

**SOCIALIST REPUBLIC OF VIETNAM
INDEPENDENCE – FREEDOM – HAPPINESS**



CHARTER

ON ORGANIZATION AND OPERATION OF VINH LONG WATER SUPPLY JOINT STOCK COMPANY

*(4th amended and supplemented version at the Extraordinary General Meeting of
Shareholders in 2026)*

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ABBREVIATIONS

- BOS: Board of Supervisors.
- GMS: General Meeting of Shareholders
- BOD: Board of Directors
- VWACO: Vinh Long Water Supply Joint Stock Company

PREAMBLE

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; Law No. 76/2025/QH15 dated June 17, 2025 supplementing a number of articles of the Law on Enterprises;
- Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Law on Securities.
- Law on Management and Investment of State Capital in Enterprises No. 68/2025/QH15; Decree No. 366/2025/NĐ-CP dated December 31, 2025;
- Other relevant legal normative documents.

This Charter was first approved at the founding General Meeting of Shareholders of Vinh Long Water Supply Joint Stock Company on May 25, 2016. The first amendment and supplement were approved by the 2018 Annual General Meeting of Shareholders of Vinh Long Water Supply Joint Stock Company on April 23, 2018; the second amendment and supplement were approved by the 2019 Annual General Meeting of Shareholders of Vinh Long Water Supply Joint Stock Company on April 25, 2019. The third amendment and supplement were approved by the 2021 Annual General Meeting of Shareholders of Vinh Long Water Supply Joint Stock Company on June 30, 2021. The fourth amendment and supplement were approved by the 2026 Extraordinary General Meeting of Shareholders of Vinh Long Water Supply Joint Stock Company on October 16, 2026.

Chapter I

DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Explanation of terms

1. In this Charter, the following terms shall be understood as follows:

a) *Shareholder* is an organization or individual owning at least one ordinary share of the Company, having rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the debts and other property obligations of the Company within the scope of the capital contributed to the Company;

b) *Major shareholder* is a shareholder owning 5% or more of the voting shares of the Company;

c) *Share* is a type of security certifying the lawful rights and interests of its owner to a portion of the Company's share capital;

d) *National Business Registration Database* is the collection of business registration data nationwide;

e) *Dividend* is the after-tax profit paid for each share in cash or other assets from the Company's remaining profits;

f) *National Business Registration Portal* is the electronic portal used for online business registration, publication of business registration information and access to business registration information;

g) *Subsidiary* is a company in which Vinh Long Water Supply Joint Stock Company has contributed over 50% of the charter capital;

h) *Company* is Vinh Long Water Supply Joint Stock Company;

i) *Law on Securities* means Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; and the Law amending and supplementing the Law on Securities No. 56/2024/QH15 dated November 29, 2024;

j) *Law on Enterprises* means Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; and the Law amending and supplementing the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025;

k) *Establishment date* is the date the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents);

l) *Related person* is an individual or organization having a direct or indirect relationship with the Company as prescribed in Clause 23, Article 4 of the Law on Enterprises; Clause 46, Article 4 of the Law on Securities;

m) *Persons with a family relationship* include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law (parents of the husband or of the wife), biological child, adopted child, son-in-law, daughter-in-law, biological elder brother, biological elder sister, biological younger sibling, brothers-in-law (husbands of one's sisters), sisters-in-law (wives of one's brothers), and the biological elder brothers, elder sisters and younger siblings of one's wife or husband;

n) *Company executive* includes: Legal representative, General Director, Deputy General Director, Chief Accountant, and other executives;

o) *Company manager* includes: Chairman of the Board of Directors, members of the Board of Directors, General Director, and other managers in the Company appointed by the BOD;

p) *Insider* is a person holding an important position in the management and executive apparatus of the Company, including: Chairman of the Board of Directors, members of the Board of Directors, legal representative, General Director, Deputy General Director, Chief Accountant, and equivalent management titles elected by the General Meeting of Shareholders or appointed by the Board of Directors; Head of the Board of Supervisors and members of the Board of Supervisors, members of the Internal Audit Board; Company Secretary, Person in charge of Corporate Governance, person authorized to disclose information;

q) *Non-executive member of the Board of Directors* is a member of the Board of Directors who is not the Company's legal representative, the General Director, a Deputy General Director, the Chief Accountant or another executive as prescribed by the Company's Charter;

r) *Representative of state capital* is an individual authorized in writing by the owner's representative agency to exercise the rights and responsibilities of the state owner's representative with respect to the state capital invested in the Company;

s) *Representative of enterprise capital* is an individual authorized in writing by an enterprise to exercise the rights and responsibilities of the enterprise with respect to the enterprise's capital invested in another enterprise;

t) *Operating duration* is the duration of the Company's operation as prescribed in Article 2 of this Charter and the extended duration (if any) approved by the Company's General Meeting of Shareholders by resolution;

u) *Vietnam* is the Socialist Republic of Vietnam;

v) *Voting capital* is the share capital, whereby the owner has the right to vote on matters under the decision-making authority of the GMS;

w) *Charter capital* is the total par value of shares sold or registered for purchase upon enterprise establishment and as prescribed in Article 6 of this Charter;

x) *State capital in an enterprise* is the value of the state capital portion determined according to the share ownership ratio, the capital contribution portion held by the State out of the total equity of the enterprise;

y) *Enterprise capital* includes the enterprise's owner's equity and the capital mobilized by the enterprise.

2. In this Charter, references to one or more regulations or other documents include any amendments or replacement documents.

3. Headings (chapters, articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

4. The management and use of state capital invested in the Company shall be carried out in accordance with the 2025 Law on Management and Investment of State Capital in Enterprises and Decree No. 366/2025/NĐ-CP.

Chapter II

**NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE
OFFICES, OPERATING DURATION, AND LEGAL REPRESENTATIVE OF
THE COMPANY**

Article 2. Name, form, headquarters, branches, representative offices, and operating duration of the Company

1. Company name

- Company name in Vietnamese: **CÔNG TY CỔ PHẦN CẤP NƯỚC VINH LONG.**
- Company name in foreign language: **VINH LONG WATER SUPPLY JOINT STOCK COMPANY.**
- Abbreviated company name: **VWACO**

2. Form of operation

Vinh Long Water Supply Joint Stock Company (hereinafter referred to as the “Company”) is a joint stock company operating in accordance with the Law on Enterprises and is a public company in accordance with the Law on Securities, having rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, and this Charter. The Company has the following main characteristics:

- a) Owned by shareholders holding shares of the Company;
- b) Has legal entity status, has its own seal, and is permitted to open accounts at domestic and foreign banks in accordance with the law;
- c) Has charter capital and bears limited financial liability for debts within the scope of the charter capital;
- d) Independent economic accounting, financial autonomy, and self-responsibility for the results of production and business activities.
- e) The Company operates according to the model prescribed at Point a, Clause 1, Article 137 of the Law on Enterprises.

3. Registered headquarters of the Company:

- Head office address: No. 02, Hung Dao Vuong, Long Chau Ward, Vinh Long Province.

- Phone: (0270) 3822583 - (0270) 3827777

- Fax: (0270) 3829432

- Email: capnuocvl@gmail.com

- Website: capnuocvl.com.vn

- Logo of VWACO company:



4. Affiliated units

4.1. Enterprise name: Vinh Long Water Supply Joint Stock Company - Construction and Installation Enterprise.

- Address: No. 02, Hung Dao Vuong, Long Chau Ward, Vinh Long Province.

- Phone:

4.2. Branch name: Vinh Long Water Supply Joint Stock Company – Viet Uc Bottled Water Production and Business Branch.

- Address: No. 54, Nguyen Hue Street, Long Chau Ward, Vinh Long Province.

- Phone: 0270.3816081

4.3. Branch name: Vinh Long Water Supply Joint Stock Company - Tra On Water Supply Branch.

- Address: Group 2, My Loi Hamlet, Tra On Commune, Vinh Long Province

- Phone: 02703.776288

4.4. Branch name: Vinh Long Water Supply Joint Stock Company - Tam Binh Water Supply Branch.

- Address: No. 390/8, Quarter 4, Tam Binh Commune, Vinh Long Province

- Phone: Tam Binh Water Plant - 0270.3713356; Cai Ngang Water Plant - 02703 717673.

4.5. Branch name: Vinh Long Water Supply Joint Stock Company - Vung Liem Water Supply Branch.

- Address: Group 9B, Trung Tin Hamlet, Trung Thanh Commune, Vinh Long Province
- Phone: 0270.3970493

4.6. Branch name: Vinh Long Water Supply Joint Stock Company – Long Chau Water Supply Branch.

- Address: No. 02 Hung Dao Vuong Street, Long Chau Ward, Vinh Long Province
- Phone: Hung Dao Vuong Water Plant - 0270.3822583; Truong An Water Plant - 0270.3910254; Long Ho Booster Station - 0270.3850598

5. The Company may establish affiliated units in business locations to carry out the Company's operating objectives in accordance with the decision of the BOD and within the scope permitted by law.

6. The Company's term of operation is indefinite, starting from the date the business registration authority issues the Enterprise Registration Certificate. The Company may terminate its operation before the deadline or extend its term of operation upon the decision of the GMS or as prescribed by law.

Article 3. Legal Representative of the Company

1. The Company has one (01) legal representative, who is the Chairman of the Board.

2. Powers and obligations of the Company's legal representative:

2.1. The Company's legal representative has the highest authority to manage all activities of the Company, and possesses the rights and obligations stipulated in this Article and Article 31 of this Charter. They are responsible to the GMS, the BOD, and before the law for the implementation of investment projects as delegated by the BOD, managing operations, assets, materials, capital, and revenue/expenditure, and acting as the employer

of the Company. They represent the Company in exercising rights and obligations arising from the Company's transactions, represent the Company as the plaintiff, defendant, or person with related interests and obligations before Arbitrators and Courts, and perform other rights and obligations as prescribed by law.

2.2. The Company's legal representative must reside in Vietnam; they must authorize another person in writing to exercise the rights and obligations of the legal representative when leaving Vietnam. After authorization, the legal representative remains responsible for the exercise of the authorized rights and obligations.

