

EXTRAORDINARY INFORMATION DISCLOSURE

To: - State Securities Commission of Vietnam
- Hanoi Stock Exchange

1. Company name: Quang Nam Transportation Construction Joint Stock Company
 - Stock code: QTC, listed on the Hanoi Stock Exchange
 - Address: No. 10 Nguyen Du Street, Tam Ky Ward, Da Nang City
 - Telephone: 0235.3851734 Fax: 02353852098
 - Email: phongtckt2008@gmail.com
 - Website: <https://cotracoqna.vn>

2. Information disclosure content:

Quang Nam Transportation Construction Joint Stock Company hereby discloses:

- The Company has amended its Charter to reflect the new charter capital following the issuance of shares to increase share capital from owners' equity. The amendments were approved by the 2026 Annual General Meeting of Shareholders under Resolution No. 01/2026/DHĐCĐ dated June 23, 2026.

This information is disclosed on the website of Quang Nam Transportation Construction Joint Stock Company on October 09, 2026 at the following address: <https://cotracoqna.vn/>.

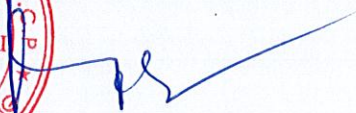
We hereby certify that the information disclosed above is true and accurate, and we assume full legal responsibility for the contents of such disclosed information and the attached documents.

Sincerely,

Attachments:

- Company's Charter


**COMPANY REPRESENTATIVE
GENERAL DIRECTOR**


Nguyen Tuan Anh



CHARTER

QUANG NAM TRANSPORTATION CONSTRUCTION JOINT STOCK COMPANY

Da Nang, October 2026

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness



CHARTER

QUANG NAM TRANSPORTATION CONSTRUCTION JOINT STOCK COMPANY

**(Amended pursuant to Resolution No. 01/2026/NQ-DHDCD of the
Annual General Meeting of Shareholders dated June 23, 2026)**

Da Nang, October 2026

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PREAMBLE

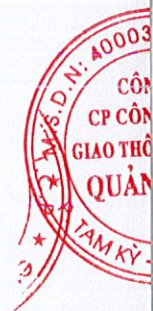
This Charter was adopted pursuant to Resolution No. 01/2024/DHDCD dated June 26, 2024 of the 2024 Annual General Meeting of Shareholders, and Clause 1 of Article 6 on charter capital and shares was subsequently amended pursuant to Resolution No. 01/2026/NQ- DHDCD dated June 23, 2026 of the 2026 Annual General Meeting of Shareholders of Quang Nam Transportation Construction Joint Stock Company.

I. DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall have the meanings set out below:

- a) *Charter capital* means the total par value of shares sold or registered for subscription upon establishment of a joint stock company and as provided in Article 6 of this Charter;
- b) *Voting capital* means share capital under which the holder has the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;
- c) *Law on Enterprises* means Law No. 59/2020/QH14 on Enterprises adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *Law on Securities* means Law No. 54/2019/QH14 on Securities adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- e) *Vietnam* means the Socialist Republic of Vietnam;
- f) *Date of establishment* means the date on which the Company was first issued its Enterprise Registration Certificate (Business Registration Certificate and other documents of equivalent legal validity);
- g) *Enterprise executives* mean the General Director, Deputy General Directors and Chief Accountant;
- h) *Enterprise managers* mean the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, the Head of the Supervisory Board, members of the Supervisory Board and the Chief Accountant of the Company;
- i) *Related person* means an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;
- j) *Shareholder* means an individual or organization owning at least one share of a joint stock company;
- k) *Major shareholder* means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
- l) *Term of operation* means the period of operation of the Company as provided in Article 2 of this Charter;
- m) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.



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

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

Article 2. Company name, form, head office, branches, representative offices, business locations and term of operation of the Company

1. Company name
 - Vietnamese name: Công ty Cổ phần Công trình Giao thông Vận Tải Quảng Nam
 - Foreign-language name: Quang Nam Transportation Construction Joint Stock Company
 - Abbreviated name: Co Traco - Qna
2. The Company is a joint stock company with legal personality in accordance with the prevailing laws of Vietnam.
3. Registered office of the Company:
 - Head office address: No. 10 Nguyen Du Street, Tam Ky Ward, Da Nang City
 - Telephone: 0235 3851577
 - E-mail: phongtckt2008@gmail.com
 - Website: cotracoqna.vn
4. The Company may establish branches and representative offices in its business areas to carry out the Company's business objectives in accordance with decisions of the Board of Directors and within the scope permitted by law.
5. Unless its operation is terminated earlier in accordance with Clause 2, Article 54 of this Charter, the term of operation of the Company shall be perpetual from the date of establishment.

Article 3. Legal representative of the Company

The Company has one legal representative. The General Director is the legal representative of the Company.

III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Business objectives of the Company

1. Business lines of the Company:
 - Other civil engineering construction

Details: Construction of civil works, road transport works, irrigation works, hydropower works and public works

- Management consultancy activities

Details: Management, operation and maintenance of road transportation infrastructure.

- Real estate business and land use rights belonging to owners, users or lessees.
- Short-term accommodation services.
- Restaurants and mobile food service activities.

- Architectural and related technical consultancy activities

Details: Preparation of projects, construction technical design dossiers and cost estimates for construction and transportation infrastructure projects; supervision of road construction works; testing and quality inspection of construction works.

- Electrical system installation.
- Installation of water supply and drainage systems, heating and air-conditioning systems.
- Other mining activities not elsewhere classified

Details: Exploration, extraction and production of materials used for the repair and construction of road transportation infrastructure.

- Road freight transportation.
- Manufacture of concrete and products made from concrete, cement and plaster

During its operation, the Company may change its business lines in accordance with applicable laws after obtaining approval from the General Meeting of Shareholders.

2. Business objectives of the Company:

The Company is established to mobilize and efficiently use capital for the development of production and business activities in the management, operation, repair and construction of road transport works and other fields, with the aim of maximizing profits; creating stable employment for employees; increasing returns for shareholders; contributing to the State budget; and developing the Company in an increasingly sustainable manner.

Article 5. Business scope and operations of the Company

The Company is permitted to conduct business in the business lines specified in this Charter that have been registered, with changes in the registered particulars notified to the business registration authority, and published on the National Business Registration Portal [Where the Company conducts business in a conditional business line, the Company must fully satisfy the business conditions prescribed by the Law on Investment and relevant sector-specific laws].

IV. CHARTER CAPITAL AND SHARES

Article 6. Charter capital and shares

1. The charter capital of the Company is VND 30,239,740,000 (Thirty billion, two hundred thirty-nine million, seven hundred forty thousand Vietnamese dong).
The total charter capital of the Company is divided into 3,023,974 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. As of the date of adoption of this Charter, the Company's shares comprise common shares. The rights and obligations of shareholders holding each class of shares are provided in Articles 11 and 12 of this Charter.
4. The Company may issue other classes of preference shares after obtaining approval from the General Meeting of Shareholders and in compliance with applicable laws.
5. Common shares must first be offered to existing shareholders in proportion to their respective holdings of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not fully subscribed for by shareholders shall be dealt with as decided by the Company's Board of Directors. The Board of Directors may allocate such shares to shareholders and other persons on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase shares issued by the Company itself in the manner provided in this Charter and under applicable laws.
7. The Company may issue other types of securities in accordance with law.

