

**CÔNG TY CỔ PHẦN
BAC HA HYDROPOWER
THUỖ ĐIỆN BẮC HÀ
JOINT STOCK COMPANY**

**CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM
SOCIALIST REPUBLIC OF VIETNAM
Độc lập - Tự do - Hạnh phúc
Independence - Freedom - Happiness**

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INFORMATION DISCLOSURE**

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To. - Hanoi Stock Exchange

Công ty: **CÔNG TY CỔ PHẦN THUỖ ĐIỆN BẮC HÀ**
Company: *BAC HA HYDROELECTRICITY JOINT STOCK COMPANY*

Địa chỉ: Thôn Lùng Xa, xã Bảo Nhai, tỉnh Lào Cai.
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Amendments and additions to the Charter of Bac Ha Hydropower Joint Stock Company.

Thông tin này đã được công bố trên trang thông tin điện tử của Công ty cổ phần thủy điện Bắc Hà ngày 16 tháng 04 năm 2026 tại đường dẫn: <https://thuydienbacha.vn>.

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LEGAL REPRESENTATIVE
TỔNG GIÁM ĐỐC
CHIEF EXECUTIVE OFFICER

Nguyễn Thành Hưng
Nguyen Thanh Hung

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

CHARTER

**BAC HA HYDROPOWER JOINT STOCK COMPANY -
BHHC**

(Amended and supplemented for the 6th time)

Hanoi, April 16, 2026



TABLE OF CONTENTS:

FOREWORD	5
I. DEFINITIONS OF TERMS IN THE CHARTER	5
Article 1. Explanation of terms	5
II.NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY	6
Article 2. Name, form, head office, branch, representative office, business location and duration of operation of the Company	6
Article 3. Legal representative of the Company.....	7
III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY 7	
Article 4. Objectives of the Company	7
Article 5. Business Scope and Activities of the Company.....	8
IV. CHARTER CAPITAL, SHARES	8
Article 6. Charter capital, shares	8
Article 7. Stock Certification.....	9
Article 8. Other securities certificates.....	9
Article 9. Transfer of shares	9
V.ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL..	10
Article 10. Organizational structure, governance, and control	10
VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS.	10
Article 11. Shareholders' rights	10
Article 12. Obligations of shareholders.....	13
Article 13. General Meeting of Shareholders	14
Article 14. Rights and obligations of the General Meeting of Shareholders.....	15
Article 15. Authorization to attend the General Meeting of Shareholders	17
Article 16. Change permissions	18
Article 17. Convening meetings, meeting agendas and notice of invitation to the General Meeting of Shareholders	19
Article 18. Conditions for conducting the General Meeting of Shareholders.....	21
Article 19. Procedures for conducting meetings and voting at the General Meeting of Shareholders	22
Article 20. Conditions for the Resolution of the General Meeting of	

Shareholders to be approved.....	25
Article 21. Competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders	26
Article 22. Resolution and Minutes of the General Meeting of Shareholders	28
Article 23. Request for cancellation of the Resolution of the General Meeting of Shareholders	29
Article 24. Effect of resolutions of the General Meeting of Shareholders.....	30
VII. BOARD	30
Article 25. Candidacy and nomination of members of the Board of Directors	30
Article 26. Composition and term of office of members of the Board of Directors	31
Article 27. Powers and obligations of the Board of Directors	32
Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors.....	35
Article 29. Chairman of the Board of Directors	36
Article 30. Board Meetings	37
Article 31. Board Meeting Minutes.....	39
Article 32. Right to information of members of the Board of Directors.....	40
Article 33. Person in charge of corporate governance.....	40
VIII.GENERAL DIRECTORS, OTHER MANAGERS AND COMPANY SECRETARIES.....	41
Article 34. Organization of the management apparatus	41
Article 35. Management Officer	41
Article 36. Appointment, dismissal, duties and powers of the General Director.....	42
Article 37. Company Secretary	43
IX. SUPERVISORY BOARD.....	44
Article 38. Candidacy and nomination of members of the Control Board.....	44
Article 39. Composition of the Supervisory Board.....	44
Article 40. Head of the Supervisory Board.....	45
Article 41. Rights and obligations of the Control Board.....	45
Article 42. Supervisory Board Meeting	47
Article 43. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board	48
X.RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE CONTROL BOARD, GENERAL DIRECTOR AND OTHER MANAGERS.....	48

Article 44. Responsibility for honesty and avoidance of conflicts of interest	48
Article 45. Liability for Damage and Compensation.....	50
XI. RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS	50
Article 46. Right to look up books and records.....	50
XII. EMPLOYEES AND TRADE UNIONS	51
Article 47. Workers and trade unions.....	51
XIII. PROFIT DISTRIBUTION	52
Article 48. Profit distribution.....	52
Article 49. Other issues related to profit distribution	52
XIV.BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME	
53	
Article 50. Bank Account.....	53
Article 51. Fiscal Year	53
Article 52. Accounting regime.....	53
XV.FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE	
RESPONSIBILITIES	53
Article 53. Annual, semi-annual and quarterly financial statements.....	53
Article 54. Annual Report	54
XVI. CORPORATE AUDIT	54
Article 55. Audit.....	54
XVII. SEAL OF THE ENTERPRISE	54
Article 56. Seal of the business	54
XVIII. COMPANY DISSOLUTION	54
Article 57. Dissolution of the company	54
Article 58. Extension of Operation.....	55
Article 59. Liquidation.....	55
XIX. INTERNAL DISPUTE RESOLUTION.....	56
Article 60. Internal Dispute Resolution.....	56
XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER.....	56
Article 61. Company Charter	56
XXI. EFFECTIVE DATE	56
Article 62. Effective Date	57

FOREWORD

This Charter was approved in accordance with the Resolution of the Board of Directors No. 274/2026/NQ-BHHC-HDQT dated April 16, 2026

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Explanation of terms

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 for purchase upon establishment of a joint-stock company and as prescribed in Article 6 of this Charter;

b) *Voting capital* is share capital, whereby the owner has the right to vote on matters under the decision-making competence of the General Meeting of Shareholders;

c) *The Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) *The Law on Securities* is the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

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

e) *The date of establishment* is the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time;

g) *The enterprise manager* is the manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial positions as prescribed in the company's charter;

h) *Related persons* are individuals and organizations specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

i) *Shareholders* are individuals and organizations that own at least one share of a joint-stock company;

k) *Major shareholders* are shareholders specified in Clause 18, Article 4 of the Law on Securities;

m) *The operation duration* is the operation time of the Company specified in

Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;

l) *The Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

n) *Charter* means the Charter approved by the General Meeting of Shareholders of the Company from time to time.

o) *Managers* are General Directors, Deputy General Directors, Chief Accountants, and other managerial positions in the Company (Heads of Departments, Heads of Departments (if any), Director of the Center (if any) and Foremen) appointed by the Board of Directors.

p) *The Executive Board* is the General Director, Deputy General Director, Chief Accountant and managers.

2. In these Regulations, references to one or several other regulations or documents include amendments, supplements or substitute documents.

3. The headings (Sections, Articles of this Charter) are used for the convenience of understanding the content and do not affect the content of this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branch, representative office, business location and duration of operation of the Company

1. Company Name

- The name of the company is written in Vietnamese: Bac Ha Hydropower Joint Stock Company.

- Company Name in English: Bac Ha Hydropower Joint Stock Company

- Abbreviated Company Name: BHHC

2. The company is a joint stock company with legal status in accordance with the current laws of Vietnam.

3. Registered office of the Company:

- Head office address: Lung Xa Village, Bao Nhai Commune, Lao Cai Province

- Phone: 020 6294668

- Fax: 020 6268606

- E-mail: nhamaythuydienbacha@gmail.com

- Website: www.thuydienbacha.vn

4. The Company may establish branches and representative offices in the business

area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law.

