

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness



CHARTER OF PETRO VIETNAM LPG.JSC (PV GAS LPG)

Hanoi, April 2026

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PREAMBLE

This Charter was adopted by the General Meeting of Shareholders of Petro Vietnam LPG Joint Stock Company on 28 April 2026. This Charter shall govern and regulate all activities of Petro Vietnam LPG Trading Joint Stock Company.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definitions

1. In this Charter, the following terms shall be construed as follows:
 - a. "Company" means Petro Vietnam LPG Joint Stock Company;
 - b. "General Meeting of Shareholders" (GMS) means the highest decision-making body of the Company, comprising all shareholders with voting rights;
 - c. "Board of Directors" (BOD) means the Board of Directors of the Company;
 - d. "Charter Capital" means the total par value of shares sold and stipulated in Article 6 of this Charter;
 - e. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020 and effective from 01 January 2021;
 - f. "Date of Establishment" means the date the Company was first issued with the Certificate of Business Registration, being 25 June 2007;
 - g. "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019 and effective from 01 January 2021;
 - h. "Company Manager" means the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the Director, Deputy Directors, the Chief Accountant, the Head of the Supervisory Board, and Supervisors of the Company.
 - i. "Company Executive Officer" means the Director, Deputy Director(s), Chief Accountant, and other management positions approved by the Company's Board of Directors;
 - j. "Related Person" means an individual or organization defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
 - k. "Shareholder" means an individual or organization owning at least one share of the Company; "Major Shareholder" means a shareholder defined in Clause 18, Article 4 of the Law on Securities;
 - l. "Dividend" means the after-tax profit distributed to each share in cash or other assets;
 - m. "Duration of Operation" means the operating period of the Company stipulated in Article 2 of this Charter;
 - n. "Vietnam" means the Socialist Republic of Vietnam;

- o. “Day” means a calendar day, including rest days (such as Saturdays, Sundays, public holidays, Tet holidays) according to the official calendar issued by the State of Vietnam;
 - p. “Working Day” means a “Day” excluding rest days.
 - q. “Majority” means more than 50%.
 - r. “Net Profit” means the difference between total revenue earned minus all expenses, taxes, and other financial obligations.
 - s. “Stock Exchange” means the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to one or more regulations or other documents include any amendments or replacing documents.
 3. Headings (Chapters, Articles of this Charter) are used for convenience of understanding and do not affect the content of this Charter.
 4. Words or terms defined in the Law on Enterprises, unless inconsistent with the subject or context, shall have the same meaning in this Charter.

II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, AND DURATION OF THE COMPANY

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, and Duration of the Company

1. Company Name

- Vietnamese Name: CÔNG TY CỔ PHẦN KINH DOANH LPG VIỆT NAM
- English Name: PETRO VIETNAM LPG JOINT STOCK COMPANY
- Abbreviation: PV GAS LPG
- Transaction Name: CÔNG TY CỔ PHẦN KINH DOANH LPG VIỆT NAM

2. Legal Form:

The Company is a joint stock company with legal entity status in accordance with Vietnamese law; has its own seal, is independent in terms of assets, is financially autonomous, and is permitted to open domestic and foreign bank accounts according to the provisions of Law and the Company Charter.

3. The registered head office of the Company is:

- Head Office Address: 11th Floor, Petroleum Institute Building, No. 167 Trung Kinh Street, Yen Hoa Ward, Hanoi City, Vietnam
- Telephone: (84-24) 39445555
- Fax: (84-24) 39445333
- E-mail: pvgaslpg@pvgaslpg.com.vn
- Website: www.pvgaslpg.com.vn

4. Branches and subordinate units:

- The Company may establish branches and representative offices within the territory of Vietnam or abroad to achieve the Company's objectives in

accordance with Resolutions of the Board of Directors and within the scope permitted by law.

- The organizational structure, functions, and tasks of Branches, Representative Offices, and subordinate units of the Company shall be stipulated in the Operational Regulations approved by the Company's Board of Directors.

5. Duration of Operation: Indefinite from the date of first issuance of the Certificate of Business Registration, except as provided in Article 59 of this Charter.

6. Company Logo:

The Company's logo is approved by the Board of Directors and designed to align with the brand identity system of Vietnam National Industry – Energy Group; it is managed and used on the basis of an agreement on trademark licensing between the Company and Vietnam National Industry – Energy Group.

Article 3. Legal Representative of the Company.

1. The Company has one legal representative. The Director is the Legal Representative of the Company.
2. Powers and duties of the legal representative: as stipulated in Article 36 of this Charter.

