting of Shareholders must have full civil capacity; not be prohibited from establishing or managing enterprises; not be subject to criminal prosecution or investigation or have been criminally prosecuted without having criminal record expunged; and not be involved in any dispute over rights or interests with the Company or in any dispute with the Company's managers.

c. Where multiple authorized representatives are appointed, the number of shares represented by each representative must be specifically determined. Where the number of shares represented by each authorized representative is not specified, the shares shall be divided equally among the authorized representatives.

5. The authorization of a representative to attend a General Meeting of Shareholders must be made in writing in accordance with the law and this Charter or using the form provided by the Company, and must satisfy the following conditions:
   a. The authorization document must contain the following principal particulars:
      (i) The full name, permanent residential address, nationality, Citizen Identity Card number, Identity Card number, Passport number or other lawful personal identification document of the authorizing person, and the number and class of shares owned by such person; where the authorizing person is the representative of an organizational shareholder, the authorization document must clearly state the name, enterprise identification number or establishment decision, legal information of such organization, the number and class of shares owned by such organization, and the number and class of shares represented by the authorizing person at the meeting on behalf of such organization;
      (ii) The number of authorized representatives and the corresponding number of shares represented by each authorized representative;
      (iii) The full name, permanent residential address, nationality, Citizen Identity Card number, Identity Card number, Passport number or other lawful personal identification document of each authorized representative
      (iv) The term of authorization applicable to each authorized representative, clearly specifying the date on which the representation commences;
   b. Where an individual shareholder authorizes another individual, the authorization document must bear the signatures of such shareholder and the person authorized to attend the meeting; the authorization document must be notarized or the signature thereof certified (except where the authorization document is made using the form issued by the Company). Where an individual shareholder authorizes a legal entity, the authorization document must bear the signature of the legal representative and the seal (if any) of such legal entity.
   c. Where an organizational shareholder, or a legal entity acting as the authorized representative of an organizational shareholder, appoints an authorized representative, or where an individual acting as the authorized representative of an organizational

shareholder grants authorization, the authorization document must bear the signature of the competent person, the seal of such organization (if any), and the signature of the individual authorized to act as the representative.

6. The authorization document must be sent or submitted to the Company within the time limit prescribed by the Company or at the time of registration for attending the meeting so that the Company may verify the shareholder's eligibility.
7. Persons authorized by the same shareholder to attend the General Meeting of Shareholders may express different opinions on the same matter at the General Meeting of Shareholders, corresponding to the number of shares represented by each of them. A person authorized to attend the General Meeting of Shareholders may not re-authorize another person and may not perform any act outside or beyond the scope of the authorization.
8. The vote cast by a person authorized to attend the meeting within the scope of authorization shall remain valid in any of the following cases:
   a. The authorizing person has died, has limited civil capacity or has lost civil capacity;
   b. The authorizing person has revoked the authorization;
   c. The authorizing person has revoked the authority of the person granting the authorization.

   This provision shall not apply where the Company receives notice of any of the above events at least 36 (thirty-six) hours before the opening of the General Meeting of Shareholders or the reconvened General Meeting of Shareholders.
9. A duly authorized representative of a shareholder shall exercise the rights and perform the obligations of the shareholder at the General Meeting of Shareholders in accordance with this Charter and the Law on Enterprises. The Company shall be entitled to rely on the information contained in the authorization document to arrange the Company's activities, including determining the minimum attendance ratio for the General Meeting of Shareholders or the voting ratio required for the General Meeting of Shareholders to adopt resolutions. The shareholder shall be bound by any act or omission of its duly appointed authorized representative, and any restriction imposed by the shareholder on its authorized representative in exercising the corresponding rights and performing the obligations of the shareholder at the General Meeting of Shareholders shall not be effective against the Company or any third party, unless such restriction is expressly stated in the authorization document.
10. An authorized representative shall be responsible for fully attending meetings of the General Meeting of Shareholders and for exercising the authorized rights and performing the authorized obligations honestly, diligently and to the best of ability, while protecting the lawful interests of the authorizing shareholder. The authorized representative shall be accountable to the authorizing shareholder, and the authorizing shareholder shall be liable to

third parties for any liabilities arising in connection with the rights and obligations exercised or performed through the authorized representative.

11. Any appointment of an authorized representative that does not comply with this Article shall be deemed invalid and shall not establish the status of an authorized representative for the appointed person(s). The shareholder shall bear full responsibility for and all consequences arising from the invalid or non-compliant appointment of an authorized representative.

Article 21. Changes in Rights

1. Any resolution of the General Meeting of Shareholders on the amendment or cancellation of special rights attached to a class of preference shares shall only take effect when approved by shareholders holding at least 75% of the voting rights of such class of preference shares.
2. A separate meeting of shareholders holding a class of preference shares to approve the amendment of the aforementioned rights shall only be valid if attended by at least 02 (two) shareholders (or their authorized representatives) holding at least 1/3 (one-third) of the total par value of the issued shares of such class. If the required quorum is not met, the meeting shall be reconvened within 30 (thirty) days thereafter, and shareholders holding shares of such class who are present in person or through their authorized representatives, regardless of the number of persons and shares held, shall be deemed to constitute the required quorum. At such meetings of shareholders holding preference shares, shareholders of the relevant class who are present in person or through their representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.
3. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions of this Charter governing the conditions for conducting meetings of the General Meeting of Shareholders and adopting resolutions of the General Meeting of Shareholders.
4. Unless otherwise provided in the terms of issue of the shares, the special rights attached to classes of shares carrying preferential rights with respect to some or all matters relating to the distribution of the Company's profits or assets shall not be amended by the issuance of additional shares of the same class.

Article 22. Convening the General Meeting of Shareholders, Meeting Agenda and Notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases specified in Point b or Point c, Clause 4, Article 18 of this Charter.

2. The person convening the General Meeting of Shareholders shall perform the following duties:
   a. Prepare the list of shareholders entitled to attend the General Meeting of Shareholders based on the Company's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no earlier than 10 (ten) days before the date on which the invitation to the General Meeting of Shareholders is sent;
   b. Provide information and resolve complaints relating to the list of shareholders;
   c. Prepare the agenda and contents of the meeting. Only the General Meeting of Shareholders shall have the authority to decide on any amendment to the meeting agenda enclosed with the notice of invitation to the meeting;
   d. Prepare documents for the meeting;
   e. Prepare draft resolutions of the General Meeting of Shareholders based on the proposed contents of the meeting; and prepare the list and detailed information of candidates in the event of election of members of the Board of Directors and Supervisorsn;
   f. Determine the time and venue of the meeting;
   g. Send the notice of invitation to the meeting to each shareholder entitled to attend the meeting.
   h. Perform other tasks serving the meeting.
3. The shareholder or group of shareholders referred to in Clause 3, Article 15 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company at least 03 (three) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and class of shares held by such shareholder, and the matters proposed to be included in the meeting agenda.
4. The person convening the General Meeting of Shareholders shall have the right to reject proposals referred to in Clause 3 of this Article in the following cases:
   a. The proposal is submitted after the prescribed deadline or does not contain sufficient information or does not comply with the prescribed contents;
   b. At the time the proposal is submitted, the shareholder or group of shareholders does not hold at least 5% of the total number of ordinary shares for a continuous period of at least 06 (six) months as prescribed in Clause 3, Article 15 of this Charter;
   c. The proposed matter does not fall within the authority of the General Meeting of Shareholders to discuss and approve.
5. Notice of Invitation to the General Meeting of Shareholders:
   a. The notice of the General Meeting of Shareholders shall be sent to all shareholders and concurrently published through the information disclosure system of the Stock Exchange

(for listed companies or companies registered for trading) and on the Company's website. The notice of the General Meeting of Shareholders must be sent at least 21 (twenty-one) days prior to the opening date of the General Meeting of Shareholders, with the date of sending or delivery being counted from the date on which the notice is duly sent, postage-paid or deposited in the mailbox).

b. The notice of invitation to the meeting must state the name, head office address and enterprise identification number of the Company; the name and address of the shareholder; the time and venue of the meeting; the website address where the documents to be used at the meeting are posted; and other requirements applicable to attendees.

c. The notice of invitation to the meeting shall be sent by a method ensuring delivery to the shareholder's contact address and shall also be published on the Company's website.

d. The following documents must be enclosed with the notice of invitation to the meeting or may be made available by posting them on the Company's website (with the relevant link and location where the documents are posted clearly indicated): (a) the meeting agenda and draft resolutions for each matter on the agenda; (b) the voting ballot; (c) the form for appointing an authorized representative to attend the meeting; and (d) other documents to be used at the General Meeting of Shareholders. The Company shall provide the meeting documents to shareholders upon request.