2.3. In the event that the authorization period under Clause 2.2 of this Article expires and the Company's legal representative has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the Company's legal representative within the authorized scope until the Company's legal representative returns to work or until the BOD decides to appoint another person as the Company's legal representative.

2.4. In the event the Company's legal representative is absent from Vietnam for more than 30 days without authorizing another person to perform the rights and obligations of the Company's legal representative, or dies, goes missing, is being prosecuted for criminal liability, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, is restricted or loses civil act capacity, has difficulty in perception or controlling their behavior, or is banned by the Court from holding certain positions or practicing certain professions, the BOD shall appoint another person as the Company's legal representative.

2.5. In addition, the Company's legal representative also has responsibilities as prescribed in Article 13 of the Law on Enterprises.

2.6. The Court and other competent procedural authorities have the right to appoint a legal representative to participate in legal proceedings as prescribed by law.

Chapter III

OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. Operational objectives of the Company

1. Business lines of the Company

No.	Business line	Industry code
01	Water collection, treatment, and supply Details: Production and trading of clean water	3600 (main)
02	Production of non-alcoholic beverages, mineral water Details: Production of bottled drinking water	1104
03	Wholesale of beverages Details: Trading of bottled drinking water	4633
04	Construction of other civil engineering works Details: Construction and installation of technical infrastructure works.	4290
05	Construction of public utility works Details: Investment in construction of water supply projects.	4220
06	Real estate business, land use rights of owners, users or lessees Details: Business of water supply projects.	6810
07	Retail of beverages in specialized stores Details: Trading of bottled drinking water.	4723
08	Architectural activities and related technical consultancy Details: Construction consultancy, design, supervision, and project management of technical infrastructure works.	7110

When necessary, the GMS shall decide on the transfer or expansion of the Company's business lines in accordance with the provisions of the law.

The Company is permitted to operate within the framework of the law and this Charter to achieve the best economic efficiency for the shareholders.

2. Operational objectives of the Company

The Company mobilizes and effectively uses capital and other resources to bring maximum profit to shareholders, create jobs and income for employees, contribute to the state budget, and operate stably and develop sustainably.

Article 5. Scope of business and operation of the Company

1. The Company is permitted to plan and conduct all business activities according to the Company's business lines announced on the National Business Registration Portal and in Clause 1, Article 4 of this Charter, in accordance with the provisions of current law, and implement appropriate measures to achieve the Company's objectives.

2. The Company may conduct business in other industries and trades permitted by law and approved by the GMS.

Chapter IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. Charter capital of the Company: **289,000,000,000 VND** (Two hundred eighty-nine billion VND).

2. Total number of shares: The Company's charter capital is divided into **28,900,000** shares with a par value of ten thousand Vietnamese Dong (10,000 VND/share).

3. The Company's shares as of the date of adoption of this Charter are ordinary shares.

4. The Company may change its charter capital when approved by the GMS and in accordance with the provisions of the law.

5. The Company was established on the basis of the equitization of Vinh Long Water Supply One Member Limited Liability Company, so it has no founding shareholders.

Article 7. Shares, Share certificates

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares owned.

2. A share is a type of security certifying the lawful rights and interests of its owner to a portion of the Company's share capital. A share certificate must contain all the details prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 15 days from the date of submitting a complete application for transfer of share ownership according to the Company's regulations, or within 15 days from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan (or another period as specified in the issuance terms), the share owner shall be issued a share certificate. Share owners do not have to pay the Company for the costs of printing share certificates.

4. In case a share certificate is lost, damaged, or destroyed in another form, the shareholder shall be re-issued a share certificate by the Company upon the request of that shareholder. The shareholder's request must include the following details:

a) Information about the share certificate that has been lost, damaged, or destroyed in another form;

b) Commitment to take responsibility for disputes arising from the issuance of new share certificates.

Article 8. Other securities certificates

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

Article 9. Offering of shares

Offering of shares is the act of the company increasing the number of shares and types of shares authorized for offering to increase charter capital. The Company's share offering shall be conducted in accordance with the provisions of Articles 123, 124, and 125 of the Law on Enterprises and Chapter II of the Law on Securities.

Article 10. Transfer of shares

1. All shares are freely transferable unless otherwise provided by law and except for the following cases of transfer time restrictions:

a) Preference shares sold to employees as additional purchases under a commitment to long-term employment with the Company: the additionally purchased shares may not be transferred during the committed period of at least 03 years from the date the Company was first issued the Enterprise Registration Certificate to operate under the Law on Enterprises;

b) Shares sold to strategic investors: the purchased shares may not be transferred within a period of at least 05 years from the date the joint stock company was first issued the Enterprise Registration Certificate to operate under the Law on Enterprises;

2. The Company's shares are transferred according to the provisions of Article 127 of the Law on Enterprises, Article 31 of the Law on Securities, and the regulations of the stock market.

3. Shares that have not been fully paid for may not be transferred and shall not enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other benefits as prescribed by law.

Article 11. Share buyback

The Company buying back its own shares must meet the conditions prescribed in Articles 131, 132, and 133 of the Law on Enterprises and Article 36 of the Law on Securities.

Article 12. Dividend payment

1. Dividends paid on ordinary shares are determined on the basis of the realized net profit after tax, and dividend payments are made out of the Company's retained earnings. The Company may only pay dividends on ordinary shares when all of the following conditions are met:

- a) The Company has fulfilled its tax obligations and other financial obligations as prescribed by law;
- b) The Company has set up company funds and compensated for previous losses as prescribed by law;
- c) Immediately after paying the full amount of the determined dividends, the company still ensures the payment of all debts and other property obligations due.

2. Dividends are paid in cash (Vietnamese Dong) or in the Company's shares.

3. Dividends must be paid in full within 06 months from the date of the end of the annual GMS meeting. The BOD shall prepare a list of shareholders entitled to receive dividends, determine the dividend level to be paid for each share, and the time and method of payment at least 30 days before each dividend payment. The notice of dividend payment shall be sent by a method ensuring delivery to shareholders at the address registered in the

shareholder register at least 15 days before the dividend payment. The notice must include the following details:

- a) Name of the Company and address of the Company's head office;
- b) Full name, permanent address, nationality, personal identification number, passport or other lawful personal identification of the individual shareholder;
- c) Name, enterprise identification number or establishment decision number, and head office address of the institutional shareholder;
- d) Quantity of each type of share of the shareholder; dividend level for each share and total dividend that the shareholder is entitled to receive;
- d) Time and method of dividend payment;
- e) Full name and signature of the Chairman of the Board.

4. In case a shareholder transfers their shares during the period between the time of closing the list of shareholders and the time of dividend payment, the transferor is the person receiving the dividend from the Company.

5. In case of dividend payment in shares, the Company does not have to carry out procedures for offering shares as prescribed in Articles 123, 124, and 125 of the Law on Enterprises. The Company must register to increase its charter capital corresponding to the total par value of the shares used for dividend payment within 10 days from the date of completion of the dividend payment.

Chapter V

ORGANIZATIONAL STRUCTURE, GOVERNANCE AND SUPERVISION

Article 13. Organizational structure, governance and supervision of the Company

The Company operates according to the model prescribed in Point a, Clause 1, Article 137 of the Law on Enterprises. The organizational structure, governance, and supervision of the Company include:

1. General Meeting of Shareholders (GMS).
2. Board of Directors (BOD).
3. Board of Supervisors (BOS).
4. General Director.

Chapter VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 14. Rights of ordinary shareholders

1. Ordinary shareholders have the following rights:

a) To attend and speak at GMS meetings and exercise voting rights directly at the GMS or through an authorized representative or by remote voting. Each ordinary share carries one vote;

b) To receive dividends at the level decided by the GMS;

c) To have priority in purchasing new shares corresponding to the proportion of ordinary shares owned by each shareholder in the company;

d) To freely transfer their shares to others, except for the cases prescribed in Clause 1, Article 10 of this Charter and other relevant legal provisions;

e) To examine, search, and extract information about names and contact addresses in the list of shareholders with voting rights; to request correction of inaccurate information about themselves... according to the provisions in Clause 3, Article 141 of the Law on Enterprises;

Requests must be in writing and must include the following details: full name, contact address, nationality, legal personal identification document for individual shareholders; name, enterprise identification number or legal identification document of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and the ownership ratio in the total shares of the Company; content and purpose of the examination, search, extraction, copying, or correction of information;

f) To examine, search, extract, or copy the Company Charter, minutes of GMS meetings, and resolutions of the GMS;

Requests must be in writing and must include the details as prescribed in Point e, Clause 1 of this Article;

g) In case the Company is dissolved or bankrupt, to receive a portion of the remaining assets corresponding to the number of shares contributed to the Company after

the Company has paid its creditors and shareholders holding other types of shares of the Company as prescribed by law;

2. A shareholder or a group of shareholders owning 05% or more of the total ordinary shares has the following rights:

a) To examine, search, and extract the minute book and resolutions, decisions of the BOD, semi-annual and annual financial statements, reports of the BOS, contracts, and transactions that must be approved by the BOD and other documents, excluding documents related to trade secrets and business secrets of the Company;

Requests must be in writing and must include the details as prescribed in Point e, Clause 1 of this Article;

b) To request the BOD to convene a GMS meeting when the BOD seriously violates the rights of shareholders, the obligations of managers, or makes decisions exceeding its assigned authority; and in other cases as prescribed by law;

Requests must be in writing and must include the details as prescribed in Point e, Clause 1 of this Article. The request to convene a meeting must be accompanied by documents and evidence of the BOD's violations, the severity of the violations, or the decision exceeding authority; the shareholder or group of shareholders shall be fully responsible before the law for the accuracy and honesty of the documents and evidence provided to the competent authority when requesting to convene a GMS meeting.

c) To request the BOS to inspect specific issues related to the management and operation of the Company when deemed necessary.

