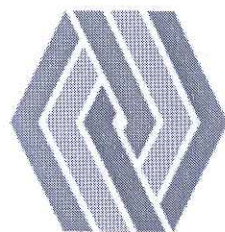


VIETNAM ELECTRICITY CONSTRUCTION JOINT STOCK CORPORATION
VNECO4 ELECTRICAL CONSTRUCTION JOINT STOCK COMPANY



VNECO4

CHARTER

**VNECO4 ELECTRICAL CONSTRUCTION JOINT STOCK
COMPANY**

FEB 2026



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INTRODUCTION

This Charter of VNECO4 electrical Construction Joint Stock Company (hereinafter referred to as "the Company") is the legal basis for all activities of the Company - a joint stock company converted from a State-owned enterprise, organized and operating under the Enterprise Law.

The Charter, regulations of the Company, resolutions of the General Meeting of Shareholders and the Board of Directors, if duly approved in accordance with relevant laws, shall be binding rules and regulations for conducting the Company's business operations.

This Charter has been approved by the General Meeting of Shareholders of VNECO4 Power Construction Joint Stock Company under Resolution No. 01/2025/NQ/ĐHĐCĐ-VNECO4 dated 24 June 2025 and Resolution No. 01NQ/HĐQT – VNECO4 of the Board of Directors dated 06 Feb 2026.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1: Terminology explained

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

a. "*Charter capital*" is the total par value of shares sold or registered to be purchased upon establishment of the enterprise and specified in 0of this Charter.

Voting capital is equity capital, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;

b. "*Law on Enterprises*" means Law on Enterprises No. 59/2020/QH14 passed on June 17, 2020.

c. "*Establishment Date*" is the date on which the Company is first granted the Certificate of Business Registration (Certificate of Business Registration and equivalent documents).

d. "*Business Executive*" means the Director, Deputy Director, Chief Accountant, and other executives as prescribed in the Company Charter;

e. "*Related person*" is an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

f. "*Term of operation*" means the term of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders by resolution;

g. *Vietnam* is the Socialist Republic of Vietnam.

h. "*Major shareholder*" is a shareholder as prescribed in Clause 9, Article 6 of the Law on Securities;

i. "*Securities Law*" means Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 ;

2. In this Charter, references to one or more other provisions or documents include amendments or replacements.

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

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2: Name, form, headquarters, branches, representative offices and term of operation of the Company , legal representative of the Company.

1. Company Name

- Vietnamese name: **VNECO4 Electrical Construction Joint Stock Company**
- English name: **VNECO4 ELECTRICITY CONSTRUCTION JOINT STOCK COMPANY**
- Trading name: **VNECO4 Electrical Construction Joint Stock Company**
- Abbreviation: **VNECO4**
- 2. The company is a joint stock company with legal status in accordance with current laws of Vietnam.
- 3. The Company's registered office is:
 - No. 197-Nguyen Truong To Street - Dong Vinh Ward - Vinh City, Nghe An Province
 - Phone: 0238 3531065
 - Fax: 0238 3853433
 - Email: congtyve4@gmail.com
 - Website: www.vneco4.com.vn
- 4. Legal representative of the Company.

The company has 01 (one) legal representative who is the Company Director.

The rights and obligations of the legal representative are stipulated in Articles 12 and 13 of the Law on Enterprises.

5. Unless terminated before the deadline under Clause 2, Article 50 or extended under Article 51 of this Charter, the term of operation of the Company begins from the date of establishment and is indefinite.

6. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the resolution of the Board of Directors and within the scope permitted by law.

III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 3: Company's operating objectives

1. The Company's business areas are:

- Construction of hydroelectric and power projects (power lines and transformer stations up to 500 kV), construction of industrial and civil works, traffic, irrigation, telecommunications, cultural and sports works;
- Design and manufacture of steel structures and mechanical products;
- Production of electrical accessories;
- Production, trading of construction materials and consumer goods;
- Business of transporting goods and passengers by road (under contract);
- Trading in electrical equipment and materials, transportation equipment and construction machinery;
- Investment and development business of housing and urban technical infrastructure, industrial parks, export processing zones, high-tech zones, new economic zones.
- Warehouse for rent.
- Production and sale of electricity.
- Tourism, hotel and restaurant services business.
- Investment consulting, construction consulting including investment project preparation and appraisal

- In addition to the above main business lines, during its operation, the Company has the right to add other business lines that are not prohibited by law and that the Company deems beneficial to the Company and its shareholders.

2. The Company's operational objective is to continuously develop production, trade and service activities in the Company's business areas to maximize profits for shareholders, improve working conditions and increase income for employees, fully fulfill obligations to the state budget, and develop the Company to become stronger and more sustainable.

Article 4: Scope of business and operations of the Company

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

2. The Company may conduct business activities in other industries and professions permitted by law and approved by the General Meeting of Shareholders .

IV. RIGHTS, OBLIGATIONS AND RELATIONSHIP OF THE COMPANY WITH THE PARENT COMPANY AND THE PARENT COMPANY - SUBSIDIARY COMPANY GROUP

Article 5: Rights, obligations and relationships of the Company in the Parent Company-Subsidiary Company group

VNECO4 Power Construction Joint Stock Company is a subsidiary in the Parent Company-Subsidiary group of enterprises of Vietnam Power Construction Joint Stock Corporation and has the rights and obligations as prescribed in this Charter and the Law.

Economic relations and transactions between the Company and the Parent Company are carried out through economic contracts. Contracts, transactions and other relations between the Company and the Parent Company are established and carried out independently and equally.

As a Subsidiary, the Company has the following main rights and obligations:

- The development orientation and business goals of the Company must be consistent with the general business strategy orientation of the parent company - subsidiary group;

- Implement the Parent Company's Business Cooperation Plan; Participate in investment forms with the Parent Company or other enterprises in the parent company - subsidiary group; be assigned construction contracts and other activities by the Parent Company on a contractual basis. The Company is responsible for properly implementing the terms and conditions of the contract and the effectiveness of business activities in coordination with the Parent Company;

- Coordinate with the parent company in providing information, market development, scientific and technological research applications, training and improving the qualifications of staff and workers;

- If necessary, the Company may receive guarantees from the Parent Company to perform certain business tasks beyond its capacity;

- Subject to supervision and inspection by the Parent Company: regarding the use of the Parent Company's investment capital in member companies, the implementation of contracts signed with the Parent Company;

- Implement reporting and statistical regime as required by the Parent Company to prepare consolidated reports of the entire Parent Company - Subsidiary Company group;

- Register to use the parent company's brand and logo according to the regulations of the parent company's Board of Directors and be responsible for protecting and developing the brand according to the parent company's internal management regulations;

- The Company is completely equal in its relationship with the Parent Company and other enterprises in the Parent Company-Subsidiary Company group;
- The Company has other rights and obligations as prescribed in this Charter and the law.

V. CHARTER CAPITAL, SHARES , FOUNDED SHAREHOLDERS

Article 6: Charter capital, shares , founding shareholders

1. The Company's charter capital is: VND 30,280,000,000 (Thirty billion, two hundred and eighty million VND) according to the decision of the General Meeting of Shareholders and in accordance with the provisions of law.

The total charter capital of the Company is divided into 1,028,000 shares with a par value of VND 10,000/share.

2. The company may increase its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The Company's shares on the date of approval of the Charter include only common shares. The rights and obligations of shareholders holding each type of share are stipulated in Article 12 and Article 13 of this Charter.

4. The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.

5. Ordinary shares must be offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to subjects under conditions and in the manner that the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable than those offered to existing shareholders, unless the shares are sold through the Stock Exchange.

6. The Company may purchase shares issued by itself (including redeemable preference shares) in the manners prescribed in this Charter and applicable laws. Common shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in the manners in accordance with the provisions of this Charter, the Securities Law and relevant guiding documents.

7. The Company may issue other types of securities when approved in writing by the General Meeting of Shareholders and in accordance with the provisions of law on securities and the securities market.