Article 7. Share certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.
2. A share is a type of security certifying the lawful rights and interests of its holder in a portion of the share capital of the issuing organization. A share certificate must contain all information required under Clause 1, Article 121 of the Law on Enterprises.
3. Within 60 days from the date on which the shareholder has fully submitted the documents required by the Company for registration of transfer of ownership of shares, or within 60 days from the date on which the shareholder has fully paid for the shares in accordance with the Company's share issuance plan (or such other period as specified in the relevant issuance terms), the holder of such shares shall be issued a share certificate. The shareholder shall not be required to pay the Company any fee for printing the share certificate.
4. If a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be issued a replacement share certificate by the Company upon that shareholder's request. The shareholder's request must include the following:

- a) Information on the share certificate that has been lost, damaged or otherwise destroyed;
- b) An undertaking to be responsible for any disputes arising from the reissuance of the share certificate.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares are freely transferable, except where otherwise provided by relevant laws. Listed shares and shares registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid up may not be transferred and shall not carry the related rights, such as the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the right to purchase newly offered shares and other rights as prescribed by law.

V. ORGANIZATIONAL, GOVERNANCE AND CONTROL STRUCTURE

Article 10. Organizational, governance and control structure

The Company's organizational, management, governance and control structure comprises:

1. The General Meeting of Shareholders.
2. The Board of Directors.
3. The Supervisory Board.
4. The General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

1. Common shareholders have the following rights:
 - a) To attend and speak at General Meetings of Shareholders and exercise voting rights directly or through an authorized representative. Each common share carries one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To have priority to purchase newly issued shares in proportion to each shareholder's ownership of common shares in the Company;
 - d) To freely transfer their shares to other persons, except as otherwise provided by relevant law;
 - e) To inspect, access and extract information on names and contact addresses in the list of shareholders entitled to vote; and to request correction of their inaccurate information;

- f) To inspect, access, extract or photocopy the Company's Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their share ownership in the Company;
 - h) To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same class confers equal rights, obligations and benefits on its holder. Where the Company has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j) To have full access to periodic and extraordinary information disclosed by the Company in accordance with law;
 - k) To have their lawful rights and interests protected; and to request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
 - l) Other rights as prescribed by law.
2. A shareholder or group of shareholders holding 05% or more of the total common shares has the following rights:
- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b) To inspect, access and extract the minute books and the resolutions and decisions of the Board of Directors, the semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to the Company's trade secrets and business secrets;
 - c) To request the Supervisory Board to inspect specific matters relating to the management and operation of the Company when necessary. Such request must be made in writing and must contain the following: full name, contact address, nationality and legal document number of the individual shareholder; name, enterprise identification number or legal document number and head office address of the organizational shareholder; number of shares and date of share registration of each shareholder, total number of shares held by the group of shareholders and their ownership ratio in the Company's total shares; the matter to be inspected and the purpose of the inspection;
 - d) To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and delivered to the Company no later than [three (03) working days] before the opening date. The proposal must specify the shareholder's name, the number of shares of each class held by the shareholder, and the matter proposed for inclusion in the meeting agenda;



- e) Other rights as prescribed by law.
- 3. A shareholder or group of shareholders holding 10% or more of the total common shares has the right to nominate candidates for the Board of Directors and the Supervisory Board. The nomination of candidates for the Board of Directors and the Supervisory Board shall be carried out as follows:
 - a) Common shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify shareholders attending the meeting of such group meeting before the opening of the General Meeting of Shareholders;
 - b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders referred to in this Clause may nominate one or more persons, as decided 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 fewer than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

Article 12. Obligations of shareholders

Common shareholders have the following obligations:

- 1. To pay in full and on time for the shares they have committed to purchase.
- 2. Not to withdraw contributed capital represented by common shares from the Company in any form, except where the Company or another person repurchases the shares. If a shareholder withdraws part or all of the contributed share capital contrary to this Clause, such shareholder and the persons with related interests in the Company shall be jointly and severally liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares, and for any resulting losses.
- 3. To comply with the Company's Charter and its internal management regulations.
- 4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. To keep confidential information provided by the Company in accordance with the Company's Charter and law; to use the information provided only to exercise and protect their lawful rights and interests; and to refrain strictly from disseminating, copying or sending information provided by the Company to other organizations or individuals.
- 6. To attend General Meetings of Shareholders and exercise voting rights through the following methods:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another individual or organization to attend and vote at the meeting;
 - c) Attending and voting through an online conference, electronic voting or another electronic method;

- d) Sending a voting ballot to the meeting by post or email.
- 7. To bear personal liability when, acting in the Company's name in any form, they engage in any of the following acts:
 - a) Violating the law;
 - b) Conducting business or other transactions for personal gain or for the benefit of another organization or individual;
 - c) Paying debts that are not yet due while the Company is exposed to financial risks.
- 8. To fulfill other obligations in accordance with applicable law.

Article 13. General Meeting of Shareholders

- 1. The General Meeting of Shareholders consists of all shareholders entitled to vote and is the Company's highest decision-making body. The General Meeting of Shareholders shall hold an annual meeting once a year and within four (04) months from the end of the fiscal year. The Board of Directors may extend the deadline for holding the annual General Meeting of Shareholders where necessary, but not beyond six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of a General Meeting of Shareholders shall be the place where the Meeting Chair attends the meeting and must be within the territory of Vietnam.
- 2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company's Charter, in particular approving the audited annual financial statements. If 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 audits the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative is responsible for attending the Company's annual 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 considers it necessary for the benefit of the Company;
 - b) The remaining number of members of the Board of Directors or the Supervisory Board falls below the minimum number prescribed by law;
 - c) At the request of a shareholder or group of shareholders referred to in Clause 2, Article 11 of this Charter; the request to convene a General Meeting of Shareholders must be made in writing, stating the reasons for and the purpose of the meeting, and bearing the signatures of all relevant shareholders or, where the request is made in multiple copies, those copies together bearing the signatures of all relevant shareholders;
 - d) At the request of the Supervisory Board;
 - e) Other cases as prescribed by law.

4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date on which the remaining number of members of the Board of Directors, independent members of the Board of Directors or members of the Supervisory Board falls to the level described in Point b, Clause 3 of this Article, or from the date of receipt of a request specified in Points c and d, Clause 3 of this Article;
- b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the Supervisory Board shall, within the following 30 days, replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;
- c) If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders referred to in Point c, Clause 3 of this Article has the right to request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures for convening and conducting the meeting and adopting decisions of the General Meeting of Shareholders. All costs of convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d) The procedures for organizing the General Meeting of Shareholders shall comply with Clause 2, Article 17 of this Charter.