Article 23. Conditions for Conducting a General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least 51% of the voting shares.
2. If the required quorum is not present within 30 (thirty) minutes from the scheduled opening time of the meeting, the person convening the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within 30 (thirty) days from the intended date of the first General Meeting of Shareholders. The reconvened General Meeting of Shareholders may only be conducted when the attending shareholders and authorized representatives attending the meeting represent at least 33% of the voting shares.
3. If the second meeting cannot be conducted because the required quorum is not present within 30 (thirty) minutes from the scheduled opening time of the meeting, the third General Meeting of Shareholders may be convened within 20 (twenty) days from the intended date of the second meeting. In this case, the meeting shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be deemed valid and have the authority to decide on all matters proposed for approval at the first General Meeting of Shareholders.

4. A shareholder shall be deemed to attend and vote at a General Meeting of Shareholders in any of the following cases:
   a. Attending and voting in person at the meeting;
   b. Authorizing another person to attend and vote at the meeting;
   c. Attending and voting through an online conference, electronic voting or another electronic method;
   d. Sending a voting ballot to the meeting by post, fax or email.

   Attendance and voting at the General Meeting of Shareholders by the methods specified in Points c and d of this Clause shall only be permitted where the shareholder has registered such method of attendance at least 07 (seven) working days before the opening of the General Meeting of Shareholders and subject to the decision of the person convening the General Meeting of Shareholders based on the actual circumstances of the Company and the conditions for organizing the meeting. If it is not possible to enable shareholders to attend and vote by the methods specified in Points c and d of this Clause, the person convening the General Meeting of Shareholders must notify the shareholders who have registered to attend by such methods at least 03 (three) days prior to the opening time of the General Meeting of Shareholders.

Article 24. Conditions for Conducting a General Meeting of Shareholders

1. On the date of the General Meeting of Shareholders, the Company must carry out the shareholder registration procedures and continue such registration until all shareholders entitled to attend the meeting who are present at the scheduled opening time (as stated in the notice of invitation to the meeting) have completed registration. Shareholders arriving after the opening time shall complete registration in accordance with Clause 2 of this Article. Shareholder registration shall be carried out through the Shareholder Eligibility Verification Committee established by the Board of Directors or the person convening the meeting prior to the General Meeting of Shareholders.
2. A shareholder who arrives late after the meeting has commenced shall have the right to register for the meeting and participate in and vote at the meeting after completing the registration procedures. The Chairperson shall not be required to suspend the meeting to allow a late-arriving shareholder to register, and the validity of any voting that has taken place before such shareholder's attendance shall not be affected.
3. The election of the Chairperson, Secretary and Vote Counting Committee shall be conducted as follows:
   a. The Chairman of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of meetings convened by the Board of Directors. Where the Chairman is absent or temporarily unable to perform duties,

the remaining members of the Board of Directors shall elect one of themselves to act as the Chairperson of the meeting. Where no Chairperson can be elected, the Head of the Supervisory Board shall preside over the meeting for the General Meeting of Shareholders to elect the Chairperson, and the person receiving the highest number of votes shall act as the Chairperson of the meeting.

b. In other cases, the person signing the notice convening the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect the Chairperson, and the person receiving the highest number of votes shall be appointed as the Chairperson of the meeting.

c. The Chairperson shall appoint one or more persons to act as Secretary(ies) of the meeting;

d. The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon the proposal of the Chairperson of the meeting.

4. The Chairperson shall have the authority to decide on the order and procedures of the meeting and matters arising outside the agenda of the General Meeting of Shareholders.

6.

7. The Chairperson of the General Meeting of Shareholders may take any necessary actions to conduct the General Meeting of Shareholders in a valid and orderly manner in accordance with the approved meeting agenda and in a manner that reflects the wishes of the majority of attendees.

8. The person convening the meeting may require shareholders or their authorized representatives attending the General Meeting of Shareholders to undergo security checks or comply with security measures that the person convening the meeting deems appropriate. Where a shareholder or authorized representative fails to comply with such security checks or measures, the person convening the meeting, after careful consideration, may refuse to allow such shareholder or authorized representative to attend or may expel such person from the meeting.

9. The person convening the meeting, after careful consideration, may take measures deemed appropriate to:

   a. Arrange seating at the venue of the General Meeting of Shareholders;
   b. Ensure the safety of all persons present at the meeting venue;
   c. Facilitate shareholders' attendance at or continued participation in the meeting.
   d. The person convening the meeting shall have full authority to modify the above measures and apply any measures deemed necessary. Such measures may include issuing admission passes or applying other appropriate forms of access control.

10. The Chairperson shall have the right to adjourn the General Meeting of Shareholders for a period of no more than 03 working days from the scheduled opening date of the meeting and may only adjourn the meeting or change the venue 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 are insufficient to enable shareholders to participate, discuss and vote at the meeting;
   c. An attendee obstructs or disrupts the meeting or creates a risk that the meeting cannot be conducted fairly and lawfully.

The maximum period of adjournment shall not exceed 03 (three) days from the scheduled opening date of the General Meeting of Shareholders.

11. Where the Chairperson adjourns or suspends the General Meeting of Shareholders in violation of Clause 10 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and preside over the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and enforceable.

Article 25. Adoption of Resolutions of the General Meeting of Shareholders

1. A resolution on any of the following matters shall be approved if it is voted for by shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting:
   a. The class and total number of shares of each class;
   b. Changes to the business lines and business sectors of the Company;
   c. Changes to the organizational and management structure of the Company;
   d. Any transaction involving investment in or sale of assets, or any other transaction relating to the Company's operations, with a value equal to or greater than 35% of the total value of the assets of the Company and its branches, as recorded in the latest audited financial statements;
   e. Reorganization or dissolution of the Company;
2. Other resolutions shall be approved if they are voted for by shareholders representing at least 51% of the total voting rights of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article.
3. The election of members of the Board of Directors and the Board of Supervisors shall be conducted by the ordinary voting method (majority voting) using ballots with 03 (three) voting options: for, against, or abstain. The election shall be conducted either separately for each candidate or for all candidates at the same time. Shareholders shall express their opinions by selecting the corresponding option on the ballot in accordance with the instructions set out

in the Election Regulations and Procedures approved by the General Meeting of Shareholders. Each vote cast by a shareholder shall be calculated based on the total number of shares held by such shareholder. Candidates elected as members of the Board of Directors or the Board of Supervisors shall be determined in descending order of the number of votes received, starting with the candidate receiving the highest number of votes until the required number of members specified in the Company's Charter has been elected. If 02 (two) or more candidates receive an equal number of votes for the last available position on the Board of Directors or the Board of Supervisors, a re-election shall be conducted among the candidates receiving the same number of votes, or the result shall be determined in accordance with the criteria set out in the Election Regulations or the Company's Charter.

4. Resolutions of the General Meeting of Shareholders shall be notified to shareholders by posting them on the Company's website within 24 (twenty-four) hours from the time they are signed and issued.
5. With respect to matters approved in previous resolutions of the General Meeting of Shareholders that have not yet been implemented, the Board of Directors shall report to the General Meeting of Shareholders at the nearest Annual General Meeting. In the event of any change to a matter falling within the authority of the General Meeting of Shareholders, the Board of Directors shall submit such matter to the General Meeting of Shareholders for approval at its nearest meeting before implementing such change.

