

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

ARTICLES OF INCORPORATION

VINASHIP JOINT STOCK COMPANY

*(Promulgated under Resolution of the Annual General Meeting of Shareholders
No. 08/NQ-DHCD, dated April 22, 2026)*

Hai Phong, April 22, 2026



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PREAMBLE

RECITALS:

Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Law on Securities No. 54/2019/QH11 dated November 26, 2019;

Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Law on Securities;

Other relevant legal documents,

The Charter of Vinaship Joint Stock Company (hereinafter referred to as the “Charter”) was approved by a valid decision of the Annual General Meeting of Shareholders of Vinaship Joint Stock Company on April 22, 2026 (according to Resolution of the 2026 Vinaship General Meeting of Shareholders No. 08/NQ-DHCD).

Vinaship Joint Stock Company (hereinafter referred to as “the Company”) is organized and operates in accordance with this Charter, the provisions of the Law on Enterprises and relevant current legal provisions.

CHAPTER I: GENERAL PROVISIONS

SECTION 1: INTERPRETATION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

- a) “**Law on Enterprises**” means Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- b) “**Law on Securities**” means Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- c) “**Incorporation Date**” is the date the Company is first granted the Certificate of Business Registration;
- d) “**Charter capital**” is the total par value of shares sold and as prescribed in Article 8 of this Charter;
- e) “**Voting shares**” is equity capital, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- f) “**Business manager**” means the manager of the Company, including: Chairman of the Board of Directors, members of the Board of Directors, General Director;
- g) “**Business executive**” means General Director, Deputy General Director, Chief Accountant;
- h) “**Relevant person**” is an individual or organization specified in Clause 46, Article 4 of the Law on Securities;
- i) “**Shareholder**” is an individual or organization that owns at least one share of the Company;
- j) “**Major shareholder**” is a shareholder owning 5% or more of the Company's voting shares;
- k) “**Sold shares**” are Authorized shares that have been fully paid by shareholders to the Company;
- l) “**Authorized shares**” is the total number of shares of all types that the General Meeting of Shareholders decides to offer for sale to raise capital;
- m) “**Unsold shares**” are shares that have the right to be offered for sale and have not been paid to the Company;
- n) “**Stock Exchange**” means Vietnam Stock Exchange and its subsidiaries;
- o) “**Duration of operation**” is the period of operation of the Company as stipulated in this Charter;
- p) “**General Meeting of Shareholders**” means the General Meeting of Shareholders of the Company;
- q) “**Board of Directors**” means the Board of Directors of the Company;
- r) “**Board of Supervisors**” means the Board of Supervisors of the Company;
- s) “**General Director**” means the General Director of the Company;
- t) “**Chief Accountant**” means the Chief Accountant of the Company;

u) “**Vietnam**” means the Socialist Republic of Vietnam;

v) “**Law**” means all legal documents specified in the Law on Promulgation of Legal Documents No. 80/2015/QH13 dated June 22, 2015 and the Law amending and supplementing a number of articles of the Law on Promulgation of Legal Documents No. 63/2020/QH14 dated June 18, 2020.

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

3. Titles (Chapters, Sections, Articles of this Charter) are used to facilitate understanding of the content without affecting the content of this Charter.

4. Other words or terms defined in the Civil Code and Law on Enterprises and other legal documents (if not in conflict with the subject or context) will have the same meaning in this Charter.

SECTION 2: NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, PERIOD OF OPERATION, LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices and period of operation of the Company

1. Company Name:

- Vietnamese name: CÔNG TY CỔ PHẦN VẬN TẢI BIỂN VINASHIP
- International transaction name: VINASHIP JOINT STOCK COMPANY
- Abbreviated name: VINASHIP
- Type of company: Joint stock company



- Logo:

2. The Company has legal status under current laws from the date of issuance of the Certificate of Business Registration.

3. Company's headquarters address: No. 14 Vo Nguyen Giap, An Bien ward, Hai Phong

- Phone number: (84 - 225) 3842151
- Fax Number: (84 - 225) 3842271
- E-mail: vinaship@vinaship.com.vn
- Website: www.vinaship.com.vn

4. The Company may change its headquarters according to the decision of the General Meeting of Shareholders and be registered with the competent State agency.

5. At the time this Charter is approved, the Company has the following branches and dependent accounting units:

- Branch in Ho Chi Minh City
- Branch in Quang Ninh
- Branch in Da Nang
- Vinaship Maritime Services Company Limited

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 within the scope of the law.

6. Unless terminated before the term as stipulated in Article 74 of this Charter, the term of operation of the Company is indefinite.

Article 3. Legal representative of the Company

1. The legal representative of the Company is an individual representing the Company to exercise the rights and obligations arising from the Company's transactions, representing the Company as a person requesting settlement of civil matters, plaintiff, defendant, person with

related rights and obligations before the Arbitration, Court and other rights and obligations as prescribed by law.

2. The Company has 02 (two) legal representatives, the Chairman of the Board of Directors and the General Director. The division of rights and obligations between the two legal representatives is specifically as follows:

a) The first legal representative is the General Director of the Company and has the rights and obligations of the legal representative of the Company, except for the case specified in Point b, Clause 2 of this Article.

b) The second legal representative is the Chairman of the Board of Directors of the Company and has the rights and obligations of the legal representative of the Company when the General Director is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and obligations of the legal representative of the Company Charter or dead, missing, being prosecuted for criminal liability, being detained, serving a prison sentence, being subject to administrative measures at a compulsory drug rehabilitation facility, compulsory education facility, escaping from the place of residence, having limited or lost civil capacity, having difficulty in cognition, controlling behavior, being banned by the Court from holding a position, practicing a profession or doing certain work, or being dismissed or removed by the Company's Board of Directors.

c) The division of representative rights and obligations aims to clearly define the tasks, powers and obligations between legal representatives, promote initiative, enhance responsibility in implementing rights and obligations arising from the Company's transactions, limit overlapping of authority in the Company's representative work; not change the authority of the Board of Directors and General Director of the Company according to the provisions of law and the Company's Charter.

d) Each legal representative shall be individually responsible for damages caused to the Company in accordance with the provisions of civil law and other relevant legal provisions within the scope of rights and obligations divided in this Charter. A legal representative who establishes a transaction with a third party outside his/her prescribed authority shall be personally responsible to the Company and the competent authority for damages caused in such transaction. The handling of consequences of transactions established and performed by an unauthorized representative shall be carried out in accordance with the provisions of law.

e) In the process of performing duties, if there are any problems related to the scope of the position undertaken by the legal representative as prescribed in the Charter and internal regulations of the Company, the two legal representatives shall coordinate with each other to perform; must report regularly and be responsible to the Company's Board of Directors.

f) In case for any reason one person is not qualified to be the legal representative of the Company, the remaining person will naturally exercise the rights and obligations of the unqualified representative and be responsible for the transactions he/she represents. When leaving Vietnam, the General Director must authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the legal representative. In this case, the General Director shall still be responsible for the exercise of the authorized rights and obligations.

3. In case the authorization period as prescribed in Clause 2 of this Article expires but the General Director has not returned to Vietnam and there is no other authorization, the Chairman of the Board of Directors shall exercise the rights and obligations of the legal representative until the General Director returns to work at the Company.

Article 4. Responsibilities of the Company's legal representative

1. The legal representative of the Company has the following responsibilities:

a) Exercise assigned rights and obligations honestly, carefully and to the best of his/her ability to ensure the legitimate interests of the Company;

b) Be loyal to the interests of the Company; do not abuse position, title and use information, know-how, business opportunities, other assets of the Company for personal gain or to serve the interests of other organizations or individuals;

c) Timely, fully and accurately notify the Company about the enterprises in which he/she or his/her relevant persons own or have contributed capital shares in accordance with the provisions of the Law on Enterprises and this Charter.

2. The legal representative of the Company shall be personally liable for damages to the Company caused by violating the responsibilities specified in Clause 1 of this Article.

SECTION 3: OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 5. Company's operational objectives

1. The Company's business lines:

No.	Industry name	Industry code
1	Sea and coastal freight water transport	5012 (main)
2	Warehousing and storage	5210
3	Other transportation support activities	5229
4	Real estate business, land use rights of owners, users or lessees	6810
5	Hotels and similar accommodation services	5510
6	Other remaining business support service activities not elsewhere classified	8299
7	Freight transport by road	4933
8	Repair and maintenance of transport equipment (except automobiles, motorcycles, motorbikes, and other motor vehicles)	3315
9	Cargo handling	5224
10	Commission agents, brokers and auction agents	4610
11	Inland freight water transport	5022
12	Wholesale of solid, liquid and gaseous fuels and related products	4671
13	Retail sale of automotive fuel	4730
14	Other retail sale of new goods (excluding automobiles, motorcycles, motorbikes and related parts and accessories)	4773
15	Activities of insurance agents and brokers	6622
16	Restaurants and mobile food service activities	5610
17	Service activities incidental to rail transportation	5221
18	Service activities incidental to land transportation	5225
19	Service activities directly supporting inland waterway transport	5222
20	Freight transport brokerage activities	5231
21	Activities of employment service centers	7810
22	Temporary employment agency activities	7821
23	Other human resources supply activities	7822
24	Other real estate activities on a fee or contract basis	6829

25	Other short-term accommodation services	5520
26	Wholesale of metals and metal ores	4672
27	Wholesale of construction materials and other installation supplies	4673
28	Other specialized wholesale not elsewhere classified	4679
29	Maintenance and repair of motor vehicles and other motor vehicles	9531
30	Wholesale of motor vehicle parts and accessories	4662
31	Retail sale of motor vehicles and other motor vehicles	4781
32	Retail sale of motor vehicle parts and accessories	4782

2. Company's operational objectives:

- a) Build and develop the Company's brand to always be a leading enterprise in the field of maritime transport; with a stable and sustainable development strategy on the core business foundation of maritime transport services, focusing on focused investment, applying information technology, improving exploitation efficiency, and effectively using the Company's resources.
- b) Maximize profits for the Company and shareholders on the basis of building a streamlined, effective and efficient management and operation system, applying information technology and advanced management tools, and best managing resources and production and business activities.
- c) Diversify investment forms and develop new services linked to the Company's core business lines.
- d) Develop and train high-quality professional human resources to meet the requirements of production and business development combined with appropriate remuneration policies.
- e) Fully perform obligations to the State and corporate responsibilities to the community.