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

1. The General Meeting of Shareholders has the following rights and obligations:

- a) To approve the Company's development orientation;
- b) To decide the classes of shares and the total number of shares of each class authorized to be offered; and to decide the annual dividend rate for each class of shares;
- c) To elect, dismiss and remove members of the Board of Directors and members of the Supervisory Board;
- d) To decide on the investment in or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- e) To decide on amendments and supplements to the Company's Charter;
- f) To approve annual financial statements;
- g) To decide on the repurchase of more than 10% of the total shares sold of each class;

- h) To consider and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
 - i) To decide on reorganization or dissolution of the Company;
 - j) To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and Supervisory Board;
 - k) To approve the internal corporate governance regulations and the operating regulations of the Board of Directors and Supervisory Board;
 - l) To approve the list of approved audit firms; to decide on the approved audit firm to inspect the Company's operations; and to dismiss an approved auditor when deemed necessary;
 - m) Other cases as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a) The Company's annual business plan;
 - b) Audited annual financial statements;
 - c) The report of the Board of Directors on corporate governance and the performance 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 results and the performance of the Board of Directors and the General Director;
 - e) The self-assessment report on the performance of the Supervisory Board and its members;
 - f) Dividends for each share of each class;
 - g) The number of members of the Board of Directors and the Supervisory Board;
 - h) Election, dismissal and removal of members of the Board of Directors and Supervisory Board;
 - i) The budget or total remuneration, bonuses and other benefits for the Board of Directors and Supervisory Board;
 - j) Approval of the list of approved audit firms; and decision on the approved audit firm to inspect the Company's operations when deemed necessary;
 - k) Amendments and supplements to the Company's Charter;
 - l) The classes and number of new shares to be issued for each class of shares;
 - m) Division, separation, consolidation, merger or conversion of the Company;
 - n) Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
 - o) Investment in or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
 - p) Repurchase of more than 10% of the total shares sold of each class;

- q) Approval of contracts or transactions with persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total asset value recorded in its most recent financial statements;
 - r) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - s) Approval of the internal corporate governance regulations, operating regulations of the Board of Directors and operating regulations of the Supervisory Board.
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 15. Authorization to attend General Meetings of Shareholders

- 1. A shareholder, or an authorized representative of an organizational shareholder, may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting or attend through one of the methods specified in Clause 6, Article 12 of this Charter.
- 2. Authorization of an individual or organization to represent a shareholder at a General Meeting of Shareholders under Clause 1 of this Article must be made in writing. The authorization document shall comply with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents and scope of authorization, the term of authorization, and the signatures of the authorizing and authorized parties:

The authorized person attending the General Meeting of Shareholders must submit the authorization document upon registration for the meeting. In the case of sub-authorization, the attendee must additionally present the original authorization document of the shareholder or the authorized representative of an organizational shareholder (if it has not previously been registered with the Company).

- 3. The voting ballot of an authorized person attending the meeting within the scope of authorization remains valid in any of the following cases, except where:
 - a) The authorizing person has died, has had his or her capacity for civil acts restricted, or has lost capacity for civil acts;
 - b) The authorizing person has cancelled the authorization;
 - c) The authorizing person has cancelled the authority of the person exercising the authorization.

This provision does not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 16. Changes in rights

- 1. A change or cancellation of special rights attached to a class of preference shares shall take effect when approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on a matter that adversely changes the rights and obligations

of preference shareholders may be adopted only if it is approved by the attending preference shareholders of the same class holding at least 75% of the total preference shares of that class or, where the resolution is adopted by collecting written opinions, by preference shareholders of the same class holding at least 75% of the total preference shares of that class.

2. A meeting of shareholders holding a class of preference shares to approve a change to the above rights shall be valid only when at least two (02) shareholders (or their authorized representatives) are present and hold at least one-third of the par value of the issued shares of that class. If the required number of attendees is not present, the meeting shall be reconvened within the following 30 days, and holders of shares of that class, regardless of the number of persons and number of shares, who are present in person or through an authorized representative shall be deemed to constitute the required quorum. At such meetings of preference shareholders, holders of shares of that class who are present in person or through representatives may request a secret ballot. Each share of the same class carries equal voting rights at such meetings.
3. The procedures for conducting such separate meetings shall be carried out in a manner similar to that provided in Articles 18, 19 and 20 of this Charter.
4. Unless the share issuance terms provide otherwise, special rights attached to classes of shares having preferential rights over some or all matters relating to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

Article 17. Convening General Meetings of Shareholders, meeting agenda and notice of meeting

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 13 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;
 - b) Prepare the agenda and contents of the meeting;
 - c) Prepare meeting documents;
 - d) Draft resolutions of the General Meeting of Shareholders based on the expected meeting contents;
 - e) Determine the time and venue of the meeting;
 - f) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;

- g) Perform other tasks serving the meeting.
3. Notice of the General Meeting of Shareholders shall be given to all shareholders by a method ensuring delivery to their contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date of the meeting (calculated from the date on which the notice is duly sent or delivered). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. Where the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice must specify the link to all meeting documents for shareholders to access, including:
 - a) The agenda and documents used at the meeting;
 - b) The list and detailed information of candidates in the case of election of members of the Board of Directors and Supervisory Board;
 - c) Voting ballots;
 - d) Draft resolutions on each matter on the meeting agenda.
 4. A shareholder or group of shareholders as specified in Clause 2, Article 11 of this Charter has the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and delivered to the Company no later than three (03) working days before the opening date of the meeting. The proposal must specify the shareholder's name, the number of shares of each class held by the shareholder, and the matter proposed for inclusion in the meeting agenda.
 5. The person convening the General Meeting of Shareholders may reject a proposal under Clause 4 of this Article if it falls into any of the following cases:
 - a) The proposal was submitted contrary to the requirements of Clause 4 of this Article;
 - b) At the time of the proposal, the shareholder or group of shareholders did not hold at least 5% of the common shares as prescribed in Clause 2, Article 11 of this Charter;
 - c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders.
 6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the draft agenda and meeting contents, except in the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and meeting contents if approved by the General Meeting of Shareholders.

Article 18. Conditions for conducting General Meetings of Shareholders

1. A General Meeting of Shareholders may be conducted when the attending shareholders represent more than 50% of the total votes.
2. If the first meeting does not satisfy the conditions for being conducted under Clause 1 of this Article, the notice of the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders may be conducted when the attending shareholders represent 33% or more of the total votes.
3. If the second meeting does not satisfy the conditions for being conducted under Clause 2 of this Article, the notice of the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders may be conducted regardless of the total votes represented by the attending shareholders.