Article 26. Authority and Procedures for Obtaining Shareholders' Written Opinions for Adoption of Resolutions of the General Meeting of Shareholders

1. The Board of Directors may seek shareholders' written opinions to approve resolutions of the General Meeting of Shareholders when it deems this necessary in the interests of the Company, with respect to matters falling within the authority of the General Meeting of Shareholders as specified in Clauses 1 and 2, Article 19 of this Charter, including the following matters:
   a. Amendments and supplements to the contents of the Company's Charter;
   b. Development orientations of the Company;
   c. Classes of shares and the total number of shares of each class;
   d. Election, removal and dismissal of members of the Board of Directors and the Board of Supervisors;
   e. Decisions on investment in or sale of assets with a value equal to or greater than 35% of the total value of assets recorded in the Company's latest financial statements, or such lower percentage or value as specified in the Company's Charter;
   f. Approval of the annual financial statements;

g. Reorganization or dissolution of the Company

2. The Board of Directors shall prepare the written opinion form, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution. The written opinion form, together with the draft resolution and explanatory documents, shall be sent by a method ensuring delivery to the registered address of each shareholder. The Board of Directors shall ensure that the documents are sent to and made available to shareholders within a reasonable period for consideration and voting, and at **least** 10 (ten) days before the deadline for submission of the completed written opinion forms.
3. The written opinion form must contain the following principal information:
   a. The Company's name, head office address, enterprise registration certificate number and date of issuance, and place of business registration;
   b. The purpose of seeking shareholders' opinions;
   c. The full name, permanent address, nationality and personal legal identification document number of an individual shareholder; the name, enterprise identification number or legal document number, and head office address of an organizational shareholder; or the full name, contact address, nationality and personal legal identification document number of the representative of an organizational shareholder; and the number of shares of each class and the corresponding voting rights of the shareholder;
   d. The matter(s) on which shareholders' opinions are sought for approval;
   e. Voting options, including for, against, and abstain, for each matter subject to consultation;
   f. The deadline for returning the completed written opinion form to the Company;
   g. The full name and signature of the Chairman of the Board of Directors.
4. Shareholders may submit their completed written opinion forms to the Company by one of the following methods:
   a. By mail. The completed written opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of an organizational shareholder. The written opinion form sent to the Company must be enclosed in a sealed envelope, which may not be opened before the votes are counted;
   b. By fax or email. Written opinion forms submitted to the Company by fax or email must be kept confidential until the votes are counted.

   Written opinion forms received by the Company after the deadline specified in the written opinion form, or forms that have been opened before the vote counting in the case of submission by mail or whose contents have been disclosed in the case of submission by fax or email, shall be deemed invalid. Written opinion forms that are not submitted to the Company shall be deemed as votes not cast.

5. The Board of Directors shall conduct the vote counting and prepare the vote-counting minutes in the presence of the Board of Supervisors or a shareholder who does not hold any managerial position in the Company. The vote-counting minutes must contain the following principal information:
   a. The Company's name, head office address, enterprise registration certificate number and date of issuance, and place of business registration;
   b. The purpose and matters subject to consultation for approval;
   c. The number of shareholders who participated in voting and the total number of votes cast, distinguishing between valid and invalid votes, together with an appendix listing the shareholders who participated in voting;
   d. The total number of votes for, against, and abstaining on each matter;
   e. The matters approved and the corresponding approval ratios;
   f. The full names and signatures of the Chairman of the Board of Directors, the person supervising the vote counting, and the vote counters.

   Members of the Board of Directors and the person supervising the vote counting shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and jointly liable for any damage arising from resolutions adopted as a result of untruthful or inaccurate vote counting.
6. The vote-counting minutes shall be notified to shareholders by posting them on the Company's website within 24 (twenty-four) hours from the date on which the vote counting is completed.
7. The completed written opinion forms, vote-counting minutes, the full text of the resolutions adopted, and relevant documents enclosed with the written opinion forms shall be retained at the Company's head office.
8. A resolution of the General Meeting of Shareholders adopted by written consultation shall be approved if it receives the affirmative votes of shareholders representing at least 51% of the total voting rights. A resolution adopted by written consultation shall have the same legal effect as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 27. Minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in another electronic form. The minutes must be prepared in Vietnamese and contain the following principal information:
   a. The Company's name, head office address and enterprise identification number;
   b. The time and place of the General Meeting of Shareholders;
   c. The agenda and contents of the meeting;

d. The full names of the Chairperson and the Secretary;
e. A summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders on each matter included in the agenda;
f. The number of shareholders attending the meeting and the total number of voting rights of the attending shareholders, together with an appendix containing the list of shareholders and shareholder representatives attending the meeting, including the number of shares and corresponding number of votes represented by each;
g. The total number of votes cast on each matter subject to voting, clearly specifying the voting method, the total number of valid and invalid votes, votes for, against, and abstaining, and the corresponding percentages of the total voting rights of the shareholders attending the meeting;
h. The matters approved and the corresponding approval ratios;
i. The signatures of the Chairperson and the Secretary.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting is concluded.
3. The person presiding over the General Meeting of Shareholders shall be responsible for organizing the retention of the minutes of the General Meeting of Shareholders. The minutes shall be published on the Company's website within 24 (twenty-four) hours and sent to all shareholders within 15 (fifteen) days from the date on which the General Meeting of Shareholders concludes. The minutes of the General Meeting of Shareholders shall constitute conclusive evidence of the matters conducted at the General Meeting of Shareholders. The minutes must be prepared in Vietnamese, signed by the Chairperson and the Secretary as confirmation, and prepared in accordance with the Law on Enterprises and this Charter. All recordings, minutes, attendance registers signed by shareholders attending the meeting, and documents evidencing authorization to attend the meeting must be retained at the Company's head office.

Article 28. Request for Cancellation of Resolutions of the General Meeting of Shareholders

Within 90 (ninety) days from the date of receipt of the minutes of the General Meeting of Shareholders or the vote-counting minutes of the written consultation of shareholders, the shareholder or group of shareholders specified in Clause 3, Article 15 of this Charter shall have the right to request a Court or an Arbitral Tribunal to review and annul a resolution of the General Meeting of Shareholders in the following cases:

1. The procedures and formalities for convening the General Meeting of Shareholders were not properly carried out in accordance with the Law on Enterprises and the Company's Charter, except for the case specified in Clause 2, Article 148 of the Law on Enterprises.

2. The contents of the resolution violate the law or the Company's Charter. In the event that a resolution of the General Meeting of Shareholders is annulled pursuant to a decision of a Court or Arbitral Tribunal, the person who convened the annulled General Meeting of Shareholders may consider reconvening the General Meeting of Shareholders within 30 (thirty) days, in accordance with the procedures and formalities prescribed by the Law on Enterprises and this Charter.

VII. BOARD OF DIRECTORS

Article 29. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors ("BOD") shall have 05 (five) members. The term of the BOD is 05 (five) years. The term of a BOD member shall not exceed 05 (five) years; a BOD member may be re-elected for an unlimited number of terms. A member of the Board of Directors may concurrently be a member of the Board of Directors or Members' Council of no more than 05 other companies. The BOD must have at least 01 non-executive BOD member and 01 independent BOD member. A non-executive BOD member may concurrently be an independent BOD member if the conditions set out in Article 155 of the Law on Enterprises are satisfied.
2. Shareholders holding voting shares continuously for at least 06 (six) months are entitled to pool their voting rights together to nominate BOD candidates. A shareholder or group of shareholders holding from 10% to under 20% of the total voting shares may nominate 01 (one) candidate; from 20% to under 30% may nominate up to 02 (two) candidates; from 30% to under 40% may nominate up to 03 (three) candidates; from 40% to under 50% may nominate up to 04 (four) candidates; from 50% to under 60% may nominate up to 05 (five) candidates; from 60% to under 70% may nominate up to 06 (six) candidates; from 70% to under 80% may nominate up to 07 (seven) candidates; from 80% to under 90% may nominate up to 08 (eight) candidates.
3. If the number of BOD candidates through nomination and self-nomination is still insufficient, the incumbent BOD may nominate additional candidates or organize the nomination in accordance with the mechanism prescribed by the Company in its Internal Regulations on Corporate Governance. The nomination mechanism or the manner in which the incumbent BOD nominates BOD candidates must be clearly announced before the nomination is carried out.
4. A BOD member automatically ceases to be a BOD member upon the occurrence of at least one of the following events:
   a. That member no longer meets the qualifications to be a BOD member under the Law on Enterprises, or is prohibited by law from being a BOD member;

b. That member suffers a mental disorder and other members of the BOD have professional evidence proving that the person no longer has legal capacity;

d. That member fails to attend BOD meetings continuously for 06 (six) months without the BOD's approval, and the BOD decides that this person's position is vacant;

e. That member is dismissed or removed pursuant to a resolution of the GMS.

5. After being approved by the GMS, the appointment of the new member shall be deemed effective on the date of appointment by the BOD. The term of the new BOD member shall be calculated from the date the appointment takes effect until the end of the BOD's term. The remuneration of the new BOD member shall be calculated in the same manner as that of the BOD member who lost their qualification.

In the event the new member is not approved by the GMS, all resolutions of the BOD made prior to the GMS at which the replacement BOD member participated in voting shall still be deemed valid.

In the event a member of the Board of Directors sends a written resignation letter to the Company's head office, the resignation shall not automatically terminate that person's status as a member of the Board of Directors. The status of a member of the Board of Directors shall only terminate from the time the nearest General Meeting of Shareholders removes or dismisses that person in accordance with law.