Article 6. Scope of business and operations of the Company

The Company is allowed to conduct business activities in the fields specified in this Charter, has registered, notified changes to the registration content to the business registration authority and has announced on the National Business Registration Portal. In case the Company conducts business in the field of conditional investment and business, the Company must satisfy all business conditions as prescribed by the Investment Law and relevant specialized laws.

CHAPTER II: CHARTER CAPITAL, SHARES, STOCKS, BONDS

Article 7. Charter capital

1. The Company's charter capital is 339.999.600.000 dong (*in words: Three hundred and thirty-nine billion, nine hundred ninety-nine million, six hundred thousand dong*).
2. Charter capital is accounted for in Vietnamese Dong (VND).
3. Charter capital is used for purposes prescribed by law.
4. The Company may increase or decrease its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
5. The company may reduce its charter capital in the following cases:
 - a) According to the decision of the General Meeting of Shareholders, the Company shall return a part of the capital contribution to shareholders according to their ownership ratio in the Company and ensure full payment of debts and other financial obligations after returning to shareholders;
 - b) The Company shall repurchase the sold shares in accordance with the provisions of Articles 10 and 11 of this Charter.
 - c) The reduction of the Company's charter capital must ensure that the charter capital after reduction is not lower than the legal capital as prescribed by law (if any).

Article 8. Shares

1. Each share of the Company has a par value of 10.000 VND (*In words: ten thousand dong*)

2. The Company's charter capital at the time this Charter is approved by the General Meeting of Shareholders is divided into 33.999.960 shares (*In words: Thirty-three million, nine hundred and ninety-nine thousand, nine hundred and sixty shares*).

3. All shares of the Company on the date of adoption of this Charter are ordinary shares. Each ordinary share of the Company has one vote at the General Meeting of Shareholders. All regulations on ordinary shares and shareholders owning ordinary shares are stipulated in this Charter and in accordance with the Law on Enterprises.

4. The company may issue preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law. Owners of preferred shares are called preferred shareholders.

5. Persons entitled to purchase dividend preference shares, redeemable preference shares and other preference shares are decided by the General Meeting of Shareholders.

6. Each share of the same type gives the owner of that share equal rights, obligations and benefits.

Article 9. Share offering

1. Share offering is when the Company increases the number of shares and types of shares it is allowed to offer to increase its charter capital.

2. Share offering may be made in the following forms:

- a) Offering shares to existing shareholders;
- b) Private offering of shares;
- c) Public offering of shares.

3. The offering of the Company's shares shall comply with the provisions of the law on securities.

4. The company shall register changes to its charter capital within 10 days from the date of completion of the share sale.

Article 10. Repurchase of shares according to the Company's decision

The Company has the right to repurchase no more than 30% of the total number of ordinary shares sold, part or all of the dividend preference shares sold according to the following provisions:

1. The Board of Directors has the right to decide to repurchase no more than 10% of the total number of shares of each type sold in every 12 months. In other cases, the share buyback is decided by the General Meeting of Shareholders;

2. The Board of Directors shall decide on the share repurchase price. For ordinary shares, the repurchase price shall not be higher than the market price at the time of repurchase, except in the case specified in Clause 3 of this Article;

3. The Company may repurchase shares of each shareholder in proportion to their shareholding ratio in the Company according to the following order and procedures:

a) The Company's decision to repurchase shares must be notified in a manner that ensures it reaches all shareholders within 30 days from the date the decision is passed. The notification must include the name, headquarters address of the Company, the total number of shares and the type of shares to be repurchased, the repurchase value, the payment procedures and deadlines, and the procedures and deadlines for shareholders to offer their shares to the Company;

b) Shareholders who agree to resell their shares must send their written consent to sell their shares by guaranteed method to the Company within 30 days from the date of notification. The written consent to sell shares must include their full name, contact address, and legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, headquarters address for organizational shareholders; number of shares owned and number of shares agreed to be sold; payment method; signature of the shareholder or the shareholder's legal representative. The company only buys back shares within the above-mentioned period.

4. In addition to the above provisions, the Company's share repurchase must also comply with the provisions of Article 36 of the Law on Securities.

5. Conditions for payment and handling of repurchased shares shall be implemented in accordance with the provisions of Article 134 of the Law on Enterprises.

Article 11. Repurchase of shares at the request of shareholders

1. Shareholders who have voted against the resolution on the reorganization of the Company or the change of the rights and obligations of shareholders as stipulated in this Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passes the resolution on the matter stipulated in this clause.
2. The Company must repurchase shares at the request of shareholders as prescribed in Clause 1 of this Article at market price within 90 days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a valuation organization. The Company shall introduce at least 03 valuation organizations for shareholders to choose from, and such selection shall be the final decision.
3. Conditions for payment and handling of repurchased shares shall be implemented in accordance with the provisions of Article 134 of the Law on Enterprises and Article 36 of the Law on Securities.

Article 12. Transfer of shares

1. Shares are freely transferable, except in cases where the transferability of shares is restricted as stated in the certificate of the respective share.
2. The transfer of shares is carried out in accordance with the provisions of law on securities and the securities market.

Article 13. Succession and donation of shares

1. In case an individual shareholder dies, the successor according to the will or by law of that shareholder shall become a shareholder of the Company.
2. In case an individual shareholder dies without an heir, the heir refuses to receive the inheritance or is deprived of the right to inherit, the number of shares of that shareholder shall be resolved in accordance with the provisions of civil law.
3. Shareholders have the right to increase part or all of their shares in the Company to other individuals or organizations; use shares to pay debts. Individuals or organizations that are given or receive debt payment in shares will become shareholders of the Company.
4. Individuals and organizations receiving shares in the cases specified in this Article and Article 12 of this Charter shall only become shareholders of the Company from the time their information specified in Clause 2, Article 122 of the Law on Enterprises is fully recorded in the shareholder register.

Article 14. Stock certificates and other securities certificates

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.
2. Shares are securities that confirm the legal rights and interests of the owner to a part of the Company's equity capital. Shares must have full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 10 days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within 05 days from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan (or other period as prescribed by the issuance terms), the share owner shall be issued a share certificate. The share owner shall not have to pay the Company for the cost of printing the share certificate.
4. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:
 - a. Information about lost, damaged or destroyed shares in any other form;
 - b. Commit to take responsibility for disputes arising from the re-issuance of new shares.
5. Bond certificates or other securities certificates issued by the Company shall be signed by the legal representative and have the Company's seal.

Article 15. Dividend payment

1. Dividends paid for preferred shares are made according to conditions applicable to each type of preferred shares.
2. Dividends paid on ordinary shares are determined based on the net profit realized and the dividend payment is taken from the Company's retained earnings. The Company may only pay dividends on ordinary shares when all of the following conditions are met:
 - a) The Company has fulfilled its tax obligations and other financial obligations as prescribed by law;
 - b) Has set aside company funds and compensated for previous losses according to the provisions of law.
 - c) Immediately after paying all dividends, the Company still ensures full payment of debts and other financial obligations due.
3. Dividends may be paid in cash or in shares of the Company. If paid in cash, it must be made in Vietnamese Dong and in accordance with the payment methods prescribed by law.
4. Dividends must be paid in full within 06 months from the date of closing of the Annual General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend amount for each share, the time limit and form of payment at least 30 days before each dividend payment. Notice of dividend payment shall be sent by a method to ensure that it reaches the shareholders at the registered address in the shareholder register at least 15 days before the dividend payment.
5. In case a shareholder transfers his/her shares between the time of completion of the shareholder list and the time of dividend payment, the transferor shall be the person receiving the dividend from the Company.
6. In case of paying dividends in shares, the Company does not have to carry out procedures for offering shares as prescribed in Article 9 of this Charter. The Company must register to increase its charter capital corresponding to the total par value of shares used to pay dividends within 10 days from the date of completion of dividend payment.