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

Article 4. Objectives of the Company

1. Business lines of the Company:

No.	Industry Name	Business Code
1	Wholesale of solid, liquid, gaseous fuels and related products Details: Trading in gas (liquefied petroleum gas – LPG, compressed natural gas – CNG, liquefied natural gas – LNG), petroleum, plastic resins, and other petroleum products; Wholesale of gas and related products.	4661 (main)
2	Repair of other equipment Details: Maintenance, repair of storage depot equipment, LPG filling stations and other services supporting LPG and petroleum product production and trading activities.	3319
3	Technical testing and analysis Details: Technical safety inspection for LPG cylinders and pressure equipment; Technical inspection of LPG cylinders and pressure equipment;	7120
4	Other business support service activities n.e.c. Details: Import and export of goods traded by the Company; Import-export agency services.	8299
5	Other education n.e.c. Details: Training of technical labor for the gas industry.	8559

No.	Industry Name	Business Code
6	Other professional, scientific and technical activities n.e.c. Details: Consultancy, design, investment, technology transfer, maintenance, repair, installation of equipment for LPG, CNG, LNG storage depots, filling stations, and other services supporting the production and trading activities of LPG, CNG, LNG, petroleum, plastic resins and other petroleum products.	7490
7	Specialized design activities Details: Consultancy, design of equipment for LPG storage depots, filling stations and other services supporting LPG and petroleum product production and trading activities; Consultancy, design, installation of LPG supply systems for urban areas, industrial zones, factories;	7410
8	Installation of industrial machinery and equipment Details: Installation of equipment for LPG storage depots, filling stations and other services supporting the production and trading activities of LPG, CNG, LNG, petroleum, plastic resins and other petroleum products.	3320
9	Freight transport by road Details: Transportation services for LPG, CNG, LNG, petroleum, plastic resins and other petroleum products.	4933
10	Wholesale of other machinery, equipment and spare parts Details: Trading in materials, equipment, accessories, warehouses, LPG, CNG, LNG filling stations, petroleum, plastic resins and other petroleum products.	4659
11	Real estate activities with own or leased property Details: Real estate management services, management, operation, exploitation of services in buildings.	6810
12	Manufacture of refined petroleum products	1920
13	Other specialized wholesale n.e.c. Details: Trading in fertilizers, ammonia, other chemical products, services related to the trading of fertilizers and other related chemical products (excluding state-prohibited chemicals);	4669
14	Agency, brokerage, auction of goods Detail: Buying agent, selling agent, auction of goods	4610
15	Retail sale via stalls, markets or mobile stalls of other goods	4789

2. The objectives of the Company are to mobilize and utilize capital effectively, continuously develop production and business activities, enhance competitiveness, achieve optimal productivity and profit, improve the living

standards of employees within the Company, ensure the lawful interests of shareholders, and fulfill obligations to the State.

Article 5. Scope of Business and Activities

1. The Company is permitted to plan and conduct all business activities in accordance with the provisions of law and this Charter.
2. The Company may conduct business activities according to the business lines specified in this Charter and registered with the business registration authority in accordance with the provisions of law.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

1. The Charter Capital of the Company is VND 399,985,220,000 (In words: Three hundred ninety-nine billion, nine hundred eighty-five million, two hundred twenty thousand Vietnamese Dong).
2. The total Charter Capital of the Company is divided into 39,998,522 (In words: Thirty-nine million, nine hundred ninety-eight thousand, five hundred twenty-two) shares with a par value of VND 10,000/share (In words: Ten thousand Vietnamese Dong per share).
3. The Company may increase its Charter Capital upon approval by the General Meeting of Shareholders and in compliance with legal regulations.
4. All shares of the Company as of the date of adoption of this Charter are ordinary shares.
5. The Company may issue other types of preference shares upon approval by the General Meeting of Shareholders and in compliance with legal regulations.
6. Ordinary shares must be offered first to existing shareholders in proportion to **their respective holdings of ordinary shares in the Company, unless otherwise** decided by the General Meeting of Shareholders. The number of shares not subscribed for by shareholders shall be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and others provided that the terms are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or the shares are sold through the Stock Exchange via auction.
7. The Company may purchase shares it has issued in accordance with the methods stipulated in this Charter and applicable law. Shares repurchased by the Company are treasury shares, and the Board of Directors may offer them for sale in ways consistent with the provisions of this Charter and relevant legal regulations.
8. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with legal regulations.