5. Unless the operation is terminated before the time limit specified in Clause 2, Article 57 or the operation period is extended as prescribed in Article 58 of this Charter, the operation term of the Company is 50 years from the date of establishment.

Article 3. Legal representative of the Company

The Company has 01 legal representative and the General Director is the legal representative of the Company.

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

Article 4. Objectives of the Company

1. Business lines of the Company:

STT	Name of business line
1	Construction and installation of civil, industrial, traffic, irrigation, post office, urban and industrial infrastructure technical works, construction of water supply and drainage works; Investment and business of small and medium-sized power projects.
2	Construction of transmission lines and substations. Production and trading of machinery, equipment, materials and construction materials.
3	Electricity production, transmission and distribution.
4	Research, experiment, calibrate and manufacture electrical equipment and train officials and workers to operate hydropower plants.
5	Receiving and transporting materials and equipment.
6	Trading, aquaculture, afforestation.
7	Exploitation, water purification, recreational, industrial and other purposes.
8	Hospitality-tourism service business.
9	Financial investment in business lines in which the Company has registered.
10	Mining of stone, sand, gravel, clay
11	Wholesale of other installation materials and equipment in construction
12	Retail of Furniture, Paint, Glass, Materials and Other Installation Equipment in Construction
13	Inland waterway passenger transport

2. Objectives of the Company:

- Doing business efficiently and preserving the capital of shareholders;
- Operating in accordance with the objectives and industries registered for business according to the Company's development strategy;
- Create a safe working environment, ensure the life of the Company's officers and employees.

Article 5. Business Scope and Activities of the Company

1. The Company is authorized to plan and conduct all business activities in accordance with the Enterprise Registration Certificate and this Charter, in accordance with the provisions of applicable laws, and to take appropriate measures to achieve the Company's objectives.

2. The company may conduct business activities in other fields permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES

Article 6. Charter capital, shares

The charter capital of the Company is 660,000,000,000 VND (Six hundred and sixty billion VND).

The total charter capital of the Company is divided into 66,000,000 (sixty-six million) shares with a par value of 10,000 (ten thousand) VND/1 share.

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

2. The Company's shares on the date of adoption of this Charter include ordinary shares. The rights and obligations of shareholders holding ordinary shares are specified in Articles 11 and 12 of this Charter.

3. The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

4. Ordinary shares must be prioritized for sale 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 of shareholders who do not register to buy all will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons under such conditions and manner as the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable than those

offered for sale to existing shareholders, unless otherwise approved by the General Meeting of Shareholders and in case the shares are sold through the Stock Exchange by auction.

5. The Company may purchase shares issued by the Company in the manner provided for in this Charter and applicable laws.

6. The company may issue other securities in accordance with the law.

Article 7. Stock Certification

1. Shareholders of the Company are granted share certificates corresponding to the number of shares and types of shares owned.

2. Stocks are securities that confirm the legitimate rights and interests of the owner to a part of the issuer's share capital. Stocks must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within 60 days from the date of full payment of the share purchase money as prescribed in the Company's share issuance plan (or other time limits prescribed in the issuance terms), the holder of the shares shall be granted a share certificate. The shareholder does not have to pay the Company the cost of printing the share certificate.

4. In the event that a stock certificate is damaged or erased or is lost, stolen or destroyed, the holder of such stock may request to be issued a new share certificate provided that proof of ownership of the shares and payment of all related costs to the Company is given. After thirty (30) days from the date on which the shareholder submits a complete dossier of application for re-issuance of the share ownership certificate book, the Board of Directors of the Company shall base on the Company's shareholder monitoring book and relevant documents to consider the re-issuance of the shareholder's share ownership certificate book. Shareholders shall take full responsibility before law for the completeness and accuracy of information, documents and dossiers related to the application for a share ownership certificate book as prescribed in this Article. The shareholder's proposal must include the following contents:

a) Information about stocks that have been lost, damaged or destroyed in other forms;

b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

Article 9. Transfer of shares

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

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

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 10. Organizational structure, governance, and control

The organizational structure of management, administration and control of the Company includes:

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

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Shareholders' rights

1. Ordinary shareholders have the following rights:
 - a) Attending and speaking at the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or other forms prescribed by the company's charter or law. Each ordinary share has one vote;
 - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) Priority shall be given to the purchase of new shares corresponding to the percentage of ownership of ordinary shares of each shareholder in the Company;
 - d) Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
 - dd) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
 - e) Consider, lookup, extract or copy the company's charter, the minutes of the

General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;

g) When the Company is dissolved or goes bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;

h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits.

k) Have full access to periodic and irregular information published by the Company in accordance with law;

l) To have their lawful rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

m) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights:

a) Nominating persons to the Board of Directors or the Control Board as prescribed in this Charter. The nomination of persons to the Board of Directors and the Control Board shall be carried out as follows:

- Ordinary shareholders form a group to nominate persons to the Board of Directors and the Control Board must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

- Based on the number of members of the Board of Directors and the Control Board, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Control Board. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Control Board and other shareholders.

b) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

c) Examine, look up and extract the number of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the

Control Board, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;

d) Request the Supervisory Board to examine each specific issue related to the management and administration of the Company's operations when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; matters to be inspected, the purpose of inspection;

e) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue proposed to be included in the meeting agenda;

f) Other rights as prescribed by law and this Charter.

3. Shareholders and/or groups of shareholders specified in Clause 2 of this Article may request the convening of the General Meeting of Shareholders in the following cases:

a. The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned competence;

b. The term of office of the Board of Directors has exceeded 06 months and the new Board of Directors has not been elected to replace it;

c/ Other cases as prescribed by the company's charter.

The request for convening the General Meeting of Shareholders must be made in writing and must include the full name, permanent address, number of the citizen's identity card, people's identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, the address of the head office for institutional shareholders; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the company, the grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request for convening a meeting must be accompanied by documents and evidences on the violations of the Board of Directors, the seriousness of the violation or the decision beyond its competence.

Article 12. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time the number of shares committed to be purchased.
2. It is not allowed to withdraw capital contributed in ordinary shares from the Company in any form, except for the case of repurchase of shares by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company shall be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damage incurred.
3. Comply with the company's Charter and the Company's internal management regulations.
4. To abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Confidentiality of information provided by the Company in accordance with the provisions of the Company's Charter and law; use the information provided only to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.
6. Attending the General Meeting of Shareholders and exercising the right to vote in the following forms:
 - a) Attending and voting directly at the meeting;
 - b) Authorize other individuals and organizations to attend and vote at meetings;
 - c) Attend and vote through online conferences, electronic voting or other electronic forms;
 - d) Send voting ballots to the meeting by mail, fax, email;
 - dd) Send the voting slip by other means as prescribed in the company's charter.
7. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:
 - a) Violation of law;
 - b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
 - c) Payment of undue debts against financial risks to the Company.