Requests must be in writing and must include the details as prescribed in Point e, Clause 1 of this Article; the issue to be inspected, and the purpose of the inspection;

d) To propose issues to be included in the GMS meeting agenda. The proposal must be in writing and sent to the Company at least (03) working days before the opening date. The proposal must clearly state the name of the shareholder, the quantity of each type of share of the shareholder, and the issue proposed to be included in the meeting agenda.

e) Other rights as prescribed by the Law on Enterprises and this Charter.

3. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the BOD and BOS. The nomination of candidates for the BOD and BOS is conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates for the BOD and BOS must notify the attending shareholders about the group meeting before the GMS opens;

b) Based on the number of members of the BOD and BOS, the shareholder or group of shareholders prescribed in this Clause has the right to nominate one or more persons as decided by the GMS as candidates for the BOD and BOS. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the GMS's decision, the remaining candidates shall be nominated by the BOD, BOS, and other shareholders.

4. Other rights as prescribed by the Law on Enterprises.

Article 15. Obligations of ordinary shareholders

1. To pay in full and on time for the shares committed to be purchased.

2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except in cases where shares are bought back by the Company or others. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, that shareholder and the related person in the Company shall be jointly and severally liable for the Company's debts and other property obligations within the value of the withdrawn shares and any damages incurred.

3. To comply with the Charter and internal management regulations of the Company; to abide by the resolutions and decisions of the GMS and BOD.

4. To keep confidential information provided by the Company according to the provisions of this Charter and the law; to only use the provided information to perform and protect their legitimate rights and interests; it is strictly forbidden to disseminate, copy, or send information provided by the Company to other organizations or individuals.

5. To attend GMS meetings and exercise voting rights through the following forms:

a) Attend and vote directly at the meeting;

- b) Authorize other individuals or organizations to attend and vote at the meeting;
 - c) Attend and vote through an online conference, electronic voting, or other electronic forms;
 - d) Send voting ballots to the meeting via mail, fax, or email;
6. To provide an accurate address when registering to purchase shares. In case a shareholder changes their permanent address or contact address, they must promptly notify the Company to update the shareholder register. The Company is not responsible for the inability to contact the shareholder due to not being notified of the shareholder's address change.
7. To be personally responsible when acting in the name of the Company in any form to commit one of the following acts:
- a) Violate the law;
 - b) Conduct business and other transactions for self-interest or to serve the interests of other organizations or individuals;
 - c) Pay debts that are not yet due before financial risks to the Company.
8. To fulfill other obligations as prescribed by current law.

Article 16. General Meeting of Shareholders (GMS)

1. The GMS consists of all shareholders with voting rights and is the highest decision-making body of the Company. The GMS meets annually once a year and within four (04) months from the end of the fiscal year. The BOD decides to extend the annual GMS meeting in case of necessity, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the GMS may hold extraordinary meetings. The venue for the GMS meeting is determined as the place where the Chairperson attends the meeting and must be on the territory of Vietnam.

2. The BOD convenes the annual GMS meeting and chooses a suitable venue. The annual GMS decides on issues as prescribed by law and this Charter, especially approving the audited annual financial statements. In case the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or a disclaimer, the Company must invite a representative of the approved audit firm that performed the audit of the Company's financial statements to attend the GMS meeting, and the representative

of the aforementioned approved audit firm is responsible for attending the Company's annual GMS meeting.

3. The BOD must convene an extraordinary GMS meeting in the following cases:

a) The BOD deems it necessary for the benefit of the Company;

b) The number of remaining members of the BOD or BOS is less than the minimum number of members as prescribed by law;

c) At the request of a shareholder or a group of shareholders prescribed in Clause 2, Article 14 of this Charter; the request to convene a GMS meeting must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the related shareholders, or the written request can be made in multiple copies and collected with sufficient signatures of the related shareholders;

d) At the request of the BOS;

e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary GMS meeting

a) The BOD must convene a GMS meeting within 30 days from the date the number of remaining BOD members or BOS members is as prescribed in Point b, Clause 3 of this Article, or upon receiving the request prescribed in Point c and Point d, Clause 3 of this Article;

b) In case the BOD does not convene a GMS meeting as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the BOS shall replace the BOD to convene a GMS meeting as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) In case the BOS does not convene a GMS meeting as prescribed in Point b, Clause 4 of this Article, then the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article has the right to request the Company's representative to convene a GMS meeting as prescribed by the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the GMS meeting may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and making decisions of the GMS. All costs for convening and conducting the GMS meeting shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the GMS meeting, including accommodation and travel expenses.

d) The order and procedures for organizing the GMS meeting are as prescribed in Clause 5, Article 140 of the Law on Enterprises.

Article 17. Rights and obligations of the General Meeting of Shareholders (GMS)

1. The GMS has the following rights and obligations:
 - a) To approve the development orientation of the Company;
 - b) To decide on the type of shares and the total number of shares of each type authorized for offering; to decide on the annual dividend level for each type of share;
 - c) To elect, dismiss and remove members of the BOD and members of the BOS;
 - d) To decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent audited financial statements;
 - e) To decide on amendments and supplements to the Company Charter;
 - f) To approve annual financial statements;
 - g) To decide on the buyback of more than 10% of the total sold shares of each type;
 - h) To examine and handle violations by members of the BOD and BOS that cause damage to the Company and its shareholders;
 - i) To decide on the reorganization or dissolution of the Company;
 - j) To decide on the budget or total remuneration, bonuses, and other benefits for the BOD and BOS;
 - k) To approve, amend, and supplement the Internal Regulations on Corporate Governance; the Operating Regulations of the BOD and BOS;
 - 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 the approved auditor when deemed necessary;
 - m) Other rights and obligations as prescribed by law.
2. The GMS discusses and approves the following issues:
 - a) The Company's annual business plan;
 - b) The audited annual financial statements;
 - c) The BOD's report on corporate governance and the performance results of the BOD and each BOD member;
 - d) The BOS's report on the Company's business results, the performance results of the BOD and the General Director;

e) The self-assessment report on the performance results of the BOS and BOS members;

f) The type of shares and the number of new shares issued for each type of share. The dividend level for each share of each type;

g) The number of members of the BOD and BOS;

h) To elect, dismiss and remove members of the BOD and members of the BOS;

i) To decide on the budget or total remuneration, bonuses, and other benefits for the BOD and BOS;

j) To approve the list of approved audit firms; to decide on the approved audit firm to inspect the Company's operations when deemed necessary;

k) To amend and supplement the Company Charter;

l) To divide, split, consolidate, merge, or convert the Company;

m) To reorganize and dissolve (liquidate) the Company and appoint a liquidator;

n) To decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;

o) To decide on the buyback of more than 10% of the total sold shares of each type;

p) The Company enters into contracts or transactions with subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;

q) To approve transactions prescribed in Clause 4, Article 293 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;

r) To approve the Internal Regulations on Corporate Governance, the Operating Regulations of the BOD, and the Operating Regulations of the BOS;

s) Other issues as prescribed by law and this Charter.

3. All resolutions and issues included in the meeting agenda must be discussed and voted upon at the GMS meeting or passed through a resolution in the form of written opinion collection.

Article 18. Authorization to attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders 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 forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. Authorization for an individual or organization to attend the GMS meeting as prescribed in Clause 1 of this Article must be in writing. The written authorization is made in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the duration of authorization, and the signatures of the principal and the authorized person.

3. The authorized person attending the GMS meeting must submit the written authorization when registering to attend. In case of re-authorization, the meeting attendee must also present the original written authorization of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

4. The vote of the authorized person attending the meeting within the scope of authorization remains valid upon the occurrence of any of the following events, except as provided below:

a) The principal has died, had their civil act capacity restricted, or lost their civil act capacity;

b) The principal has revoked the authorization designation;

c) The principal has revoked the authority of the person performing the authorization.

d) This provision does not apply in case the Company receives notice of one of the above events before the opening time of the GMS meeting or before the meeting is reconvened.

Article 19. Variation of rights

1. The variation or cancellation of special rights attached to a type of preferred share is effective when approved by shareholders representing 65% or more of the total voting shares of all attending shareholders. A GMS resolution on content that adversely changes the rights and obligations of shareholders holding preferred shares shall only be passed if approved by shareholders holding 75% or more of the total preferred shares of that type who are present, or if approved by shareholders holding 75% or more of the total preferred

shares of that type in the case of passing a resolution in the form of written opinion collection.

2. The organization of a meeting of shareholders holding a type of preferred share to approve the variation of rights mentioned above is only valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as mentioned above, the meeting shall be re-organized within the next 30 days, and those holding shares of that type (regardless of the number of people and number of shares) present in person or through an authorized representative shall be considered sufficient to meet the required number of delegates. At the aforementioned meetings of shareholders holding preferred shares, those holding shares of that type present in person or through a representative may request a secret ballot. Each share of the same type has equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings are carried out similarly to the provisions in Articles 21, 22, and 23 of this Charter.

4. Unless the share issuance terms provide otherwise, special rights attached to types of shares with preference rights regarding some or all matters related to the distribution of profits or assets of the Company are not changed when the Company issues additional shares of the same type.

5. Before exercising voting rights at the GMS/BOD, the state capital representative must seek the opinion of the state owner on the matters prescribed by the 2025 Law on Management and Investment of State Capital in Enterprises and Decree No. 366/2025/NĐ-CP.

Article 20. Convening, agenda, and notice of the General Meeting of Shareholders

1. The BOD convenes the annual and extraordinary GMS meetings.

- The BOD convenes the annual GMS meeting as prescribed in Clause 2, Article 16 of this Charter;

- The BOD convenes extraordinary meetings in the cases prescribed in Clause 3 and Point a, Clause 4, Article 16 of this Charter; In case the BOD does not convene the GMS meeting, it shall be implemented according to the provisions in Point b or Point c, Clause 4, Article 16 of this Charter.

2. The person convening the GMS meeting must perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote at the GMS meeting. The list of shareholders entitled to attend the GMS meeting is prepared no more than 10 days before the date of sending the notice of the GMS meeting. The list of shareholders entitled to attend the GMS meeting must have full information as prescribed in Clause 2, Article 141 of the Law on Enterprises. The Company must disclose information about the preparation of the list of shareholders entitled to attend the GMS meeting at least 20 days before the record date;

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

d) Draft the GMS resolution according to the expected content of the meeting;

e) Determine the time and venue for the meeting;

f) Notify and send the notice of the GMS meeting to all shareholders entitled to attend;

g) Other tasks serving the meeting.