Article 16. Shareholder register

1. The shareholder register is established and kept in paper form, an electronic data set recording information on share ownership of the Company's shareholders.
2. The shareholder register must include the following main contents:
 - a. Name and headquarters address of the Company;
 - b. Total number of shares authorized to be offered, types of shares authorized to be offered and number of shares authorized to be offered of each type;
 - c. Total number of shares sold of each type and value of contributed shares;
 - d. Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, business registration number or legal document number of the organization, headquarters address for organizational shareholders;
 - e. Number of shares of each type of each shareholder, date of share registration.
3. The shareholder registration number is kept at the Company's headquarters or other organizations with the function of keeping the shareholder registration book. Shareholders have the right to check, look up, extract, and copy the names and contact addresses of the Company's shareholders in the shareholder registration book.
4. In case a shareholder changes his/her contact address, he/she must promptly notify the Company to update the shareholder register. The Company is not responsible for not being able to contact the shareholder due to not being notified of the change of the shareholder's contact address.

CHAPTER III: STRUCTURE OF ORGANIZATION, ADMINISTRATION AND SUPERVISION

SECTION 1: STRUCTURE OF ORGANIZATION

Article 17. Structure of organization, administration and supervision

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

1. General meeting of shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. General Director.

SECTION 2: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 18. Shareholders' rights

1. Ordinary shareholders have the following rights:

- a) Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or by remote voting or other forms as prescribed by law. Each ordinary share has one vote;
- b) Receive dividends at the level decided by the General Meeting of Shareholders;
- c) Priority in purchasing new shares corresponding to the ratio of ordinary shares owned by each shareholder in the Company;
- d) Freely transfer one's shares to others, except in cases where transfer is restricted as prescribed by law;
- e) Review, look up and extract information on names and contact addresses in the list of shareholders with voting rights; request to amend incorrect information;
- f) Review, look up, extract or copy the Company Charter, minutes of the Shareholders' Meeting and resolutions of the Shareholders' Meeting;
- g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the ratio of shares owned in the Company;
- h) Request the Company to repurchase shares in the cases specified in Article 11 of this Charter;
- i) Equal treatment. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
- j) Have full access to periodic and irregular information published by the Company in accordance with the provisions of law;
- k) To be protected their legitimate rights and interests; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;
- 1) Other rights as prescribed by law and this Charter.

2. A shareholder or group of shareholders owning 5% or more of the total number of ordinary shares has the following rights:

- a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3 of this Article and Point c, Clause 4, Article 22 of this Charter;
- b) Review, look up, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;
- c) Request the Board of Supervisors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of

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

d) 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 proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda;

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

3. A shareholder or group of shareholders specified in Clause 2 of this Article has the right to request the Board of Directors to convene a 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 authority;

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

4. The request to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3 of this Article must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, headquarters address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the company, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders.

5. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares have the right to nominate people to the Board of Directors and the Board of Supervisors. The nomination of people to the Board of Directors and the Board of Supervisors is carried out as follows:

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

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people as prescribed in this Charter or the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

6. Shareholders or groups of shareholders owning at least 01% of total ordinary shares have the right, on their own or on behalf of Vinaship, to file a lawsuit for personal liability or joint liability against members of the Board of Directors and the General Director to request the return of benefits or compensation for damages to Vinaship or others as prescribed in Article 166 of the Law on Enterprises.

Article 19. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. Pay in full and on time the number of shares committed to buy.

2. Capital contributed by ordinary shares shall not be withdrawn from the Company in any form, except in the case of the Company or another person buying back the shares. In case a shareholder withdraws part or all of the contributed capital in contravention of the provisions of this clause, that shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.

3. Comply with this Charter and the Company's internal management regulations.

4. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential the information provided by the Company according to the provisions of this Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a) Attend and vote directly at the meeting;
 - b) Authorize other individuals and organizations to attend and vote at the meeting;
 - c) Attend and vote via online conference, electronic voting or other electronic form;
 - d) Send voting ballots to the meeting via mail, fax, or email.
7. Be personally responsible when performing one of the following acts on behalf of the Company in any form:
 - a) Violation of the law;
 - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Pay off debts that are not due before financial risks to the Company.
8. Major shareholders are not allowed to take advantage of their advantages to affect the rights and interests of the Company and other shareholders as prescribed by law and this Charter; they are obliged to disclose information as prescribed by law;
9. Fulfill other obligations as prescribed by current laws.

Article 20. Authorized representative of a shareholder being an organization

1. The authorized representative of a shareholder that is an organization must be an individual authorized in writing to exercise the rights and obligations on behalf of that shareholder as prescribed by the Law on Enterprises and this Charter.
2. *The appointment of an authorized representative by an organization that is a shareholder of the Company shall be carried out in accordance with the following provisions:*
 - a) *Owners of 10% to less than 36% of total ordinary shares can authorize a maximum of 01 authorized representative;*
 - b) *Owners of 36% to less than 50% of total ordinary shares may authorize up to 03 authorized representatives;*
 - c) *Owners of more than 50% of total ordinary shares can authorize up to 07 authorized representatives.*
3. In case a shareholder is an organization and appoints multiple authorized representatives, the number of shares for each authorized representative must be specifically determined. In case the shareholder does not specify the corresponding number of shares for each authorized representative, the number of shares will be divided equally among all authorized representatives.
4. The document appointing an authorized representative must be notified to the Company and shall only be effective for the Company from the date the Company receives the document. The document appointing an authorized representative must include the following main contents:
 - a) Name, business registration number, headquarters address of shareholder;
 - b) Number of authorized representatives and corresponding shareholding ratio of each authorized representative;
 - c) Full name, contact address, nationality, and legal document number of each authorized representative;
 - d) The respective term of authorization of each authorized representative; clearly stating the date of commencement of representation;
 - e) Full name and signature of the shareholder's legal representative and of the authorized representative.
5. The authorized representative must have the following qualifications and conditions:
 - a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

b) No family relationship of the business manager.

Article 21. Responsibilities of the authorized representative of a shareholder being an organization

1. The authorized representative shall, on behalf of the shareholder, exercise the rights and obligations of the shareholder at the General Meeting of Shareholders as prescribed in this Charter. Any restrictions by the shareholder on the authorized representative in exercising the rights and obligations of the corresponding shareholder at the General Meeting of Shareholders shall not be effective against third parties.

2. The authorized representative is responsible for fully attending the General Meeting of Shareholders; exercising the authorized rights and obligations honestly, carefully, and to the best of his/her ability, and protecting the legitimate interests of the shareholders who appoint the representative.

3. The authorized representative shall be responsible to the shareholder appointing the representative for any violation of the responsibilities prescribed in this Article. The shareholder appointing the representative shall be responsible to the third party for any responsibilities arising in relation to the rights and obligations exercised through the authorized representative.

Article 22. General meeting of shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within 04 months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the Chair attends the meeting and must be in Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and this 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 a representative of the approved auditing organization 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 Annual General Meeting of Shareholders of the Company.

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 Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 18 of this Charter; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary meeting of shareholders

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors is as prescribed in Point b, Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article;

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

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article shall have the right to request the Company representative to convene the General Meeting of Shareholders as prescribed in Clause 4, Article 140 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 the meeting and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. This cost excludes expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.

5. Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 2, Article 26 of this Charter.

Article 23. Rights and obligations of the General Meeting of Shareholders

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

- a) Approve the Company's development orientation;
- b) Decide on the type of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;
- c) Elect, dismiss, remove members of the Board of Directors and members of the Board of Supervisors;
- d) Decide to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
- e) Decide to amend and supplement the Company Charter;
- f) Approve the annual financial statements;
- g) Decide to repurchase more than 10% of total sold shares of each type;
- h) Review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- i) Decide to reorganize and dissolve the Company;
- j) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- k) Approve the internal regulations on corporate governance; Regulations on the operation of the Board of Directors and the Board of Supervisors;
- l) Approve the list of approved auditing companies; decide on the approved auditing company to conduct audits of the Company's operations; dismiss approved auditors when deemed necessary;
- m) Decide on increasing or decreasing charter capital, time and method of capital mobilization;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discusses and approves the following issues:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Board of Supervisors on the Company's business results, performance of the Board of Directors and General Director;
- e) Self-assessment report on performance of the Board of Supervisors and Board of Supervisors members;
- f) Dividend level for each share of each type;
- g) Number of members of the Board of Directors and Board of Supervisors;

- h) Elect, dismiss, remove members of the Board of Directors and members of the Board of Supervisors;
 - i) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
 - j) Approve the list of approved auditing companies; decide on approved auditing companies to conduct audits of the company's activities when deemed necessary;
 - k) Supplement and amend the Company Charter;
 - l) Type of shares and number of new shares issued for each type of shares
 - m) Division, separation, consolidation, merger or conversion of the Company;
 - n) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
 - o) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statement;
 - p) Decision to repurchase more than 10% of total sold shares of each type;
 - q) The Company signs contracts and transactions with the subjects specified in Point b, Clause 4, Article 57 of this Charter with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial statements;
 - r) Approve the transactions specified in Clause 4, Article 57 of this Charter;
 - s) Approve the internal regulations on corporate governance, the operating regulations of the Board of Directors, and the operating regulations of the Board of Supervisors;
 - t) Other issues as prescribed by law and this Charter.
3. All resolutions and issues included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 24. Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of organizational shareholders may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization for an individual or organization to represent the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.
3. The person authorized to attend the General Meeting of Shareholders must submit a power of attorney when registering to attend the meeting. In case of re-authorization, the person attending the meeting must also present the original power of attorney of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with the Company).
4. The voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs, except in the case:
 - a) The principal is dead, has limited civil act capacity or has lost civil act capacity;
 - b) The principal has revoked the authorization;
 - c) The principal has revoked the authority of the person performing the authorization.