Article 19. Procedures for conducting and voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Company must carry out shareholder registration and continue registration until all shareholders entitled to attend have registered, as follows:
 - a) Upon shareholder registration, the Company shall issue each shareholder or authorized representative entitled to vote a voting card stating the registration number, full name of the shareholder, full name of the authorized representative and number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by voting in favor, against, or with no opinion. At the meeting, the voting cards in favor of a resolution shall be collected first, then the voting cards against, and finally the total number of votes in favor or against shall be counted to reach a decision. The vote-counting results shall be announced by the Meeting Chair immediately before the closing of the General Meeting. The General Meeting shall elect persons responsible for counting votes or supervising the vote count at the proposal of the Meeting Chair. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Meeting Chair;
 - b) A shareholder, an authorized representative of an organizational shareholder, or an authorized person arriving after the meeting has opened has the right to register immediately and thereafter participate in and vote at the meeting immediately after registration. The Meeting Chair is not responsible for suspending the meeting to allow late-arriving shareholders to register, and the validity of matters voted on previously shall not be affected.
2. The election of the Meeting Chair, the secretary and the vote-counting committee shall be carried out as follows:
 - a) The Chairman of the Board of Directors shall chair the meeting or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or

temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority vote. If a Meeting Chair cannot be elected, the Head of the Supervisory Board shall administer the meeting to enable the General Meeting of Shareholders to elect a Meeting Chair from among the attendees, and the person receiving the highest number of votes shall chair the meeting;

- b) Except as provided in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall administer the meeting so that the General Meeting of Shareholders elects a Meeting Chair, and the person receiving the highest number of votes shall chair the meeting;
 - c) The Meeting Chair shall appoint one or more persons to act as secretaries of the meeting;
 - d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee at the proposal of the Meeting Chair.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocated to each matter on the meeting agenda.
 4. The Meeting Chair has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.
 - a) Arrange seating at the venue of the General Meeting of Shareholders;
 - b) Ensure the safety of all persons present at the meeting venues;
 - c) Facilitate shareholders' attendance at (or continued participation in) the meeting. The person convening the General Meeting of Shareholders has full authority to change the measures stated above and apply all necessary measures. Such measures may include issuing entry passes or using other appropriate methods.
 5. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by voting in favor, against, or with no opinion. The vote-counting results shall be announced by the Meeting Chair immediately before the closing of the meeting.
 6. A shareholder or authorized person attending the meeting who arrives after the meeting has opened shall still be allowed to register and shall have the right to vote immediately after registration; in this case, the validity of matters already voted on shall not be affected.
 7. The person convening the meeting or the Meeting Chair of the General Meeting of Shareholders has the following rights:
 - a) To require all attendees to undergo inspection or other lawful and reasonable security measures;
 - b) To request competent authorities to maintain order at the meeting; and to expel from the General Meeting of Shareholders any person who fails to comply with the Meeting Chair's authority, intentionally disrupts order, obstructs the normal progress of the meeting or fails to comply with security inspection requirements.

8. The Meeting Chair may adjourn a General Meeting of Shareholders at which the required number of attendees has registered for a maximum of three (03) working days from the scheduled opening date, and may only adjourn the meeting or change its 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 do not ensure that shareholders can attend, discuss and vote;
 - c) An attendee obstructs or disrupts order, creating a risk that the meeting cannot be conducted fairly and lawfully.
9. If the Meeting Chair adjourns or suspends a General Meeting of Shareholders contrary to Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Meeting Chair in conducting the meeting until its conclusion; all resolutions adopted at that meeting shall remain effective.
10. Where the Company applies modern technology to conduct a General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or another electronic method in accordance with Article 15 of this Charter and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 20. Conditions for adoption of resolutions of the General Meeting of Shareholders

1. A resolution on any of the following matters shall be adopted if approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting, except as provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a) Classes of shares and total number of shares of each class;
 - b) Changes to business lines and business sectors;
 - c) Changes to the Company's management and organizational structure;
 - d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
 - e) Reorganization or dissolution of the Company.
2. Resolutions shall be adopted when approved by shareholders holding more than 50% of the total votes of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders adopted with 100% of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.



Article 21. Authority and procedures for collecting written opinions from shareholders to adopt resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions from shareholders for adoption of resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors may collect written opinions from shareholders for adoption of a resolution of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except in the following cases:
 - a) Amendment or supplementation of the contents of the Company's Charter;
 - b) The Company's development orientation;
 - c) Classes of shares and total number of shares of each class;
 - d) Election, dismissal and removal of members of the Board of Directors and Supervisory Board;
 - e) Decision on investment in or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
 - f) Approval of annual financial statements;
 - g) Reorganization or dissolution of the Company.
2. The Board of Directors must prepare the written opinion ballot, draft resolution of the General Meeting of Shareholders and explanatory documents for the draft resolution and send them to all shareholders entitled to vote no later than 10 days before the deadline for returning the written opinion ballot. The requirements and methods for sending the ballot and accompanying documents shall comply with Clause 3, Article 17 of this Charter.
3. The written opinion ballot must contain the following principal contents:
 - a) Name, head office address and enterprise identification number;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality and legal document number of an individual shareholder; name, enterprise identification number or legal document number and head office address of an organizational shareholder, or full name, contact address, nationality and legal document number of the representative of an organizational shareholder; number of shares of each class and number of votes of the shareholder;
 - d) Matters on which opinions are to be collected for approval;
 - e) Voting options, namely in favor, against and no opinion, for each matter on which opinions are collected;
 - f) Deadline for returning the completed written opinion ballot to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. A shareholder may send a completed written opinion ballot to the Company by post, fax or email as follows:

- a) Where sent by post, the completed ballot must bear the signature of an individual shareholder, the authorized representative or the legal representative of an organizational shareholder. The ballot sent to the Company must be placed in a sealed envelope and no one may open it before the votes are counted;
 - b) Where sent by fax or email, the ballot sent to the Company must remain confidential until the votes are counted;
 - c) Ballots sent to the Company after the deadline specified in the ballot, or opened in the case of postal delivery or disclosed in the case of fax or email, shall be invalid. A ballot that is not returned shall be deemed a ballot in which the shareholder did not participate in voting.
5. The Board of Directors shall count the votes and prepare the vote-counting minutes in the presence of the Supervisory Board or a shareholder who does not hold a management position in the Company. The vote-counting minutes must contain the following principal contents:
- a) Name, head office address and enterprise identification number;
 - b) Purpose and matters on which opinions are collected for adoption of the resolution;
 - c) Number of shareholders participating in voting and total number of votes cast, distinguishing valid and invalid votes and the method of sending ballots, together with an appendix listing participating shareholders;
 - d) The total number of votes in favor, against and with no opinion on each matter;
 - e) Matters adopted and the corresponding approval ratio;
 - f) Full names and signatures of the Chairman of the Board of Directors, the vote counter and the vote-counting supervisor.
- Members of the Board of Directors, the vote counter and the vote-counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and jointly responsible for any losses arising from decisions adopted as a result of dishonest or inaccurate vote counting.
6. The vote-counting minutes and resolution must be sent to shareholders within 15 days from the date on which vote counting is completed. The sending of the vote-counting minutes and resolution may be replaced by posting them on the Company's website within 24 hours from the completion of vote counting.
7. Completed written opinion ballots, vote-counting minutes, adopted resolutions and relevant documents sent together with the written opinion ballots must all be kept at the Company's head office.
8. A resolution shall be adopted by collecting written opinions from shareholders if approved by shareholders holding more than 50% of the total votes of all shareholders entitled to vote, and shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