During the period from when the Company receives the resignation letter until the nearest General Meeting of Shareholders removes the member, the member of the Board of Directors shall continue to have the full rights and obligations of the Board of Directors under the Charter and the Law on Enterprises.

A member of the Board of Directors who has submitted a resignation letter is entitled to withdraw it. The withdrawal shall only be considered valid if made before the General Meeting of Shareholders is convened to approve the removal, dismissal, or supplementary election of a member of the Board of Directors, and must be approved by the BOD.

Article 30. Chairperson and Vice Chairperson of the Board of Directors

1. The BOD shall select from among its members and elect 01 (one) Chairman and 01 (one) Vice Chairman. The Chairman of the BOD shall not concurrently hold the position of General Director of the Company.
2. The Chairman and Vice Chairman of the BOD shall have the following rights and obligations:

2.1. The Chairman of the BOD has the following rights and obligations:

a. Preparing the program and work plan of the BOD;

b. Preparing the program, content, and materials for meetings; convening and presiding over BOD meetings;

c. Signing Resolutions/Decisions of the BOD on behalf of the BOD;
d. Organizing the passage of BOD resolutions;
e. Supervising the process of implementing BOD resolutions;
f. Presiding over GMS meetings and BOD meetings;
g. Signing the labor contract with the General Director on behalf of the BOD;
h. Other rights and obligations as prescribed in the BOD's Operating Regulations, this Charter, and the Law on Enterprises.

2.2. The Vice Chairman of the BOD has the following rights and obligations:

a. Rights and obligations as a BOD member as prescribed in Article 31 of this Charter.
b. Performing, on behalf of the Chairman of the BOD, tasks assigned by the Board of Directors or authorized by the Chairman of the BOD pursuant to Clause 3 of this Article.
c. Where authorized by the Chairman of the BOD, the Vice Chairman of the BOD is entitled to sign Resolutions/Decisions of the BOD on behalf of the BOD.
d. In the event the Chairman of the BOD is absent or unable to perform his/her duties and has not made a written authorization, the Vice Chairman shall automatically act on behalf of the Chairman of the BOD to perform all the duties of the Chairman of the BOD.
e. Other rights and obligations as prescribed in the BOD's Operating Regulations, this Charter, and the Law on Enterprises.

3. In the event the Chairman of the BOD is absent or unable to perform his/her duties, he/she shall provide a written authorization to another BOD member to exercise the rights and perform the obligations of the Chairman of the BOD in accordance with the principles set out in the Company's Charter. In the event both the Chairman and Vice Chairman of the BOD are absent or unable to perform their duties and no member has been authorized, the remaining BOD members shall elect one of the members to temporarily hold the position of Chairman of the BOD on the majority principle.
4. The Chairman of the BOD shall be responsible for ensuring that the BOD sends the annual financial statements, the Company's operating report, the audit report, and the BOD's inspection report to the shareholders at the GMS.
5. The Chairman of the BOD may be removed pursuant to a resolution of the BOD. In the event the Chairman of the BOD resigns or is removed, the BOD must elect a replacement within 10 (ten) days.
6. In the event the Chairman of the BOD is a member who loses his/her BOD membership status under Clause 4, Article 29 of this Charter, he/she shall automatically lose the status of Chairman of the BOD and shall no longer have the powers of the Chairman of the BOD from the time he/she ceases to be a BOD member. One, several, or all of the remaining BOD members shall be entitled to convene a BOD meeting within 10 (ten) days from the date the

Chairman. of the BOD loses his/her BOD membership status, in order to complete the procedures for removing the Chairman of the BOD who has lost his/her status and to elect a new Chairman of the BOD.

In the event that 10 (ten) days have elapsed from the date the Chairman of the BOD lost BOD membership status and no member has convened a BOD meeting, then within 10 (ten) days from the date of such expiry, the Supervisory Board ("SB") must convene the BOD meeting. The BOD members and SB shall bear joint responsibility in the event a BOD meeting is not convened in this case.

Article 31. Powers and Duties of the Board of Directors

1. The BOD is the Company's management body, having full authority in the name of the Company to decide on and exercise the rights and obligations of the Company that do not fall within the authority of the GMS.
2. The BOD is responsible for supervising the General Director and other managers.
3. The rights and obligations of the BOD are prescribed by law, the Company's Charter, and resolutions of the GMS. Specifically, the BOD has the following powers and duties:
   a. Deciding on the annual production and business development plan and budget;
   b. Determining operational objectives on the basis of the strategic objectives approved by the GMS;
   c. Directly appointing, dismissing, and deciding the salary levels of the Company's managers, or making such decisions upon the proposal of the General Director;
   d. Resolving the Company's complaints against managers, as well as deciding on the selection of the Company's representative to resolve matters relating to legal procedures against that manager;
   e. Proposing the types of shares that may be issued and the total number of shares to be issued of each type;
   f. Proposing the issuance of convertible bonds and warrants entitling holders to purchase shares at a predetermined price;
   g. Deciding the offering price of bonds, shares, and convertible securities where authorized by the GMS;
   h. Appointing, discharging, and dismissing the General Director, other managers, and the Company's representatives. The above dismissal must not be inconsistent with the contractual rights of the dismissed persons (if any);
   i. Reporting to the GMS on the BOD's appointment of the General Director;
   j. Proposing the annual dividend level and determining the level of interim dividend advances; organizing the payment of dividends;

k. Proposing the reorganization or dissolution of the Company;

l. Changing the Company's logo;

m. Organizing training and workshops on corporate governance and the skills necessary for members of the Board of Directors, the General Director (Director), the person in charge of corporate governance, and other managers of the Company;

n. Attending the annual GMS meeting to answer shareholders' questions at the meeting (if any); in the event of force majeure preventing attendance, the member of the Board of Directors must report in writing to the Board of Directors;

o. Formulating the BOD's Operating Regulations for approval by the General Meeting of Shareholders and publishing it on the Company's website;

p. Supervising and preventing conflicts of interest among members of the Board of Directors, members of the Supervisory Board, the General Director (Director), and other managers, including the misuse of Company assets and abuse of related-party transactions;

q. Formulating the Company's Internal Regulations on Corporate Governance for approval by the General Meeting of Shareholders;

r. Appointing the person in charge of corporate governance.

4. The following matters must be approved by the BOD:

a. Establishing branches or representative offices of the Company;

b. Establishing subsidiaries of the Company;

c. Within the scope prescribed in Clause 2, Article 149 of the Law on Enterprises, and except for cases prescribed in Clause 3, Article 162 of the Law on Enterprises which must be approved by the GMS, the BOD shall, from time to time, decide on the execution, amendment, and cancellation of the Company's major contracts (including contracts for purchase, sale, merger, acquisition, and joint venture);

d. Appointing and dismissing persons authorized by the Company to act as the Company's commercial representatives and lawyers;

e. Borrowing and the execution of the Company's mortgages, guarantees, sureties, and indemnities;

f. The purchase or sale of shares or capital contributions in other companies established in Vietnam

or abroad;

g. Valuing non-cash assets contributed to the Company in connection with the issuance of the Company's shares or bonds, including gold, land use rights, intellectual property rights, technology, and technological know-how;

h. The Company's purchase or redemption of no more than 10% of each class of shares;

i. Deciding the purchase or redemption price of the Company's shares;

j. Approving contracts for purchase, sale, borrowing, lending, and other contracts with a value equal to or greater than 35% of the total asset value stated in the Company's most recent financial statements, except for contracts and transactions prescribed under Point o, Clause 2, Article 19 of this Charter;

k. Approving contracts and transactions with related parties with a value of less than 35% of the total asset value of the enterprise stated in its most recent financial statements;

l. Other business or transaction matters which the Board decides require approval within the scope of its powers and responsibilities.

5. The BOD must report to the GMS on its operations, specifically on the BOD's supervision of the General Director and other managers during the financial year. In the event the BOD does not submit a report to the GMS, the Company's annual financial statements shall be deemed invalid and not yet approved by the BOD.
6. Unless otherwise provided by law and the Charter, the BOD may authorize subordinate staff and managers to act as representatives handling matters on behalf of the Company.
7. BOD members (excluding authorized alternate representatives) shall receive remuneration for their work as BOD members. The total remuneration for the BOD shall be decided by the GMS. This remuneration shall be divided among the BOD members as agreed among themselves or divided equally if no agreement can be reached.
8. The total amount paid to each BOD member, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, its affiliated companies, and other companies in which the BOD member represents a capital contribution, must be disclosed in detail in the Company's annual report.
9. A BOD member holding an executive position, or a BOD member working on BOD sub-committees, or performing other work which the BOD considers to be outside the normal scope of duties of a BOD member, may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, percentage of profit, or in another form as decided by the BOD.
10. BOD members are entitled to be reimbursed for all reasonable travel, meal, accommodation, and other expenses they have incurred in performing their duties as BOD members, including expenses incurred in attending GMS meetings, BOD meetings, or BOD sub-committee meetings.