This provision shall not apply in the event that the Company receives notice of one of the above events before the opening time of the Shareholders' Meeting or before the meeting is reconvened.

Article 25. Change of rights

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content of an adverse change in the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred

shares of that type or approved by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of a resolution being approved by written opinion.

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

3. The procedures for conducting such separate meetings are similar to the provisions in Articles 27, 28 and 29 of this Charter.

Article 26. Convening meetings, meeting agenda and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors convenes annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 22 of this Charter.

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

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

b) Prepare the program and content of the general meeting;

c) Prepare documents for the general meeting;

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

e) Determine the time and place of the general meeting;

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

g) Other tasks serving the general meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall be published on the Company's website and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders shall send the notice of meeting to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of meeting shall clearly state the link to all meeting documents for shareholders to access, including:

a) Meeting agenda and documents used in the meeting;

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

c) Voting slip;

d) Sample of authorized representative attending the meeting;

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

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 18 of this Charter have the right to 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 proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls under one of the following cases:

- a) The petition is sent not in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2, Article 18 of this Charter;
- c) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law.

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

7. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda sent with the meeting invitation.

Article 27. Conditions for holding a General Meeting of Shareholders

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

2. In case the first meeting does not meet the conditions for holding the meeting as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting must be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

3. In case the second meeting does not meet the conditions for holding it as prescribed in Clause 2 of this Article, the notice of the third meeting must be sent within 20 days from the date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the attending shareholders.

Article 28. Procedures for conducting meetings and voting at the General Meeting of Shareholders

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

a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and no opinion. At the General Meeting, the number of cards in favor of the resolution shall be collected first, the number of cards in disapproval of the resolution shall be collected later, and finally the total number of votes in favor or against shall be counted to decide. The results of the vote counting shall be announced by the Chair immediately before the closing of the meeting. The General Meeting shall elect those responsible for counting or supervising the counting of votes at the request of the Chair. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chair of the meeting;

b) Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chair is not

responsible for stopping the meeting to allow late-arriving shareholders to register and the validity of previously voted contents remains unchanged.

2. The election of the Chair, secretary and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chair is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as chair, the Head of the Board of Supervisors shall control so that the General Meeting of Shareholders elects the Chair of the meeting from among the attendees and the person with the highest number of votes chairs the meeting;

b) Except for the case specified in Point a of this Clause, the person who signs the convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the meeting Chair and the person with the highest number of votes shall chair the meeting;

c) The Chair appoints one or more people to act as meeting secretaries;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting Chair.

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

4. The Chair of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of the attendees. The Chair of the meeting must:

a. Seating arrangement at the venue of the General Meeting of Shareholders;

b. Ensure safety for everyone present at meeting locations;

c. Create conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against, and no opinion. The vote counting results are announced by the Chair immediately before the closing of the meeting.

6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents shall not change.

7. The person convening or chairing the General Meeting of Shareholders has the following rights:

a) Require all meeting attendees to submit to inspection or other lawful, reasonable security measures;

b) Request competent authorities to maintain order at the meeting; expel those who do not comply with the Chair's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.

8. The Chair has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting location in the following cases:

a. The meeting location does not have enough convenient seating for all attendees;

b. The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;

c. There are attendees who obstruct or disrupt the meeting, creating a risk of preventing the meeting from being conducted fairly and legally.

9. In case the Chair postpones or suspends the General Meeting of Shareholders contrary to the provisions in Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chair in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

10. 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 by 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 29. Conditions for resolutions of the General Meeting of Shareholders to be passed

1. The resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total number of votes of all shareholders *attending and voting at the meeting*, except for the cases specified in Clauses 3, 5 and 7 of this Article:

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

2. Resolutions are passed when approved by shareholders owning more than 50% of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 1, 3, 5 and 7 of this Article.

3. Voting to elect members of the Board of Directors and the Board of Supervisors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Board of Supervisors, and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations approved by the General Meeting of Shareholders.

4. 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 of approval; the sending of the resolution can be replaced by posting it on the Company's website.

5. Resolutions of the General Meeting of Shareholders on contents that adversely change the rights and obligations of shareholders owning preferred shares shall only be passed if approved by a number of Preferred shareholders of the same type must be approved by 75% or more of the total number of preferred shares of that type attending the meeting, or approved by preferred shareholders of the same type who own 75% or more of the total number of preferred shares of that type in the case of passing a resolution by way of written voting.

6. 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 convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and this Charter.

7. In case of passing a resolution in the form of written opinion, the resolution of the General Meeting of Shareholders shall be passed if it is approved by shareholders owning more than 50% of the total number of votes of all shareholders with voting rights.

Article 30. Authority and procedures for obtaining shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders

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

1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for the case specified in Clause 2, Article 23 of this Charter;

2. The Board of Directors shall prepare the voting ballot, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline for returning the voting ballot. The requirements and method for sending the voting ballot and accompanying documents shall comply with the provisions of Clause 3, Article 26 of this Charter;

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

a) Name, headquarters address, business registration number;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, headquarters address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;

d) Issues requiring consultation to pass decisions;

e) Voting options include approval, disapproval and no opinion on each issue for voting;

f) Deadline for returning completed opinion forms to the Company;

g) Full name and signature of the Chairman of the Board of Directors;

4. Shareholders may send completed ballots to the Company by mail, fax or email in accordance with the following provisions:

a) In case of sending by mail, the answered opinion form must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;

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

c) Voting forms sent to the Company after the deadline specified in the voting form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid. Voting forms not returned are considered as non-voting forms.

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

a) Name, headquarters address, business registration number;

b) Purpose and issues to be consulted to pass the resolution;

c) Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;

d) Total number of votes in favor, against and abstentions on each issue;

e) The matter passed and the corresponding percentage of votes passed;

f) 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 shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting;

6. The minutes of vote counting and resolutions must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the minutes of vote counting and

resolutions can be replaced by posting them on the Company's website within 24 hours from the date of completion of vote counting;

7. The returned ballots, the vote counting minutes, the adopted resolutions and relevant documents attached to the ballots are kept at the Company's headquarters;

8. Resolutions passed by way of written shareholder opinion collection have the same value as resolutions passed at the General Meeting of Shareholders.

Article 31. Minutes of the General Meeting of Shareholders

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

a. Name, headquarters address, business registration number;

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

c. Meeting agenda and content;

d. Full name of the Chair and secretary;

e. Summarize the meeting proceedings and opinions expressed at the Shareholders' Meeting on each issue in the meeting agenda;

f. Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;

g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio of total number of votes of shareholders attending the meeting;

h. Issues passed and the corresponding percentage of votes passed;

i. Full name and signature of the Chair and secretary. In case the Chair or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The minutes shall clearly state the refusal of the Chair or secretary to sign the meeting minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chair and secretary of the meeting or other person signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes drawn up in Vietnamese and English have equal legal effect. In case of any difference in the content of the minutes in Vietnamese and English, the content of the minutes in Vietnamese shall prevail.

4. Minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the end of the meeting; sending the minutes of vote counting can be replaced by posting them on the company's website.

5. Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting, resolutions passed and relevant documents sent with the meeting invitation must be kept at the company's headquarters.

Article 32. Request to cancel 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 the results of the vote counting to collect opinions of the General Meeting of Shareholders, shareholders and groups of shareholders specified in Clause 2, Article 18 of this Charter have the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 6, Article 29 of this Charter.

2. The content of the resolution violates the law or the Company's Charter. In case the resolution of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the

person convening the General Meeting of Shareholders whose resolution is annulled may consider reorganizing the General Meeting of Shareholders within 30 days in accordance with the procedures prescribed in the Law on Enterprises and this Charter.

SECTION 3: BOARD OF DIRECTORS

Article 33. Nomination and candidacy for members of the Board of Directors

1. In case the Board of Directors candidates have been identified, the Company must publish 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. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the published personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be published includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and its related parties;
- f) The Company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and the interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders: owning from 10% to less than 20% of total ordinary shares have the right to nominate 01 candidate; owning from 20% to less than 30% of total ordinary shares have the right to nominate up to 02 candidates; owning from 30% to less than 40% of total ordinary shares have the right to nominate up to 03 candidates; owning from 40% to less than 50% of total ordinary shares have the right to nominate up to 04 candidates; owning from 50% to less than 60% of total ordinary shares have the right to nominate up to 05 candidates; owning from 60% to less than 70% of total ordinary shares have the right to nominate up to 06 candidates; owning from 70% to 80% of total ordinary shares have the right to nominate up to 07 candidates; and owning from 80% to less than 90% of total ordinary shares have the right to nominate up to 08 candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises, the current Board of Directors shall introduce additional candidates or organize nominations in accordance with the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the current 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 the provisions of law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Article 35 of this Charter.