Article 7: Stock certificate

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned, except for the case specified in Clause 7 of 0.

2. A share certificate is a certificate issued by a company, a book entry or electronic data confirming ownership of one or more shares of that company. A share certificate must contain all the contents as prescribed in Clause 1, Article 121 of the Enterprise Law. Each registered share certificate represents only one type of share.

3. Within 15 days from the date of submission of a complete application for transfer of ownership of shares as prescribed by the Company or within two months (or longer as prescribed by the issuance terms) from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan, the owner of the shares will be issued a share certificate. The owner of shares does not have to pay the Company the cost of printing the share certificate or any other fees.

4. In the event of a transfer of only some of the registered shares in a registered share certificate, the old certificate will be cancelled and a new certificate representing the remaining shares will be issued free of charge.

5. In the event that a registered share certificate is damaged or defaced or is lost, stolen or destroyed, the holder of such registered share may request a new share certificate provided that he/she provides evidence of ownership of the shares and pays all relevant expenses to the Company.

6. The holder of a bearer share certificate is solely responsible for the safekeeping of the certificate and the company shall not be liable in the event of loss or fraudulent use of the certificate.

7. The Company may issue registered shares without certification. The Board of Directors may issue regulations permitting registered shares (certified or uncertified) to be transferred without requiring a transfer document. The Board of Directors may issue regulations on certification and transfer of shares in accordance with the provisions of the Enterprise Law, the law on securities and the securities market and this Charter.

Article 8: Other securities certificates

Bond certificates or other securities certificates of the Company (except for offer letters, temporary certificates and similar documents), shall be issued with the seal and specimen signature of the legal representative of the Company, unless otherwise provided by the terms and conditions of issue.

Article 9: Share transfer

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the securities market of the Stock Exchange.

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

Article 10: Share recovery

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount together with interest on that amount and any costs arising from the failure to pay in full to the Company as prescribed.

2. The above payment notice must clearly state the new payment period (at least seven days from the date of sending the notice), the place of payment and the notice must clearly state that in case of non-payment as required, the unpaid shares will be revoked.

3. In case the requirements in the above notice are not implemented, before full payment of all payable amounts, interests and related expenses, the Board of Directors has the right to reclaim those shares.

4. Forfeited shares shall become the property of the Company. The revoked shares are considered shares that are eligible for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under the conditions and in the manner that the Board of Directors deems appropriate.

5. Shareholders holding revoked shares shall have to give up their shareholder status with respect to such shares, but shall still have to pay all relevant amounts plus interest at the basic interest rate announced by the State Bank at the time of revocation as decided by the Board of Directors from the date of revocation until the date of payment. The Board of Directors shall have the full right to decide to enforce payment of the entire value of the shares at the time of revocation or may exempt payment of part or all of such amount.

6. Notice of revocation shall be sent to the holder of the shares to be revoked prior to the time of revocation. The revocation shall remain effective even if there is any error or negligence in sending the notice.

VI. ORGANIZATIONAL STRUCTURE,

MANAGEMENT AND CONTROL

Article 1: Governance and control structure

The Company's organizational, management, administration and control structure includes:

- a. General meeting of shareholders;
- b. Board of Directors;
- c. Board of Control;
- d. Manager;
- e. Other operators.

VII. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12: Shareholder rights

1. Shareholders are the owners of the Company, with rights and obligations corresponding to the number of shares and types of shares they own. Shareholders are only responsible for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company.

2. Common shareholders have the following rights:

- a. Participate in General Meetings of Shareholders and exercise voting rights directly or through authorized representatives; each common share has one vote.
- b. Receive dividends according to the decision of the General Meeting of Shareholders;
- c. Freely transfer fully paid shares in accordance with the provisions of this Charter and current laws;
- d. Have priority in purchasing newly offered shares in proportion to the proportion of common shares they own;
- e. Review, look up and extract information related to shareholders and request correction of inaccurate information;
- f. Access to information on the list of shareholders entitled to attend the General Meeting of Shareholders;
- g. In case the Company is dissolved, receive a portion of the remaining assets corresponding to the number of shares contributed to the Company after the Company has paid creditors and other shareholders according to the provisions of law; When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the ratio of shares owned in the Company;
- h. Request the Company to buy back their shares in the cases specified in Article 132 of the Law on Enterprises;
- i. Other rights as prescribed by this Charter and the law.

3. Shareholders or groups of shareholders holding 5% or more of total common shares have the following rights :

- a. Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b. Check and receive a copy or extract of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders.
- c. Request the Board of Supervisors to inspect each specific issue related to the management and operation of the company when deemed necessary. The request must be in writing; must include the full name, permanent address, nationality, ID card number, passport number or other legal personal identification for individual shareholders; name, permanent address, nationality, establishment decision

number or business registration number for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the company; issues to be inspected, purpose of inspection;

d. Other rights as prescribed by law and specified in this Charter.

e. Propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least [03] working days before the opening date, [unless the Company Charter stipulates another time limit]. Proposals must clearly state the names of shareholders, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda;

4. Shareholders or groups of shareholders owning [10%] or more of the total number of common shares have the right to nominate people to the Board of Directors and the Board of Supervisors. In case [the Company Charter does not provide otherwise], the nomination of people to the Board of Directors and the Board of Supervisors shall be carried out as follows:

a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders .

b. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or several persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. 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 as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

Article 13: Shareholder obligations

Shareholders have the following obligations:

1. Comply with the Company Charter and regulations of the Company; comply with the decisions of the General Meeting of Shareholders and the Board of Directors;

2. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:

a. Attend and vote directly at the meeting;

b. Authorize another person to attend and vote at the meeting;

c. Attend and vote via online meetings, electronic voting or other electronic forms;

d. Send voting ballots to the meeting via mail, fax, or email.

3. Pay for the shares registered for purchase as prescribed; (Pay in full and on time for the number of shares committed to purchase)

4. Provide correct address when registering to buy shares;

5. Fulfill other obligations as prescribed by current laws;

6. Be personally responsible when performing one of the following acts on behalf of the company in any form:

a. Violation of the law;

b. Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c. Pay off outstanding debts before financial risk may arise to the company.

Article 14: General meeting of shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders is held once a year. The Annual General Meeting of Shareholders must meet within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the Annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter, especially approving the annual financial reports and the financial budget for the following fiscal year. In case the Audit Report of the Company's annual financial statements contains material exceptions, the Company may invite a representative of the independent auditing company to attend the Annual General Meeting of Shareholders to explain the relevant contents.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The number of members of the Board of Directors, independent members of the Board of Directors, and Supervisors is less than the number of members prescribed by law or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members prescribed in this Charter;
- c. Shareholders or groups of shareholders specified in 0of this Charter; request to convene the General Meeting of Shareholders by a written request. The written request to convene must clearly state the reason and purpose of the meeting, and be signed by the relevant shareholders 3the written request can be made in multiple copies to have enough signatures of all relevant shareholders);
- d. The Supervisory Board requests to convene a meeting if the Supervisory Board has reason to believe that members of the Board of Directors or senior managers seriously violate their obligations under Article 165 of the Enterprise Law or that the Board of Directors acts with the intention of acting beyond the scope of its authority;
- e. Other cases as prescribed by law and the Company Charter.

4. Convening an extraordinary meeting of shareholders

a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within (30) thirty days from the date the number of remaining members of the Board of Directors is as prescribed in Clause 3c, 0or from the date of receipt of the request prescribed in Clauses 3d and 3e, 0.

1. to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 4a1
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2. The convener of the General Meeting of Shareholders must perform the following tasks:

a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no earlier than five (05) days before the date of sending the notice of invitation to the General Meeting of Shareholders ;

b. Prepare meeting agenda and content;

c. Prepare documents for the meeting;

d. Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e. Determine the time and place of the meeting;

f. Notify and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g. Other work for the meeting.