3. The notice of the GMS meeting is sent to all shareholders by a method ensuring it reaches the shareholder's contact address, and simultaneously published on the websites of the Company, the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the GMS meeting must send the meeting notice to all shareholders on the List of shareholders entitled to attend at least 21 days before the opening date of the meeting (calculated from the date the notice is sent or transferred validly). The GMS meeting agenda and documents related to issues to be voted on at the meeting shall be sent to shareholders or posted on the Company's website. In case documents are not sent with the GMS meeting notice, the meeting notice must clearly state the link to the entire set of meeting documents so that shareholders can access them, including:

a) Meeting agenda and documents used in the meeting;

b) List and detailed information of candidates in case of electing BOD members and BOS members;

c) Voting ballot;

d) Draft resolution for each issue in the meeting agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 14 of this Charter has the right to propose issues to be included in the GMS meeting agenda. The proposal must be in writing and sent to the Company at least 03 working days before the meeting opening date. The proposal must include the details as prescribed in Point e, Clause 1, Article 14 of this Charter and the issue proposed to be included in the meeting agenda.

5. The person convening the GMS meeting has the right to refuse the proposal prescribed in Clause 4 of this Article if it falls into one of the following cases:

a) The proposal was submitted not in accordance with the provisions 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 ordinary shares as stipulated in Clause 2, Article 14 of this Charter;

c) The proposed issue does not fall within the decision-making authority of the GMS;

d) Other cases as prescribed by law and this Charter.

6. The person convening the GMS must accept and include the proposal specified in Clause 4 of this Article in the tentative agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the GMS.

Article 21. Conditions for conducting the General Meeting of Shareholders

1. The GMS meeting shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total voting shares.

2. In case the first meeting does not meet the conditions for being conducted as stipulated in Clause 1 of this Article, the invitation notice for the second meeting must be sent within 30 days from the intended date of the first meeting. The second GMS meeting shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total voting shares.

3. In case the second meeting does not meet the conditions for being conducted as stipulated in Clause 2 of this Article, the invitation notice for the third meeting must be sent within 20 days from the intended date of the second meeting. The third GMS meeting

shall be conducted regardless of the total voting shares of the shareholders attending the meeting.

4. Only the GMS has the right to decide to change the meeting agenda that has been sent along with the GMS invitation notice.

Article 22. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend have registered, following this order:

a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, stating the registration number, the full name of the shareholder, the full name of the authorized representative and the number of votes of that shareholder. The GMS shall discuss and vote on each item of the agenda. Voting shall be conducted by votes for, against and abstentions. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting. The GMS shall elect the persons responsible for counting votes or supervising the vote counting as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be decided by the GMS based on the proposal of the Chairperson of the meeting;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of the contents already voted upon remains unchanged.

2. The election of the Chairperson, secretary, and Vote Counting Committee shall be stipulated as follows:

a) The Chairman of the BOD shall act as the Chairperson of, or authorize another BOD member to act as the Chairperson of, GMS meetings convened by the BOD. In case the Chairman is absent or temporarily unable to work, the remaining BOD members shall elect one of them as the Chairperson of the meeting by majority vote. In case no

Chairperson can be elected, the Head of the BOS shall conduct the election by the GMS of a Chairperson from among the attendees, and the person receiving the highest number of votes shall be the Chairperson of the meeting;

b) Except for the case specified in Point a of this Article, the person signing the notice to convene the GMS shall preside over the GMS to elect a meeting Chairperson, and the person with the highest number of votes shall serve as the meeting Chairperson;

c) The Chairperson shall appoint one or more persons to act as meeting secretaries;

d) The GMS shall elect one or more persons to the Vote Counting Committee as proposed by the meeting Chairperson.

3. The agenda and contents of the meeting must be approved by the GMS during the opening session. The agenda must clearly and specifically define the time for each issue in the meeting agenda.

4. The meeting Chairperson has the right to take necessary and reasonable measures to conduct the GMS in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of those present.

a) Arranging seating at the GMS venue;

b) Ensuring safety for everyone present at the meeting venues;

c) Creating conditions for shareholders to attend (or continue attending) the meeting. The person convening the GMS has full authority to change the aforementioned measures and apply all necessary measures. The measures applied may include issuing entry passes or using other alternative forms.

5. The GMS shall discuss and vote on each issue in the agenda. Voting shall be conducted by agreeing, disagreeing, and abstaining. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized persons arriving after the meeting has opened may still register and have the right to participate and vote immediately after registration; in this case, the validity of the contents already voted upon remains unchanged.

7. The person convening the meeting or the GMS Chairperson has the following rights:

a) Requiring all attendees to submit to inspections or other lawful and reasonable security measures;

b) Requesting competent authorities to maintain order at the meeting; expelling from the GMS meeting those who do not comply with the Chairperson's right to preside, intentionally disrupt order, prevent the normal progress of the meeting, or do not comply with security inspection requirements.

8. The Chairperson has the right to postpone a GMS meeting that has already had sufficient registered attendees for no more than 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
- c) There is an attendee obstructing or disrupting order, risking that the meeting cannot be conducted fairly and lawfully.

9. In case the Chairperson postpones or suspends the GMS contrary to the provisions of Clause 8 of this Article, the GMS shall elect another person from among those present to replace the Chairperson and preside over the meeting until its conclusion; all resolutions passed at that meeting shall be legally effective.

10. In case the Company applies modern technology to organize the GMS via online meetings, the Company is responsible for ensuring that shareholders can attend and vote via electronic voting or other electronic forms as stipulated in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 23. Conditions for a Resolution of the General Meeting of Shareholders to be passed

The GMS shall pass resolutions within its authority by voting at the meeting or by collecting written opinions.

1. In case of voting at the meeting: a resolution on the following contents shall be passed if it is agreed upon by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4, and 6 of this Article:

- a) Types of shares and total number of shares of each type;
- b) Changing lines of business and business sectors;
- c) Changing the Company's management 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) Reorganizing or dissolving the Company;

2. Resolutions shall be passed when agreed upon by shareholders owning more than 50% of the total voting shares of all shareholders attending the meeting, except for the cases specified in Clauses 1, 3, 4, and 6 of this Article.

3. Voting for members of the BOD and BOS must be carried out by cumulative voting, whereby each shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the BOD or BOS, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The elected members of the BOD or BOS shall be determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in Clause 1, Article 28 or Clause 1, Article 38 of this Charter is reached. In case there are 02 or more candidates receiving the same number of votes for the final member of the BOD or BOS, a re-election shall be conducted among the candidates with the same number of votes, or a selection shall be made based on criteria stipulated in the election regulations or this Charter.

4. In case a resolution is passed by collecting written opinions, the GMS resolution shall be passed if it is agreed upon by shareholders owning more than 50% of the total voting shares of all shareholders with voting rights.

5. The GMS resolution must be notified to shareholders entitled to attend the GMS within 15 days from the date of approval or by posting it on the Company's website within 24 hours from the time the GMS meeting ends.

6. A GMS resolution on contents that adversely change the rights and obligations of shareholders owning preferred shares shall only be passed if it is agreed upon by shareholders of the same type of preferred shares attending the meeting who own 75% or more of the total preferred shares of that type, or if it is agreed upon by shareholders of the same type of preferred shares who own 75% or more of the total preferred shares of that type in case the resolution is passed by collecting written opinions.

7. GMS resolutions passed by 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and this Charter.

Article 24. Authority and procedures for collecting written opinions from shareholders to pass a Resolution of the General Meeting of Shareholders

The authority and procedures for collecting written opinions from shareholders to pass a GMS Resolution shall be carried out according to the following provisions:

1. The BOD has the right to collect written opinions from shareholders to pass a GMS resolution when it deems necessary for the interests of the Company.

2. The BOD must prepare opinion ballots, draft GMS resolutions, explanatory documents for the draft resolution, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion ballots. The requirements and methods for sending opinion ballots and accompanying documents shall be carried out according to the provisions of Clause 3, Article 20 of this Charter.

3. The opinion ballot must contain the following main contents:

- a) Name, head office address, enterprise identification number;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, number of legal documents of the individual for individual shareholders; name, enterprise identification number or number of legal documents of the organization, head office address for institutional shareholders, or full name, contact address, nationality, number of legal documents of the individual for the representative of the institutional shareholder; number of shares of each type and number of voting shares of the shareholder;
 - d) Matters on which opinions are sought for decision;
 - e) Voting options including agree, disagree, and abstain for each issue for which opinions are collected;
 - f) Deadline for sending the answered opinion ballots back to the Company;
 - g) Full name and signature of the Chairman of the BOD.
4. Shareholders may send answered opinion ballots to the Company by post, fax, or email according to the following provisions:

a) In case of sending by post, the answered opinion ballot must have the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The opinion ballot sent to the Company must be enclosed in a sealed envelope, and no one has the right to open it before vote counting;

b) In case of sending by fax or email, the opinion ballot sent to the Company must be kept confidential until the time of vote counting;

c) Opinion ballots sent to the Company after the deadline specified in the opinion ballot or that have been opened in the case of sending by post and disclosed in the case of sending by fax or email are invalid. Opinion ballots not sent are considered as ballots not participating in voting.

5. The BOD shall count the votes and prepare a vote counting record under the witness of the BOS or a shareholder not holding a management position in the Company. The vote counting record must contain the following main contents:

a) Name, head office address, enterprise identification number;

b) Purpose and issues needing opinions to pass the resolution;

c) Number of shareholders with the total number of voting shares that participated in voting, distinguishing between valid and invalid voting shares and the method of sending the voting ballot, accompanied by an appendix of the list of shareholders participating in voting;

d) Total number of votes agreeing, disagreeing, and abstaining for each issue;

e) Issues that have been passed and the corresponding approval voting ratio;

f) Full name and signature of the Chairman of the BOD, the vote counter, and the vote counting supervisor.

g) Members of the BOD, the vote counter, and the vote counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote counting record; and jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote counting record and the resolution must be sent to shareholders within 15 days from the date of completion of vote counting. Sending the vote counting record and resolution may be replaced by posting them on the Company's website within 24 hours from the time of completion of vote counting.