Article 22. Resolutions and minutes of General Meetings of Shareholders

1. A 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 contents:
 - a) Name, head office address and enterprise identification number;
 - b) Time and venue of the General Meeting of Shareholders;
 - c) Meeting agenda and contents;
 - d) Full names of the Meeting Chair and the secretary;
 - e) Summary of the proceedings and opinions expressed at the General Meeting of Shareholders on each matter on the agenda;
 - f) Number of shareholders and total votes of attending shareholders, together with an appendix listing registered shareholders and shareholder representatives attending the meeting, including the corresponding number of shares and votes;
 - g) Total votes for each matter put to a vote, clearly stating the voting method, total valid votes, invalid votes, votes in favor, votes against and votes with no opinion, and the corresponding ratio to the total votes of attending shareholders;
 - h) Matters adopted and the corresponding approval ratio;
 - i) Full names and signatures of the Meeting Chair and the secretary. If the Meeting Chair or the secretary refuses to sign the minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all the contents required under this Clause. The minutes must clearly state that the Meeting Chair or secretary refused to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting ends. The Meeting Chair and the secretary of the meeting or another person signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. Resolutions and minutes of the General Meeting of Shareholders, the appendix listing registered attending shareholders bearing their signatures, authorization documents for attending the meeting, all documents attached to the minutes (if any), and relevant documents attached to the notice of the General Meeting of Shareholders must be disclosed in accordance with the laws on information disclosure on the securities market and must be kept at the Company's head office.

Article 23. Request for cancellation of resolutions of the General Meeting of Shareholders

Within 90 days from the date of receiving a resolution or minutes of the General Meeting of Shareholders or minutes of the vote counting on the collection of written opinions from shareholders, a shareholder or group of shareholders referred to in Clause 2, Article 11 of this Charter has the right to request a court or an arbitral tribunal to review and cancel a resolution or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and adopting decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except as provided in Clause 3, Article 20 of this Charter.
2. The contents of the resolution violate the law or this Charter.

VII. BOARD OF DIRECTORS

Article 24. Candidacy and nomination of members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to the candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about the candidates before voting. Candidates for the Board of Directors must provide a written undertaking as to the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes:
 - a) Full name, date, month and year of birth;
 - b) Professional qualifications;
 - c) Employment history;
 - d) Other management positions (including positions on the board of directors of another company);
 - e) Interests related to the Company and its related parties;
 - f) A public company must disclose information on companies in which the candidate currently holds a position as a member of the Board of Directors, other management positions, and interests related to the candidate's company, if any.
2. A shareholder or group of shareholders holding 10% or more of the total common shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.
3. If the number of candidates for the Board of Directors nominated and standing for election is still insufficient as required by Clause 3, Article 11 of this Charter, the incumbent Board of Directors shall introduce additional candidates or organize nomination in accordance with the Company's Charter, internal corporate governance regulations and the operating regulations of the Board of Directors. The incumbent Board of Directors' introduction of additional candidates must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.
4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

Article 25. Composition and term of office of members of the Board of Directors

1. The Board of Directors shall have five (05) members.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and the member may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Board of Directors of one company for no more than two (02) consecutive terms. Where all members of the Board of Directors concurrently complete their terms, they shall continue to serve as members of the Board of Directors until new members are elected and take over their duties.
3. The composition of the Board of Directors is as follows:
The total number of independent members of the Board of Directors must satisfy the following requirement: there must be at least one (01) independent member where the Company has between three (03) and five (05) members of the Board of Directors.
4. A member of the Board of Directors shall cease to hold office as a member of the Board of Directors if dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure on the securities market.
6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 26. Powers and obligations of the Board of Directors

1. The Board of Directors is the Company's management body and has full authority, in the name of the Company, to decide and exercise the Company's rights and perform its obligations, except for rights and obligations falling within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
 - a) To decide on the Company's strategy, medium-term development plans and annual business plan;
 - b) To propose the classes of shares and total number of shares authorized to be offered for each class;
 - c) To decide on the sale of unsold shares within the number of shares authorized to be offered for each class; and to decide on raising additional capital in other forms;
 - d) To decide the selling price of the Company's shares and bonds;
 - e) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f) To decide on investment plans and investment projects within its authority and limits prescribed by law;
 - g) To decide on solutions for market development, marketing and technology;
 - h) To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in

the Company's most recent financial statements, except contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders under Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

- i) To elect, dismiss and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts with and terminate contracts with the General Director and other key managers as provided in the Company's Charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of another company, and decide their remuneration and other benefits;
 - j) To supervise and direct the General Director and other managers in the day-to-day business operations of the Company;
 - k) To decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches and representative offices; and decide on capital contribution to, and purchase of shares in, other enterprises;
 - l) To approve the agenda and documents for General Meetings of Shareholders, convene General Meetings of Shareholders or collect opinions for the General Meeting of Shareholders to adopt resolutions;
 - m) To submit audited annual financial statements to the General Meeting of Shareholders;
 - n) To recommend the dividend rate; to decide the time limit and procedures for payment of dividends or the handling of losses arising in the course of business;
 - o) To propose reorganization or dissolution of the Company; and request bankruptcy of the Company;
 - p) To decide to issue the operating regulations of the Board of Directors and the internal corporate governance regulations after approval by the General Meeting of Shareholders; and to decide to issue the operating regulations of the Audit Committee under the Board of Directors and the Company's information disclosure regulations;
 - q) Other rights and obligations as prescribed by the Law on Enterprises, Law on Securities, other laws and the Company's Charter.
3. The Board of Directors must report the performance results of the Board of Directors to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 27. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors shall receive remuneration for their work and bonuses. Work remuneration shall be calculated based on the number of working days necessary to complete the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on the basis of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors holding an executive position, a member working on a sub-committee of the Board of Directors, or a member performing other work outside the ordinary duties of a member of the Board of Directors may receive additional remuneration in the form of a lump-sum payment for each assignment, salary, commission, percentage of profit or another form as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all travel, meals, accommodation and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending General Meetings of Shareholders, meetings of the Board of Directors or meetings of the sub-committees of the Board of Directors.
6. Members of the Board of Directors may be provided with liability insurance by the Company after approval by the General Meeting of Shareholders. Such insurance does not cover liabilities of members of the Board of Directors arising from violations of law or the Company's Charter.

Article 28. Chairman and Vice Chairman of the Board of Directors

1. The Board of Directors must select from among its members a Chairman and a Vice Chairman. The Chairman and Vice Chairman of the Board of Directors shall be elected, dismissed and removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors may not concurrently serve as General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a) To prepare the work programs and plans of the Board of Directors;
 - b) To prepare the agenda, contents and documents for meetings; convene, preside over and chair meetings of the Board of Directors;
 - c) To organize the adoption of resolutions and decisions of the Board of Directors;
 - d) To supervise the implementation of resolutions and decisions of the Board of Directors;
 - e) To chair General Meetings of Shareholders;
 - f) Other rights and obligations as prescribed by the Law on Enterprises.