3. The notice of the General Meeting of Shareholders must include the agenda and relevant information on the issues to be discussed and voted on at the meeting. For shareholders who have deposited their shares, the notice of the General Meeting of Shareholders may be sent to the depository organization and simultaneously announced on the information media of the Stock Exchange, on the company's website. For shareholders who have not deposited their shares, the notice of the General Meeting of Shareholders may be sent to the shareholder by hand delivery or by registered mail to the registered address of the shareholder, or to the address provided by the shareholder for the purpose of sending information. In case the shareholder has notified the Company in writing of his/her fax number or email address, the notice of the General Meeting of Shareholders may be sent to that fax number or email address. In case the shareholder is an employee of the Company, the notice may be enclosed in a sealed envelope and delivered to him/her personally at his/her workplace. Notice of the General Meeting of Shareholders must be sent at least 21 days before the date of the General Meeting of Shareholders, (calculated from the date the notice is sent or transferred properly, postage is paid or placed in the mailbox) . In case the Company has a website, the notice of the General Meeting of Shareholders must be published on the Company's website at the same time as the notice is sent to the shareholders.

a. Meeting agenda, documents used in the meeting;

b. List and detailed information of candidates in case of election of members of the Board of Directors and Supervisors;

c. Voting ballot;

d. Form of appointment of authorized representative to attend the meeting;

e. Draft resolutions for each issue in the meeting agenda.

4. A shareholder or group of shareholders referred to in 0of 3Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least (03) three working days before the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and type of shares that person holds, and the content proposed to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject proposals related to Clause 4of this Article in the following cases:

a. Proposals are submitted late or incomplete or incorrect in content ;

b. At the time of the proposal, the shareholder or group of shareholders does not have at least **5% of common shares for a continuous period of at least six months;**

c. The proposed issue is not within the authority of the General Meeting of Shareholders to discuss and approve.

6. The Board of Directors must prepare a draft resolution for each issue on the meeting agenda. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 of this Article; the proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders .

7. In case all shareholders representing 100% of the shares with voting rights attend directly or through authorized representatives at the General Meeting of Shareholders, the decisions unanimously approved by the General Meeting of Shareholders are considered valid even in cases where the convening of the General Meeting of Shareholders is not in accordance with the correct procedures or the voting content is not included in the program.

Article 15: Conditions for holding a General Meeting of Shareholders

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents at least **51%** of the voting shares.
2. In case there is not enough number of delegates required within thirty minutes from the time of setting the opening of the meeting, the general meeting of shareholders must be reconvened within thirty days from the date of the first general meeting of shareholders. The reconvened general meeting of shareholders can only be held when the attending members are shareholders and authorized representatives representing **at least 33% of the shares** with voting rights.
3. In case the second meeting cannot be held due to the lack of sufficient delegates within thirty minutes from the scheduled opening time of the meeting, the third General Meeting of Shareholders may be convened within twenty days from the scheduled date of the second meeting, and in this case the meeting shall be held regardless of the number of shareholders or authorized representatives attending and shall be considered valid and shall have the right to decide all matters that the first General Meeting of Shareholders may approve.
4. Upon request, the Chairman of the General Meeting of Shareholders has the right to change the meeting agenda sent with the meeting invitation as prescribed in 1 of this Charter.

Article 16: 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 to register until all shareholders entitled to attend the meeting are present and have registered.
2. When registering shareholders, the Company will issue each shareholder or authorized representative with voting rights a voting card, on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. When voting at the meeting, the number of cards supporting the resolution will be collected first, the number of cards opposing the resolution will be collected later, and finally the total number of votes in favor or against will be counted to decide. The total number of votes in favor, against each issue or abstentions will be announced by the Chairman immediately after the voting on that issue. The meeting will elect from among the delegates those responsible for counting the votes or supervising the counting of the votes, and if the meeting does not elect, the Chairman will elect those people. The number of members of the counting committee shall not exceed three.
3. Shareholders who arrive late to the General Meeting of Shareholders have the right to register immediately and then have the right to participate and vote immediately at the meeting. The Chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of any voting that has already taken place before the late shareholders attended will not be affected.
4. The General Meeting of Shareholders shall be chaired by the Chairman of the Board of Directors. In case the Chairman of the Board of Directors is absent, the person elected by the General Meeting of Shareholders shall chair the meeting. In case none of them can chair the meeting, the highest-ranking member of the Board of Directors present shall hold a meeting to elect the Chairman of the General Meeting of Shareholders. The Chairman or the Chairman elected by the General Meeting of Shareholders shall nominate one (or more) secretaries to prepare the minutes of the meeting. In case of election of a Chairman, the name of the nominated Chairman and the number of votes for the Chairman must be announced.
5. The Chairman's decision on the order, procedures or events arising outside the agenda of the General Meeting of Shareholders shall be of the highest judgment.
6. The Chairman of the General Meeting of Shareholders may adjourn the meeting, even if a quorum is present, to another time and place determined by the Chairman without consulting the General Meeting if he finds that (a) the members attending cannot be conveniently seated at the meeting venue, (b) the conduct of those present disrupts or is likely to disrupt the order of the meeting, or (c) the

adjournment is necessary for the business of the General Meeting to be conducted properly. In addition, the Chairman of the General Meeting may adjourn the meeting upon the consent or request of the General Meeting of Shareholders where a quorum is present. The maximum adjournment period shall not exceed three days from the date of the proposed opening of the meeting. The re-convened General Meeting shall only consider matters that could have been lawfully resolved at the previously adjourned meeting.

7. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8, Article 146 of the Law on Enterprises, the General Meeting of Shareholders shall elect another person from among the attending members to replace the chairman in conducting the meeting until its conclusion and the validity of the votes at that meeting shall not be affected.

8. The Chairman of the meeting or the Secretary of the meeting may take such action as they deem necessary to conduct the General Meeting of Shareholders in a valid and orderly manner; or to enable the meeting to reflect the wishes of the majority of the attendees.

9. The Board of Directors may require shareholders or authorized representatives attending the General Meeting of Shareholders to be subject to inspection or security measures that the Board of Directors deems appropriate. In the event that a shareholder or authorized representative refuses to comply with the above regulations on inspection or security measures, the Board of Directors, after careful consideration, may refuse or expel the said shareholder or representative from attending the meeting.

10. The Board of Directors, after careful consideration, may take such action as it deems appropriate to:

- a. Adjust the number of people present at the main location of the Shareholders' Meeting;
- b. Ensure the safety of everyone present at the location;
- c. Facilitate shareholders to attend (or continue to attend) the meeting.

The Board of Directors reserves the right to vary the above measures and to take any measures it deems necessary. Such measures may include issuing entry passes or using other forms of options.

11. In case the above measures are applied at the General Meeting of Shareholders, the Board of Directors, when determining the meeting location, may:

- a. Notice that the meeting will be held at the location specified in the notice and that the chairman of the meeting will be present there ("Principal Place of Meeting");
- b. Arrange and organize so that shareholders or authorized representatives who cannot attend the meeting according to this Article or those who wish to attend at a location other than the Main Venue of the meeting can simultaneously attend the meeting;

Notice of a meeting need not detail the measures to be taken under this Article.

12. In these Articles (unless the circumstances otherwise require), every shareholder shall be deemed to have attended the meeting at the Principal Place of Meeting.

The Company must hold a General Meeting of Shareholders at least once a year. The annual General Meeting of Shareholders shall not be held by way of written consent.

Article 17: Through Resolution of the General Meeting of Shareholders .

1. Resolutions are passed when approved by 51% of the total votes of all shareholders attending the meeting, except for the cases specified in Clause 2 and Clause 2 of Article 17: this charter and Clause 6, Article 148 of the Law on Enterprises .

2. The election of members of the Board of Directors and the Board of Supervisors must comply with the provisions of Clause 3, Article 148 of the Law on Enterprises and the procedures specified in this charter.

3. Resolutions on the following contents shall be passed if approved by shareholders representing [65%] or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clause 6, Article 148 of the Law on Enterprises .