7. Answered opinion ballots, the vote counting record, the passed resolution, and related documents sent along with the opinion ballot must all be kept at the Company's head office.

8. A resolution passed by collecting written opinions from shareholders is valid if it is agreed upon by shareholders owning more than 50% of the total voting shares of all shareholders with voting rights and has the same value as a resolution passed at a GMS meeting.

Article 25. Resolution, Minutes of the General Meeting of Shareholders

1. The GMS resolution of the Company is effective as specifically stipulated in Article 152 of the Law on Enterprises.

2. GMS meetings must be recorded in minutes and may be recorded by audio or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and contain the following main contents:

- a) Name, head office address, enterprise identification number;
- b) Time and venue of the GMS meeting;
- c) Meeting agenda and contents of the meeting;
- d) Full name of the Chairperson and secretary;
- e) Summary of the meeting proceedings and opinions expressed at the GMS meeting on each issue in the meeting agenda;
- f) Number of shareholders and total voting shares of shareholders attending the meeting, appendix of the list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and number of votes;
- g) Total number of voting shares for each voting issue, clearly stating the voting method, total number of valid and invalid votes, and votes agreeing, disagreeing, and abstaining; the corresponding ratio to the total voting shares of shareholders attending the meeting;
- h) Issues that have been passed and the corresponding approval voting ratio;
- i) Full name and signature of the Chairperson and secretary. In case the Chairperson or secretary refuses to sign the meeting minutes, these minutes are effective if they are signed by all other members of the BOD attending the meeting and contain full contents

as stipulated in this Clause. The meeting minutes shall clearly state the refusal of the Chairperson or secretary to sign the minutes.

3. GMS meeting minutes must be completed and approved before the end of the meeting. The Chairperson and secretary of the meeting or other persons signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

4. The resolution, GMS meeting minutes, appendix of the list of registered shareholders attending the meeting with shareholders' signatures, proxy documents for attending the meeting, all documents attached to the Minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed according to the provisions of law on information disclosure in the securities market and must be kept at the Company's head office.

Article 26. Request for cancellation of a resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving the GMS meeting minutes or the minutes of the GMS vote counting results, shareholders or groups of shareholders stipulated in Clause 2, Article 14 of this Charter have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the contents of the GMS resolution in the following cases:

1. The order and procedures for convening the meeting and making decisions of the GMS were not carried out correctly according to the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 7, Article 23 of this Charter.

2. The contents of the resolution violate the law or this Charter.

Chapter VII
BOARD OF DIRECTORS

Article 27. Candidacy and nomination of members of the Board of Directors

1. In case candidates for the BOD have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the GMS meeting on the Company's website so that shareholders can learn about these candidates before voting. BOD candidates must have a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, carefully, and for the highest interests of the Company if elected as a member of the BOD. Information related to BOD candidates to be published includes:

- a) Full name, date, month, and year of birth;
- b) Professional qualification;
- c) Work experience;
- d) Other management titles (including BOD titles of other companies);
- e) Interests related to the Company and related parties of the Company;
- f) The Company is responsible for disclosing information about companies where the candidate currently holds the position of BOD member, other management titles, and the BOD candidate's interests related to the Company (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the BOD according to the provisions of the Law on Enterprises and the provisions in Clause 3, Article 14 of this Charter.

3. In case the number of BOD candidates through nomination and candidacy is still not sufficient as required by the provisions in Clause 5, Article 115 of the Law on Enterprises and the provisions in Clause 1, Article 28 of this Charter, the incumbent BOD shall introduce more candidates or organize nominations according to the provisions in Point b, Clause 3, Article 14 of this Charter. The incumbent BOD's introduction of additional candidates must be clearly announced before the GMS votes to elect BOD members according to the provisions of law.

4. BOD members must meet the standards and conditions stipulated in Clause 1, Article 155 of the Law on Enterprises. In addition, a BOD member of the Company may only simultaneously serve as a BOD member at a maximum of 05 other companies.

Article 28. Composition and term of members of the Board of Directors

1. The number of BOD members is 05.

2. The term of a BOD member is no more than 05 years and they may be re-elected for an unlimited number of terms. In case all BOD members end their term at the same time, those members shall continue to be BOD members until new members are elected to replace them and take over the work.

3. The structure of the BOD is as follows:

The structure of the Company's BOD must ensure that at least 1/3 of the total number of BOD members are non-executive members. The Company minimizes BOD members concurrently holding executive positions in the Company to ensure the independence of the BOD.

4. A BOD member loses their BOD member status in case they are dismissed, removed, or replaced by the GMS according to the provisions in Article 160 of the Law on Enterprises.

5. The appointment of BOD members must be disclosed according to the provisions of law on information disclosure in the securities market.

Article 29. Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide, exercise the rights and obligations of the company, except for rights and obligations within the authority of the GMS.

2. The rights and obligations of the BOD are defined by law, the Company's Charter, and the GMS. Specifically, the Board of Directors has the following powers and obligations:

- a) Deciding on the strategy, medium-term development plan, and annual business plan of the Company to submit to the GMS for voting and approval according to the provisions in Point a, Clause 2, Article 17 of this Charter;
- b) Proposing types of shares and the total number of shares authorized to be offered of each type;
- c) Deciding on the sale of unsold shares within the scope of shares authorized to be offered of each type; deciding on raising additional capital in other forms;
- d) Deciding on the selling price of the Company's shares and bonds;
- e) Deciding on share buybacks according to the provisions in Clause 1 and Clause 2, Article 133 of the Law on Enterprises and Article 11 of this Charter;
- f) Deciding on investment plans and investment projects within the authority and limits according to the provisions of law;
- g) Deciding on solutions for market development, marketing, and technology;
- h) Approving 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 for contracts and transactions under the decision-making authority of the GMS according to the provisions in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i) Electing, dismissing, removing the Chairman of the BOD; deciding on the appointment, dismissal, signing of contracts, and termination of contracts for the General Director, the Company's capital representative at other companies, and other important managers appointed by the BOD such as: Deputy General Director; Chief Accountant;
- j) Supervising and directing the General Director and other managers in managing the daily business operations of the Company;
- k) Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and capital contribution, purchase of shares of other enterprises;
- l) Resolving the Company's complaints against managers as well as deciding on the selection of the Company's representative to resolve issues related to legal proceedings against those managers;
- m) Approving the program, content, and documents for GMS meetings, convening GMS meetings, or collecting opinions for the GMS to pass resolutions;

n) Submitting the audited annual financial statements and annual profit distribution plan to the GMS;

o) Proposing the level, time limit, and procedures for annual dividend payment and determining the interim dividend level; organizing dividend payment; handling losses arising in the business process;

p) Proposing the reorganization, dissolution of the Company; requesting the Company's bankruptcy;

q) Deciding on the issuance of the Operating Regulations of the BOD, Internal Regulations on Corporate Governance after being approved by the GMS, and deciding on the issuance of the Company's Information Disclosure Regulations;

r) Suspending decisions of the General Director if they are found to be contrary to the law, violating the Company's Charter, or contrary to the Resolutions or decisions of the BOD;

s) Other rights and obligations according to the provisions of the Law on Enterprises, the Law on Securities, other provisions of law, and this Charter.

3. The BOD must report to the GMS on the BOD's operational results according to the provisions in 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.

4. BOD members and related persons, when executing transactions of the Company's shares, must report to the State Securities Commission and perform information disclosure regarding these transactions according to the provisions of law and the provisions in Article 63 of this Charter.

5. Members of the Board of Directors have the right to be provided with information as stipulated in Article 159 of the Law on Enterprises;

6. The BOD passes decisions by voting at meetings or by collecting written opinions; each BOD member has one (01) vote; a BOD member may authorize another person to attend the meeting if more than 50% of the remaining BOD members approve;

7. When performing their functions and duties, the BOD complies with the provisions of current law, this Charter, and the decisions of the GMS. In case a decision passed by the BOD is contrary to the provisions of current law, GMS resolutions, or this

Charter, causing damage to the Company, then the BOD members who agreed to pass that decision shall be jointly and personally liable for that decision and must compensate the Company for the damage; BOD members who opposed the passing of the aforementioned decision shall be exempted from liability.

Article 30. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to BOD members based on business results and efficiency.

2. Remuneration, salary, and other benefits of BOD members are paid according to the following provisions:

a) Full-time BOD members are paid a salary according to the Company's current salary regulations and do not receive remuneration;

b) Part-time BOD members are entitled to remuneration and bonuses. The total level of remuneration and bonuses for the BOD shall be developed by the BOD and decided by the GMS at the annual meeting;

3. Remuneration and salary of BOD members are included in the Company's business expenses according to the provisions of law on corporate income tax and must be shown as a separate item in the Company's annual financial statements, and must be reported to the GMS at the annual meeting.

4. BOD members have the right to be reimbursed for all travel, meal, accommodation expenses, and other reasonable expenses that they have had to pay when performing their duties as BOD members, including expenses incurred in attending GMS and BOD meetings.

5. BOD members may be covered by liability insurance by the Company after the approval of the GMS. This insurance does not include insurance for the responsibilities of BOD members related to violations of the law and this Charter.

Article 31. Chairman of the Board of Directors

1. The Chairman of the BOD is elected, dismissed, or removed by the BOD from among the BOD members.

2. The Chairman of the BOD may not concurrently hold the position of General Director of the Company.

3. The Chairman of the BOD is the legal representative and the account holder of the Company, responsible for all production and business activities of the Company. Organizing the implementation of Resolutions and Decisions of the GMS and the BOD in accordance with current law and this Charter;

4. In case the Chairman of the BOD submits a resignation letter or is dismissed or removed, the BOD must elect a replacement within 10 days from the date of receiving the resignation letter or the dismissal or removal decision.