8. To fulfill other obligations as prescribed by current law.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, 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 an extraordinary meeting. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of 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 through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above is responsible for attending the Company's Annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and the Control Board is less than the minimum number of members prescribed by law or less than half of the number of members specified in this Charter;
- c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders;
- d) At the request of the Control Board;
- dd) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the remaining members of the Board of Directors or members of the Control Board as prescribed at Point b, Clause 3 of this Article or receive the request specified at Points c and d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors with a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) In case the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, the shareholder or group of shareholders specified at Point c, Clause 3 of this Article may request the representative of the Company to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders are refunded by the Company. This cost does not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

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

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

- a. Through the development orientation of the Company;
- b. Approval of annual financial statements;
- c. To decide on the types of shares and the total number of shares of each type entitled to be offered for sale.
- d. To decide on the annual dividend payment for each type of share in accordance with the Law on Enterprises and the rights associated with such type of shares.
- e. To decide on the number, election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
- f. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;

- g. Decision on investment or sale of the Company's assets, purchase transaction with a value of 35% or more of the total value of the Company's assets recorded in the latest audited financial statements;
 - h. Decision on supplementation and amendment of the Company's Charter;
 - i. Decide to repurchase more than 10% of the total sold shares of each type;
 - j. Consider and handle violations of the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;
 - k. Reorganization and dissolution of the Company;
 - l. The Company signs contracts with the persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest audited financial statements;
 - m. Approving internal regulations on corporate governance; the operation regulations of the Board of Directors, the operation regulations of the Control Board;
 - n. Approving the list of independent auditing firms; decide on the independent audit firm to inspect the company's operations, dismiss the independent auditor when deeming it necessary;
 - o. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following issues:
- a) The Company's annual business plan;
 - b) Audited annual financial statements;
 - c) The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;
 - d) The report of the Control Board on the Company's business results, the operation results of the Board of Directors and the General Director;
 - dd) Reports on self-assessment of operation results of the Control Board and members of the Control Board;
 - e) The dividend level for each share of each type;
 - g) Number of members of the Board of Directors and the Control Board;
 - h) Electing, dismissing or dismissing members of the Board of Directors and members of the Control Board;
 - i) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
 - k) Approve the list of approved auditing firms; deciding on the approved auditing firm to inspect the company's activities when deeming it necessary;
 - l) Supplementing and amending the company's charter;

- m) Types of shares and number of newly issued shares for each type of shares;
- n) Division, separation, consolidation, merger or transformation of the company;
- o) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- p) Decision on investment or sale of assets valued at 35% or more of the total value of assets stated in the company's latest financial statements;
- q) Decide to repurchase more than 10% of the total sold shares of each type;
- r) The company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the company's assets recorded in the latest financial statements;
- s) Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- t) Approve the internal regulations on corporate governance, the Regulation on operation of the Board of Directors, the Regulation on operation of the Control Board;
- u) Other matters as prescribed by law and this Charter.

3. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 15. Authorization to attend the General Meeting of Shareholders

1. Shareholders who have the right to attend the General Meeting of Shareholders may authorize their representatives to attend according to law. In case more than one representative is appointed, the number of shares and the number of votes authorized for each representative must be specified.

2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the authorization contents, the scope of the authorization, the duration of the authorization, the signatures of the authorizing party and the authorized party, according to the following provisions:

a. In case an individual shareholder is the authorizer, the power of attorney must be signed by such shareholder and the authorized person attending the meeting;

b. In case the authorized representative of the shareholder is an organization that is the authorizing person, the power of attorney must be signed by the authorized representative, the legal representative of the shareholder and the authorized person attending the meeting;

c. In other cases, the power of attorney must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

3. The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the attendees of the meeting must additionally present the initial authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

4. The voting slip of the authorized person attending the meeting within the scope of authorization shall still be valid in one of the following cases, except for the following cases:

a) The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;

b) The authorizing person has canceled the authorization appointment;

c) The authorizing person has canceled the authority of the person performing the authorization.

This provision does not apply in the event that the Company receives notice of one of the above events before the forty-eight (48) hours of the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 16. Change permissions

1. The change or cancellation of special rights attached to a type of preference share takes effect when it is approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or are approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of

passing the resolution in the form of collecting written opinions.

2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the issued shares of that type. In case there is not enough number of delegates as mentioned above, the meeting shall be reorganized within the next 30 days and the holders of shares of that type (regardless of the number of persons and shares) who are present in person or through authorized representatives are considered to have sufficient number of delegates requested. At the above-mentioned meetings of shareholders holding preference shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions of Articles 18, 19 and 20 of this Charter.

4. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights over some or all matters relating to the distribution of the Company's profits or assets are not altered when the Company issues additional shares of the same type.

Article 17. Convening meetings, meeting agendas and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors convenes an annual or extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 13 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Prepare the program and contents of the congress;

c) Prepare documents for the congress;

d) The draft resolution of the General Meeting of Shareholders according to the

expected contents of the meeting;

dd) Determination of the time and place of the congress;

e) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other tasks in service of the congress.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by ensuring that it reaches the contact address of the shareholders and at the same time published on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The notice of the General Meeting of Shareholders must be sent at least twenty-one (21) days before the date of the General Meeting of Shareholders, (counting from the date on which the notice is duly sent or sent). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

a) Meeting agendas, documents used in the meeting;

b) List and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;

c) Voting slips;

d) Draft resolutions for each issue on the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 2, Article 11 of this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue proposed to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders may reject the proposal specified in Clause 4 of this Article in one of the following cases:

a) The petition is sent in contravention of the provisions of Clause 4 of this Article;

b) At the time of petition, the shareholder or group of shareholders does not

hold 05% or more of ordinary shares as prescribed in Clause 2, Article 11 of this Charter;

c) Proposals are not within the scope of the decision-making authority of the General Meeting of Shareholders;

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

6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

7. The Board of Directors must prepare draft resolutions for each issue on the meeting agenda.

8. In case all shareholders representing 100% of the voting shares directly attend or attend through authorized representatives at the General Meeting of Shareholders, the decisions unanimously passed by the General Meeting of Shareholders shall be considered valid even in case the convening of the General Meeting of Shareholders is not in accordance with the order and the voting procedures or contents are not included in the program.

Article 18. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total votes.

2. In case there is not a sufficient number of necessary delegates within thirty (30) minutes from the time of fixation for the opening of the congress, the convener of the meeting shall cancel the meeting. The notice of invitation to the second meeting shall be sent within thirty (30) days from the date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall be convened only when the participants are shareholders and authorized representatives attending the meeting representing at least 33% of the voting shares.

3. In case the second congress is not held due to insufficient number of delegates within thirty (30) minutes from the time of fixation of the opening of the congress, the notice of invitation to the third meeting shall be sent within twenty (20) days from the date of the intended holding of the second congress and in this case the congress shall be conducted independently of the number of shareholders or authorized representatives to attend and be considered valid and have the right to decide on all matters expected to be approved at the First General Meeting of Shareholders.

4. The General Meeting of Shareholders has the right to change the meeting agenda which has been sent together with the notice of invitation to the meeting as prescribed in Clause 3, Article 17.

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

1. On the day of the General Meeting of Shareholders, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who have the right to attend the meeting are present to register in the following order:

a) When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote a voting card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of votes of such shareholder shall be inscribed. The General Meeting of Shareholders discusses and votes according to each issue in the content of the program. The voting is conducted by voting in favor, disapproval, and no opinion. When voting at the congress, the number of votes in favor of the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally the total number of votes in favor or disapproval is counted to decide. The total number of votes in favor, opposition, abstention or invalidity of each issue shall be notified by the Chairman immediately before the closing of the meeting. The congress shall elect persons responsible for counting votes or supervising the counting of votes at the request of the presiding judge. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman but must not exceed the number of persons as prescribed by current law.

b) Shareholders, authorized representatives of shareholders being organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow shareholders to be late for registration and the validity of the previously voted contents remains unchanged.

2. The election of chairpersons, secretaries and vote counting committees is prescribed as follows:

a) The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to chair the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case of failure to elect the chairperson, the Head of the Executive Control Board shall allow the

General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest vote to chair the meeting;

b) Except for the case specified at Point a of this Clause, the signatory shall convene a meeting of the Executive General Meeting of Shareholders so that the General Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes shall preside over the meeting;

c) The chairperson appoints one or several persons to act as the secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairperson of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly and in detail determine the time for each issue in the content of the meeting agenda.

4. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.

a) Arrange seats at the venue of the General Meeting of Shareholders;

b) Ensure the safety of everyone present at the meeting places;

c) Create conditions for shareholders to attend (or continue to attend) the general meeting.

The Board of Directors has the right to change the above measures and apply all measures as the Board deems necessary. Applicable measures may be to issue an entry permit or use other forms of electives.