- a) Type of shares and total number of shares of each type;
- b) Change of industry, profession and business field;
- c) Change the Company's management structure;
- d) Investment project or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report.
- d) Reorganize and dissolve the Company.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for passing such resolution are not implemented in accordance with regulations.

Article 18: Authority and procedures for obtaining written opinions of shareholders to pass resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining written opinions of shareholders to pass resolutions of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. The Board of Directors has the right to seek shareholders' written opinions to approve all matters within the decision-making authority of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the company;

2. The Board of Directors must prepare a ballot, a draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The ballot, together with the draft resolution and explanatory documents, must be sent by registered mail to the permanent address of each shareholder.

3. The opinion form must have the following main contents:

- a. Name, head office address, number and date of issuance of the Business Registration Certificate, place of business registration of the company;
- b. Purpose of consultation;
- c. Full name, permanent address, nationality, ID card number, passport number or other legal personal identification of individual shareholders; name, permanent address, nationality, establishment decision number or business registration number of shareholders or authorized representatives of shareholders being organizations; number of shares of each type and number of votes of shareholders;
- d. Issues requiring consultation to pass decisions;
- e. Voting options include approval, disapproval and no opinion;
- f. Deadline for returning completed opinion forms to the company;
- g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the company;

4. The completed ballot must be signed by the individual shareholder, the authorized representative or the legal representative of the organizational shareholder.

The opinion form sent to the company must be contained in a sealed envelope and no one is allowed to open it before the vote counting. Any opinion form sent to the company after the deadline specified in the opinion form or opened is invalid;

5. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Board of Supervisors or of shareholders who do not hold management positions in the company. The vote counting record must contain the following main contents:

- a. Name, head office address, number and date of issue of Business Registration Certificate, place of business registration;
- b. Purpose and issues to be consulted to pass the decision;
- c. Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes, with an appendix of the list of shareholders participating in voting;
- d. Total number of votes for, against and abstentions on each issue;
- e. The decisions have been passed;
- f. Full name and signature of the Chairman of the Board of Directors, the legal representative of the company and the vote counting supervisor.

Members of the Board of Directors and the vote counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting;

6. Minutes of vote counting results must be sent to shareholders within fifteen days from the date of completion of vote counting;

7. The returned ballots, the vote counting minutes, the full text of the passed resolution and relevant documents attached to the ballots must all be kept at the company's head office;

8. A resolution is passed by way of obtaining written opinions from shareholders if approved by shareholders holding more than [50%] of the total votes of all shareholders with voting rights and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders.

Article 19: Minutes of the General Meeting of Shareholders

1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and contain the following main contents:

- a. Name, head office address, business registration number;
- b. Time and place of the General Meeting of Shareholders;
- c. Meeting agenda and content;
- d. Full name of the chairman and secretary;
- e. Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- f. Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;
- g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of shareholders attending the meeting;
- h. Issues passed and corresponding percentage of votes passed;
- i. Signature of the chairman and secretary.

2. The chairman and secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the minutes.

3. Minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting.

4. The minutes of the General Meeting of Shareholders are considered authentic evidence of the work conducted at the General Meeting of Shareholders unless there is an objection to the content of the minutes submitted in accordance with the prescribed procedures **within ten (10) days from the date of sending the minutes** .

5. Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization letter to attend the meeting and related documents must be kept at the Company's head office.

Article 20: Request to cancel the decision of the General Meeting of Shareholders

Within ninety days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting for the General Meeting of Shareholders, shareholders, members of the Board of Directors, the Director, and the Board of Supervisors have the right to request the Court or Arbitration to review and cancel the decision of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the General Meeting of Shareholders are not in accordance with the provisions of this Law and the Company Charter;
2. The order, procedure for making decisions and the content of the decisions violate the law or the Company Charter.

VIII. BOARD OF DIRECTORS

Article 21: Nominate and nominate members of the Board of Directors

1. In case the candidates have been identified in advance, information related to the Board of Directors candidates shall be included in the documents of the General Meeting of Shareholders and announced at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to performing their duties honestly if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be announced shall include at least the following contents:

- a. Full name, date of birth;
- b. Education level;
- c. Professional qualifications;
- d. Work history;
- e. Companies in which the candidate is holding the position of member of the Board of Directors and other management positions;
- f. Assessment report on the candidate's contribution to the Company, in case the candidate is currently a member of the Company's Board of Directors;
- g. Benefits related to the Company (if any);
- h. Full name of the shareholder or group of shareholders nominating that candidate (if any);
- i. Other information (if any).

Article 22: Composition and term of office of Board of Directors members

1. The number of members of the Board of Directors is five (05) people. The term of office of the Board of Directors is five (05) years. The term of office of a member of the Board of Directors shall not exceed five (05) years; a member of the Board of Directors may be re-elected for an unlimited number of terms. The total number of independent non-executive members of the Board of Directors must account for at least one-third of the total number of members of the Board of Directors.

2. Shareholders or groups of shareholders owning 10% or more of total common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the Company Charter.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the current Board of Directors may nominate additional candidates or organize nominations according to a mechanism prescribed by the company. The nomination mechanism or the method by which the current Board of Directors nominates candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made.

4. A member of the Board of Directors will no longer be a member of the Board of Directors in the following cases:

a. That member is not qualified to be a member of the Board of Directors according to the provisions of the Law on Enterprises or is prohibited by law from being a member of the Board of Directors;

b. That member submits a written resignation to the Company's head office;

c. That member is mentally disordered and another member of the Board of Directors has expert evidence that he or she is no longer legally competent;

d. That member is absent from meetings of the Board of Directors for a consecutive period of six months, and during that period the Board of Directors has not permitted that member to be absent and has ruled that his or her position is vacant;

e. That member is removed from the Board of Directors by decision of the General Meeting of Shareholders.

5. Voting to elect members of the Board of Directors is carried out by the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises, according to which each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all their votes for one or several candidates.

6. The Board of Directors may appoint a new member of the Board of Directors to fill the vacancy arising and such new member must be approved at the next General Meeting of Shareholders. After being approved by the General Meeting of Shareholders, the appointment of such new member shall be deemed to be effective on the date of appointment by the Board of Directors.

7. The appointment of members of the Board of Directors must be notified in accordance with the provisions of the law on securities and the securities market.

8. A member of the Board of Directors may not be a shareholder of the Company.

Article 23: Powers and obligations of the Board of Directors

1. The business activities and affairs of the Company shall be subject to the management or direction of the Board of Directors. The Board of Directors is the body with full authority to exercise all rights on behalf of the Company except for the authority belonging to the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising the Director and other managers.

3. The rights and obligations of the Board of Directors are stipulated by law, the Charter, the internal regulations of the Company and the decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a. Decide on annual production and business development plans and budgets;

b. Determine operational objectives based on strategic objectives approved by the General Meeting of Shareholders;