4. If the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within 30 days from the date of receipt of the resignation or from the date of dismissal or removal.
5. If the Chairman of the Board of Directors is absent or unable to perform his or her duties, the Chairman must authorize the Vice Chairman in writing to exercise the rights and perform the obligations of the Chairman in accordance with the principles provided in the Company's Charter. If there is no authorized person, or if the Chairman dies, goes missing, is detained, is serving a prison sentence, is subject to an administrative measure at a compulsory drug rehabilitation facility or compulsory education establishment, has absconded from his or her place of residence, has had his or her capacity for civil acts restricted or lost, has difficulty in cognition or control of behavior, or has been prohibited by a court from holding a position, practicing a profession or performing certain work, the remaining members shall elect one of them as Chairman by a majority vote of the remaining members until a new decision of the Board of Directors is issued.

Article 29. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the end of the election of that Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number or highest ratio of votes. If more than one member has the same highest number or ratio of votes, the members shall elect one of them by majority vote to convene the Board of Directors meeting.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a Board of Directors meeting in the following cases:
 - a) At the request of the Supervisory Board or an independent member of the Board of Directors;
 - b) At the request of the General Director or at least five (05) other managers;
 - c) At the request of at least two (02) members of the Board of Directors.
4. A request under Clause 3 of this Article must be made in writing and clearly state the purpose, matters to be discussed and decisions falling within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene the Board of Directors meeting within seven (07) working days from the date of receipt of a request under Clause 3 of this Article. If the meeting is not convened as requested, the Chairman shall be liable for losses incurred by the Company; the requesting person has the right to replace the Chairman in convening the Board of Directors meeting.
6. The Chairman of the Board of Directors or the person convening the meeting must send the notice of the meeting no later than three (03) working days before the meeting date. The notice must specifically state the time and venue of the meeting,

agenda, matters for discussion and decision. The notice must be accompanied by documents to be used at the meeting and members' voting ballots.

The meeting notice for a Board of Directors meeting may be sent by letter, telephone, fax, electronic means or another method provided by the Company's Charter and ensuring delivery to the contact address registered with the Company by each member of the Board of Directors.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors and may discuss matters but may not vote.

8. A Board of Directors meeting may be conducted when at least 3/4 of the total members attend. If a meeting convened under this Clause does not have the required number of attendees, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. In this case, the meeting may be conducted if more than half of the members of the Board of Directors attend.
9. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
 - 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.
10. Where a voting ballot is sent to the meeting by post, it must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening. The ballot may only be opened in the presence of all persons attending the meeting.
11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Directors.
12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of members attending the meeting; if votes are equal, the final decision shall follow the opinion of the Chairman of the Board of Directors.

Article 30. Sub-committees under the Board of Directors

1. The Board of Directors may establish sub-committees under it to be responsible for development policy, personnel, remuneration, internal audit and risk management. The number of sub-committee members shall be decided by the Board of Directors and must be at least three (03), including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority of the sub-committee,

and one of these members shall be appointed as Head of the sub-committee by decision of the Board of Directors. The activities of each sub-committee must comply with the regulations of the Board of Directors. A decision of a sub-committee shall be effective only when approved by a majority of the members attending and voting at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors or of a sub-committee under the Board of Directors must comply with applicable laws and the Company's Charter and internal corporate governance regulations.

Article 31. Corporate governance officer

1. The Company's Board of Directors must appoint at least one (01) corporate governance officer to assist with corporate governance at the enterprise. The corporate governance officer may concurrently act as Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The corporate governance officer may not concurrently work for an approved audit organization that is auditing the Company's financial statements.
3. The corporate governance officer has the following rights and obligations:
 - a) To advise the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and on matters between the Company and its shareholders;
 - b) To prepare for meetings of the Board of Directors and the Supervisory Board and for General Meetings of Shareholders at the request of the Board of Directors or the Supervisory Board;
 - c) To advise on meeting procedures;
 - d) To attend meetings;
 - e) To advise on procedures for preparing resolutions of the Board of Directors in accordance with law;
 - f) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and Supervisory Board;
 - g) To supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h) To act as the contact point with stakeholders;
 - i) To keep information confidential in accordance with law and the Company's Charter;
 - j) Other rights and obligations as prescribed by law.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 32. Management structure

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to its supervision and direction in the

Company's day-to-day business operations. The Company has a General Director, Deputy General Directors, a Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by a resolution or decision of the Board of Directors.

Article 33. Executives of the Company

1. The Company's executives include the General Director, Deputy General Director and Chief Accountant.
2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations prescribed by the Board of Directors. Enterprise executives shall be responsible for assisting the Company in achieving its operational and organizational objectives.
3. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
4. Salaries of executives shall be included in the Company's business expenses in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person as General Director.
2. The General Director is the person managing the Company's day-to-day business operations; is subject to supervision by the Board of Directors; and is responsible to the Board of Directors and the law for exercising the assigned rights and performing the assigned obligations.
3. The term of office of the General Director shall not exceed five (05) years and the General Director may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and the Company's Charter.
4. The General Director has the following rights and obligations:
 - a) To decide matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;
 - b) To organize implementation of resolutions and decisions of the Board of Directors;
 - c) To organize implementation of the Company's business plan and investment plan;
 - d) To propose the Company's organizational structure and internal management regulations;
 - e) To appoint, dismiss and remove persons holding managerial positions in the Company, except positions falling within the authority of the Board of Directors;
 - f) To decide salaries and other benefits for employees of the Company, including managers whose appointment falls within the authority of the General Director;



- g) To recruit employees;
 - h) To propose plans for dividend payment or handling business losses;
 - i) Other rights and obligations as prescribed by law, the Company's Charter and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors attending the meeting approve, and shall appoint a new General Director as replacement.

IX. SUPERVISORY BOARD

Article 35. Candidacy and nomination of members of the Supervisory Board (Supervisors)

1. Candidacy and nomination of members of the Supervisory Board shall be carried out in the same manner as provided in Clauses 1 and 2, Article 24 of this Charter.
2. If the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company's Charter, internal corporate governance regulations and operating regulations of the Supervisory Board. The incumbent Supervisory Board's introduction of additional candidates must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

Article 36. Composition of the Supervisory Board

1. The Supervisory Board of the Company shall have three (03) members. The term of office of a member of the Supervisory Board shall not exceed five (05) years and members may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:
 - a) Working in the Company's accounting or finance department;
 - b) Being a member or employee of an independent audit firm that audited the Company's financial statements during the preceding three (03) consecutive years.
3. A member of the Supervisory Board shall be dismissed in the following cases:
 - a) No longer satisfying the standards and conditions for being a member of the Supervisory Board under Clause 2 of this Article;
 - b) Submitting a resignation that is accepted.
4. A member of the Supervisory Board shall be removed in the following cases:
 - a) Failing to complete assigned duties or work;
 - b) Failing to exercise his or her rights and perform his or her obligations for six (06) consecutive months, except in cases of force majeure;

- c) Repeatedly violating, or seriously violating, the obligations of a member of the Supervisory Board under the Law on Enterprises and the Company's Charter;
- d) Other cases under a resolution of the General Meeting of Shareholders.