5. The Chairman of the Board of Directors - Legal representative has the following rights and obligations:

a) Preserving and developing capital, organizing the implementation of business plans approved by the BOD and passed by the GMS.

b) May authorize the General Director of the Company to sign reports, vouchers, documents, contracts, etc., of the Company according to the assigned authority.

c) Preparing the BOD's activity program and plan; assigning BOD members to inspect and supervise the process of organizing the implementation of Resolutions and Decisions of the BOD and the Company's activities;

d) Preparing the program, content, and documents for meetings, convening, presiding over, and acting as Chairperson of the GMS and BOD meetings;

e) Organizing the passing of resolutions and decisions of the BOD;

f) Directing the preparation of annual financial statements; reports on the Company's business situation; reports evaluating the Company's management and administration, and is responsible for ensuring the sending of annual financial statements to the BOD, reports on the Company's activities, audit reports, and BOD inspection reports to shareholders at the GMS;

g) Approving investment projects according to delegated authority; labor utilization plans; the Company's salary and bonus funds based on the proposal of the General Director;

h) Deciding on the appointment, dismissal, signing of contracts, termination of contracts, salary levels, and other benefits for: Heads and Deputy Heads of departments;

Directors, Deputy Directors of branches; Heads and Deputy Heads of representative offices, affiliated units, etc., based on the proposal of the General Director;

i) Responsible for signing documents on behalf of the BOD... falling under the authority of the BOD and having been passed by the BOD in accordance with regulations;

j) Other rights and obligations according to the provisions of the Law on Enterprises and this Charter.

6. In case the Chairman of the BOD is absent or unable to perform their duties, it must be carried out according to the provisions in Clause 4, Article 156 of the Law on Enterprises and according to the principles stipulated in Article 3 of this Charter.

7. When deemed necessary, the BOD decides to appoint a Company Secretary. The Company Secretary has the following rights and obligations:

a) Assisting in organizing the convening of GMS and BOD meetings; attending meetings at the request of the BOD and taking minutes of meetings;

b) Assisting BOD members in exercising their assigned rights and obligations;

c) Assisting the BOD in applying and implementing corporate governance principles;

d) Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders;

e) Assisting the Company in complying with obligations to provide information, disclose information, and administrative procedures;

f) Providing financial information, copies of BOD meeting minutes, and other information to members of the BOD and BOS;

g) The Secretary is responsible for keeping information confidential according to the provisions of law and the Company's Charter;

h) The remuneration of the Company Secretary shall be developed by the BOD and decided by the GMS at the annual meeting.

Article 32. Board of Directors meeting

1. The Chairman of the BOD is elected at the first meeting of the BOD within 07 working days from the date of completion of that BOD election. This meeting is convened and presided over by the member with the highest number of votes or the highest voting

ratio. In case there is more than one member with the same highest number of votes or voting ratio, the members shall elect by majority vote to choose 01 person among them to convene the BOD meeting.

2. The BOD must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the BOD convenes a BOD meeting in the following cases:

- a) There is a request from the BOS;
- b) There is a request from the General Director or at least 05 other managers;
- c) There is a request from at least 02 BOD members;

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues needing discussion, and decisions under the authority of the BOD.

5. The Chairman of the BOD must convene a BOD meeting within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In case the BOD meeting is not convened as requested, the Chairman of the BOD shall be responsible for damages occurring to the Company; the requester has the right to replace the Chairman of the BOD to convene the BOD meeting.

6. The Chairman of the BOD or the person convening the BOD meeting must send the invitation notice at least 03 working days before the meeting date. The invitation notice must specifically define the meeting time and venue, agenda, issues for discussion, and decisions. The invitation notice must be accompanied by documents used at the meeting and the member's voting ballot.

The BOD meeting invitation notice may be sent by invitation letter, telephone, fax, or electronic means, ensuring it reaches the contact address of each BOD member registered at the Company.

7. The Chairman of the BOD or the convener shall send the invitation notice and accompanying documents to BOS members as for BOD members.

BOS members have the right to attend BOD meetings; have the right to discuss but not to vote.

8. A BOD meeting is conducted when 3/4 or more of the total number of BOD members are present. In case the meeting convened according to the provisions of this Clause does not have enough members present as stipulated, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the BOD members are present.

9. Form of BOD meeting: The BOD may meet and pass resolutions by way of direct conference, written opinion collection, online conference, or a combination of direct and online conference. The order and procedures for BOD meetings by way of written opinion collection, online conference, and a combination of direct and online conference are specifically stipulated in the Internal Regulations on Corporate Governance.

10. A BOD member is considered to be attending and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote according to the provisions in Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via post, fax, email;

11. In case of sending voting ballots to the meeting via post, the voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the BOD at least 01 hour before opening. The voting ballot shall only be opened before the witness of all attendees.

12. Members must attend all BOD meetings fully. A member may authorize another person to attend and vote if approved by a majority of BOD members.

13. Resolutions and decisions of the BOD are passed if agreed upon by a majority of members present; in case of a tie, the final decision belongs to the side with the Chairman of the BOD's opinion.

14. Minutes of BOD meetings must be implemented according to the provisions in Article 158 of the Law on Enterprises.

Article 33. Person in charge of Corporate Governance

1. The Board of Directors (BOD) of the Company shall appoint at least 01 Person in charge of Corporate Governance. The Person in charge of Corporate Governance may concurrently serve as the Company Secretary in accordance with Clause 8, Article 31 of this Charter.

2. The Person in charge of Corporate Governance must meet the following standards:

- a) Possess knowledge of the law;
- b) Must not simultaneously work for an approved audit firm that is currently auditing the Company's financial statements;
- c) Other standards as prescribed by law, this Charter, and decisions of the BOD.

3. The BOD may remove the Person in charge of Corporate Governance when necessary, provided that it does not contravene current labor laws.

4. The Person in charge of Corporate Governance has the following rights and obligations:

a) Advise the BOD on organizing the General Meeting of Shareholders (GMS) in accordance with regulations and handling matters related to the relationship between the Company and shareholders;

b) Prepare meetings of the BOD, the Board of Supervisors (BOS), and the GMS at the request of the BOD or the BOS;

c) Advise on meeting procedures;

d) Attend meetings;

e) Advise on procedures for drafting BOD resolutions in accordance with the law;

f) Provide financial information, copies of BOD meeting minutes, and other information to members of the BOD and members of the BOS;

g) Monitor and report to the BOD on the Company's information disclosure activities.

h) Act as the contact point for related parties;

i) Maintain confidentiality of information in accordance with the law and this Charter;

- j) Be entitled to remuneration as prescribed in Point h, Clause 8, Article 31 of this Charter.
- k) Other rights and obligations as prescribed by law and this Charter.

Chapter VIII

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 34. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is accountable to the BOD and subject to the supervision and direction of the BOD in the Company's daily business operations. The Company has: a Legal representative, General Director, Deputy General Directors, Chief Accountant, and other management positions appointed by the Chairman of the BOD. The appointment, dismissal, and removal of these positions as prescribed in Clause 1, Article 35 of this Charter must be approved by a resolution or decision of the BOD.

Article 35. Company Executives

1. Company Executives include: The Legal representative as prescribed by this Charter; the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the BOD. The appointment, dismissal, and removal of the aforementioned positions must be approved by a resolution or decision of the BOD.

2. Upon the proposal of the General Director and with the approval of the BOD, the Company may recruit other executives with quantities and standards suitable to the Company's organizational structure and management regulations as stipulated by the BOD. Company Executives must be responsible for assisting the Company in achieving its operational and organizational goals.

3. Company Executives are paid salaries and bonuses. The salaries and bonuses of Company Executives shall be applied according to the Company's current salary and bonus regulations.

4. Executive salaries are included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the GMS at the annual meeting.

5. Salaries, bonuses, benefits, and other terms in the employment contracts for other executives shall be decided by the BOD after consulting with the General Director.

Article 36. Appointment, dismissal, duties, and powers of the General Director

1. The BOD shall appoint one (01) member of the BOD or hire another person as the General Director; in the case of hiring a General Director, the BOD shall approve and the Chairman of the BOD shall sign the employment contract, which stipulates the salary, remuneration, benefits, and other related terms. Information regarding the salary, allowances, and benefits of the General Director must be reported at the annual GMS and stated in the Company's annual report.

2. The General Director is the person who manages the daily operations of the Company, is subject to the supervision of the BOD, and is directly accountable to the BOD and the law for the organization and management of the Company's operations; effectively utilizes resources and implements resolutions of the GMS and resolutions of the BOD in accordance with the duties and powers assigned.

The term of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms.

3. The General Director may authorize Deputy General Directors to act on their behalf to resolve certain tasks of the Company and shall be legally responsible for such authorization. The person authorized by the General Director must be legally responsible to the General Director and the law for the work they perform and shall not re-authorize others.

4. The General Director must meet the following standards and conditions:

a) Not fall into the categories prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Must not be a person with a family relationship with a Company Manager, a member of the Company's BOS, a representative of state capital, or a representative of enterprise capital at the Company.

c) Possess professional qualifications and practical experience in the Company's business administration;

d) Possess good health, moral character, honesty, and integrity;

e) The age must not exceed the retirement age as prescribed by current law.