Article 32. Meetings of the Board of Directors

1. Where the BOD elects a Chairman, the first meeting of the BOD's term to elect the Chairman and make other resolutions within its authority must be held within 07 (seven) working days from the date the election of that term's BOD concludes. This meeting shall be convened and

chaired by the member with the highest number of votes or the highest voting percentage. Where more than 01 (one) member has an equal highest number of votes or voting percentage, the members shall vote on a majority basis to select one of them to convene the BOD meeting.

2. The Chairman of the BOD must convene regular BOD meetings, setting the agenda, time, and venue of the meeting at least 03 (three) working days before the expected meeting date. The Chairman may convene a meeting whenever deemed necessary, but must hold at least 01 (one) meeting per quarter.
3. The Chairman of the BOD shall convene extraordinary meetings when deemed necessary for the Company's interests. In addition, the Chairman of the BOD must convene a BOD meeting, without delay absent a legitimate reason, when one of the following requests in writing, stating the purpose of the meeting and the matters to be discussed:
   a. The General Director or at least 05 (five) other managers;
   b. At least 02 (two) BOD members (regardless of whether they are independent, executive, or non-executive BOD members);
   c. The Supervisory Board.
4. The Chairman of the BOD must convene a BOD meeting within 07 (seven) working days from the date of receiving the request prescribed in Clause 3 of this Article. If the Chairman fails to convene the BOD meeting as requested, the Chairman shall be liable for any damage caused to the Company; the requesting party shall have the right to convene the BOD meeting in place of the BOD.
5. Where requested by the independent auditor, the Chairman of the BOD must convene a BOD meeting to discuss the audit report and the Company's situation.
6. BOD meetings shall be held at the Company's registered address or at other locations in Vietnam or abroad as decided by the Chairman of the BOD.
7. Notice of a BOD meeting must be sent to BOD members at least 03 (three) working days before the meeting is held. The notice of a BOD meeting must be made in writing in Vietnamese and must fully state the agenda, time, and venue of the meeting, together with the necessary materials on the matters to be discussed and voted on at the BOD meeting, and the voting ballots of the members of the Board of Directors;
   The meeting notice shall be sent by post, fax, email, or other means, provided that it reaches the address of each BOD member registered with the Company.
   The Chairman of the BOD or the person convening the meeting shall send the meeting notice and accompanying materials to the Supervisors in the same manner as to the BOD members. Supervisors are entitled to attend meetings of the Board of Directors; they may participate in discussions but may not vote.

8. A BOD meeting shall be held when at least ¾ (three-quarters) of the total number of members are present.
   Where a meeting convened under this Clause does not have a sufficient number of members present as required, it shall be reconvened for a second time within 07 (seven) days from the date of the first intended meeting. In this case, the meeting shall be held if more than ½ (one half) of the BOD members are present.
9. Voting:
   a. Except as provided in Point b, Clause 9 of this Article, each BOD member, or an authorized representative personally present in an individual capacity at the BOD meeting, shall have 01 (one) vote;
   b. A BOD member shall not vote on contracts, transactions, or proposals in which that member or a person related to that member has an interest that conflicts or may conflict with the interests of the Company. In such case, a BOD resolution shall be passed if approved by a majority of the members entitled to vote; where the number of votes is equal, the final decision shall rest with the Chairman of the BOD or the person convening the meeting (if there is no Chairman of the BOD).
   c. As provided in Point d, Clause 9 of this Article, where an issue arises at a BOD meeting relating to the interests of a BOD member or relating to a member's voting right, and such issue is not resolved by the relevant BOD member voluntarily waiving his/her voting right, the issue shall be referred to the chairperson of the meeting for decision. The chairperson's ruling on this matter shall be final, except where the nature or extent of the relevant BOD member's interest has not been fully disclosed.
   d. A BOD member who benefits from a contract as provided in Points a and b, Clause 4, Article 40 of this Charter shall be deemed to have a material interest in that contract.
10. A BOD member who directly or indirectly benefits from a contract or transaction that has been or is expected to be entered into with the Company, and who is aware that he/she has an interest therein, is responsible for disclosing the nature and content of that interest at the meeting at which the BOD first considers the matter of entering into such contract or transaction. Where a BOD member is not aware that he/she or a related person has an interest at the time the contract or transaction is entered into with the Company, that BOD member must disclose the relevant interest at the first BOD meeting held after that member becomes aware that he/she has or will have an interest in the relevant transaction or contract.
11. A BOD member shall be deemed to have attended and voted at a BOD meeting in the following cases:
    a. Attending and voting directly at the meeting;

b. Authorizing an individual to attend the meeting (subject to conditions and standards similar to those provided in Clause 2, Article 17 of this Charter) and if approved by a majority of BOD members;
c. Attending and voting via video conference or other similar means;
d. Sending a voting ballot to the meeting by mail, fax, or email.

Where a voting ballot is sent to the meeting by mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the BOD or the person convening the BOD meeting no later than 01 (one) hour before the meeting opens. The ballot may only be opened in the presence of all attendees.

The BOD shall pass decisions and issue resolutions on the basis of the approval of the majority of BOD members present (over 50%) (except as provided in Point b, Clause 9 of this Article). Where the number of votes is equal, the final decision shall rest with the position taken by the Chairman of the BOD.

12. The Chairman of the BOD may seek the written opinions of BOD members to decide on matters within the BOD's authority when deemed necessary. The written opinion ballot must be sent together with the draft BOD resolution and the explanatory materials for the draft resolution. The opinion ballot must be sent by a secure method to the registered address of each BOD member at least 07 (seven) working days before the deadline for receiving ballots. A resolution passed by way of written opinion shall be adopted on the basis of the approval of the majority of BOD members entitled to vote. Such resolution shall have the same effect and validity as a resolution adopted by BOD members at a meeting convened and held in the ordinary manner.

13. BOD meetings must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic form. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and must contain the following main contents:
    a. The name, head office address, and enterprise code;
    b. The purpose, agenda, and content of the meeting;
    c. The time and venue of the meeting;
    d. The full names of each member attending the meeting or of the authorized attendee and the manner of attendance; the full names of members not attending;
    e. The matters discussed and voted on at the meeting;
    f. A summary of each attending member's statements in the order in which the meeting proceeded;
    g. The voting results, clearly stating the members who approved, disapproved, and abstained;
    h. The matters that were approved;

i. The full names and signatures of the chairperson and the secretary who recorded the minutes.

The chairperson and the secretary who recorded the minutes shall be responsible for the truthfulness and accuracy of the content of the BOD meeting minutes.

14. The BOD may establish and delegate authority to sub-committees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 03 persons comprising members of the Board of Directors and outside members. One of these members shall be appointed Head of the sub-committee by resolution of the Board of Directors. In exercising delegated authority, the sub-committees must comply with the regulations set by the BOD. These regulations may be adjusted to permit the admission of persons who are not BOD members into the above sub-committees and to allow such persons to vote as members of the sub-committee, provided that (a) the number of outside members must be less than half of the total number of members of the sub-committee, and (b) a resolution of a sub-committee shall only be effective if the majority of members present and voting at the sub-committee's meeting are BOD members.
15. The implementation of a resolution of the BOD, or of a sub-committee under the BOD, or of a person qualifying as a member of a BOD sub-committee, shall be deemed legally valid even in the event that the election or appointment of a member of the sub-committee or of the BOD may have contained errors.

Article 32a. Person in charge of corporate governance

1. The Company's Board of Directors must appoint at least 01 person in charge of corporate governance to assist with corporate governance work at the enterprise. The person in charge of corporate governance shall concurrently act as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance shall not concurrently work for the approved audit organization currently conducting the audit of the Company's financial statements.
3. The person in charge of corporate governance shall have the following rights and obligations:
   a. Advising the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and on matters relating to the Company and its shareholders;
   b. Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
   c. Advising on meeting procedures;
   d. Attending meetings;

e. Advising on the procedures for preparing resolutions of the Board of Directors in accordance with law;
f. Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
g. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
h. Acting as the point of contact with interested parties;
i. Maintaining confidentiality of information in accordance with law and the Company's Charter;
j. Other rights and obligations in accordance with law and the Company's Charter.