Article 34. Members and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is 05 people.

2. 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. An individual may only be elected as an independent member of the Company's Board of Directors for no more than 02 consecutive terms.

3. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

4. The members of the Board of Directors of the Company must ensure that at least 1/3 of the total number of Board members are non-executive members and the total number of independent members of the Board of Directors must ensure that there are at least 02 independent members.

5. A member of the Board of Directors shall no longer be eligible to be a member of the Board of Directors in the event that he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 36 of this Charter.

6. The appointment of members of the Board of Directors must be announced in accordance with the law on information disclosure on the stock market.

Article 35. Standards and conditions for members of the Board of Directors

1. Members of the Board of Directors must meet the following standards and conditions:

a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

b) Have professional qualifications and experience in business management or in the Company's business fields, industries and professions and do not necessarily have to be a shareholder of the Company;

c) A member of the Board of Directors may concurrently be a member of the Board of Directors of another company;

d) Not being a family relative of the General Director and other managers of the Company; of the manager, person with authority to appoint managers of the parent company.

2. Independent members of the Board of Directors must meet the following standards and conditions:

a) Not being a person currently working for the Company, parent company or subsidiary of the Company; not being a person who has worked for the Company, parent company or subsidiary of the Company for at least 03 consecutive years before;

b) Not being a person receiving salary or remuneration from the Company, except for allowances that Board of Directors members are entitled to according to regulations;

c) Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or is a manager of the Company or a subsidiary of the Company;

d) Not directly or indirectly owning at least 01% of the total number of voting shares of the Company;

e) Not being a person who has been a member of the Board of Directors or Board of Supervisors of the Company for at least the previous 05 consecutive years, except in the case of being appointed for 02 consecutive terms.

3. An independent member of the Board of Directors must notify the Board of Directors that he/she no longer meets the conditions prescribed in Clause 2 of this Article and is automatically no longer an independent member of the Board of Directors from the date of non-fulfillment of the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace that independent member of the Board of Directors within 06 months from the date of receipt of the notice of the relevant independent member of the Board of Directors.

Article 36. Dismissal, removal, replacement and addition of members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Not meeting the standards and conditions as prescribed in Article 35 of the Charter

b) Have a resignation letter and it is accepted;

c) Having limited or lost civil capacity or having difficulty in perception and behavior control

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) No longer an authorized representative of a shareholder that is an organization according to the decision of that organization;
- c) Being an authorized representative of a shareholder that is an organization, but that organization is no longer a shareholder of the Company.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors other than cases specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in this Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
- b) The number of independent members of the Board of Directors is reduced, not ensuring the number as prescribed in Clause 4, Article 34 of this Charter;
- c) Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who were dismissed or removed at the most recent meeting.

Article 37. Powers and obligations of the Board of Directors

1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

2. The Board of Directors has the following powers and obligations:

- a) Decide on the Company's strategy, medium-term development plan and annual business plan;
- b) Propose the type of shares and the total number of shares that each type of share can offer.
- c) Decide to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to mobilize capital in other forms;
- d) Decide on the selling price of the Company's shares and bonds;
- e) Decide to repurchase shares as prescribed in Clause 1 and Clause 2, Article 10 of this Charter;
- f) Decide on market development, marketing and technology solutions;
- g) Decide on investment plans and investment projects with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements and within the limits prescribed by law;
- h) Decide to liquidate or sell assets with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements;
- i) Approve purchase, sale, loan, lending contracts and other transaction contracts with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 1, Article 23, Clause 4, Article 57 of this Charter;
- j) Delegate or authorize the General Director to decide on investment plans and investment projects; plans for liquidation, sale of fixed assets, lease or rental of fixed assets; internal regulations of the Company;
- k) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director; decide on salary, remuneration, bonuses and other benefits of the General Director;
- l) Appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on the remuneration and other benefits of those

- people; nominate candidates for election to the Board of Directors, Board of Supervisors or introduce them to be appointed as supervisors at other enterprises;
- m) Decide on the appointment and dismissal of Deputy General Director and Chief Accountant upon the proposal of the General Director;
- n) Approve the General Director to appoint, dismiss, remove Branch Directors, Department Heads and equivalent positions;
- o) Supervise and direct the General Director and other managers in the daily business operations of the Company;
- p) Decide to change the form and content of the Company's logo;
- q) 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; decide on capital investment outside the enterprise;
- r) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- s) Submit audited annual financial statements to the General Meeting of Shareholders
- t) Propose the dividend level to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during business operations;
- u) Propose the reorganization and dissolution of the Company; requesting the Company's bankruptcy;
- v) Decide to promulgate the Board of Directors' Operating Regulations and Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders;
- w) Report to the General Meeting of Shareholders at the most recent Annual General Meeting of Shareholders on the contents approved in the previous Resolutions of the General Meeting of Shareholders that have not been implemented. In case of any changes in the contents within the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders at the most recent meeting for approval before implementation;
- x) Other rights and obligations as prescribed by law.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities at the Annual General Meeting of Shareholders with the following contents:

- a) Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3, Article 38 of this Charter.
- b) Summary of Board of Directors meetings and Board of Directors decisions.
- c) Report on transactions between the Company, subsidiaries, companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors and Relevant persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or business managers within the last 3 years prior to the transaction.
- d) Activities of independent Board members and evaluation results of independent Board members on the activities of the Board of Directors.
- e) Activities of other subcommittees of the Board of Directors (if any).
- f) Results of supervision of the General Director.
- g) Monitoring results for other operators.
- h) Future plans.

Article 38. Salaries, remuneration, bonuses and other benefits of members of the Board of Directors

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

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. The remuneration for work is calculated based on the number of working days required to complete the duties of the Board of Directors member and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown 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.
4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on subcommittees of the Board of Directors or performing other tasks beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to be reimbursed for all travel, food, accommodation and other reasonable expenses incurred by them in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.
6. The Company may purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors related to violations of the law and this Charter.

Article 39. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors may not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a) Develop programs and plans of activities of the Board of Directors;
 - b) Prepare agenda, content, and documents for meetings; convene, chair, and preside over meetings of the Board of Directors;
 - c) Organize the adoption of resolutions and decisions of the Board of Directors;
 - d) Monitor the implementation of resolutions and decisions of the Board of Directors;
 - e) Chair the General Meeting of Shareholders;
 - f) On behalf of the Board of Directors, sign decisions and resolutions of the Board of Directors; sign other documents to handle work within the authority and obligations of the Board of Directors;
 - g) Ensure that Board members receive complete, objective, accurate information and have enough time to discuss issues that the Board of Directors must consider;
 - h) Prepare work plans and assign tasks to members of the Board of Directors. The specific assignment of tasks to each member must be presented in writing and signed by the Chairman of the Board of Directors;
 - i) Supervise Board members in performing assigned tasks;
 - j) The rights and obligations of the Legal Representative as prescribed in Point b, Clause 2, Article 3 of the Company Charter.
 - k) Exercise other powers and duties as prescribed by law and this Charter.
4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled his/her place of residence, is restricted or loses civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 40. Meeting of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes. In case there is more than one member with the highest and equal number of votes, the members shall vote by majority rule to select one of them to convene the meeting of the Board of Directors.

2. The Board of Directors meets at least quarterly and may hold extraordinary meetings.

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 Board of Supervisors or an independent member of the Board of Directors;

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 stated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.

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 request specified in Clause 3 of this Article. In case the Board of Directors meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the proposer has the right to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 05 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. Attached to the meeting invitation must be documents used at the meeting and the members' voting ballots.

Notice of Board of Directors' meeting may be sent by invitation, telephone, fax, electronic means and must be ensured to reach the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the person convening the Board of Directors meeting shall send the meeting invitation and accompanying documents to the members of the Board of Supervisors as to the members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members present, it shall be convened for the second time within 03 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

a) Attend and vote directly at the meeting;

b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;

c) Attend and vote via online conference, electronic voting or other electronic form;

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

10. In case of sending the ballot to the meeting by mail, the ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot can only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Article 41. Minutes of Board of Directors meetings

1. Minutes of meetings of the Board of Directors must be recorded and may be recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be prepared in English, with the following main contents:

a) Name, headquarters address, business registration number;

b) Time and place of meeting;

c) Purpose, agenda and content of the meeting;

d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;

e) Issues discussed and voted on at the meeting;

f) Summarize the opinions of each member attending the meeting in the order of the meeting;

g) Voting results, clearly stating the members who approve, disapprove and have no opinion;

h) The matter passed and the corresponding percentage of votes passed;

i) Full name and signature of the Chair and the person taking the minutes, except for the case specified in Clause 2 of this Article.

2. In case the Chair or the minutestaker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending and agreeing to sign the meeting minutes and having all the contents as prescribed in Points a, b, c, d, e, f, g, h, Clause 1 of this Article, then the minutes shall be valid. The meeting minutes shall clearly state that the Chair or the minutestaker refuses to sign the meeting minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The Chair or the minutestaker shall be personally responsible for any damage caused to the enterprise due to their refusal to sign the meeting minutes in accordance with the provisions of this Law, the Company's Charter and relevant laws.

3. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's headquarters.