- c. Appoint, dismiss, remove the Director, Deputy Directors, Chief Accountant or representative of the Company when the Board of Directors considers it is in the best interests of the Company. The above dismissal must not be contrary to the contractual rights of the dismissed persons (if any); Decide on the salary and other benefits of the Director and such managers. Appoint authorized representatives to participate in the Board of Directors/Members' Council or General Meeting of Shareholders at other Companies, decide on the remuneration and other benefits of such persons.
- d. Supervise and direct the Director and other executives ;
- e. Resolve the Company's complaints against the business operator as well as decide on the selection of the Company's representative to resolve issues related to legal procedures against that operator;
- f. Deciding on the organizational structure of the Company, establishing subsidiaries, branches, representative offices and contributing capital and purchasing shares of other enterprises;
- g. Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company ;
- h. Decision to promulgate the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance, Information Disclosure Regulations, and Internal Control Regulations after being approved by the General Meeting of Shareholders;
- i. Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass decisions;
- j. Propose annual dividend levels; decide on the time limit and procedures for dividend payment;
- k. Propose types of shares to be issued and total number of shares to be issued by each type;
- l. Proposal for issuance of convertible bonds and bonds with warrants;
- m. Decide on the offering price of shares and bonds in case of authorization by the General Meeting of Shareholders;
- n. Submit audited annual financial statements and corporate governance reports to the General Meeting of Shareholders;
- o. Report to the General Meeting of Shareholders on the Board of Directors' appointment of the Director;
- p. Other rights and obligations (if any).
- 4. The following matters must be approved by the Board of Directors:
 - a. Establish branches or representative offices of the Company;
 - b. Establishment of subsidiaries of the Company;
 - c. Within the scope of provisions in **Article 149.2** of the Law on Enterprises and except for the cases specified in **Clause 2, Article 135** and **Article 162.3 of the Law** on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors shall, from time to time, decide on the implementation, amendment and cancellation of major contracts of the Company (including contracts for purchase, sale, merger, acquisition of companies and joint ventures);
 - d. Appoint and dismiss persons authorized by the Company as commercial representatives and Lawyers of the Company;
 - e. Borrowing and performance of mortgages, warranties, guarantees and indemnities by the Company;
 - f. Investments not included in the business plan and budget exceed 10% of the annual business plan and budget value;

- g. Purchase or sale of shares of other companies established in Vietnam or abroad;
 - h. Valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
 - i. The company's purchase or withdrawal of no **more than 10%** of each type of shares;
 - j. Business matters or transactions which the Board determines require approval within the scope of its powers and responsibilities;
 - k. Decide on the price to purchase or redeem the Company's shares.
5. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically on the Board of Directors' supervision of the Director and other managers during the fiscal year. In case the Board of Directors fails to submit a report to the General Meeting of Shareholders, the Company's annual financial statements will be considered invalid and have not been approved by the Board of Directors.
6. Unless otherwise provided by law and the Charter, the Board of Directors may authorize subordinate employees and managers to act on behalf of the Company.
7. Members of the Board of Directors (excluding authorized representatives) shall receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Directors according to the agreement of the Board of Directors or equally divided in case of no agreement.
8. The total amount of remuneration paid to the members of the Board of Directors and the amount of remuneration paid to each member must be detailed in the Company's annual report.
9. A member of the Board of Directors holding an executive position (including the position of Chairman or regardless of whether such position is held in an executive capacity), or a member of the Board of Directors serving on a subcommittee of the Board of Directors, or performing other duties which in the opinion of the Board of Directors are outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits, or in other form as determined by the Board of Directors.
10. Board members are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred by them in the performance of their Board member responsibilities, including expenses incurred in attending meetings of the Board of Directors, or subcommittees of the Board of Directors or the General Meeting of Shareholders.

Article 24: Chairman of the Board of Directors

- 1. The Board of Directors shall select from among its members a Chairman.
- 2. The Chairman of the Board of Directors is responsible for convening and presiding over the General Meeting of Shareholders and meetings of the Board of Directors, and has other rights and responsibilities as stipulated in this Charter and the Law on Enterprises. In case the Chairman has notified the Board of Directors that he/she is absent or must be absent due to force majeure or is unable to perform his/her duties, the Board of Directors shall appoint another person among them to perform the duties of the Chairman based on the principle of majority.
- 3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial report, the company's operational report, the audit report and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders;
- 4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within (10) ten days.

Article 25: Board of Directors Meeting

1. In case the Board of Directors elects a Chairman, the first meeting of the Board of Directors term to elect the Chairman and make other decisions within its authority must be held within (07) seven working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes. In case there is more than one member with the highest number of votes and equal, the members elected by majority rule shall convene a meeting of the Board of Directors.

2. Regular meetings. The Chairman of the Board of Directors must convene Board meetings, set the agenda, time and place of the meeting at least five days before the scheduled meeting date. The Chairman may convene a meeting whenever he deems it necessary, but at least once a quarter.

3. Extraordinary meetings. The Chairman must convene a meeting of the Board of Directors, without delay without justifiable reason, when one of the following subjects requests in writing to state the purpose of the meeting and the issues to be discussed:

- a. Board of Control;
- b. Director or at least five (05) other executives;
- c. Independent member of the Board of Directors;
- d. At least two (02) members of the Board of Directors;
- e. Other cases;

4. The meetings of the Board of Directors mentioned in Clause 3 of this Article must be held within (07) seven days after the meeting proposal is made. In case the Chairman of the Board of Directors does not agree to convene the meeting as requested, the Chairman shall be responsible for any damages caused to the company; the persons who propose to hold the meeting mentioned in Clause 3 Article 25: may convene a meeting of the Board of Directors by itself.

5. In case of request from the independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the situation of the Company.

6. Meeting location. Board meetings shall be held at the Company's registered address or other addresses in Vietnam or abroad as decided by the Chairman of the Board of Directors and agreed upon by the Board of Directors.

7. Notice and agenda of the meeting. Notice of the Board of Directors' meeting must be sent to the members of the Board of Directors at least (03) three days before the meeting is held. The members of the Board may refuse the meeting notice in writing and such refusal may be retroactive. Notice of the Board meeting must be in Vietnamese and must fully notify the agenda, time and location of the meeting, accompanied by necessary documents on the issues to be discussed and voted on at the Board meeting and ballots for the members of the Board who cannot attend the meeting.

The meeting notice shall be sent by post, fax, email or other means, but must be guaranteed to reach the address of each member of the Board of Directors registered with the company.

8. Minimum number of members attending. Board of Directors meetings shall only be held and decisions shall be passed when at least (3/4) three-quarters of the Board of Directors members are present in person or through proxy. In case the number of members attending the meeting is not sufficient as prescribed, a second meeting shall be convened within (07) seven days from the date of the first scheduled meeting. The reconvened meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. A meeting of the Board of Directors may be held by way of video conference between members of the Board of Directors when all or some of the members are in different locations provided that each member attending the meeting is able to:

- a. Hear each other member of the Board of Directors speak at the meeting;

b. Address all other members present simultaneously. Discussions between members may be conducted directly by telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered "present" at that meeting. The location of a meeting held under this provision shall be the location where the majority of the members of the Board of Directors are present, or the location where the Chairman of the meeting is present.

Decisions passed in telephone meetings are properly organized and conducted, effective immediately upon the end of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

10. Members of the Board of Directors may send their ballots to the meeting by mail, fax, or email. In case of sending ballots to the meeting by mail, the ballots must be enclosed in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. The ballots may only be opened in the presence of all attendees.

11. Vote

a. Except for the provisions at Point b, Clause 11, Article 29, each member of the Board of Directors present in person as an individual at the Board of Directors meeting has one (01) vote;

b. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which the member or a person related to the member has an interest and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the minimum number of members present to be able to hold a meeting of the Board of Directors on decisions on which the member does not have the right to vote;

c. Pursuant to Point d, Clause 11, Article 29, when an issue arises at a meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily give up his/her voting rights, the decision of the chairperson is the final decision, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

d. A member of the Board of Directors who benefits from a contract specified in Point a and Point b, Clause 5, Article 35 of this Charter is considered to have a significant interest in that contract;

e. Supervisors have the right to attend meetings of the Board of Directors, have the right to discuss but not to vote.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he or she has an interest in it shall be responsible for disclosing this interest at the first meeting of the Board discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that he or she or a related person has an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest in the above transaction or contract.

13. Majority voting. The Board of Directors adopts resolutions and makes decisions by following the consent of the majority of the Board members present (over 50%). In case the number of votes for and against are equal, the vote of the Chairman shall be the deciding vote.

14. Resolution in writing. A resolution in writing must be signed by all of the following members of the Board of Directors:

a. Members have the right to vote on resolutions at meetings of the Board of Directors;

b. The number of members present must not be less than the minimum number of members required to hold a meeting of the Board of Directors.