VIII. GENERAL DIRECTOR, MANAGERS AND COMPANY SECRETARY

Article 33. Management Organizational Structure

The Company's management system must ensure that the management apparatus is accountable to, and under the leadership of, the BOD. The Company shall have 01 (one) General Director, Deputy General Directors, and a Chief Accountant. The General Director must not be a person related to the enterprise's manager, the Supervisor of the company and its parent company, the representative of state capital, or the representative of the enterprise's capital at the company and its parent company. The appointment, discharge, and dismissal of the above positions must be carried out by a BOD resolution duly adopted.

Article 34. Managers

1. Upon the proposal of the General Director and with the approval of the BOD, the Company may recruit the necessary managers, in a number and quality appropriate to the structure and management practices of the Company as proposed by the BOD from time to time. Managers must exercise the necessary diligence to ensure that the Company's activities and organization achieve their set objectives.
2. The salary, remuneration, benefits, and other terms of the labor contract for the General Director shall be decided by the BOD, and the contracts of other managers shall be decided by the BOD after consulting the General Director.
3. The General Director shall be reimbursed for all reasonable travel, meal, accommodation, and other expenses incurred in carrying out the General Director's responsibilities in managing the Company's operations.

Article 35. Appointment, Dismissal, Duties and Powers of the General Director

1. The BOD shall appoint a member of the Board of Directors or another person as General Director and shall sign a contract specifying the salary, remuneration, benefits, and other related terms.
2. The term of the General Director is 05 (five) years and he/she may be reappointed for an unlimited number of terms. The appointment may cease to be effective in accordance with the provisions of the labor contract. The General Director shall not be a person prohibited by law from holding this position.
3. The General Director shall have the following powers and responsibilities:
   a. Implementing the resolutions of the BOD and the GMS, and the Company's business plan and investment plan approved by the BOD and the GMS;
   b. Deciding on all matters not required to be the subject of a BOD resolution, including signing financial and commercial contracts on behalf of the Company, and organizing and directing the Company's day-to-day production and business operations in accordance with best management practices;
   c. Recommending the number and types of managers the Company needs to recruit for appointment or dismissal by the BOD in order to carry out good management activities as proposed by the BOD, and deciding the salary, remuneration, benefits, and other terms of the labor contracts of managers;
   d. Deciding the number of employees, salary levels, allowances, benefits, appointment, dismissal, and other terms relating to their labor contracts;
   e. Proposing measures to improve the Company's operations and management;
   f. Preparing the Company's long-term, annual, and quarterly budget estimates (hereinafter referred to as the "budget estimates") to serve the Company's long-term, annual, and quarterly management activities in accordance with the business plan. The annual budget estimate (including the projected balance sheet, income statement, and cash flow statement) for each financial year must be submitted for approval by the BOD and must include the information prescribed in the Company's regulations;
   g. Carrying out all other activities in accordance with this Charter, the Company's regulations, the BOD's resolutions, the General Director's labor contract, and the law.
4. The General Director is accountable to the BOD and the GMS for the performance of the assigned duties and powers and must report to these bodies upon request.
5. The BOD may dismiss the General Director when the majority of the BOD members present at the meeting with voting rights approve, and appoint a new General Director as a replacement.

6. The Director/General Director must not be a person related to the enterprise's manager, the Supervisor of the company and its parent company, the representative of state capital, or the representative of the enterprise's capital at the company and its parent company, as provided in Point d, Clause 46, Article 4 of the Law on Securities.

Article 36. Company Secretary

The BOD shall appoint 01 (one) or more persons as Company Secretary, with the term and conditions as decided by the BOD. The BOD may discharge or dismiss the Company Secretary when necessary, provided this does not contravene current labor laws. The BOD may also appoint one or more Assistant Company Secretaries from time to time. The role and duties of the Company Secretary include:

1. Preparing meetings of the BOD, the SB, and the GMS at the request of the BOD or the SB.
2. Advising on meeting procedures.
3. Attending and taking Minutes of meetings.
4. Providing financial information, copies of BOD meeting minutes, and other information to members of the BOD and the SB upon request.
5. The Company Secretary is responsible for maintaining confidentiality of information in accordance with law and the Company's Charter.

IX. SUPERVISORY BOARD

Article 37. Members of the Supervisory Board

1. The Company's Supervisory Board ("SB") shall have 03 members. The term of a Supervisor shall not exceed 05 (five) years; a Supervisor may be re-elected for an unlimited number of terms.
2. A Supervisor must meet the following standards and conditions:
   a. Have full civil act capacity and not be a person prohibited from establishing and managing an enterprise under the Law on Enterprises;
   b. Not be the spouse, biological or adoptive father, biological or adoptive mother, biological or adopted child, or full sibling of a BOD member, the General Director, or another manager;
   c. Must not hold a managerial position in the Company; is not required to be a shareholder or employee of the Company;
   d. Must not be a person in the Company's accounting or finance department and must not be a member or employee of the independent audit firm that has audited the Company's financial statements in the preceding 03 years.

e. Must not be a person related to the BOD members, the General Director, and other managers of the Company.
f. A Supervisor must be an auditor or accountant.

3. The SB must have more than half of its members permanently resident in Vietnam. The SB must designate 01 (one) member as Head of the SB on a majority basis. The Head of the SB must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field related to the enterprise's business operations, must be a professional accountant or auditor, and must work full-time at the Company. The Head of the SB has the following rights and responsibilities:
   a. Convening SB meetings;
   b. Requesting the BOD, the General Director, and other managers to provide relevant information for reporting to the SB;
   c. Preparing and signing the SB's report, after consulting the BOD, for submission to the GMS.
4. Shareholders holding voting shares continuously for at least 06 (six) months are entitled to pool their voting rights together to nominate SB candidates. A shareholder or group of shareholders holding from 10% to under 20% of the total voting shares may nominate 01 (one) candidate; from 20% to under 30% may nominate up to 02 (two) candidates; from 30% to under 40% may nominate up to 03 (three) candidates; from 40% to under 50% may nominate up to 04 (four) candidates; from 50% to under 60% may nominate up to 05 (five) candidates; from 60% to under 70% may nominate up to 06 (six) candidates; from 70% to under 80% may nominate up to 07 (seven) candidates; from 80% to under 90% may nominate up to 08 (eight) candidates.
5. If the number of SB candidates through nomination and self-nomination is still insufficient, the incumbent SB may nominate additional candidates or organize the nomination in accordance with the mechanism prescribed by the Company in its Internal Regulations on Corporate Governance. The mechanism by which the incumbent SB nominates SB candidates must be clearly announced and approved by the GMS before the nomination is carried out.
6. Members of the SB shall be elected by the GMS.
7. An SB member shall be dismissed or discharged in the following cases:
   a. That member is prohibited by law from being an SB member;
   b. That member resigns by a written notice sent to the Company's head office and accepted;
   c. That member suffers a mental disorder and other SB members have professional evidence proving that the person no longer has civil act capacity;

d. That member is absent from SB meetings continuously for 06 (six) consecutive months, other than in cases of force majeure, without the SB's approval, and the SB decides that this person's position is vacant;
e. That member is removed from the SB pursuant to a resolution of the GMS;
f. Failing to complete assigned duties and work;
g. Repeated violations, or serious violations, of a Supervisor's obligations as prescribed.

The handling of an SB member or Head of the SB who loses membership status shall be applied in the same manner as for a BOD member or Chairman of the BOD who loses BOD membership status, as prescribed in this Charter.