4. Minutes drawn up in Vietnamese and English have equal validity. In case of any discrepancy between the contents of the minutes in Vietnamese and English, the contents of the minutes in Vietnamese shall prevail.

5. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors' meeting to the members and such minutes are valid evidence of the work conducted in the meeting unless there is an objection to the content of the minutes within 10 days from the date of sending. The minutes must be signed by the Chair and the person recording the minutes, except in the case specified in Clause 2 of this Article.

Article 42. Right to information provision of Board of Directors members

1. Members of the Board of Directors have the right to request the Business executive to provide information and documents on the financial situation and business operations of the Company and of the units within the Company.

2. Business executives are required to promptly, fully and accurately provide information and documents as requested by members of the Board of Directors.

Article 43. Subcommittees of the Board of Directors

1. The Board of Directors may establish a subcommittee to be in charge of development policy, human resources, salary and bonus, internal audit, and risk management. The number of members of the subcommittee is decided by the Board of Directors, with a minimum of 03 people including members of the Board of Directors and external members. The activities of the subcommittee must comply with the regulations of the Board of Directors. The subcommittee's resolutions are only effective when a majority of the members attend and vote for them at the subcommittee meeting.

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

Article 44. Person in charge of corporate governance

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

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

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

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

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

c) Advice on meeting procedures;

d) Attend meetings;

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

f) Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and members of the Board of Supervisors;

g) Monitor and report to the Board of Directors on the Company's information disclosure activities;

h) Act as a point of contact with stakeholders;

i) Keep information confidential in accordance with the provisions of law and this Charter;

j) Other rights and obligations as prescribed by law.

SECTION 4:

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 45. Organization of management apparatus

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, and Chief Accountant. The appointment, dismissal, and removal of the above positions must be approved by resolution or decision of the Board of Directors.

Article 46. Company Executives

1. The Company's executives include the General Director, Deputy Director, and Chief Accountant.

2. Upon the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. The

business executive must be responsible for supporting the Company in achieving its objectives in operation and organization.

3. The General Director is paid salary and bonus. The General Director's salary and bonus are decided by the Board of Directors.

4. The salary of the executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown 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.

Article 47. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors appoints one member of the Board of Directors or hires another person as General Director;

2. The General Director is the person who runs the daily business of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed in Article 48 of this Charter.

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

- a) Decide on matters related to the Company's daily business operations that are not under the authority of the Board of Directors;
- b) Organize and implement resolutions and decisions of the Board of Directors;
- c) Organize the implementation of the Company's business plan and investment plan;
- d) Propose organizational structure plan and internal management regulations of the Company;
- e) Appoint, dismiss, remove the positions of Branch Directors, Department Heads and equivalent positions after being approved by the Board of Directors. Other positions not under the approval authority of the Board of Directors shall be appointed, dismissed, removed by the General Director according to work requirements;
- f) Decide on salaries and other benefits for employees in the Company and those under the appointment authority of the General Director;
- g) Labor recruitment;
- h) Propose plans to pay dividends or handle business losses;
- i) Propose that the Board of Directors decide to appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at companies with capital contributions from the Company; decide on the remuneration and other benefits of those people;
- j) Submit to the Board of Directors for approval the annual labor use plan;
- k) Decide to promulgate internal regulations and rules related to the General Director's operations;
- l) Other rights and obligations as prescribed by law, this Charter and the Company's internal regulations, resolutions and decisions of the Board of Directors, and labor contracts signed with the Company.

5. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to relevant levels when requested.

6. The General Director must manage the Company's daily business in accordance with the provisions of law, this Charter, the labor contract signed with the Company and the resolutions and decisions of the Board of Directors. In case of management contrary to the provisions of this clause causing damage to the Company, the General Director must be responsible before the law and compensate the Company for the damage.

7. The Board of Directors may dismiss the General Director when the majority of the members of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director to replace him. During the procedure for appointing the General Director, the Board of Directors shall decide to assign tasks to a business manager or another business

executive to exercise the rights and obligations of the General Director and to be the legal representative of the Company.

Article 48. Standards and conditions for being a General Director

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

- a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b) Not being a family member of the Company's manager, member of the Board of Supervisors of the Company and the parent company; representative of state capital, representative of enterprise capital at the Company and the parent company;
- c) Have professional qualifications and experience in business administration of the Company.

2. Naturally lose qualifications, replace General Director in the following cases:

- a) Loss of civil capacity, death;
- b) Violation of legal provisions on cases of disqualification from holding office;
- c) When the Court decides to expel him/her from the territory of Vietnam
- d) The company's establishment and operation license is revoked;

3. The General Director shall be dismissed or removed from office when one of the following cases occurs:

- a) Having limited civil capacity; having difficulty in perception and controlling behavior;
- b) Not meeting the standards and conditions as prescribed in Clause 1 of this Article;
- c) Submit a resignation letter (stating the reason for resignation) to the Board of Directors and the Board of Supervisors of the Company at least 45 days before ceasing to perform his/her duties and powers;
- d) According to the decision of the Board of Directors;
- e) Other cases according to current laws.

SECTION 5: BOARD OF SUPERVISORS

Article 49. Nomination and candidacy for members of the Board of Supervisors

1. In case the Board of Supervisors candidates have been identified in advance, the Company must publish 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. The Board of Supervisors candidate must have a written commitment to the honesty and accuracy of the published personal information and must commit to performing his/her duties honestly, carefully and in the best interests of the Company if elected as a Board of Supervisors member. Information related to the Board of Supervisors candidate to be published includes the following minimum contents:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other management positions (including positions on the Board of Directors and Board of Supervisors of other companies);
- e) Benefits related to the Company and its related parties;

2. The company must be responsible for disclosing information about the companies in which the candidate is holding the positions of member of the Board of Directors, member of the Board of Supervisors, other management positions and the interests related to the company of the candidate for member of the Board of Supervisors (if any).

3. Shareholders or groups of shareholders: owning from 10% to less than 30% of total ordinary shares have the right to nominate 01 candidate; owning from 30% to less than 50% of total ordinary shares have the right to nominate up to 02 candidates; owning from 50% to less than 70% of total ordinary shares have the right to nominate up to 03 candidates; owning from 70% to less than 90% of total ordinary shares have the right to nominate up to 04 candidates.

4. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the current Board of Supervisors may nominate additional candidates

or organize nominations according to the mechanism prescribed in the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. The introduction of additional candidates by the current Board of Supervisors must be clearly announced before electing members of the Board of Supervisors according to the provisions of law.

Article 50. Members of the Board of Supervisors

1. The number of members of the Company's Board of Supervisors is 03 people. The term of office of a member of the Board of Supervisors shall not exceed 05 years and he/she may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must meet the following standards and conditions:

- a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b) Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors suitable to the Company's business activities;
- a) Not being a family relative of a member of the Board of Directors, General Director and other managers;
- b) Not being a company manager; not necessarily being a shareholder or employee of the company;
- c) Not being a family member of the parent company's business manager; the representative of the enterprise's capital, the representative of the state capital at the parent company and at the Company;
- d) Not working in the accounting or finance department of the Company;
- e) Not being a member or employee of an independent auditing company that audited the Company's financial statements in the previous 3 consecutive years.

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

a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;

b) Have a resignation letter and it is accepted;

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

a) Failure to complete assigned tasks and work;

b) Not exercising one's rights and obligations for 06 consecutive months, except in cases of force majeure;

c) Repeated and serious violations of the obligations of a member of the Board of Supervisors according to the provisions of the Law on Enterprises and this Charter;

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

5. In case a member of the Board of Supervisors has a term of office ending at the same time as a new member of the Board of Supervisors has not been elected, the member of the Board of Supervisors whose term has expired shall continue to exercise his rights and perform his obligations until a new member of the Board of Supervisors is elected and takes up his duties.

Article 51. Head of the Board of Supervisors

1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal are based on the majority principle. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. The Head of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the Company's business activities.

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

a) Convene a meeting of the Board of Supervisors;

b) Request the Board of Directors, General Director and other executives to provide relevant information to report to the Board of Supervisors;

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

Article 52. Rights and obligations of the Board of Supervisors

1. The Board of Supervisors supervises the Board of Directors and the General Director in the management and operation of the company.
2. Check the reasonableness, legality, honesty and level of prudence in management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and preparing financial statements.
3. Assess the completeness, legality and truthfulness of the Company's business situation report, annual and 6-month financial statements, management assessment report of the Board of Directors and submit the assessment report at the annual General Meeting of Shareholders. Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval of the Board of Directors or the General Meeting of Shareholders.
4. Review, inspect and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems.
5. Review the Company's accounting books, accounting records and other documents, the Company's management and operations when deemed necessary or according to the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 18 of this Charter.
6. Upon request by a shareholder or group of shareholders as stipulated in Clause 2, Article 18 of this Charter, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Board of Supervisors shall report on the issues requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors as stipulated in this Clause shall not hinder the normal operations of the Board of Directors and shall not disrupt the Company's business operations.
7. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the company's business activities.
8. When discovering that a member of the Board of Directors or the General Director violates the provisions of Article 55 of this Charter, he/she must immediately notify the Board of Directors in writing, request the violator to stop the violation and take measures to remedy the consequences.
9. Attend and participate in discussions at the General Meeting of Shareholders, Board of Directors and other meetings of the Company.
10. Use independent consultants and the Company's internal audit department to perform assigned tasks.
11. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.
12. Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's Financial Statements; decide on the approved auditing organization to inspect the Company's operations, and dismiss the approved auditor when deemed necessary.
13. Be responsible to shareholders for its monitoring activities.
14. Monitor the Company's financial situation and compliance with the law in the activities of Board of Directors members, General Director, and other managers.
15. Ensure coordination of activities with the Board of Directors, General Director and shareholders.
16. In case of detecting any violation of the law or this Charter by a member of the Board of Directors, the General Director and other executives of the Company, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take measures to remedy the consequences.
17. Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

18. Have the right to access the Company's records and documents kept at the headquarters, branches and other locations; have the right to visit the workplace of the Company's managers and employees during working hours.