Article 37. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; election, dismissal and removal shall be based on majority vote. More than half of the members of the Supervisory Board must be permanent residents of Vietnam. The Head of the Supervisory Board 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 activities.
2. Rights and obligations of the Head of the Supervisory Board:
 - a) To convene meetings of the Supervisory Board;
 - b) To request the Board of Directors, General Director and other executives to provide relevant information for reporting to the Supervisory Board;
 - c) To prepare and sign the report of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 38. Rights and obligations of the Supervisory Board

The Supervisory Board has the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following additional rights and obligations:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved audit organizations to audit the Company's financial statements; decide on the approved audit organization to inspect the Company's operations; and dismiss an approved auditor when deemed necessary.
2. To be accountable to shareholders for its supervision activities.
3. To supervise the Company's financial position and compliance with law in the activities of members of the Board of Directors, the General Director and other managers.
4. To ensure coordination of activities with the Board of Directors, General Director and shareholders.
5. If it discovers that a member of the Board of Directors, General Director or other executive of the enterprise has violated the law or the Company's Charter, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violating person to cease the violation and take measures to remedy its consequences.
6. To formulate the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

8. To have access to the Company's records and documents kept at the head office, branches and other locations; and to have access to the workplaces of the Company's managers and employees during working hours.
9. To request the Board of Directors, members of the Board of Directors, General Director and other managers to provide complete, accurate and timely information and documents concerning the management, administration and business operations of the Company.
10. Other rights and obligations as prescribed by law.

Article 39. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least two (02) times a year, with at least 2/3 of its members attending each meeting. Minutes of meetings of the Supervisory Board must be prepared in detail and clearly. The minute-taker and members of the Supervisory Board attending the meeting must sign the minutes. Minutes of meetings of the Supervisory Board must be retained to determine the responsibilities of each member of the Supervisory Board.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director and representatives of an approved audit organization to attend and answer matters requiring clarification.

Article 40. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board

Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board shall be provided as follows:

1. Members of the Supervisory Board shall receive salary, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total salary, remuneration, bonuses, other benefits and annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable meals, accommodation, travel and costs of using independent consulting services. The total remuneration and such expenses may not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with corporate income tax law and other relevant laws and must be presented as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives are responsible for performing their duties, including duties

as members of the sub-committees of the Board of Directors, honestly and prudently for the benefit of the Company.

Article 41. Duties of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers must disclose relevant interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and their related persons may use information obtained by virtue of their positions only for the benefit of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers must notify the Board of Directors and Supervisory Board in writing of transactions between the Company, its subsidiaries or other companies in which the public company holds control of more than 50% of the charter capital, and any of those persons themselves or their related persons, in accordance with law. For such transactions approved by the General Meeting of Shareholders or Board of Directors, the Company must disclose information on such resolutions in accordance with securities information disclosure laws.
4. A member of the Board of Directors may not vote on a transaction that benefits such member or a person related to such member in accordance with the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and their related persons may not use or disclose to others inside information to conduct related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives and individuals or organizations related to such persons shall not be invalidated in the following cases:
 - a) For a transaction valued at 20% or less of the total asset value recorded in the most recent financial statements, where the material contents of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director or other executive, have been reported to the Board of Directors and approved by a majority vote of the members of the Board of Directors who have no related interests;
 - b) For a transaction valued at more than 20%, or a transaction resulting in the aggregate value of transactions arising within 12 months from the date of the first transaction reaching 10% or more of the total asset value recorded in the most recent financial statements, where the material contents of the transaction and the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director or other executive have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders having no related interest.

Article 42. Liability for losses and compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives who breach their duties of honesty and prudence, or fail to fulfill their obligations, shall be liable for losses caused by such breaches.
2. The Company shall indemnify persons who are, have been or may become a party to complaints, lawsuits or prosecutions (including civil and administrative matters and excluding lawsuits brought by the Company as plaintiff) if such person is or was a member of the Board of Directors, member of the Supervisory Board, General Director, other executive, employee or authorized representative of the Company who has performed or is performing duties under the Company's authorization, has acted or is acting honestly and prudently for the benefit of the Company in compliance with law, and there is no evidence establishing that such person breached his or her duties.
3. Indemnification costs include judgment costs, fines and actual payments arising in resolving such matters (including attorneys' fees) to the extent permitted by law. The Company may purchase insurance for these persons to protect against the above indemnification liabilities.

XI. RELATIONSHIP BETWEEN QUANG NAM TRANSPORTATION CONSTRUCTION JOINT STOCK COMPANY AND ITS SUBSIDIARY

Article 43. Subsidiary in the form of a single-member limited liability company

The subsidiary is a single-member limited liability company, 100% of whose charter capital is owned by Quang Nam Transportation Construction Joint Stock Company, and is organized and operates in accordance with the Law on Enterprises and other relevant laws. The subsidiary may not invest in or contribute capital to Quang Nam Transportation Construction Joint Stock Company.

The Board of Directors of Quang Nam Transportation Construction Joint Stock Company shall exercise the following rights and obligations with respect to the subsidiary:

- a) To decide on the contents of the subsidiary's charter and amendments and supplements thereto;
- b) To decide on the subsidiary's development strategy and annual business plan;
- c) To decide on the subsidiary's management structure and to appoint, dismiss and remove its managers;
- d) To decide on development investment projects;
- e) To decide on solutions for market development, marketing and technology;
- f) To approve loan and lending contracts and other contracts as provided in the subsidiary's charter with a value of 50% or more of the total asset value recorded in the subsidiary's most recent financial statements;
- g) To decide on the sale of assets with a value of 50% or more of the total asset value recorded in the subsidiary's most recent financial statements;

- h) To decide on increases in the subsidiary's charter capital, and on the transfer of part or all of the subsidiary's charter capital to other organizations or individuals;
- i) To organize supervision and evaluation of the subsidiary's business operations;
- j) To decide on the use of profits after the subsidiary has fulfilled its tax and other financial obligations;
- k) To decide on the reorganization and dissolution of the subsidiary and to request its bankruptcy;
- l) To recover the entire value of the subsidiary's assets after the subsidiary completes dissolution or bankruptcy;
- m) Other rights as prescribed by the Law on Enterprises and other relevant laws.

XII. RIGHTS TO ACCESS COMPANY BOOKS AND RECORDS

Article 44. Rights to access books and records

1. Common shareholders have the right to access books and records as follows:
 - a) Common shareholders have the right to inspect, access and extract information on names and contact addresses in the list of shareholders entitled to vote; request correction of their inaccurate information; and inspect, access, extract or photocopy the Company's Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - b) A shareholder or group of shareholders holding 05% or more of the total common shares has the right to inspect, access and extract the minute books and the resolutions and decisions of the Board of Directors, the semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to the Company's trade secrets and business secrets.
2. Where an authorized representative of a shareholder or group of shareholders requests access to books and records, the request must be accompanied by the authorization document of the shareholder or group of shareholders represented by that person or a notarized copy thereof.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives have the right to access the Company's shareholder register, list of shareholders, books and other records for purposes related to their positions, provided that such information is kept confidential. The shareholder register shall be maintained at the Company's head office in accordance with Article 122 of the Law on Enterprises.
4. The Company must keep this Charter and amendments and supplements thereto, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and Board of Directors, minutes of the General Meeting of Shareholders and Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as required by law at the head office or another location, provided that shareholders and the business registration authority are notified of the storage location of such documents.