Article 38. Supervisory Board

1. The Company must have an SB, and the SB shall have the powers and responsibilities prescribed in Article 165 of the Law on Enterprises and this Charter, mainly comprising the following responsibilities and obligations:
   a. Proposing and recommending that the GMS approve the list of approved audit organizations to conduct the audit of the Company's financial statements, the audit fee level, and all related matters; deciding on the approved audit organization to conduct the examination of the Company's operations, and dismissing the approved auditor when deemed necessary;
   b. Discussing with the independent auditor the nature and scope of the audit before the audit commences;
   c. Seeking independent professional or legal advice and ensuring the involvement of experts from outside the Company with appropriate experience and professional qualifications in the Company's work where deemed necessary;
   d. Examining the annual, semi-annual, and quarterly financial statements;
   e. Discussing difficulties and outstanding issues identified from interim or year-end audit results, as well as any matters the independent auditor wishes to discuss;
   f. Reviewing the independent auditor's management letter and the feedback of the Company's management;
   g. Reviewing the Company's report on its internal control systems before approval by the BOD; and
   h. Reviewing the results of internal investigations and management's feedback;
   i. A member of the Supervisory Board must attend the annual General Meeting of Shareholders to answer shareholders' questions at the meeting (if any); in the event of force majeure preventing attendance, the member of the Supervisory Board must report in writing to the Supervisory Board.

j. Being accountable to shareholders for its supervisory activities.
k. Supervising the Company's financial situation and compliance with law in the activities of BOD members, the General Director, and other managers.
l. Ensuring coordination of activities with the BOD, the General Director, and shareholders.
m. Where a violation of the law or of the Company's Charter by a BOD member, the General Director, or another executive of the enterprise is discovered, the SB must notify the BOD in writing within 48 hours, requiring the person who committed the violation to cease the violation and take remedial measures.
n. Formulating the Supervisory Board's Operating Regulations for approval by the General Meeting of Shareholders.

2. BOD members, the General Director, and other managers must provide all information and documents relating to the Company's operations at the SB's request. The Company Secretary must ensure that all copies of financial information and other information provided to BOD members, and copies of BOD meeting minutes, are provided to SB members at the same time they are provided to the BOD.
3. The SB may issue regulations on SB meetings and the manner in which the SB operates. The SB must meet at least 02 (two) times per year, with a minimum of 02 (two) members participating in meetings. The Supervisory Board is entitled to require members of the Board of Directors, the General Director (Director), and representatives of the approved audit organization to attend and answer matters requiring clarification.
4. The remuneration level of SB members shall be decided by the GMS. SB members shall be reimbursed for reasonable travel, hotel, and other expenses incurred when participating in SB meetings or carrying out other SB activities.

X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTOR AND OTHER MANAGERS

Article 39. Duty of Care

BOD members, SB members, the General Director, and other managers are responsible for performing their duties, including duties as members of BOD sub-committees, honestly, in the best interests of the Company, and with the degree of care that a prudent person would exercise in an equivalent position and under similar circumstances.

Article 40. Duty of Honesty and Avoidancce of Conflicts of Interest

1. BOD members, SB members, the General Director, and other managers must not use business opportunities that could benefit the Company for personal purposes; nor may they use

information obtained by virtue of their position for personal gain or to serve the interests of another organization or individual.

2. BOD members, SB members, the General Director, and other managers are obliged to notify the BOD of all interests that could conflict with the Company's interests which they may enjoy through economic entities, transactions, or other individuals.
3. The Company shall not provide loans or guarantees to BOD members, SB members, the General Director, other managers, and persons related to the above members, or to legal entities in which such persons have financial interests, except where the following loans or guarantees have been approved by the GMS:
   a. Providing loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the Director (General Director), other managers who are not shareholders, and individuals or organizations related to these persons. In the case of providing loans or guarantees to an organization related to a member of the Board of Directors, a member of the Supervisory Board, the Director (General Director), or another manager, where the public company and the organization (except where the organization is a shareholder of the public company as provided in Clause 2 of this Article) are companies within the same group or companies operating as a group of companies, including parent-subsidiary relationships or economic groups, this shall be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the Company's Charter.
   b. A transaction with a value of 35% or more, or a transaction that results in the total value of transactions arising within 12 months from the date of the first such transaction reaching 35% or more of the total asset value stated in the most recent financial statements, or a lower ratio or value prescribed in the Company's Charter, between the public company and one of the following persons:
      - A member of the Board of Directors, a member of the Supervisory Board, the Director (General Director), another manager, and persons related to these persons;
      - A shareholder, or the authorized representative of a shareholder, holding more than 10% of the company's total ordinary share capital, and persons related to them;
      - An enterprise related to the persons prescribed in Clause 2, Article 164 of the Law on Enterprises;
   c. A contract or transaction for a loan, sale, or purchase of assets with a value greater than 10% of the total asset value stated in the most recent financial statements, between the company and a shareholder holding 51% or more of the total voting shares, or a person related to that shareholder.

d. The Board of Directors shall approve contracts and transactions prescribed under Point b of this Clause with a value of less than 35% of the total asset value stated in the most recent financial statements, or a lower ratio or value prescribed in the Company's Charter.

4. BOD members, SB members, the General Director, other managers, and persons related to the above members must not use the Company's undisclosed information, or disclose it to others, to carry out related transactions.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director (Director), and other managers are obliged to notify the Board of Directors and the Supervisory Board in writing of transactions between the company, a subsidiary, or a company in which the public company holds control of 50% or more of the charter capital, on the one hand, and that same person or persons related to that person, on the other hand, in accordance with law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the public company must disclose information about these resolutions in accordance with the securities law on information disclosure.

Article 41. Liability for Damage and Compensation

1. BOD members, SB members, the General Director, and other managers who breach their duty of honesty and care, or fail to fulfill their obligations with due diligence and professional competence, shall be liable for any damage caused by their breach.
2. The Company shall indemnify any person who has been, is, or may become a party to a claim, lawsuit, or prosecution (including civil, administrative, and other proceedings, but not proceedings in which the Company is the plaintiff), if that person is or was a BOD member, manager, employee, or an authorized representative of the Company, or acted or is acting at the Company's request in the capacity of a BOD member, manager, employee, or authorized representative of the Company, provided that such person acted honestly, carefully, and diligently in the interests of, or not against the best interests of, the Company, in compliance with the law, and there is no evidence confirming that such person breached his/her responsibilities. In performing functions, duties, or work under the Company's authorization, a BOD member, SB member, manager, employee, or authorized representative of the Company shall be indemnified by the Company upon becoming a party to a claim, lawsuit, or prosecution (except lawsuits in which the Company is the plaintiff) in the following circumstances:
   a. Has acted honestly, carefully, and diligently in the interests of, and not in conflict with the interests of, the Company;
   b. Has complied with the law and there is no evidence confirming a failure to fulfill his/her responsibilities.

3. Indemnification costs include costs incurred (including legal fees), costs of judgments, fines, and amounts payable which are actually incurred or considered reasonable in resolving such matters within the scope permitted by law. The Company may purchase insurance for such persons to avoid the above indemnification liabilities.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 42. Right to Inspect Books and Records

1. The shareholder or group of shareholders referred to in Clause 2, Article 29 and Clause 4, Article 37 of this Charter has the right, directly or through an authorized representative, to send a written request to examine the list of shareholders and the minutes of GMS meetings, and to copy or extract such records during working hours at the Company's head office. A request for examination made by an authorized representative of a shareholder must be accompanied by the power of attorney of the shareholder represented, or a notarized copy of such power of attorney.
2. BOD members, SB members, the General Director, and other managers are entitled to examine the Company's shareholder register, the list of shareholders, and other books and records of the Company for purposes relating to their positions, provided that such information is kept confidential.
3. The Company must retain this Charter and any amendments thereto, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, GMS and BOD resolutions, minutes of GMS and BOD meetings, BOD reports, SB reports, annual financial statements, accounting books, and any other documents required by law, at its head office or another location, provided that shareholders and the business registration authority are notified of the storage location of these documents.
4. The Company's Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 43. Employees and Trade Union

1. The General Director must prepare a plan for approval by the BOD on matters relating to the recruitment and termination of employment, salary, social insurance, benefits, rewards, and discipline for employees and managers.
2. The General Director must prepare a plan for approval by the BOD on matters relating to the Company's relationship with trade union organizations, in accordance with best management standards, practices, and policies, and the practices and policies prescribed in this Charter, the Company's regulations, and current law.

XIII. PROFIT DISTRIBUTION

Article 44. Profit Distribution

1. The GMS shall decide the annual dividend payment level and the form of dividend payment from the Company's retained earnings.
2.
3. The Company shall not pay interest on any dividend payment or any other payment relating to a class of shares.
4. The BOD may propose that the GMS approve the payment of all or part of the dividend in shares, and the BOD shall be the body implementing this resolution.
5. Where a dividend or other amounts relating to a class of shares are paid in cash, the Company must pay in Vietnamese dong. Payment may be made directly or through banks based on the bank details provided by the shareholder. Where the Company has made a transfer in accordance with the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to the beneficiary shareholder. Dividend payments for shares listed on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository Center.
6. Pursuant to the Law on Enterprises and the Law on Securities, the BOD shall pass a resolution determining a specific record date for finalizing the list of 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.
7. Other matters relating to the distribution of profit shall be carried out in accordance with law.