This type of resolution has the same force and effect as a resolution passed by the members of the Board of Directors at a meeting convened and held in accordance with the usual practice. A resolution

may be passed using multiple copies of the same document if each copy bears at least one member's signature.

15. Minutes of Board of Directors meetings. The Chairman of the Board of Directors shall be responsible for transmitting the minutes of Board of Directors meetings to the members and such minutes shall be considered as authentic evidence of the work conducted at such meetings unless there is any objection to the content of the minutes within ten days from the date of transmission. Minutes of Board of Directors meetings shall be prepared in Vietnamese and must be signed by all members of the Board of Directors attending the meeting.

16. Subcommittees of the Board of Directors. The Board of Directors may establish and delegate the authority to act to subordinate subcommittees. The members of a subcommittee may include one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. In exercising their delegated powers, the subcommittees must comply with the regulations set forth by the Board of Directors. These regulations may regulate or permit the admission of additional persons who are not members of the Board of Directors to the above subcommittees and allow such persons to vote as members of the subcommittees, provided that (a) the number of external members must be less than half of the total number of members of the subcommittee and (b) the resolutions of the subcommittees shall only be effective when the majority of the members attending and voting at the subcommittee meeting are members of the Board of Directors.

17. Legal validity of actions. Actions to implement decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of persons with the status of members of subcommittees of the Board of Directors shall be considered legally valid even in cases where the election or appointment of members of subcommittees or the Board of Directors may be erroneous.

Article 26: Subcommittees of the Board of Directors

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors, with a minimum of [03 people], including members of the Board of Directors and external members. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when a majority of members attend and vote for it at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and provisions in the Company Charter and Internal Regulations on corporate governance.

Article 27: Corporate governance officer

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises .

2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

b) Prepare meetings of the Board of Directors, Supervisory Board and General Meeting of Shareholders at the request of the Board of Directors or Supervisory Board;

c) Advice on meeting procedures;

d) Attend meetings;

d) Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal provisions;

- e) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members and Supervisory Board members;
- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) Be the point of contact with stakeholders;
- i) Keep information confidential in accordance with the provisions of law and the Company Charter;
- k) Other rights and obligations as prescribed by law

IX. DIRECTORS, OTHER EXECUTIVES AND COMPANY SECRETARY

Article 28: Management organization

The Company shall issue a management system under which the management apparatus shall be responsible for and under the leadership of the Board of Directors. The Company shall have a Director, a number of Deputy Directors and a Chief Accountant appointed by the Board of Directors. The Director and Deputy Directors may concurrently be members of the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by a resolution of the Board of Directors in accordance with the Charter and the provisions of the Enterprise Law.

Article 29: Business Operator

1. Upon the proposal of the Director and with the approval of the Board of Directors, or as decided by the Board of Directors, the Company may employ the number and number of executives necessary or appropriate to the structure and management practices of the Company proposed by the Board of Directors from time to time. The executives must have the necessary diligence for the Company's operations and organization to achieve the set objectives.

2. The salary, remuneration, benefits and other terms of the employment contract for the Director shall be decided by the Board of Directors and the contracts with other executives shall be decided by the Board of Directors after consulting with the Director.

Article 30: Appointment, dismissal, duties and powers of the Director

1. Appointment: The Board of Directors shall appoint a member of the Board or another person as Director and shall enter into a contract specifying the salary, remuneration, benefits and other terms relating to the recruitment. Information on the salary, allowances and benefits of the Director shall be reported at the Annual General Meeting of Shareholders and shall be stated in the Company's annual report.

2. Term of office: The term of office of the Director is five (05) years unless otherwise stipulated by the Board of Directors and may be reappointed. The appointment may expire based on the provisions of the labor contract. The Director shall not be a person prohibited by law from holding this position, i.e. a minor, a person lacking capacity for civil acts, a person who has been sentenced to prison, a person serving a prison sentence, an armed forces officer, a state official and a person who has been judged to have caused the company they previously led to go bankrupt.

3. Powers and duties. **The Director** has the following powers and responsibilities:

a. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;

b. Decide on all matters that do not require a resolution of the Board of Directors, including signing financial and commercial contracts on behalf of the company, organizing and operating the Company's daily production and business activities according to best management practices;

c. Proposing the organizational structure plan and internal management regulations of the Company; Proposing management staff for the Board of Directors to appoint or dismiss; advising and proposing the Board of Directors to decide on salary, remuneration, other benefits and terms of labor contracts of management staff appointed by the Board of Directors;

d. Appoint, dismiss, remove management positions in the Company, except for positions under the authority of the Board of Directors; decide on the number of employees; Decide on salaries and other benefits for employees in the Company;

e. No later than November 30 of each year, the Director must submit to the Board of Directors for approval a detailed business plan for the following fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five-year financial plan.

f. Implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;

g. Propose measures to improve the Company's operations and management;

h. Prepare the Company's long-term, annual and monthly budgets (hereinafter referred to as the budgets) to serve the Company's long-term, annual and monthly management activities according to the business plan. The annual budget (including the balance sheet, business production report and expected cash flow report) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations.

i. Carry out all other activities as prescribed in this Charter and the Company's regulations, resolutions of the Board of Directors, the Director's employment contract and the law.

j. Propose plans to pay dividends or handle business losses .

4. Reporting to the Board of Directors and Shareholders: The Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these agencies when requested.

5. Removal: The Board of Directors may remove the Director when two-thirds or more of the Board members vote in favor (in this case, the Director's vote is not counted if the Director is also a member of the Board of Directors) and appoint a new Director to replace him. The removed Director has the right to object to this removal at the next nearest General Meeting of Shareholders.

Article 31: Company Secretary

The Board of Directors shall appoint a person as Company Secretary for a term of office and on such terms as the Board of Directors may decide. The Board of Directors may remove the Company Secretary when necessary but not contrary to the current labor laws. The Board of Directors may also appoint an Assistant Company Secretary from time to time. The roles and responsibilities of the Company Secretary include:

a. Organize meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the order of the Chairman of the Board of Directors or the Supervisory Board;

b. Take minutes of meetings;

c. Advice on meeting procedures;

d. Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and the Supervisory Board.

The company secretary is responsible for keeping information confidential in accordance with the provisions of law and the company's charter.

X. DUTIES OF BOARD MEMBERS, DIRECTORS AND OTHER EXECUTIVES.

Article 32: Responsibility of Board Members, Directors and Executives

Members of the Board of Directors, the Director and the authorized executive officers shall perform their duties, including those as members of committees of the Board of Directors, in good faith and in a manner which they believe to be in the best interests of the Company and with the degree of care that a prudent person in a like position and in similar circumstances would exercise.

Article 33: Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, Supervisors, Directors and other executives must publicly disclose related interests as prescribed in Article 159 of the Law on Enterprises and other legal provisions.

2. Members of the Board of Directors, Supervisors, Directors and other executives are not allowed to use business opportunities that may benefit the Company for personal purposes; at the same time, they are not allowed to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors, Supervisors, Directors and other executives are obliged to notify the Board of Directors of all interests that may conflict with the interests of the Company that they may enjoy through economic entities, transactions or other individuals.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, Supervisors, Directors, other executives and individuals and organizations related to the above members or legal entities in which these persons have financial interests, except in cases where the public company and the organization related to this member are companies in the same group or companies operating in a group of companies, including parent company - subsidiary, economic group and specialized laws have other provisions.

5. Contracts or transactions between the Company and one or more members of the Board of Directors, Supervisors, Directors, other executives and individuals, organizations related to them or companies, partners, associations, or organizations of which members of the Board of Directors, Supervisors, Directors, other executives or individuals related to them are members, or have related financial interests shall not be invalidated in the following cases:

a. For contracts with a value less than or equal to [twenty percent (20%) of the total asset value recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, Supervisors, Directors, and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the implementation of such contract or transaction in good faith by the majority of votes of the Board of Directors who have no related interests;

b. For contracts with a value greater than [twenty percent (20%) of the total asset value recorded in the most recent financial report, the important contents of this contract or transaction as well as the relationships and interests of the members of the Board of Directors, Supervisors, Directors, and other executives have been announced to shareholders with no relevant interests who have the right to vote on that issue, and those shareholders have approved this contract or transaction;

c. Such contract or transaction is considered by an independent consulting organization to be fair and reasonable in all aspects related to the Company's shareholders at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Supervisors, Directors, other executives and organizations and individuals related to the above members are not allowed to use information that has not been permitted to be published by the Company or disclose it to others to carry out related transactions.