5. The General Director has the following powers and responsibilities:

- a) Decide on all matters related to the daily business operations of the Company that do not fall under the authority of the BOD and the Legal representative;
- b) Organize the implementation of resolutions and decisions of the BOD;
- c) Decide on all matters within their authority as stipulated in the Internal Regulations on Corporate Governance;
- d) Organize the implementation of the Company's business plans and investment projects approved by the BOD or the GMS;
- e) Develop and submit to the BOD for approval the organizational structure plan, economic-technical norms, product quality standards, and internal management regulations. Inspect the implementation of norms, standards, unit prices, and internal regulations of the Company by affiliated units;
- f) Appoint, dismiss, and remove management positions in the Company within the authority of the General Director;
- g) Develop and submit to the Chairman of the BOD for approval the short, medium, and long-term labor utilization plans;
- h) Propose dividend payment plans or business loss handling plans;
- i) Manage the Company's assets under authorization;
- j) Represent the Company in initiating lawsuits related to interests and to ensure interests in the Company's production and business activities;
- k) Perform other rights and duties as prescribed by law and this Charter as follows:
 - Submit to the BOD investment plans and investment cooperation projects with domestic and foreign partners.
 - Assign and authorize Deputy General Directors to be in charge of specific fields of operation after reaching a consensus with the Chairman of the BOD.
 - Implement the reporting regime to the BOD and the BOS. Prepare full reports according to the agenda required by the BOD and the BOS.
 - By November 30 of each year at the latest, the General Director must submit to the BOD for approval the detailed production and business plan for the next fiscal year based on the actual situation and the Company's financial plan.
 - Propose measures to improve the efficiency of the Company's operations and management;

- Request the BOD to convene an extraordinary meeting to resolve issues exceeding the General Director's authority or major fluctuations in the Company.
- Be permitted to make decisions exceeding their authority in emergency cases such as: natural disasters, enemy sabotage, fire, incidents, etc., and must be responsible for those decisions; simultaneously, must report immediately to the BOD for further resolution.
- When the Company is unable to pay its due debts, the General Director shall not increase salaries or pay bonuses to the Company's employees, including managers, and shall be personally liable for damages caused to creditors.
- Perform all other activities in accordance with this Charter, the Company's regulations, BOD resolutions, and the law.
- In the event of operating in contravention of the provisions of this Charter, causing damage to the Company, the General Director shall be responsible before the law and must compensate the Company for such damages.

6. The BOD may dismiss the General Director when approved by a majority of the BOD members with voting rights attending the meeting, and appoint a new General Director as a replacement.

Chapter IX

BOARD OF SUPERVISORS (BOS)

Article 37. Candidacy and nomination of members of the Board of Supervisors

1. In the event that candidates for the BOS have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the GMS on the Company's website so that shareholders can research these candidates before voting. Candidates for the BOS must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, cautiously, and in the best interests of the Company if elected as a member of the BOS. Information related to candidates for the BOS to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Professional qualification;
- c) Work experience;
- d) Other management positions (including positions at other companies);
- e) Interests related to the Company and related parties of the Company;
- f) The Company is responsible for disclosing information about the companies where the candidate is currently holding the position of member of the BOS, other management positions, and interests related to the Company of the candidate for the BOS (if any).

2. Shareholders or groups of shareholders owning 10% of total ordinary shares or more have the right to nominate candidates for the BOS according to the Law on Enterprises and the provisions in Clause 3, Article 14 of this Charter.

3. In the event that the number of BOS candidates through nomination and candidacy is not sufficient as required by Clause 1, Article 38 of this Charter, the incumbent BOS may nominate additional candidates or organize nominations in accordance with the provisions in Point b, Clause 3, Article 14 of this Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the BOS. The introduction of additional candidates by the incumbent BOS must be clearly announced before the GMS votes to elect BOS members in accordance with the law.

Article 38. Composition of the Board of Supervisors

1. The number of members of the Company's BOS is 03. The term of a BOS member shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. BOS members must meet 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 accounting or finance department of the Company;
- b) Being a member or employee of an independent audit firm that has audited the Company's financial statements in the 03 consecutive years prior.

3. A member of the Board of Supervisors shall be dismissed in the following cases:

- a) No longer meeting the standards and conditions to be a BOS member as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter and having it accepted;
- c) A BOS member may be dismissed by decision of the GMS if they violate the provisions on the responsibilities of BOS members in Article 173 of the Law on Enterprises;
- d) In the event that the BOS seriously violates its obligations, risking damage to the Company, the BOD shall convene the GMS to consider and dismiss the incumbent BOS and elect a new BOS as a replacement.

4. A member of the Board of Supervisors shall be removed in the following cases:

- a) Failing to complete assigned tasks and duties;
- b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly violating or seriously violating the obligations of a BOS member as prescribed by the Law on Enterprises and this Charter;
- d) Other cases as per GMS resolution.

Article 39. Head of the Board of Supervisors

1. The Head of the BOS is elected by the BOS from among its members; the election, dismissal, and removal shall follow the majority principle. The BOS must have more than half of its members residing in Vietnam. The Head of the BOS must hold a

university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the enterprise's business activities.

2. Rights and obligations of the Head of the BOS:

- a) Convene BOS meetings;
- b) Request the BOD, the General Director, and other executives to provide related information for reporting to the BOS;
- c) Prepare and sign the BOS report after consulting with the BOD to submit to the GMS.

Article 40. Rights and obligations of the Board of Supervisors

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

- 1. Be accountable to shareholders for its supervisory activities.
- 2. Supervise the Company's financial situation and the compliance with the law in the activities of BOD members, the General Director, and other managers.
- 3. Ensure coordination with the BOD, the General Director, and shareholders.
- 4. In the event of discovering acts of violation of the law or this Charter by a BOD member, the General Director, or other executives of the Company, the BOS must notify the BOD in writing within 48 hours, requesting the violator to cease the violation and implement remedial measures.
- 5. Develop the Operating Regulations of the BOS and submit them to the GMS for approval.
- 6. Report at the GMS 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.
- 7. Have the right to access the Company's records and documents kept at the head office, branches, and other locations; have the right to enter the workplaces of the Company's managers and employees during working hours.

8. Have the right to request the BOD, BOD members, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.

9. Propose and recommend the GMS to approve the list of approved audit firms to audit the Company's financial statements; decide on the approved audit firm to inspect the Company's operations, and dismiss the approved auditor when deemed necessary.

10. Other rights and obligations as prescribed by law and this Charter.

Article 41. Meetings of the Board of Supervisors

1. The BOS must meet at least 02 times per year, with at least 2/3 of the BOS members in attendance. BOS meeting minutes must be prepared in detail and clearly. The minute-taker and the attending BOS members must sign the meeting minutes. BOS meeting minutes must be kept to determine the responsibility of each BOS member.

2. The BOS has the right to request BOD members, the General Director, and representatives of the approved audit firm to attend and answer issues that need clarification.

Article 42. Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors

1. BOS members are paid salary or remuneration and are entitled to other benefits in accordance with the following provisions:

2. The Head of the BOS is paid a salary according to the Company's current salary regulations and does not receive remuneration; bonuses for full-time BOS members are applied according to the Company's current bonus regulations.

- Part-time BOS members are entitled to remuneration and bonuses. The total remuneration and bonus level for the BOS and the annual operating budget of the BOS shall be developed by the BOS and decided by the GMS at the annual meeting;

3. BOS members are reimbursed for reasonable food, accommodation, travel expenses, and costs for using independent consulting services within the annual operating budget of the BOS approved by the GMS.

4. Salary, remuneration, and operating expenses of the BOS are included in the Company's business expenses in accordance with the law on corporate income tax and relevant laws, and must be presented as a separate item in the Company's annual financial statements.

Chapter X

**RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS,
MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR,
AND OTHER EXECUTIVES**

BOD members, BOS members, the General Director, and other executives shall perform their duties honestly and cautiously for the interests of the Company.

Article 43. Duty of honesty and avoidance of conflicts of interest

1. BOD members, BOS members, the General Director, and other managers must disclose related interests in accordance with the Law on Enterprises and relevant legal documents.

2. BOD members, BOS members, the General Director, other managers, and their related persons may only use information obtained through their positions to serve the interests of the Company.

3. BOD members, BOS members, the General Director, and other managers have the obligation to notify the BOD and the BOS in writing of transactions between the Company, its subsidiaries, or other companies over which the Company holds a controlling interest of more than 50% of the charter capital with themselves or their related persons as prescribed by law. For the aforementioned transactions approved by the GMS or the BOD, the Company must disclose information about these resolutions in accordance with securities laws on information disclosure.

4. BOD members shall not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and this Charter.

5. BOD members, BOS members, the General Director, other managers, and their related persons shall not use or disclose internal information to others to perform related transactions.

6. Transactions between the Company and one or more BOD members, BOS members, the General Director, other executives, and individuals or organizations related to these subjects shall not be void in the following cases:

a) For transactions with a value less than or equal to twenty percent (20%) of the total asset value recorded in the most recent financial statement, the important contents of the contract or transaction as well as the relationships and interests of the BOD member, BOS member, General Director, or other executive have been reported to the BOD and approved by the BOD with a majority vote of the BOD members who have no related interests;

b) For transactions with a value greater than twenty percent (20%) or transactions resulting in the transaction value arising within 12 months from the date of the first transaction being twenty percent (20%) or more of the total asset value recorded in the most recent financial statement, the important contents of this transaction as well as the relationships and interests of the BOD member, BOS member, General Director, or other executive have been disclosed to shareholders and approved by the GMS by the voting ballots of shareholders who have no related interests.

7. Unless the GMS decides otherwise, the Company shall not provide loans or guarantees to BOD members, BOS members, the General Director, other managers, and individuals or organizations related to the aforementioned members or legal entities in which these persons have financial interests, except where the Company and the organization related to this member are companies operating within a group of companies, including parent-subsidary companies, economic groups, and specialized laws that provide otherwise.

Article 44. Liability for damages and compensation

1. BOD members, BOS members, the General Director, and other executives who violate their obligations, duties of honesty and caution, or fail to complete their duties must be liable for damages caused by their violations.

2. The Company shall indemnify those who have been, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil and administrative cases and not including lawsuits where the Company is the plaintiff) if that person has been or is a BOD member, BOS member, General Director, other executive, employee, or representative authorized by the Company, has been or is performing duties under the Company's authorization, acts honestly and cautiously for the interests of the Company on

the basis of compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and payments arising in practice (including legal fees) when resolving these cases within the framework allowed by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

Chapter XI

RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 45. Right to inspect books and records

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:

a) Ordinary shareholders have the right to review, search, and extract information about names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information about themselves; review, search, extract, or copy this Charter, GMS meeting minutes, and GMS resolutions;

b) Shareholders or groups of shareholders owning 05% of total ordinary shares or more have the right to review, search, and extract the minute book and resolutions and decisions of the BOD, semi-annual and annual financial statements, BOS reports, contracts and transactions that must be approved by the BOD, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In the event that an authorized representative of a shareholder or group of shareholders requests to inspect books and records, they must attach a power of attorney from the shareholder or group of shareholders that they represent or a notarized copy of this power of attorney.