19. Have the right to request the Board of Directors, Board members, General Director and other managers to provide complete, accurate and timely information and documents on the management, operation and business activities of the Company.

20. The report of the Board of Supervisors at the annual General Meeting of Shareholders on the Company's business results, the performance of the Board of Directors, the General Director and the self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors must ensure the following contents:

a) Remuneration, operating expenses and other benefits of the Board of Supervisors and each member of the Board of Supervisors as prescribed in Article 54 of this Charter.

b) Summary of meetings of the Board of Supervisors and conclusions and recommendations of the Board of Supervisors.

c) Results of monitoring the Company's operations and finances.

d) Assessment report on transactions between the Company, subsidiaries, companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors, General Director, other executives of the Company and Relevant persons of that entity; transactions between the Company and companies in which members of the Board of Directors, General Director, other executives of the enterprise are founding members or enterprise managers within the last 3 years prior to the transaction.

e) Results of supervision of the Board of Directors, General Director and other executives of the Company.

f) Results of assessment of coordination of activities between the Board of Supervisors, the Board of Directors, the General Director and shareholders.

21. Has the right to evaluate the coordination of activities between the Board of Supervisors and the Board of Directors.

22. Other rights and obligations as prescribed by the Law on Enterprises, this Charter and resolutions of the General Meeting of Shareholders.

Article 53. Meeting of the Board of Supervisors

1. The Board of Supervisors must meet at least twice a year, with at least 2/3 of the members attending the meeting being present. Minutes of the Board of Supervisors meetings must be detailed and clear. The person taking the minutes and the members of the Board of Supervisors attending the meeting must sign the minutes. Minutes of the Board of Supervisors meetings must be kept to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of approved auditing organizations to attend and answer issues that need clarification.

Article 54. Salaries, remuneration, bonuses and other benefits of Supervisors

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salaries, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors are paid for their meals, accommodation, travel, and the use of independent consulting services at reasonable rates. The total remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries, remuneration and operating expenses of the Board of Supervisors are included in the Company's business expenses according to the provisions of the law on corporate income tax, other relevant legal provisions and must be recorded as a separate item in the Company's annual financial statements.

SECTION 6:
RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, BOARD OF SUPERVISORS MEMBERS, GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 55. Responsibilities of the Company Manager

1. Members of the Board of Directors, the General Director and other managers have the following responsibilities:

- a) Exercise assigned rights and obligations according to the provisions of the Law on Enterprises, other relevant legal provisions, this Charter, and resolutions of the General Meeting of Shareholders;
- b) Exercise assigned rights and obligations honestly, carefully and to the best of his/her our ability to ensure the maximum legitimate interests of the Company;
- c) Be loyal to the interests of the Company and shareholders; do not abuse position, power and use information, know-how, business opportunities, other assets of the Company for personal gain or to serve the interests of other organizations or individuals;
- d) Timely, fully and accurately notify the Company of the contents specified in Clause 2, Article 58 of this Charter;
- e) Other responsibilities as prescribed by the Law on Enterprises and the Company Charter.

2. Members of the Board of Directors have obligations under this Charter and the following obligations:

- a. Perform their duties honestly and carefully in the best interests of shareholders and the Company;
- b. Fully attend meetings of the Board of Directors and give opinions on issues discussed;
- c. Timely and fully report to the Board of Directors the remuneration received from subsidiaries, affiliated companies and other organizations;
- d. Report to the Board of Directors at the most recent meeting on transactions between the Company, subsidiaries, companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors and Relevant persons of such members; Transactions between the Company and companies in which members of the Board of Directors are founding members or business managers within the last 3 years prior to the transaction.
- e. Disclose information when trading the Company's shares.

3. Members of the Board of Directors, the General Director and other managers who violate the provisions of Clause 1 of this Article shall be personally or jointly responsible for compensating for lost benefits, returning received benefits and fully compensating for damages to the Company and third parties.

Article 56. Responsibilities to be honest and avoid conflicts of interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers must publicly disclose related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their Relevant persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers are obliged to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, other companies in which the Company controls 50% or more of the charter capital with the same entity or with Relevant persons of the same entity in accordance with the provisions of law. For the above 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 Law on Securities on information disclosure.

4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a Relevant person of that member as prescribed by the Law on Enterprises.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and Relevant persons of these subjects are not allowed to use or disclose to others inside information to carry out related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives and individuals and organizations related to these subjects are not invalid in the following cases:

a) For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the Board of Directors members, Board of Supervisors members, General Director, and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Board of Directors members who have no related interests;

b) For transactions with a value of 35% or more, or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders with no related interests.

Article 57. Transactions with shareholders, business managers and Relevant persons of these entities

1. The Company shall not provide loans or guarantees to individual shareholders and Relevant persons of such individual shareholders.

2. The Company shall not provide loans or guarantees to institutional shareholders and Relevant persons of such individual shareholders.

3. The Company shall not provide loans or guarantees to Relevant persons of institutional shareholders, except in cases where the Company and the institutional shareholders are Relevant persons of companies operating in a group of companies, including parent companies - subsidiaries, and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of this Charter and in cases where the law provides otherwise.

4. The Company may only conduct the following transactions after being approved by the General Meeting of Shareholders:

a) Granting loans or guarantees to members of the Board of Directors, members of the Board of Supervisors, General Director who are not shareholders and related individuals and organizations of these subjects;

In case of granting loans or guarantees to related organizations of members of the Board of Directors, members of the Board of Supervisors, General Director, where the Company and such organizations are companies operating in a group of companies, including parent companies - subsidiaries, the General Meeting of Shareholders or the Board of Directors shall approve according to the provisions of this Charter;

b) Transactions with a value of 35% or more or transactions resulting in the total transaction value arising within 12 months from the date of the first transaction with value from 35% or more of the total asset value recorded in the most recent financial statement between the Company and one of the following entities:

- Members of the Board of Directors, members of the Board of Supervisors, General Director and Relevant persons of these subjects;

- Shareholders, authorized representatives of shareholders owning more than 10% of the total common equity of the Company and their Relevant persons;
- Enterprises whose members of the Board of Directors, members of the Board of Supervisors, and General Director must declare according to the provisions of Clause 2, Article 58 of this Charter;

c) Contracts, loan transactions, and asset sales with a value greater than 10% of the total asset value recorded in the most recent financial statements between the Company and shareholders owning 51% or more of the total number of voting shares or Relevant persons of such shareholders.

d) Contracts and transactions other than those specified in Clause 5 of this Article.

5. The Board of Directors approves contracts and transactions between the Company and one of the entities specified in Point c, Clause 4 of this Article and with a value of less than 35% of the total asset value recorded in the Company's most recent financial statement, except for contracts and transactions specified in Point c, Clause 4 of this Article. In this case, the Company's representative signing the contract or transaction must notify the Board of Directors and Board of Supervisors members of the entities related to such contract or transaction and must send along a draft contract or main content of the transaction. The Board of Directors approves the contract or transaction within 15 days from the date of receipt of the notification; Board of Directors members with interests related to the contracts and transactions do not have voting rights.

6. In case of approval of a contract or transaction as prescribed in Clause 4 of this Article, the representative of the Company signing the contract or transaction must notify the Board of Directors and the Board of Supervisors of the relevant parties to that contract or transaction and send along a draft contract or notice of the main content of the transaction. The Board of Directors shall submit a draft contract or transaction or explain the main content of the contract or transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with interests related to the parties to the contract or transaction shall not have the right to vote; the contract or transaction shall be approved as prescribed in Clauses 1 and 7, Article 29 of this Charter.

7. Contracts and transactions shall be invalidated by the Court's decision and handled in accordance with the provisions of law when signed in violation of the provisions of this Article; the person signing the contract or transaction, the shareholder, member of the Board of Directors or the General Director involved must jointly compensate for any damages arising and return to the Company the profits gained from the performance of such contract or transaction.