Article 34: Liability for damages and compensation

1. Liability for damages. Members of the Board of Directors, Directors and managers who violate the obligation to act honestly, fail to fulfill their obligations with care, diligence and professional competence shall be liable for damages caused by their violations.

2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, Supervisor, Director, other executive, employee or authorized representative of the Company or such person has been or is acting at the request of the Company as a member of the Board of Directors, business executive, employee or authorized representative of the Company provided that such person has acted honestly, carefully, diligently for the benefit or not in conflict with the interests of the Company, on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities.

3. When performing functions, duties or performing work authorized by the Company, members of the Board of Directors, Supervisors, other executives, employees or authorized representatives of the Company shall be compensated by the Company when becoming a party involved in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:

a. Has acted honestly, carefully, diligently for the benefit and not in conflict with the interests of the Company;

b. Comply with the law and have no evidence of failure to perform their responsibilities.

4. Compensation costs include costs incurred (including attorneys' fees), judgment costs, fines, and payments actually or reasonably incurred in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation liabilities.

XI. BOARD OF SUPERVISION

Article 35: Board of Supervisors

1. The number of members of the Board of Supervisors must be 03 members. Supervisors must meet the standards and conditions prescribed in Clause 1, Article 169 of the Law on Enterprises. Company Charter and must not fall into the following cases: Not being the wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, full brother, full sister of a member of the Board of Directors, Director and other managers; Not holding management positions in the company; Not necessarily being a shareholder or employee of the company; Other standards and conditions as prescribed by other relevant laws and this Charter. The Board of Supervisors must have at least one member who is a financial and accounting expert. This member must not be an employee in the accounting and finance department of the company and must not be a member or employee of an independent auditing company that is auditing the company's financial statements. The Board of Supervisors shall elect one of them as Head of the Board according to the majority principle. The Head of the Board of Supervisors has the following rights and responsibilities:

a. Convene meetings of the Board of Supervisors and act as Head of the Board of Supervisors;

b. Request the Company to provide relevant information to report to the members of the Board of Supervisors;

c. Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

2. Shareholders holding less than 5% of voting shares for a continuous period of at least six months may aggregate their votes to nominate candidates for the Board of Supervisors. Shareholders or groups of shareholders holding from 5% to less than 10% of voting shares for a continuous period of at least six months may nominate one member; from 10% to less than 30% may nominate two members; from 30% to less than 50% may nominate three members; from 50% to less than 65% may nominate four members, and from 65% or more may nominate the full number of candidates.

3. Members of the Board of Supervisors are elected by the General Meeting of Shareholders by the cumulative voting method prescribed in Clause 3, Article 148 of the Law on Enterprises. The term of office of the Board of Supervisors shall not exceed five (05) years; members of the Board of Supervisors may be re-elected for an unlimited number of terms.

4. The controller shall be dismissed in the following cases:

a. No longer meeting the standards and conditions to be a Controller as prescribed in the Law on Enterprises;

b. Failure to exercise one's rights and obligations for six (06) consecutive months, except in cases of force majeure;

c. Have a resignation letter and it is accepted;

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

5. The controller shall be dismissed in the following cases:

a. Failure to complete assigned tasks or work;

b. Serious or repeated violations of the obligations of the Controller as prescribed by the Law on Enterprises and the Company Charter;

c. According to the decision of the General Meeting of Shareholders;

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

Article 36: Board of Control

1. The Controller has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

a. Propose and recommend the General Meeting of Shareholders to approve an independent auditing organization to audit the company's Financial Statements;

b. Be responsible to shareholders for its monitoring activities;

c. Monitor the company's financial situation, the legality of the activities of the Board of Directors, the Director, other managers, and the coordination of activities between the Board of Supervisors, the Board of Directors, the Director and shareholders;

d. In case of discovering any violation of the law or violation of the Company Charter by a member of the Board of Directors, the Director and other business executives, the Board of Directors must be notified in writing within forty-eight (48) hours, requesting the violator to stop the violation and take measures to remedy the consequences;

e. Report at the General Meeting of Shareholders according to the provisions of the Enterprise Law.

f. Review annual, semi-annual and quarterly financial reports before submitting to the Board of Directors;

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

2. Members of the Board of Directors, the Director and other business executives must provide complete, accurate and timely information and documents on the management, operation and activities of the Company as requested by the Board of Supervisors. The person in charge of corporate governance must ensure that all copies of resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, other information and documents provided to shareholders and members of the Board of Directors must be provided to the Supervisors at the same time and in the same manner as for shareholders and members of the Board of Directors.

3. The Board of Supervisors may issue regulations on meetings of the Board of Supervisors and the manner of operation of the Board of Supervisors. The Board of Supervisors must meet at least two

(02) times a year and the meeting shall be held when two-thirds (2/3) or more of the Board of Supervisors attend the meeting.

4. The remuneration, salary and other benefits of the Supervisory Board are decided by the General Meeting of Shareholders. Supervisory Board members are paid for accommodation, travel and other reasonable expenses incurred when they attend meetings of the Supervisory Board or perform other activities of the Supervisory Board.

XII. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 37: Right to inspect books and records

1. A shareholder or group of shareholders referred to in Article 12.2 of this Charter has the right, directly or through a lawyer or authorized person, to submit a written request to inspect during working hours and at the company's main business location the list of shareholders, the minutes of the General Meeting of Shareholders and to photocopy or extract such records. The request for inspection by the lawyer representing or other authorized representative of the shareholder must be accompanied by a power of attorney from the shareholder that person represents or a notarized copy of this power of attorney.

2. Members of the Board of Directors, members of the Supervisory Board, the Director and managers have the right to inspect the Company's shareholder register, the list of shareholders and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

3. The Company shall keep this Charter and any amendments to the Charter, the Business Registration Certificate, regulations, documents proving ownership of assets, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other documents as prescribed by law at the head office or another place provided that the shareholders and the business registration authority are notified of the location where these documents are kept.

4. The company charter must be published on the Company's website.

XIII. EMPLOYEES AND UNIONS

Article 38: Employees and unions

The Director must plan for the Board of Directors to approve issues related to recruitment, employment, dismissal, salary, social insurance, benefits, rewards and discipline for managers and employees as well as the Company's relationships with recognized trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

XIV. PROFIT DISTRIBUTION

Article 39: Profit Distribution

1. According to the decision of the General Meeting of Shareholders and according to the provisions of law, dividends will be announced and paid from the Company's retained earnings but must not exceed the level proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders.

2. According to the provisions of the Enterprise Law, the Board of Directors may decide to pay mid-term dividends if it considers that such payment is consistent with the company's profitability.

3. The Company does not pay interest on dividends or payments relating to a class of shares.

4. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in specific assets (such as fully paid shares or bonds issued by another company) and the Board of Directors is the body implementing this resolution.

5. In the event that dividends or other amounts payable in respect of a class of shares are paid in cash, the Company shall pay in Vietnamese Dong and may pay by cheque or postal money order to the registered address of the beneficial shareholder and in the event of any risk arising (from the registered address of the shareholder), the shareholder shall bear it. In addition, dividends or other amounts payable in cash in respect of a class of shares may be paid by bank transfer when the Company has the details of the shareholder's bank to enable the Company to make a direct transfer to the shareholder's bank account. In the event that the Company has transferred money in accordance with the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the money transferred by the Company to the beneficial shareholder. Dividend payments on shares listed on the Stock Exchange may be made through a securities company or the Depository Center.