3. BOD members, BOS members, the General Director, and other executives have the right to inspect the Company's register of shareholders, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that this information must be kept confidential.

4. The Company must keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, GMS and BOD resolutions, GMS and BOD meeting minutes, BOD reports, BOS reports, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.

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

Chapter XII

EMPLOYEES AND SOCIO-POLITICAL ORGANIZATIONS

Article 46. Rights of employees in the Company

1. The General Director must develop a plan for the Legal representative to approve matters related to recruitment, termination of employment, salary, social insurance, welfare, rewards, and discipline for employees and Company executives.

2. The General Director must develop a plan for the BOD to approve matters related to the Company's relationship with trade union organizations in accordance with the best management standards, practices, and policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

Article 47. Obligations of employees

1. Employees have the obligation to properly implement the contents of the employment contract signed with the Company; the collective labor agreement, and to comply with the guidelines and policies of the Party, the laws of the State, and the internal rules and regulations of the Company.

2. Employees must study to improve their professional qualifications and skills to complete assigned work.

3. Perform other obligations as prescribed by current law.

Article 48. Organization of the Communist Party of Vietnam and socio-political organizations in the Company.

1. The organization of the Communist Party of Vietnam at the Company operates in accordance with the Platform, Charter, and Regulations of the Communist Party of Vietnam.

2. Socio-political organizations eligible to be established within the enterprise operate within the framework of the Constitution and laws of the Socialist Republic of Vietnam and according to the Charter of each organization.

3. The Company respects and creates favorable conditions for employees to participate in socio-political organizations and operate according to the provisions in Clause 1 and Clause 2 of this Article.

4. The General Director is responsible for developing, for BOD approval, a Regulation on coordination between the BOD and political and socio-political organizations at the Company in accordance with the best management standards, practices, and policies as prescribed by current law.

Chapter XIII
PROFIT DISTRIBUTION

Article 49. Profit distribution

1. The BOD is responsible for developing a profit distribution plan after tax to submit to the GMS for decision in accordance with the law (in which no more than 50% of the remaining profit after tax is appropriated to the Development Investment Fund).

2. Dividend payments to shareholders are in accordance with Article 12 of this Charter.

3. The Company does not pay interest on dividend payments or payments related to a type of share.

4. The BOD may propose that the GMS approve the payment of all or part of dividends in shares, and the BOD is the body that implements this decision.

5. In the event that dividends or other payments related to a type of share are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on detailed bank account information provided by shareholders. In the event that the Company has transferred funds according to the correct bank details provided by the shareholder but that shareholder does not receive the money, the Company shall not be liable for the funds that the Company has transferred to this shareholder. Payment of dividends for shares listed/registered for trading at the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Based on the Law on Enterprises and the Law on Securities, the GMS adopts a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive cash or stock dividends, receive notices, or other documents.

7. Other matters related to profit distribution shall be implemented in accordance with the law.

Chapter XIV

BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 50. Bank accounts

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. With the prior approval of the competent authority, in necessary cases, the Company may open bank accounts abroad in accordance with the law.
3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

Article 51. Fiscal year

The Company's fiscal year begins on January 01 (solar calendar) of each year and ends on December 31 (solar calendar) of the same year. The Company's first fiscal year begins on the date of issuance of the enterprise registration certificate and ends on December 31 (solar calendar) of the same year.

Article 52. Accounting system

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS) or another accounting system approved by the Ministry of Finance.
2. The Company prepares accounting books in Vietnamese; the method of preparing and keeping accounting books is in accordance with the Law on Accounting of Vietnam and relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company uses Vietnamese Dong as the monetary unit in accounting.

Chapter XV

**FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITY
FOR INFORMATION DISCLOSURE**

Article 53. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements, and annual financial statements must be audited in accordance with the law. The Company discloses audited annual financial statements in accordance with the law on information disclosure in the securities market and submits them to competent state agencies.

2. Annual financial statements must include full reports, appendices, and notes as prescribed by the law on corporate accounting. Annual financial statements must reflect the Company's operational situation honestly and objectively.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to competent state agencies.

Article 54. Annual report

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

Chapter XVI
COMPANY AUDIT

Article 55. Audit

1. The GMS designates an independent audit firm or approves a list of independent audit firms and authorizes the BOD to decide on the selection of one of these units to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon with the BOD.

2. The audit report is attached to the Company's annual financial statement.

3. The independent auditor performing the audit of the Company's financial statements may attend the GMS meeting in accordance with Clause 2, Article 16 of this Charter.

Chapter XVII
COMPANY SEAL

Article 56. Company seal

1. The Company's seal is engraved in accordance with the law.
2. The BOD decides on the type of seal, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).
3. The BOD and the General Director use and manage the seal in accordance with current law.

Chapter XVIII

DISSOLUTION OF THE COMPANY

Article 57. Succession

The Company inherits all legal rights and obligations in production, business, and construction investment activities, etc., handed over from Vinh Long Water Supply One Member Limited Liability Company.

Article 58. Dissolution of the Company

1. The Company may be dissolved in the following cases:

- a) The operation duration specified in this Charter expires without a decision on extension;
- b) Pursuant to a resolution or decision of the GMS;
- c) The Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;
- d) Other cases as prescribed by law.

2. The dissolution of the Company before the expiration of its term (including extended terms) shall be decided by the GMS and implemented by the BOD. This dissolution decision must be notified to or approved by the competent authority (if mandatory) in accordance with regulations.

Article 59. Extension of Operation

1. The BOD shall convene a GMS meeting at least 07 months before the end of the operation duration so that shareholders can vote on extending the Company's operation as proposed by the BOD.

2. The operation duration is extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the GMS agree.

Article 60. Liquidation

1. At least 06 months before the end of the Company's operation duration or after a decision on the Company's dissolution is issued, the BOD must establish a Liquidation Committee consisting of 03 members, of whom 02 members are appointed by the GMS and 01 member is appointed by the BOD from an independent audit firm. The Liquidation

Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to the liquidation shall be prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority regarding the establishment date and the commencement date of its operations. From that moment, the Liquidation Committee shall represent the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

3. Proceeds from the liquidation shall be paid in the following order:

- a) Liquidation expenses;
- b) Debts related to salaries, severance pay, social insurance, and other benefits of employees under the collective labor agreement and signed labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be given priority for payment.

Chapter XIX
INTERNAL DISPUTE RESOLUTION

Article 61. Internal dispute resolution

All internal disputes within the Company shall be resolved based on the principle of negotiation or mediation between the disputing parties. Specifically:

1. In case of any dispute or complaint related to the Company's operations or to the rights of shareholders arising from the Charter or from any rights or obligations provided by the Law on Enterprises or other Laws or administrative regulations, between:

- a) A shareholder and the Company;
- b) A shareholder and the BOD, the BOS, the General Director, or other company executives.

The relevant parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes related to the BOD or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution and shall require each party to present the factual elements related to the dispute within thirty (30) working days from the date the dispute arises. In case the dispute relates to the BOD or the Chairman of the Board, any party may request the BOS to appoint an independent expert to act as an arbitrator for the dispute resolution process.

2. In case a mediation decision is not reached within 06 weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or the Court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of Court costs shall be made in accordance with the Court's judgment.

Chapter XX

AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 62. Amendment and supplementation of the Charter

1. The amendment and supplementation of this Charter must be considered and decided by the GMS. The amendment and supplementation of the Charter must be based on the interests of the Company and consistency with current laws.

2. Every shareholder has the right to propose amendments to the Charter, and the BOD must consolidate proposals for amendments that bring efficiency, advanced management methods, or other benefits for the sustainable development of the Company to submit to the GMS for consideration and decision.

3. In case there are provisions of the law related to the Company's operations that are not mentioned in this Charter, or in case there are new provisions of the law that differ from the terms in this Charter, such provisions of the law shall automatically apply and govern the Company's operations.

Chapter XXI
OTHER ISSUES

Article 63. Information reception and disclosure

1. The BOD and the BOS must establish a channel to receive information and feedback from shareholders regarding the Company's operational status. At the Company's office, there must be a mailbox for the BOD and a mailbox for the BOS to receive information from shareholders at any time they deem it necessary to provide feedback to the BOD or the BOS.

2. The Company's information disclosure must be carried out in accordance with the principles of information disclosure stipulated in Article 119 of the Law on Securities.

3. The Company must perform periodic information disclosure in accordance with the provisions of Points a, c, dd, and g, Clause 1, Article 109 of the Law on Enterprises and the provisions of Clause 1, Article 120 of the Law on Securities and this Charter.

4. The Company must perform extraordinary information disclosure in accordance with the provisions of Article 110 of the Law on Enterprises, the provisions of Clause 2, Article 120 of the Law on Securities, and this Charter.

5. In addition, the Company must also disclose information as required by the provisions of Clause 3, Article 120 of the Law on Securities and this Charter.

Chapter XXII
EFFECTIVE DATE

Article 64. Effective date

1. This Charter consists of 22 Chapters and 64 Articles, was unanimously approved by the 2026 Extraordinary GMS of Vinh Long Water Supply Joint Stock Company on October 16, 2026, and replaces the 3rd amended and supplemented Charter approved by the Annual GMS of Vinh Long Water Supply Joint Stock Company on June 30, 2021.

2. This Charter takes effect from the date it is approved by the Extraordinary General Meeting of Shareholders in 2026 of Vinh Long Water Supply Joint Stock Company.

3. This Charter is made in ten (10) copies, having equal validity and kept at the Company's head office.

4. This 4th amended and supplemented Charter is the sole and official Charter of Vinh Long Water Supply Joint Stock Company (VWACO).

5. Copies or extracts of this Charter are valid when signed by the Chairman of the BOD or by at least 1/2 of the total number of BOD members.

LEGAL REPRESENTATIVE OF THE COMPANY

CHỦ TỊCH HĐQT



Lăng Tấn Chiến