5. The Company's Charter must be published on the Company's website.

XIII. EMPLOYEES AND TRADE UNION

Article 45. Employees and trade union

1. The General Director must prepare plans for approval by the Board of Directors on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards and discipline of employees and enterprise executives.
2. The General Director must prepare plans for approval by the Board of Directors on matters relating to the Company's relations with trade union organizations in accordance with the best standards, practices and management policies, the practices and policies provided in this Charter, the Company's regulations and applicable laws.

XIV. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders shall decide the annual dividend rate and method of dividend payment from the Company's retained profits.
2. The Company shall not pay interest on dividend payments or payments relating to any class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve payment of all or part of dividends in shares, and the Board of Directors shall be responsible for implementing such decision.
4. Where dividends or other amounts relating to a class of shares are paid in cash, the Company shall pay them in Vietnamese dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the money correctly based on the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the amount transferred to that shareholder. Dividend payments for shares listed or registered for trading on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision determining a specific record date for the list of shareholders. Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, notices or other documents.
6. Other matters relating to profit distribution shall be implemented in accordance with law.

XV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 47. Bank accounts

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks permitted to operate in Vietnam.

2. With prior approval from the competent authority, where necessary, the Company may open bank accounts overseas in accordance with law.
3. The Company shall conduct all payments and accounting transactions through accounts in Vietnamese dong or foreign currency at banks where the Company has opened accounts.

Article 48. Fiscal year

The Company's fiscal year begins on January 1 and ends on December 31 each year. The first fiscal year begins on the date of issuance of the Enterprise Registration Certificate and ends on December 31, 2004.

Article 49. Accounting regime

1. The Company shall apply the accounting regime for enterprises or a specific accounting regime promulgated or approved by a competent authority.
2. The Company shall maintain its accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and other relevant laws. Such records must be accurate, up-to-date and systematically maintained, and must be sufficient to substantiate and explain the Company's transactions.
3. The accounting currency of the Company shall be the Vietnamese dong. Where the Company has economic transactions primarily denominated in a foreign currency, the Company may choose such foreign currency as its accounting currency, shall be responsible before the law for such choice, and shall notify the directly managing tax authority thereof.

XVI. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 50. Annual, semi-annual and quarterly financial statements

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with law. The Company shall disclose its audited annual financial statements in accordance with laws on information disclosure on the securities market and submit them to the competent state authorities.
2. Annual financial statements must include all reports, appendices and notes required under laws on enterprise accounting. Annual financial statements must present a true and objective view of the Company's operations.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with laws on information disclosure on the securities market and submit them to competent state authorities.

Article 51. Annual report

The Company must prepare and disclose its annual report in accordance with the laws on securities and the securities market.

XVII. AUDIT OF THE COMPANY

Article 52. Audit

1. The General Meeting of Shareholders shall approve a list of independent audit firms that are included in the list of independent audit organizations approved by the State Securities Commission as of the date closest to the date of the General Meeting of Shareholders, and authorize the Board of Directors to select one of such firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor auditing the Company's financial statements may attend General Meetings of Shareholders, is entitled to receive notices and other information relating to General Meetings of Shareholders, and may express opinions at the meeting on matters relating to the audit of the Company's financial statements.

XVIII. COMPANY SEAL

Article 53. Company seal

1. The seal includes a seal made at a seal-engraving establishment or a seal in the form of a digital signature in accordance with laws on electronic transactions.
2. The Company has a single (01) seal. The Company's seal is circular and uses red ink. The seal contains the following information: a) enterprise name; b) enterprise identification number; c) name of the province where the enterprise's head office is located.

In the event of a change to the seal, the Board of Directors shall decide on the type, number, form and contents of the seal of the Company, its branches and representative offices (if any). After the seal is engraved, the Company shall carry out relevant procedures in accordance with applicable laws on the use of seals.

3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable law.

XIX. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - b) Its Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;
 - c) Other cases as prescribed by law.
2. Early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The dissolution decision must be notified to or approved by the competent authority (where required) in accordance with regulations.

Article 55. Liquidation

1. At least six (06) months before the end of the Company's term of operation, or after a decision on dissolution of the Company has been made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of whom two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be paid by the Company in priority to other debts of the Company.
2. The Liquidation Committee is responsible for reporting the date of establishment and date of commencement of operation to the business registration authority. From that time, the Liquidation Committee shall represent the Company in all matters relating to the Company's liquidation before courts and administrative authorities.
3. Proceeds from liquidation shall be paid in the following order:
 - a) Liquidation costs;
 - b) Salaries, severance allowances, social insurance and other employee benefits under collective labor agreements and signed employment contracts;
 - c) Tax debts;
 - d) Other debts of the Company;
 - e) The remainder after all debts from items (a) to (d) above have been paid shall be distributed among the shareholders.

XX. INTERNAL DISPUTE RESOLUTION

Article 56. Internal dispute resolution

1. Where a dispute or complaint arises relating to the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other laws or agreements between:
 - a) A shareholder and the Company;
 - b) A shareholder and the Board of Directors, Supervisory Board, General Director or another executive;

The relevant parties shall attempt to resolve the dispute through negotiation and mediation. Except where the dispute concerns the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and require each party to present relevant information concerning the dispute within 15 working days from the date the dispute arises. Where the dispute concerns the Board of Directors or the Chairman of the Board of Directors, either party may request the appointment of an independent expert to act as mediator in the dispute resolution process.

2. If no mediated settlement is reached within six (06) weeks from the commencement of mediation, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to arbitration or a court.
3. Each party shall bear its own costs related to negotiation and mediation. Payment of court costs shall be made in accordance with the court's judgment.

XXI. AMENDMENT AND SUPPLEMENT TO THE CHARTER

Article 57. Company's Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. Where the law contains provisions relating to the Company's operations that are not addressed in this Charter, or where new legal provisions differ from provisions of this Charter, such legal provisions shall apply to regulate the Company's operations.

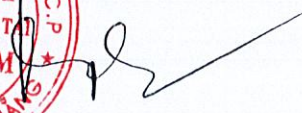
XXII. EFFECTIVE DATE

Article 58. Effective date

1. This Charter, comprising 22 sections and 58 articles, was unanimously adopted by the General Meeting of Shareholders of Quang Nam Transportation Construction Joint Stock Company on June 26, 2024, which also approved the entire Charter to take effect. Clause 1 of Article 6 on charter capital and shares was subsequently amended pursuant to Resolution No. 01/2026/NQ-DHĐCĐ dated June 23, 2026 of the Annual General Meeting of Shareholders.
2. This Charter is made in 10 copies of equal validity and must be kept at the Company's head office.
3. This Charter is the sole and official charter of the Company.
4. Copies or extracts of the Company's Charter shall be valid when signed by the Chairman of the Board of Directors or at least half of the total members of the Board of Directors.

**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**




Nguyen Tuan Anh