6. If approved by the General Meeting of Shareholders, the Board of Directors may decide and notify that the holders of common shares shall receive dividends in common shares instead of cash dividends. The additional shares for payment of these dividends shall be recorded as fully paid shares on the basis that the value of the dividend-paying shares must be equivalent to the cash amount of the dividend.

7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors may adopt a resolution specifying a specific date as the closing date of the shareholder list. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends, interest, profit distribution, shares, notices or other documents. This closing date may be on the same day or at a time before such rights are exercised. This does not affect the rights of the two parties in the transaction of transferring shares or related securities.

8. Other issues related to profit distribution are carried out in accordance with the provisions of law.

XV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEARS AND ACCOUNTING SYSTEMS

Article 40: Bank account

1. The company will open accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.

2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.

3. The Company will conduct all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 41: Reserve fund for additional charter capital

Every year, the Company must allocate an amount from its after-tax profit to the reserve fund to supplement the charter capital according to the provisions of law. This allocation must not exceed 5% of the Company's after-tax profit and will be allocated until the reserve fund is equal to 10% of the Company's charter capital.

Article 42: Fiscal year

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December of the same year. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on the 31st day of December immediately following the date of issuance of that Business Registration Certificate.

Article 43: Accounting system

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS) or other accounting systems approved by the Ministry of Finance.
2. The Company shall maintain accounting records in Vietnamese. The Company shall maintain accounting records according to the type of business activities in which the Company is engaged. These records shall be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as the accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as the accounting currency, be responsible for that choice before the law and notify the direct tax management agency.

XVI. ANNUAL REPORT, FINANCIAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE .

Article 44: Annual, biannual and quarterly reports

1. The Company must prepare an annual financial report in accordance with the provisions of law as well as the regulations of the State Securities Commission and the report must be audited in accordance with the provisions of Article 46:of this Charter, and within 90 days from the end of each fiscal year, must submit the annual financial report approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange (when listed) and the business registration authority.
2. The annual financial report must include a report on the results of production and business activities that honestly and objectively reflect the Company's profit and loss situation during the fiscal year and a balance sheet that honestly and objectively reflects the Company's operations up to the time of preparing the report, a cash flow statement and notes to the financial statements. In case the Company is a parent company, in addition to the annual financial report, it must also include a consolidated balance sheet on the operations of the Company and its subsidiaries at the end of each fiscal year.
3. Upon listing, the Company must prepare six-monthly and quarterly reports in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange.
4. The company must fully disclose the information about the annual financial report on the information disclosure media of the State Securities Commission and the Stock Exchange. In case the company has its own website, the audited financial reports, quarterly and six-monthly reports of the company must be disclosed on that website.
5. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, semi-annual and quarterly reports during the Company's working hours, at the Company's headquarters and must pay a reasonable fee for copying.

Article 45: Annual Report

The Company must prepare and publish the Annual Report in accordance with the provisions of the law on securities and the stock market.

XVII. COMPANY AUDIT

Article 46: Auditing

1. The annual General Meeting of Shareholders shall appoint or authorize the Board of Directors to select an independent auditing company, legally operating in Vietnam and approved by the State Securities Commission to audit listed companies, to conduct the Company's auditing activities for the following fiscal year based on the terms and conditions agreed with the Board of Directors.

2. The company shall prepare and submit annual financial statements to the independent auditing firm after the end of the fiscal year.

3. The independent auditing company shall examine, confirm and report on the annual financial statements showing the Company's revenues and expenditures, prepare an audit report and submit it to the Board of Directors within two months from the end of the fiscal year. The staff of the independent auditing company performing the audit for the Company must be approved by the State Securities Commission.

4. A copy of the audit report shall be attached to each annual accounting report of the Company.

5. The auditor performing the audit of the Company shall be allowed to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive notices and other information related to the General Meeting of Shareholders that the shareholders are entitled to receive and to express their opinions at the meeting on matters related to the audit.

XVIII. STAMP

Article 47: Stamp

1. The Board of Directors shall decide to adopt the official seal of the Company and the seal shall be engraved in accordance with the provisions of law.

2. The Board of Directors and Director use and manage the seal in accordance with current laws.

XIX. TERMINATION OF OPERATIONS AND LIQUIDATION

Article 48: Termination of operations

1. The company may be dissolved or terminated in the following cases:

- a. The Court declared the Company bankrupt in accordance with current law;
- b. Dissolution by decision of the General Meeting of Shareholders.
- c. Other cases as prescribed by law.

2. The dissolution of the Company is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

Article 49: Extended operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the end of the term of operation so that shareholders can vote on the extension of the Company's operation upon the proposal of the Board of Directors.

2. The term of operation is extended when 65% or more of the total votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders approve.

Article 50: In case of deadlock between Board members and shareholders

Unless otherwise provided in this Charter, shareholders holding half of the outstanding shares entitled to vote in the election of members of the Board of Directors have the right to file a complaint with the court to request dissolution on one or more of the following grounds:

1. The Board of Directors members did not agree in managing the Company's affairs, leading to the failure to obtain the required number of votes as prescribed for the Board of Directors to operate.

2. The shareholders did not reach a consensus and could not obtain the required number of votes as prescribed to elect members of the Board of Directors.

3. There is internal disagreement and two or more factions of shareholders are divided so that dissolution would be the most beneficial option for all shareholders.

Article 51: Liquidation

1. At least six months after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three members. Two members shall be appointed by the General Meeting of Shareholders and one member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operating regulations. The members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company in priority before other debts of the Company.

2. The Liquidation Board shall be responsible for reporting to the business registration authority on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Board shall represent the Company in all matters relating to the Company's liquidation before the Court and administrative agencies.

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

- a. Liquidation costs;
- b. Salaries and insurance costs for employees;
- c. Taxes and payments of tax nature that the Company must pay to the State;
- d. Loans (if any);
- e. Other debts of the Company;

f. The balance remaining after all debts from items (a) to (e) above have been paid will be distributed to the shareholders. Preferred shares will have priority for payment.

XX. INTERNAL DISPUTE RESOLUTION

Article 52: Internal dispute resolution

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

- a. Shareholders with the Company;
- b. Shareholders with the Board of Directors, Supervisory Board, Director or other executives.

The parties shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and shall require each party to present the facts relating to the dispute within 15 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.

2. In case no conciliation decision is reached within six (06) weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, any party may bring the dispute to Court.

3. The parties shall bear their own costs in connection with the negotiation and conciliation proceedings. The Court shall decide which party shall bear the costs of the proceedings.

XXI. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Điều 40. Supplement and amendment of the Charter

1. Any addition or amendment to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions of law related to the Company's operations that have not been mentioned in this Charter or in case there are new provisions of law that are different from the provisions in this Charter, the provisions of such law shall naturally be applied and regulate the Company's operations.

XXII. EFFECTIVE DATE

Artic 57: Effective Date

1. This Charter consists of XXII chapters and 58 articles, unanimously approved by the General Meeting of Shareholders of VNECO4 Power Construction Joint Stock Company in Resolution of the General Meeting of Shareholders No. 01/2025/NQ/ĐHĐCD-VNECO4 dated June 2025 and Resolution No. 01NQ/HĐQT – VNECO4 of the Board of Directors dated 06 Feb 2026 and also approved the full validity of this Charter.
2. The Charter is made in 10 copies, each of equal value, of which:
 - a. 01 copy submitted to the local State Notary Office
 - b. 05 copies registered at the government agency according to the regulations of the Provincial People's Committee,
 - c. 04 copies kept at the Company Office
3. This charter is the sole and official charter of the Company.
4. Copies or extracts of the Company Charter must be signed by the Chairman of the Board of Directors or at least one-half of the total number of members of the Board of Directors to be valid.

Article 58: Signature of the Company's legal representative:

LEGAL REPRESENTATIVE
OF THE COMPANY



al

Ho Huu Phuoc