8. The Company must publicly disclose relevant contracts and transactions in accordance with relevant laws.

Article 58. Disclosure of related interests

The disclosure of interests and Relevant persons of the company is carried out according to the following provisions:

1. The Company must compile and update the list of Relevant persons of the Company as prescribed in Clause 46, Article 4 of the Law on Securities and their respective contracts and transactions with the Company;

2. Members of the Board of Directors, Supervisors, General Directors and other managers of the Company must declare to the Company their related interests, including:

a) Name, enterprise code, headquarters address, business lines of the enterprise in which they own or own capital contributions or shares; ratio and time of ownership, ownership of such capital contributions or shares;

b) Name, enterprise code, headquarters address, business lines and professions of the enterprise in which their Relevant persons own, jointly own or separately own capital contributions or shares of more than 10% of charter capital;

3. The declaration specified in Clause 2 of this Article must be made within 07 working days from the date of arising of related interests; any amendment or supplement must be notified to the company within 07 working days from the date of such amendment or supplement;

4. The retention, disclosure, review, extraction and copying of the list of Relevant persons and related interests declared as prescribed in Clause 1 and Clause 2 of this Article shall be carried out as follows:

a) The Company must notify the list of Relevant persons and related interests to the General Meeting of Shareholders at the annual meeting;

b) The list of Relevant persons and related interests is kept at the Company's headquarters; if necessary, part or all of the above list may be kept at the Company's branches;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Board of Supervisors, General Director and other managers have the right to review, extract and copy part or all of the declared contents;

d) The Company must create conditions for the persons specified in Point c of this Clause to access, review, extract, and copy the list of Relevant persons and related interests in the fastest and most convenient way; they must not be prevented or made difficult in exercising this right. The order and procedures for reviewing, extracting, and copying the declaration of Relevant persons and related interests shall be implemented according to the Company's regulations;

5. Members of the Board of Directors and the General Director, acting on their own behalf or on behalf of others, to perform work in any form within the scope of the Company's business operations must explain the nature and content of that work to the Board of Directors and the Board of Supervisors and may only do so with the approval of the majority of the remaining members of the Board of Directors; if they do so without reporting or without the approval of the Board of Directors, all income from that activity belongs to the Company.

Article 59. Liability for damages and compensation

1. Members of the Board of Directors, Supervisors, General Directors and other executives who violate their obligations and responsibilities of honesty and prudence, and fail to fulfill their obligations with diligence and professional capacity, shall be responsible for damages caused by their violations.

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

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

a) Acted honestly, carefully, diligently for the benefit and not in conflict with the interests of the Company;

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

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

SECTION 7: RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS

Article 60. 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 review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy this Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders owning 5% or more of the total number of ordinary shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, and reports of the Board of Supervisors, Contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.
2. In case an authorized representative of a shareholder or group of shareholders requests to look up the books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives have the right to look up the Company's shareholder register, 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 amendments to the Charter, the Certificate of Business Registration, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the headquarters or another place, provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. This Charter must be published on the Company's website.

SECTION 8:

EMPLOYEES AND POLITICAL ORGANIZATIONS, SOCIO-POLITICAL ORGANIZATIONS, AND EMPLOYEE REPRESENTATIVE ORGANIZATIONS AT THE COMPANY'S GRASSROOTS LEVEL

Article 61. Employees and political organizations, socio-political organizations, and employee representative organizations at the Company's grassroots level

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, dismissal, salary, social insurance, benefits, rewards and discipline for employees and business executives.
2. The General Director must plan for the Board of Directors to approve matters relating to the Company's relations with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.
3. Political organizations, socio-political organizations and employee representative organizations at the Company's grassroots level operate in accordance with the provisions of the Constitution, laws and the organization's charter.
4. The Company has the obligation to respect and not to obstruct or cause difficulties for the establishment of political organizations, socio-political organizations and employee representative organizations at the Company's grassroots level; and not to obstruct or cause difficulties for employees to participate in activities in these organizations.

CHAPTER IV:

MANAGEMENT OF THE COMPANY'S INVESTMENT CAPITAL

AT OTHER ENTERPRISES

Article 62. Management of the Company's investment capital in other enterprises

1. The Company decides to establish, invest, contribute capital, and purchase shares in other enterprises; decides to transfer the Company's investment capital in other enterprises in accordance with the Company's production and business strategy and plans and in accordance with the provisions of law.
2. The Company's rights and obligations towards enterprises and its investment capital in other enterprises shall be implemented in accordance with the provisions of the Law on Enterprises, the enterprise's charter and relevant current legal provisions. The Company shall appoint an authorized representative to directly manage the Company's investment capital in other enterprises on behalf of the Company. The rights and obligations of the authorized representative shall be stipulated in the enterprise's charter or internal management regulations issued by the Board of Directors.

Article 63. Relationship between the Company and a single-member LLC

The Board of Directors exercises the rights, responsibilities and obligations of the owner of a single-member LLC in which the Company holds 100% of the charter capital in accordance with the provisions of the Law on Enterprises and the company charter approved by the Board of Directors.

Article 64. Relationship between the Company and joint stock companies and LLCs with two or more members

1. Enterprises with capital invested by the Company are established, organized and operate in accordance with the Law on Enterprises, relevant legal provisions and the charter of such enterprise.
2. The Company shall exercise the rights and obligations of shareholders or members and joint venture parties in accordance with the provisions of law and the charter of that enterprise.
3. The company manages investment capital through an authorized representative at that enterprise.
4. The Board of Directors exercises rights and obligations regarding the capital contribution in the enterprise through an authorized representative to exercise the rights of shareholders, capital contributors, and joint venture parties.
5. The Board of Directors requests the authorized representative to perform the tasks prescribed in the Law on Enterprises and the Company's internal management regulations.

CHAPTER V: CORPORATE FINANCE

SECTION 1: PROFIT DISTRIBUTION

Article 65. Profit distribution

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings.
2. The Company does not pay interest on dividends or payments relating to a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the body implementing this decision.
4. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred 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 the Company has transferred to this

shareholder. Payments of dividends can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.

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

SECTION 2: BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 66. Bank accounts

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

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

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

Article 67. Fiscal year

The Company's fiscal year begins on January 1 and ends on December 31 of the same year.

Article 68. Accounting system

1. The accounting system used by the Company is the corporate accounting system or a special accounting system issued and approved by a competent authority.

2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.

3. The Company uses Vietnamese Dong as the accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as the accounting currency, be responsible for that choice before the law and notify the direct tax management agency.

SECTION 3: FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITIES OF INFORMATION DISCLOSURE

Article 69. Annual, semi-annual and quarterly financial statements

1. The Company must prepare an annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company shall publish an audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submit it to the competent state agency.

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

3. The Company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with legal regulations on information disclosure on the stock market and submit them to competent state agencies.

Article 70. Annual report

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

Article 71. Information disclosure

1. The Company must submit annual financial statements approved by the General Meeting of Shareholders to competent state agencies in accordance with the provisions of law on accounting and other relevant provisions of law.
2. The Company publishes the following information on its website:
 - a. Company charter;
 - b. Resumes, educational qualifications and professional experience of members of the Board of Directors, Supervisors and General Director of the company;
 - c. Annual financial statements approved by the General Meeting of Shareholders;
 - d. Annual performance evaluation report of the Board of Directors and the Board of Supervisors.
3. The Company shall disclose and publicize information in accordance with the provisions of the law on securities.

SECTION 4: COMPANY AUDIT

Article 72. Audit

1. The annual General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

SECTION 5: COMPANY SEAL

Article 73. Company Seal

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures according to the provisions of law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form and content of the seals of the Company, branches, representative offices and other units of the Company.
3. The Board of Directors, General Director, Board of Supervisors and individuals use and manage the seal in accordance with the provisions of law.

SECTION 6: DISSOLUTION OF COMPANY

Article 74. Dissolution of the Company

1. The company may be dissolved in the following cases:
 - a) According to resolutions and decisions of the General Meeting of Shareholders;
 - b) The Certificate of Business Registration is revoked, except in cases where the Law on Tax Administration provides otherwise;
 - c) Other cases as prescribed by law.
2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be approved by the competent authority (if required) as prescribed.

Article 75. Liquidation

1. After the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee 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 an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be paid by the Company prior to other debts of the Company.

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

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

a) Liquidation costs;

b) Debts of wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;

c) Tax debt;

d) Other debts of the Company;

d) The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall have priority for payment.

SECTION 7: RESOLUTION OF INTERNAL DISPUTES

Article 76. Resolution of internal disputes

1. In case of disputes or complaints arising related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, other legal provisions, the Company's Charter, other legal provisions or agreements between:

a) Shareholders with the Company;

b) Shareholders with the Board of Directors, Board of Supervisors, General Director or other executives;

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and shall request each party to present information relating to the dispute within 30 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.

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

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

**SECTION 8:
SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

Article 77. Company Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall apply to regulate the Company's operations.

SECTION 9: EFFECTIVE DATE

Article 78. Effective date

1. This charter, consisting of 05 chapters and 78 articles, was unanimously approved by the General Meeting of Shareholders of Vinaship Joint Stock Company on April 22, 2026 at the 2026 Annual General Meeting of Shareholders and also approved the full validity of this Charter.
2. This Charter is the sole and official charter of the Company. This Charter replaces the Charter approved by the General Meeting of Shareholders of Vinaship Joint Stock Company on April 25, 2025.
3. The Charter is made in 05 copies, of equal value and kept at the Company's headquarters.
4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

Hai Phong, April 22, 2026

VINASHIP JOINT STOCK COMPANY

GENERAL DIRECTOR



Duong Ngoc Tu