5. In case the above-mentioned measures are applied at the General Meeting of Shareholders, the Board of Directors, when determining the venue of the general meeting, may:

a. The announcement of the general meeting shall be conducted at the place stated in the notice and the chairman of the general meeting shall be present there ("The main venue of the congress");

b. Arrange and organize that shareholders or authorized representatives who are unable to attend the meeting under this Article or who wish to participate at a location other than the main venue of the general meeting can attend the general meeting at the same time;

The notice of the organization of the general meeting does not need to detail the measures taken under this Article.

6. In this Charter (unless otherwise required by circumstances), every shareholder is deemed to be participating in the general meeting at the main venue of the meeting.

7. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of the vote counting were announced by the chairman just before the end of the meeting.

8. Shareholders or authorized persons attending the meeting after the meeting has opened are still registered and have the right to participate in voting immediately after registration; In this case, the validity of the previously voted contents does not change.

9. The convener or chairman of the General Meeting of Shareholders has the following rights:

a) Request all participants to undergo inspection or other lawful and reasonable security measures;

b) Request competent agencies to maintain the order of meetings; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.

10. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders that has a sufficient number of people registered to attend the meeting not more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:

a) The meeting place does not have enough convenient seats for all participants;

b) The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;

c) There are people attending the meeting obstructing or disrupting the order, causing the meeting to not be conducted in a fair and lawful manner.

11. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.

12. The presiding officer is the person who has the right to decide on the order, procedures and events arising outside the agenda of the General Meeting of Shareholders.

13. The chairperson of the general meeting or the secretary of the general meeting may conduct necessary activities to control the General Meeting of Shareholders in a

valid and orderly manner or for the general meeting to reflect the wishes of the majority of the delegates attending.

14. The Board of Directors may require shareholders or authorized representatives to attend the General Meeting of Shareholders to submit to such inspections or security measures as the Board deems appropriate. In case a shareholder or authorized representative refuses to comply with the above-mentioned inspection or security measures, the Board of Directors may, after careful consideration, refuse or expel the shareholder or representative to participate in the general meeting.

15. Annually, the Company holds the General Meeting of Shareholders at least one (01) time. The Annual General Meeting of Shareholders shall not be held in the form of collecting written opinions.

16. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 20. Conditions for the Resolution of the General Meeting of Shareholders to be approved

1. A resolution on the following contents shall be adopted if it is approved by the number of shareholders representing 65% or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a) Type of shares and total number of shares of each type;
- b) Changes in business lines and fields;
- c) Changes in the organizational structure of the Company's management;
- d) Projects on investment or sale of assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
- dd) Reorganization or dissolution of the Company;
- e) Amending and supplementing the contents of the Company's Charter.

2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed equal to 100% of

the total number of voting shares are lawful and effective even if the order and procedures for convening meetings and adopting such resolutions violate the provisions of the Law on Enterprises and the company's charter.

4. In case of adoption of a resolution in the form of collecting opinions in writing (except for the cases specified in Clause 5, Article 20 of this Charter), the resolution of the General Meeting of Shareholders shall be adopted if it is approved by the number of shareholders representing more than 50% of the total votes;

5. Resolutions of the General Meeting of Shareholders on the following issues must be adopted by voting at the General Meeting of Shareholders:

a. Electing, dismissing and dismissing members of the Board of Directors and the Control Board;

b. Decide to invest or sell assets with a value equal to or greater than 35% of the total value of assets recorded in the company's latest financial statements;

c. Approval of annual financial statements;

d. Reorganization and dissolution of the Company;

e. Type of shares and total number of shares of each type;

f. Amending and supplementing the contents of the Company's Charter;

g. Company's development orientation.

6. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date the resolution is passed; In case the Company has a website, the submission of the Resolution may be replaced by posting it on the Company's website.

Article 21. Competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders

The competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders entitled to vote at least 10 days before the deadline for returning the opinion poll. The compilation of the list of shareholders who sent the opinion poll shall comply with the provisions of Clause 2, Article 17 of this Charter. Requirements and methods for sending opinion polls and enclosed documents shall

comply with the provisions of Clause 3, Article 17 of this Charter.

3. The opinion poll must contain the following principal contents:

- a) Name, address of the head office, enterprise code;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality and number of legal papers of the individual, for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality, number of legal papers of the individual, for representatives of shareholders being organizations; the number of shares of each type and the number of votes of shareholders;
- d) Issues that need to be consulted for approval of the decision;
- dd) The voting plan includes approval, disapproval and no opinion on each issue for consultation;
- e) The time limit for sending to the company the replied opinion poll form;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the replied opinion poll to the Company by mail, fax or email according to the following provisions:

a) By letter: The replied opinion poll must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b) Fax or e-mail: the opinion poll sent to the Company must be kept confidential until the time of vote counting;

Opinion polls sent to the Company after the time limit specified in the opinion poll or which have been opened in the case of sending letters and disclosed in case of sending faxes or emails are invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.

5. The Board of Directors shall count votes and make a record of vote counting under the witness of the Control Board or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:

- a) Name, address of the head office, enterprise code;
- b) Purposes and issues to be consulted for adoption of the resolution;

c) The number of shareholders with the total number of votes that have participated in voting, distinguishing the number of valid and invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;

d) The total number of votes in favor, disapproval and no opinion on each issue;

dd) The approved issue and the corresponding voting rate;

e) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the end of the vote counting. The submission of the vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the time of the end of vote counting.

7. The answered opinion poll form, the vote counting record, the approved resolution and relevant documents enclosed with the opinion poll must be kept at the company's head office.

8. Resolutions adopted in the form of collecting shareholders' opinions in writing shall be as valid as resolutions adopted at the General Meeting of Shareholders.

Article 22. Resolution and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The record must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:

a) Name, address of the head office, enterprise code;

b) Time and place of the General Meeting of Shareholders;

c) Agenda and contents of the meeting;

d) Full name of the chairperson and secretary;

dd) Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

e) The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and

votes;

g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid votes, approval, disapproval and no opinion; the proportion of the total number of votes of shareholders attending the meeting;

h) Issues that have been approved and the corresponding percentage of votes for approval;

i) Full names and signatures of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Records made in both Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.

4. Resolutions and minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the end of the meeting; the sending of vote counting minutes can be replaced by posting on the Company's website and disclosing information on the Resolution and minutes of the General Meeting in accordance with the provisions of law.

5. The resolution, minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registering to attend the meeting, the approved resolution and relevant documents enclosed with the notice of invitation to the meeting must be kept at the company's head office.

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

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitrator to consider, cancellation of the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's Charter, except for the case specified in Clause 2, Article 24 of this Charter.

2. The content of the resolution violates the law or this Charter.

Article 24. Effect of resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders take effect from the date of adoption or from the effective time stated in such resolution.

2. 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 resolutions are not implemented in accordance with regulations.

3. In case a shareholder or group of shareholders requests the Court or Arbitrator to annul the resolutions of the General Meeting of Shareholders under the provisions of Article 151 of the Law on Enterprises, such resolutions shall remain effective until the Court or Arbitrator makes a different decision. except for the case of application of provisional emergency measures under decisions of competent agencies.

VII. BOARD

Article 25. Candidacy and nomination of members of the Board of Directors

1. In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least 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. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board candidate announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other managerial titles;
- dd) Interests related to the Company and its related parties;
- e) Other information (if any) as prescribed in the company's charter;

g) The company shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the

candidate of the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the company's charter.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors shall recommend additional candidates or organize the nomination according to the provisions of the company's charter, the internal regulations on corporate governance and the Regulations on operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

4. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises.

Article 26. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is at least five (05) persons and at most eleven (11) persons.