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

Article 45. Bank Accounts

1. The Company shall open accounts at banks in Vietnam or at foreign banks licensed to operate in Vietnam.
2. With the prior approval of the competent authority, the Company may, where necessary, open a bank account overseas in accordance with law.
3. The Company shall carry out all payments and accounting transactions through Vietnamese dong or foreign currency accounts at the banks where the Company holds accounts.

Article 46. Fiscal Year

The Company's financial year begins on the first day of January each year and ends on the 31st day of December. The first financial year begins on the date of issuance of the Enterprise

Registration Certificate and ends on the 31st day of December immediately following the date of issuance of that Enterprise Registration Certificate.

Article 47. Accounting Regime

1. The Company shall apply the Vietnamese Accounting Standards (VAS) or another accounting regime approved by the Ministry of Finance.
2. The Company shall prepare its accounting books in Vietnamese. The Company shall retain accounting records according to the types of business activities in which the Company engages. These records must be accurate, up to date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The Company shall use Vietnamese dong (or a freely convertible foreign currency, where approved by the competent state authority) as the currency unit used in accounting.

XV. ANNUAL REPORT, INFORMATION DISCLOSURE OBLIGATIONS AND PUBLIC ANNOUNCEMENTS

Article 48. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company must prepare its annual financial statements in accordance with law as well as the regulations of the State Securities Commission, and the statements must be audited in accordance with Article 50 of this Charter; and within 90 (ninety) days from the end of each financial year, the Company must submit its annual financial statements, as approved by the GMS, to the competent tax authority, the State Securities Commission, the Stock Exchange (for listed companies), and the business registration authority.
2. The annual financial statements must include a report on business results reflecting truthfully and objectively the Company's profit and loss for the financial year, a balance sheet reflecting truthfully and objectively the Company's operating position as of the reporting date, a cash flow statement, and notes to the financial statements.
3. The Company must prepare and disclose semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and the Stock Exchange (for listed companies), and submit them to the relevant tax authority and the business registration authority in accordance with the Law on Enterprises.
4. Audited financial statements (including the auditor's opinion), and the Company's semi-annual and quarterly reports, must be published on the Company's website.
5. Interested organizations and individuals are entitled to examine or copy the audited annual financial statements and the semi-annual and quarterly reports during the Company's working hours, at the Company's head office, and must pay a reasonable fee for copying.

Article 49. Annual Report

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

XVI. AUDIT OF THE COMPANY

Article 50. Audit

1. The annual GMS shall appoint an independent audit firm or approve a list of independent audit firms and authorize the BOD to decide on the selection of one of these firms to conduct the Company's audit for the following financial year, based on terms and conditions agreed with the BOD. The Company must prepare and send its annual financial statements to the independent audit firm after the end of the financial year.
2.
3. A copy of the audit report shall be sent enclosed with the Company's annual financial statements.
4. The auditor conducting the Company's audit is permitted to attend GMS meetings and is entitled to receive notices and other information relating to the GMS that shareholders are entitled to receive, and to express opinions at the meeting on matters relating to the audit. Where the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders.

XVII. COMPANY SEAL

Article 51. Company Seal

1. The BOD shall decide on and approve the Company's official seal, and the seal shall be engraved in accordance with law.
2. The BOD and the General Director shall use and manage the seal in accordance with current law.

XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION

Article 52. Termination of Operations

1. The Company may be dissolved or terminated in the following cases:
   a. The operating term stated in the Company's Charter expires without a decision to extend it;
   b. The Court declares the Company bankrupt in accordance with current law;
   c. Early dissolution pursuant to a resolution of the GMS;
   d. Other cases as prescribed by law;

e. The Enterprise Registration Certificate is revoked, unless otherwise provided by the Law on Tax Administration

2. Early dissolution of the Company (including after any extended term) shall be decided by the GMS and carried out by the BOD. This dissolution decision must be notified to, or approved by, the competent authority (if required) in accordance with regulations.

Article 53. Extension of Operation

1. The BOD shall convene a GMS meeting at least 07 (seven) months before the end of the operating term so that shareholders may vote on extending the Company's operating term upon the BOD's proposal.
2. The operating term shall be extended if approved by 65% or more of the total votes of voting shareholders present in person or through an authorized representative at the GMS.

Article 54. Liquidation

1. At least 06 (six) months before the end of the Company's operating term, or after a decision to dissolve the Company has been made, the BOD must establish a Liquidation Committee comprising 03 (three) members. 02 (two) members shall be designated by the GMS and 01 (one) member shall be designated by the BOD from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs relating to liquidation shall be paid by the Company in priority over other debts of the Company.
2. The Liquidation Committee is responsible for reporting to the business registration authority on the date of its establishment and the date it commences operations. From that time, the Liquidation Committee shall represent the Company in all matters relating to the Company's liquidation before the Courts and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order of priority:
   a. Debts for wages, severance allowances, social insurance, health insurance, and unemployment insurance as prescribed by law, and other entitlements of employees under the collective labor agreement and signed labor contracts;
   b. Taxes and other payments to the State;
   c. Liquidation costs;
   d. Loans (if any);
   e. Other debts of the Company;
   f. The remaining balance after payment of all debts from items (a) to (f) above shall be distributed to shareholders. Preferred shares shall be paid in priority.

XIX. INTERNAL DISPUTE RESOLUTION

Article 55. Internal Dispute Resolution

1. In the event a dispute or complaint arises relating to the Company's operations, or to the rights and obligations of shareholders under the Company's Charter, the Law on Enterprises, other laws, or administrative regulations, between:
   a. A shareholder and the Company;
   b. A shareholder and the BOD, the SB, the General Director, or a senior manager, the parties concerned shall attempt to resolve the dispute through negotiation and conciliation. Except where the dispute relates to the BOD or the Chairman of the BOD, the Chairman of the BOD shall preside over the resolution of the dispute and require each party to present the relevant facts of the dispute within 15 (fifteen) working days from the date the dispute arises. Where the dispute relates to the BOD or the Chairman of the BOD, either party may request the Head of the Supervisory Board to appoint an independent expert to act as arbitrator for the dispute resolution process.
2. If no conciliation decision is reached within 06 (six) weeks from the commencement of the conciliation process, or if the conciliator's decision is not accepted by the parties, either party may refer the dispute to an Economic Arbitration body or an Economic Court.
3. Each party shall bear its own costs relating to the negotiation and conciliation procedures. Court costs shall be paid in accordance with the Court's judgment.

XX. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER

Article 56. Supplementation and Amendment of the Charter

1. The supplementation or amendment of this Charter must be considered and decided by the GMS.
2. Where there are legal provisions relating to the Company's operations not yet addressed in this Charter, or where there are new legal provisions that differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 57. Effective Date

1. This amended and supplemented Charter was approved at the GMS at 11:32 a.m. on 17 July 2024 and takes effect from the time of approval.
2. The Charter is made in 02 (two) copies of equal validity, of which:
   a. 02 (two) copies are kept at the Company's head office.
   b. This Charter is the sole and official Charter of the Company.

3. Copies or extracts of the Company's Charter shall be valid when bearing the signature of the Company's legal representative.

PGT HOLDINGS JOINT STOCK COMPANY
LEGAL REPRESENTATIVE
GENERAL DIRECTOR

CÔNG TY CỔ PHẦN PGT HOLDINGS

KAKAZU SHOGO

APPENDIX I
LIST OF THE COMPANY'S FOUNDING SHAREHOLDERS

SHAREHOLDER NAME	ADDRESS	NUMBER OF SHARES HELD	LEGAL REPRESENTATIVE
Petrolimex Gas Joint Stock Company	20th Floor, Mipec Building - 229 Tay Son, Dong Da District, Hanoi	2,036,227	**Mr. Tran Van Thanh** **Mr. Hoang Anh**
Region II Petroleum Company	15 Le Duan, Ben Nghe Ward, District 1, Ho Chi Minh City	1,113,218	**Mr. Nguyen Viet Cuong** **Mr. Trinh Ba Bo** **Mr. Tran Van Thang**
Petrolimex Saigon Transportation and Services Joint Stock Company	118 Huynh Tan Phat, Tan Thuan Tay Ward, District 7, Ho Chi Minh City	666,056	**Mr. Pham Chi Giao**
Petrolimex Hanoi Trading and Transportation Joint Stock Company	11 alley 54, Ngo Gia Tu, Duc Giang Ward, Long Bien District, Hanoi	573,432	**Mr. Bui Van Thanh**