2. 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 05 years and may be re-elected for an unlimited number of terms. The term of office of a member of the Board of Directors who is additionally or replaced is the remaining term of the term of office of such Board of Directors. The Board of Directors of the newly concluded term shall continue to operate until the Board of Directors of the new term takes over the work. The total number of non-executive or independent members of the Board of Directors (if any) must account for at least one-third (1/3) of the total number of members of the Board of Directors. The minimum number of non-executive/independent Board members is determined by rounding down method.

3. A member of the Board of Directors shall no longer be a member of the Board of Directors in the following cases:

a. Such member is not eligible to be a member of the Board of Directors under the provisions of the Law on Enterprises or is prohibited by law from being a member of the Board of Directors;

b. The member sends a written letter of resignation to the Company's head office;

c. The member suffers from a mental disorder and another member of the Board of Directors has professional evidence proving that he or she no longer has the behavioral capacity;

d. The member fails to attend the meetings of the Board of Directors continuously for six (6) months without the approval of the Board of Directors and the Board decides that the person's position is vacant;

e. Such member is dismissed under the decision of the General Meeting of Shareholders;

f. That member is also a member of the Board of Directors at more than 05 other companies.

4. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market.

5. Members of the Board of Directors are not necessarily shareholders of the Company.

6. The Chairman of the Board of Directors may not concurrently hold the title of General Director of the Company.

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the managing agency of the Company, which has the full right to decide and exercise the rights and obligations of the company in the name of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a) Decide on the Company's medium-term development strategy and plan and annual business plan;

b) Proposing the types of shares and the total number of shares entitled to be offered for sale of each type;

c) Decide on the sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;

d) Decide on the selling price of the Company's shares and bonds;

dd) Decide on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

e) Decide on investment plans and investment projects within their competence and limits as prescribed by law;

g) Decide on solutions for market development, marketing and technology;

h) Approval of contracts for purchase, sale, borrowing, lending and other

contracts and transactions valued at 35% or more of the total value of assets stated in the Company's latest financial statements and contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138. Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) Elect, dismiss or dismiss the Chairman of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts for the General Director and other important managers as prescribed by the company's charter; decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the remuneration and other benefits of such persons;

k) Supervise and direct the General Director and other managers in the daily operation of the Company's business;

l) Decide on the organizational structure and internal management regulations of the company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;

m) Approve programs and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to approve the resolution;

n) Submit the audited annual financial statements to the General Meeting of Shareholders;

o) Proposing the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;

p) Propose the reorganization or dissolution of the company; request for bankruptcy of the Company;

q) Decide to promulgate the Regulation on operation of the Board of Directors and the internal regulation on corporate governance after it is approved by the General Meeting of Shareholders.

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.

3. The Board of Directors must report to the General Meeting of Shareholders the results of the Board of Directors' activities as prescribed in Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

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

- a. Establishment of branches or representative offices of the Company;
- b. Establishment of subsidiaries of the Company;
- c. Within the scope specified in Clause 2, Article 153 of the Law on Enterprises and except for the case specified in Clause 2, Article 167 of the Law on Enterprises, which must be ratified 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. The borrowing of debts and the performance of mortgages, guarantees, guarantees and indemnities of the Company;
- e. Investments that exceed 10% of the value of the annual business plan and business budget;
- f. The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
- g. The valuation of non-monetary assets contributed to the Company in connection with the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
- h. The purchase or withdrawal of not more than 10% of each type of shares issued by the Company;
- i. Deciding on the purchase price or redemption of the Company's shares;
- j. Business or transaction matters that the Board decides require approval within its authority and responsibility.

5. The Board of Directors approves the decision by voting at the meeting, collecting opinions in writing or other forms prescribed by the company's charter. Each Board member has one vote.

6. When performing its functions, rights and obligations, the Board of Directors shall strictly comply with the provisions of law, the company's Charter and the resolution of the General Meeting of Shareholders. In case the resolution passed by the Board of Directors is contrary to the provisions of law or the company's charter, causing damage to the company, the members who approve such resolution must jointly take personal responsibility for such resolution and must compensate the company for damage; Members who object to the adoption of the above resolution are exempt from liability. In this case, the shareholders of the Company have the right to request the Court to suspend the implementation or cancel the above-mentioned resolution or decision.

7. The Board of Directors must report to the General Meeting of Shareholders on its activities, in particular the Supervision of the Board of Directors over the General Director and other managers in 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 shall be considered invalid and have not yet been approved by the Board of Directors.

8. Unless otherwise provided by law and the Charter, the Board of Directors may authorize subordinate employees and representative managers to handle the work on behalf of the Company.

Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The company has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors (excluding representatives authorized to replace them) are entitled to 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 as agreed upon in the Board of Directors or divided equally in case of failure to reach an agreement.

3. The total amount paid to each member of the Board of Directors including remuneration, expenses, commissions, share purchase rights and other benefits enjoyed from the Company, its subsidiaries, affiliates and other companies in which the Board member is the representative of the contributed capital must be disclosed in detail in the Company's annual report ty.

4. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

5. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks that according to the Board of Directors are outside the scope of ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

6. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.

7. Members of the Board of Directors may purchase liability insurance by the

Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

Article 29. Chairman of the Board of Directors

1. The Board of Directors must select from among the members of the Board of Directors to elect one (01) Chairman and one (01) Vice Chairman (if deemed necessary) on the principle of majority.

2. The Chairman of the Board of Directors may not concurrently be the General Director of the Company.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) Formulate programs and plans for operation of the Board of Directors;
- b) Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- dd) Chairing the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises.

4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the letter of resignation or dismissal or dismissal.

5. The Chairman of the Board of Directors shall convene and preside over the General Meeting of Shareholders and meetings of the Board of Directors, and shall have other rights and responsibilities specified in this Charter and the Law on Enterprises. The Vice President shall have the same rights and obligations as the President in case he is authorized in writing by the President. In case the Chairman is absent or unable to perform his/her duties, the Vice Chairman or another member must be authorized in writing to exercise the rights and perform the obligations of the Chairman of the Board of Directors. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to assume the duties of the Chairman of the Board of Directors

on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

6. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors sends the annual financial statements, the Company's operation report, the audit report and the Board's inspection report to the shareholders at the General Meeting of Shareholders.

7. The Chairman of the Board of Directors recruits the company secretary to assist the Board of Directors and the Chairman of the Board of Directors in performing their obligations under their competence in accordance with the provisions of law and the company's Charter. The company secretary has the following rights and obligations:

- Assisting in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;
- Assist members of the Board of Directors in exercising their assigned rights and obligations;
- Assisting the Board of Directors in applying and implementing the principles of corporate governance;
- Assisting the company in building shareholder relations and protecting the legitimate rights and interests of shareholders;
- Assist the company in properly complying with information obligations, information disclosure and administrative procedures;
- Other rights and obligations as prescribed in the company's charter.

8. The Chairman of the Board of Directors may be dismissed at the decision of the Board of Directors.

Article 30. Board Meetings

1. The Board of Directors must organize the first meeting of the term of office to elect the Chairman and Vice Chairman among the members of the Board of Directors and make other decisions under its competence within seven (07) working days from the end of the election of the Board of Directors for that term. This meeting is convened by the member with the highest number of votes. In case there is more than one (01) member with the same number of votes, these members shall elect one of them to convene a meeting of the Board of Directors on the principle of majority. The election of the Chairman and Vice Chairman shall be carried out on the principle of majority decision.

2. The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, formulate the agenda, time and place of the meeting at least seven (07) days before the scheduled meeting date. The Chairman may convene a meeting whenever he deems it necessary, but at least one (01) time per quarter must be held.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) At the request of the Control Board;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors.

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Managing Board.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the proposal specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors at the request of the Chairman of the Board of Directors, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairperson of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 05 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Control Board as for members of the Board of Directors.

Members of the Control Board have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the date of the intended first meeting, in this case, the meeting shall be held if more than half (1/2) of the members of the Board of Directors attend the meeting.

9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorize other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attending and voting through online conferences, electronic voting or other electronic forms;
- d) Send voting slips to the meeting by mail, fax or e-mail;
- dd) Sending voting papers by other means.

10. In case of sending votes to the meeting by mail, the votes must be contained in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. Members may authorize others to attend meetings and vote if approved by a majority of members of the Board of Directors.

12. A resolution or decision of the Board of Directors shall be adopted if it is approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

Article 31. Board Meeting Minutes

1. Board meetings must be recorded and may be recorded, recorded and kept in other electronic form. The minutes must be made in Vietnamese and may be additionally made in foreign languages, with the following principal contents:

- a. Name, address of the head office, enterprise code;
- b. Purpose, agenda and contents of the meeting;
- c. Time and place of the meeting;
- d. Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attending the meeting; full names of members who did not attend the meeting and the reasons;
- e. Issues discussed and voted on at the meeting;
- f. Summarizing the opinions of each member attending the meeting in the order of the meeting;
- g. The voting results clearly state the members who approve, disagree and have no opinions;

h. Issues passed;

i. Full name, signature of the chairman and the person taking the record.

The chairperson, the person taking the minutes and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.

2. The minutes of the Board of Directors meeting and the documents used in the meeting must be kept at the company's head office.

3. Minutes made in Vietnamese and foreign languages are equally valid. In case there is a difference in the contents of the Vietnamese and foreign language minutes, the contents of the Vietnamese minutes shall apply.

4. In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed at Points a, b, c, d, e, f, g and h, Clause 1 of this Article, this record shall take effect.

Article 32. Right to information of members of the Board of Directors

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors and managers in the company to provide information and documents on the financial situation and business activities of the company and its units.

2. Managers are required to promptly, fully and accurately provide information and documents at the request of members of the Board of Directors.

Article 33. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the 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) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;

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

- c) Advising on the procedure of meetings;
- d) Attend meetings;
- dd) Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
- e) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Control Board;
- g) Supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) Acting as the focal point of contact with relevant interested parties;
- i) Confidentiality of information in accordance with the provisions of law and the Company's Charter;
- k) Other rights and obligations as prescribed by law.

VIII. GENERAL DIRECTORS, OTHER MANAGERS AND COMPANY SECRETARIES

Article 34. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Company. The company has a General Director, Deputy General Director, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by resolutions and decisions of the Board of Directors.

Article 35. Management Officer

1. At the request of the General Director and the approval of the Board of Directors, the Company may recruit necessary managers, with the quantity and quality in accordance with the structure and management practices of the Company proposed by the Board of Directors from time to time. Managers must have the necessary diligence for the Company's activities and organizations to achieve the set objectives. The Company's managers include Deputy General Directors, Chief Accountants and a number of other titles at the request of the General Director and approved by the Board of Directors.

2. The salary, remuneration, benefits and other terms of the labor contract for the General Director shall be decided by the Managing Board and the contract with other managers shall be decided by the Managing Board after consulting the General Director.

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

1. The Board of Directors appoints a member of the Board of Directors or another person as the General Director; sign a contract which stipulates the salary, remuneration, benefits and other relevant terms. Information on the salary, allowances and benefits of the General Director must be reported at the Annual General Meeting of Shareholders and stated in the Company's Annual Report.

2. The General Director is the person who runs the day-to-day business of the Company; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of their assigned rights and obligations.

3. The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the company's Charter.

4. The General Director has the following rights and obligations:

a. Decide on matters related to the day-to-day business of the company without the need for a decision of the Board of Directors;

b. Implementing the resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;

c. Decide on all matters that do not require a resolution of the Board of Directors, including signing economic contracts on behalf of the Company, organizing and operating the Company's day-to-day production and business activities in accordance with best management practices;

d. To propose the number and types of managers that the Company needs to recruit for the Board of Directors to appoint or dismiss in order to carry out the best management activities as proposed by the Board of Directors, and to advise the Board of Directors to decide on the salary, remuneration, benefits and other terms of labor contracts of managers;

e. Consult with the Board of Directors to decide on the number of employees, salaries, benefits, appointments, dismissals, and other terms related to their employment contracts;

f. In the first week of October of each year, the General Director must submit to the Board of Directors for approval the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the financial plan for the five (05) years;

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

h. Propose measures to improve the operation and management of the Company;

i. Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) in service of the Company's long-term, annual and quarterly

management activities according to the business plan. The annual estimate (including the balance sheet, the report on business results and the report on expected cash flows) 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;

j. Submit to the Board of Directors the audited annual financial statements at least thirty-five (35) days before the date of the Company's Annual General Meeting of Shareholders. The audited financial statements must include (but are not limited to) the following documents: management letters, opinions of the auditor, post-audit financial statements in accordance with the general practice of auditing financial statements;

k. Appointment, dismissal and dismissal of managerial positions in the Company, except for those under the competence of the Board of Directors;

l. Deciding on salaries and other benefits for employees in the Company, including managers under the appointing authority of the General Director;

m. Labor recruitment;

n. Proposing a plan to pay dividends or handle losses in business;

o. Perform all other activities in accordance with the provisions of this Charter and the Company's regulations, resolutions of the Board of Directors, labor contracts of the General Director and law.

p. Other rights and obligations as prescribed by law.

5. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors have the right to vote to approve and appoint a new General Director to replace him.

Article 37. Company Secretary

The Chairman of the Board of Directors shall appoint one (1) or more persons to act as the Company Secretary with the term and terms as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not contrary to the current labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. The roles and duties of the Company Secretary include:

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

2. Advising on the procedure of meetings;

3. Attend meetings;

4. Making minutes and resolutions of meetings;

5. Ensure that the resolutions of the Board of Directors are in accordance with the law;

6. Provide financial information, copies of minutes of meetings of the Board of Directors 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.

IX. SUPERVISORY BOARD

Article 38. Candidacy and nomination of members of the Control Board

1. The candidacy and nomination of members of the Control Board shall be carried out in the same manner as prescribed in Clauses 1 and 2, Article 25 of this Charter.

2. Shareholders or groups of shareholders owning 05% or more of the total voting shares have the right to nominate candidates for the Supervisory Board in accordance with the provisions of the Law on Enterprises and the Company's Charter.

3. In case the number of candidates approved by the Supervisory Board and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nomination in accordance with the provisions of the Company's Charter, the Internal Regulations on corporate governance and the Operation Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

Article 39. Composition of the Supervisory Board

1. The minimum number of members of the Supervisory Board of the Company is three (3) members and a maximum of five (5) members. Members of the Supervisory Board shall be elected by the General Meeting of Shareholders, the term of office of the members of the Supervisory Board shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. In case a member of the Control Board has the same term of office at the end of the term but the member of the Control Board for the new term has not yet been elected, the member of the Control Board whose term has expired shall continue to exercise his/her rights and obligations until a member of the Control Board for the new term is elected and accepts the tasks

3. Criteria and conditions for members of the Control Board:

- a. Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b. Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or majors suitable to the Company's business activities;
- c. Not be a person who has a family relationship of a member of the Board of

Directors, the General Director and other managers;

d. Not be a manager of the Company, not necessarily a shareholder or employee of the Company;

dd. Not to work in the accounting and finance departments of the Company;

e. Must not be a member or employee of an auditing organization approved to audit the Company's financial statements in the previous 03 consecutive years;

g. Other criteria and conditions as prescribed by law.

4. Members of the Control Board shall be dismissed from office in the following cases:

a. No longer meet the criteria and conditions for being a member of the Control Board as prescribed in Clause 2 of this Article;

b. Have a letter of resignation and be approved.

5. A member of the Control Board shall be dismissed in the following cases:

a. Failing to complete assigned tasks and jobs;

b. Failing to exercise their rights and obligations for 06 consecutive months, except for force majeure cases;

c) Repeatedly violating or seriously violating the obligations of members of the Control Board under the provisions of the Law on Enterprises and the Company's Charter;

d/ Other cases according to the resolution of the General Meeting of Shareholders.

Article 40. Head of the Supervisory Board

1. The Head of the Control Board shall be elected by the Control Board from among the members of the Control Board; the election, dismissal and dismissal shall be carried out on the principle of majority. The Supervisory Board must have more than half of the members permanently residing in Vietnam. The Head of the Control Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.

2. Rights and obligations of the Head of the Control Board:

a. Convening a meeting of the Supervisory Board;

b. To request the Board of Directors, the General Director and other managers to provide relevant information to report to the Control Board;

c. Prepare and sign the report of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 41. Rights and obligations of the Control Board

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

1. The Supervisory Board supervises the Board of Directors and the General Director in the management and administration of the Company.

2. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the audit organization approved to inspect the Company's operations, and exempt the approved auditor when deeming it necessary.

3. To be responsible to shareholders for their supervisory activities.

4. Supervise the financial situation of the Company, the compliance with the law in the activities of members of the Board of Directors, General Directors, and other managers.

5. Ensure coordination with the Board of Directors, the General Director and shareholders.

6. Formulate the Operation Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.

7. Report at the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 12, 2020 detailing the implementation of a number of articles of the Law on Securities.

8. Discuss with the independent auditor the nature and scope of the audit before commencing the audit;

9. Examine annual, six-monthly, and quarterly financial statements before submitting them to the Board of Directors;

10. Seek independent professional advice or legal advice and ensure the involvement of experts outside the company with appropriate experience and professional qualifications in the Company's work if deemed necessary;

11. Appraisal of the completeness, legality and truthfulness of the company's business situation report, annual and 06-month financial statements, management evaluation report of the Board of Directors and submission of the appraisal report at the annual meeting of the General Meeting of Shareholders;

12. Discuss the difficulties and shortcomings that emerge from the results of the mid-term or final audit as well as any issues that the independent auditor wishes to discuss;

13. Review the management letter of the independent auditor and the feedback of the Company's management ;

14. Review, examine and evaluate the effectiveness and effectiveness of the Company's internal control, internal audit, risk management and early warning systems;

15. Examining the reasonableness, legality, honesty and prudence in the management and administration of business activities; systematic, consistent and appropriate accounting, statistics and financial reporting;

16. Examining accounting books, accounting records and other documents of the Company, the management and administration of the Company's operations when deeming it necessary or at the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises;

17. At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises, the Control Board shall conduct an inspection within seven (7) working days from the date of receipt of the request. Within fifteen (15) days from the date of completion of the inspection, the Control Board must report explanations on the matters requested for inspection to the Board of Directors and the shareholders or groups of shareholders who request it.

The inspection of the Control Board specified in this Clause must not obstruct the normal operation of the Board of Directors or interrupt the operation of the Company's business activities;

18. Propose the Board of Directors or the General Meeting of Shareholders to take measures to amend, supplement and improve the organizational structure of management, supervision and administration of the Company's business activities;

19. In case of detecting acts, violations of law or violations of the company's charter by members of the Board of Directors, General Directors) and other executives of the enterprise, the Control Board must notify in writing to the Board of Directors within 48 hours, requesting the violators to stop their violations and take remedial solutions.

20. Have the right to attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company;

21. Have the right to use independent consultants, the Company's internal audit department to perform assigned tasks;

22. The Supervisory Board may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;

23. Perform other rights and obligations in accordance with the provisions of the Law on Enterprises, the Company's Charter and the resolution of the General Meeting of Shareholders.

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

Article 42. Supervisory Board Meeting

1. The Control Board must meet at least 02 times in a year, and the number of members attending the meeting must be at least 2/3 of the members of the Control Board. The minutes of the Supervisory Board meeting are detailed and clear. The recordkeeper and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Control Board must be kept in order to determine the responsibilities of each member of the Control Board.

2. The Control Board has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend

and answer matters that need to be clarified.

Article 43. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board

Salaries, remunerations, bonuses and other benefits of members of the Control Board shall comply with the following provisions:

1. Members of the Control Board shall be paid salaries, remuneration, bonuses and other benefits under decisions of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Control Board.

2. Members of the Control Board shall be paid expenses for meals, accommodation, travel and the use of independent consultancy services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Control Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Control Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be made into separate items in the Company's annual financial statements.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE CONTROL BOARD, GENERAL DIRECTOR AND OTHER MANAGERS

Article 44. Responsibility for honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, General Directors and other managers are not allowed to use business opportunities that may benefit the Company for personal purposes; at the same time, they must not use the information obtained through their positions for personal self-interest or to serve the interests of other organizations or individuals;

2. Members of the Board of Directors, members of the Control Board, General Director and other managers must publicize relevant interests in accordance with the Law on Enterprises and relevant legal documents; is obliged to inform the Board of Directors of all interests that may conflict with the Company's interests to which they may be entitled through economic entities, transactions or other individuals;

3. The Company does not grant loans or guarantees to members of the Board of Directors, members of the Supervisory Board, General Directors, other managers and persons related to the above-mentioned members or legal entities with whom they have financial interests, except for the above-mentioned loans or guarantees which have been approved by the General Meeting of Shareholders;

4. Members of the Board of Directors, members of the Control Board, General

Director and other managers are obliged to notify in writing to the Board of Directors and the Control Board of transactions between the Company, its subsidiaries and other companies in which the Company controls more than 50% or more of the charter capital with such entities or related persons of the Company such subjects according to the provisions of law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

5. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprises and the company's charter.

6. Members of the Board of Directors, members of the Supervisory Board, General Directors, other managers and related persons of these entities are not allowed to use or disclose to others internal information to carry out related transactions.

7. Transactions between the Company and one or more members of the Board of Directors, members of the Control Board, General Director, other executives and individuals and organizations related to these entities shall not be invalidated in the following cases:

a. For contracts with a value of less than or equal to 35% of the total value of assets recorded in the latest financial statements, important factors of the contract or transaction as well as the relationships and interests of members of the Board of Directors and members of the Control Board, The General Director and other managers have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;

b. For contracts with a value of more than 35% or a resulting transaction arising within 12 months from the date of execution of the first transaction with a value of more than 35% or more, the total value of assets recorded in the most recent financial statements, the important elements of this contract or transaction as well as the relationship and interests of the officer management ministries or members of the Board of Directors, members of the Control Board, General Directors and other executives which have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests;

8. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers and persons related to the above-mentioned members are not allowed to use information that has not been disclosed by the company or disclosed to others to carry out related transactions.

Article 45. Liability for Damage and Compensation

1. Members of the Board of Directors, members of the Control Board, the General Director and other managers who violate their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be responsible for the damage caused by their acts of violation.

2. The Company shall indemnify persons who have been, are or may become a stakeholder in complaints, lawsuits, and prosecutions (including civil, administrative and non-lawsuits filed by the Company) if such persons have been or are members of the Board of Directors, members of the Supervisory Board, General Director, other managers, employees or representatives authorized by the Company who have been or are performing duties as authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and without evidence confirming that such person has breached their responsibilities.

3. Compensation costs include judgment costs, fines, and payables incurred in practice (including lawyer fees) when settling these cases within the framework of the law. The company may purchase insurance for these people to avoid the above liabilities.

XI. RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS

Article 46. Right to look up books and records

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

a. Ordinary shareholders have the right to consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information; considering, looking, extracting or copying the Company's Charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to consider, look up and extract minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Control Board, contracts, etc transactions must go through the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case the authorized representative of the shareholder and the group of shareholders requests to look up the books and records, the power of attorney of the shareholder and the group of shareholders that such person represents or a notarized copy of this power of attorney must be enclosed.

3. Members of the Board of Directors, members of the Control Board, General Director and other managers have the right to search the register of shareholders of the Company, the list of shareholders, books and other records of the Company for purposes related to their positions provided that such information must be kept confidential.

4. The company must keep this Charter and the amendments and supplements to the Charter, the Enterprise Registration Certificate, regulations, documents proving the ownership of assets, the resolutions of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and 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 place where these documents are stored.

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

XII. EMPLOYEES AND TRADE UNIONS

Article 47. Workers and trade unions

1. The General Director must make a plan for the Board of Directors to approve issues related to the recruitment, dismissal of employees, salaries, social insurance, health insurance, unemployment insurance, welfare, commendation and discipline of employees and managers;

2. The General Director shall make a plan for the Board of Directors to approve matters relating to the Company's relations with trade union organizations in accordance with the standards, best management practices and policies, practices and policies specified in this Charter. the Company's statutes and applicable laws;

3. The Company ensures and creates conditions for the activities of the Trade Union of employees in the Company and social and political organizations in the Company;

4. Issues related to labor recruitment, labor regulations, labor discipline, salary regime, insurance regime for employees, benefits, rewards and other issues in labor relations and employment will be specified in the Collective Labor Agreement signed

by the Company's legal representative with the Company. Trade Union of the Company.

XIII. PROFIT DISTRIBUTION

Article 48. Profit distribution

1. The General Meeting of Shareholders decides on the dividend payment level and the form of annual dividend payment from the Company's retained profits.

2. According to the provisions of the Law on Enterprises, the Board of Directors may decide to advance interim dividends if it considers that this payment is suitable for the profitability of the Company.

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

4. The Board of Directors may request the General Meeting of Shareholders to approve the payment of all or part of dividends in specific assets (such as fully paid stocks or bonds issued by other companies) and the Board of Directors shall be the implementing agency of this resolution.

5. In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnamese dong. The payment can be made directly or through banks on the basis of bank details provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money transferred by the Company to the beneficiary shareholder. The payment of dividends for stocks listed on the Stock Exchange can be conducted through the securities company or the Vietnam Securities Depository.

6. Subject to the approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares are entitled to receive dividends in ordinary shares in lieu of cash dividends. These additional shares to pay dividends are credited as those for which the purchase price has been paid in full on the basis that the value of the dividend-paying shares must be equal to the cash amount paid for the dividend.

7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors passed a resolution to determine a specific date to finalize the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, receive shares, receive notices or other documents.

Article 49. Other issues related to profit distribution

Annually, the Company deducts from the after-tax profit after offsetting the loss of the previous year to set up funds at a specific rate as follows:

1. The financial reserve fund, which is set aside once a year, does not exceed 10% of the Company's after-tax profit each time.

2. The reward welfare fund, which is deducted once a year, does not exceed 5% of the Company's after-tax profit each time.

3. The development investment fund shall be deducted once a year, the annual deduction rate shall be decided by the Annual General Meeting of Shareholders

XIV.BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME

Article 50. Bank Account

1. The company opens accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.

2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an offshore bank account in accordance with the provisions of the law.

3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks in which the Company opens accounts.

Article 51. Fiscal Year

The Company's financial year commences on the first day of January (1) of each year and ends on the thirty-first (31st) day of December (12) of the same year. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on the thirty-first (31st) day of December (12) immediately following the date of issuance of such Enterprise Registration Certificate.

Article 52. Accounting regime

1. The accounting regime used by the Company is the Vietnam Accounting System (VAS) or another accounting regime approved by the Ministry of Finance.

2. The company prepares accounting books in Vietnamese. The Company keeps accounting records according to the type of business activities in which the Company is engaged. These records must be accurate, up-to-date, systematic and must be sufficient to substantiate and explain the Company's transactions.

3. The company uses Vietnamese dong (or freely convertible foreign currency in case it is approved by a competent state agency) as the currency used in accounting.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE RESPONSIBILITIES

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

1. The company must make annual financial statements and annual financial statements must be audited in accordance with law. The company announces the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state agency.

2. Annual financial statements must include all reports, appendices and explanations in accordance with the law on enterprise accounting. The annual financial statements must reflect honestly and objectively the Company's operations.

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

Article 54. Annual Report

The company must prepare and publish an annual report in accordance with the provisions of the law on securities and securities market.

XVI. CORPORATE AUDIT

Article 55. Audit

1. The Annual General Meeting of Shareholders approves the list of independent auditing firms and authorizes the Board of Directors to decide on the selection of one of these units to conduct the Company's audit activities for the next fiscal year based on the terms and conditions agreed with the Board of Directors. The company must prepare and submit its annual financial statements to an independent auditing firm after the end of the financial year.

2. The company will have to prepare and submit annual financial statements to the auditing company after the end of the financial year.

3. An independent audit firm shall inspect, certify and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare an audit report and submit such report to the Board of Directors within two (2) months from the end of the fiscal year. The employees of the auditing firm performing the audit for the company must be approved by the State Securities Commission.

4. Auditors performing the audit of the Company are allowed to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and express opinions at the General Meeting on issues related to the audit.

XVII.

SEAL OF THE ENTERPRISE

Article 56. Seal of the business

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, its branches and representative offices (if any).

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

XVIII. COMPANY DISSOLUTION

Article 57. Dissolution of the company

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

- a. Termination of the operation term stated in the company's charter without a decision on extension;
- b. The Court declares the Company bankrupt in accordance with the current law;
- c. Dissolve ahead of time according to the decision of the General Meeting of Shareholders;
- d. Other cases as prescribed by law.

2. The dissolution of the Company ahead of time (including the extended time limit) shall be 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) as prescribed.

Article 58. Extension of Operation

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 7 months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.

2. The operation duration shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders approves.

Article 59. Liquidation

1. At least 06 months before the end of the Company's operation term or after the decision to dissolve the Company is issued, the Board of Directors must establish a Liquidation Board consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.

2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. Since that time, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.

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

- a. Liquidation expenses;
- b. Salaries and insurance expenses for employees;

- c. Taxes and other remittances of a tax nature that the Company must pay to the State;
- d. Loans (if any);
- e. Other liabilities of the Company;
- f. The remaining balance after all debts from items (a) to (e) above have been paid shall be distributed to shareholders. Preferred shares are prioritized for prepayment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 60. Internal Dispute Resolution

1. In case of disputes or complaints related to the Company's activities or the rights and obligations of shareholders as prescribed in the company's Charter, the Law on Enterprises, other laws or administrative regulations stipulated between:

- a. Shareholders with the Company;
- b. Shareholders with the Board of Directors, the Supervisory Board, the General Director or senior managers.

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present practical factors related to the dispute within fifteen (15) working days from the date the dispute arises. In the event 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 a conciliation decision is not reached within six (06) weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, any party may refer the dispute to Economic Arbitration or the Economic Court.

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

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 61. Company Charter

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions of law related to the operation of the Company which are not mentioned in this Charter, or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall naturally apply and regulate the operation of the Company.

XXI. EFFECTIVE DATE

Article 62. Effective Date

1. This Charter consists of XXI items, 62 articles unanimously approved by the General Meeting of Shareholders of Bac Ha Hydropower Joint Stock Company on April 16, 2026 and jointly approves the full validity of this Charter.

2. The Charter shall be made in ten (10) copies, of equal validity, in which:

- a. One (1) copy to be submitted at the State Notary Office of the locality;
- b. Five (5) forms of registration at government agencies as prescribed by the People's Committees of provinces and cities;
- c. Four (4) copies are kept at the Company's Head Office.

3. This Charter is unique and official of the Company.

4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors; vice chairman of the Board of Directors or at least half (1/2) of the total number of members of the Board of Directors; General Director of the Company.

**ON BEHALF OF THE
BOARD OF DIRECTORS
Chairperson**



Dong Quoc Cuong