Article 7. Share Certificates

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

2. Share certificates must clearly state the quantity and type of shares held by the shareholder, the full name of the shareholder, the Company's seal, the signature of the Company's legal representative, and other information as required by law.
3. Within 30 days from the date of submission of a complete application for share ownership transfer as stipulated by the Company, or within two months from the date of full payment for purchased shares as stipulated in the Company's share issuance plan (or another period specified in the issuance terms), the owner of the shares shall be issued a share certificate. The shareholder shall not be required to pay the Company for the cost of printing the share certificate.
4. In case a share certificate is lost, destroyed, or damaged in any other form, the shareholder shall be reissued a share certificate by the Company upon request, provided that the shareholder provides evidence of share ownership and pays all related costs to the Company.

The shareholder's request must include the following contents:

- a. Information about the share certificate that was lost, destroyed, or damaged; in case of loss, a declaration must be made that all possible measures have been taken to search for it;
After the Company reissues the share certificate, if the shareholder finds the previously reported lost share certificate, the shareholder must notify and return it to the Company for cancellation within 24 hours from the time the old certificate is found;
- b. A commitment to bear responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Other Security Certificates

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

Article 9. Transfer of Shares

1. All shares are freely transferable unless otherwise stipulated in this Charter and by law. Shares listed or registered for trading on the Stock Exchange shall be transferred according to the regulations of the law on securities and the securities market.
2. Shares that have not been fully paid for cannot be transferred and do not entitle the holder to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity sources, the right to purchase newly offered shares, and other benefits as prescribed by law.

Article 10. Forfeiture of Shares

1. In case a shareholder fails to pay the full amount due for share purchase fully and on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount plus any incurred costs and bear liability corresponding to the total par value of the subscribed shares for the Company's financial obligations arising from the non-payment.

2. The aforementioned payment notice must specify a new payment deadline (minimum 7 days from the date of sending the notice), the place of payment, and must clearly state that failure to pay as required will result in the forfeiture of the unpaid shares.
3. The Board of Directors has the right to forfeit shares that have not been fully paid for on time if the requirements in the aforementioned notice are not met.
4. Forfeited shares shall be considered shares eligible for offering as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell, reallocate, or authorize the sale or reallocation of such shares under conditions and methods deemed appropriate by the Board of Directors.
5. The shareholder holding the forfeited shares must relinquish their shareholder status with respect to those shares but shall remain liable corresponding to the total par value of the subscribed shares for the Company's financial obligations arising at the time of forfeiture, as decided by the Board of Directors, from the date of forfeiture until the date of payment. The Board of Directors has full discretion to enforce payment of the entire value of the shares at the time of forfeiture.
6. A notice of forfeiture shall be sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture remains valid even if there is an error or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational Structure, Governance, and Control

The management, governance, and control structure of the Company includes:

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Shareholders have rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the Company's property obligations to the extent of the capital they have contributed to the Company.
2. Ordinary shareholders have the following rights:
 - a. To attend and speak at General Meetings of Shareholders and exercise voting rights directly or through an authorized representative or other forms of voting. Every ordinary share carries one vote;



- b. To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. To freely transfer fully paid shares in accordance with the provisions of this Charter and applicable law;
 - d. To have pre-emptive rights to purchase newly offered shares in proportion to the ordinary shares held by each shareholder in the company;
 - e. To review, look up, and extract information regarding names and contact addresses from the List of shareholders with voting rights and request correction of their inaccurate information;
 - f. To review, look up, extract, or make copies of the Company Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g. In case of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets corresponding to their share ownership ratio in the Company after all financial obligations of the Company have been settled according to the provisions of law and the Company Charter;
 - h. To request the Company to repurchase their shares in cases stipulated in Article 132 of the Law on Enterprises;
 - i. Each share of the same type grants the owning shareholder equal rights, obligations, and benefits.
 - j. Other rights as stipulated in this Charter and by law.
3. A shareholder or group of shareholders holding 5% of the total ordinary shares has the following rights:
- a. To request the convening of a General Meeting of Shareholders as stipulated in Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b. To inspect and receive copies or extracts of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;
 - c. To request the Supervisory Board to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and include the following details: full name, contact address, nationality, number of personal legal identification document for individual shareholders; name, enterprise identification number or legal identification document number of the organization, head office address for institutional shareholders; number of shares and date of share registration for each shareholder, total number of shares of the group of shareholders and ownership ratio in the total shares of the Company; the issue to be inspected, the purpose of inspection;
 - d. To review, look up, extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, excluding documents related to trade secrets and business secrets of the company;
 - e. To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must clearly

state the shareholder's name, the number of each type of share held by the shareholder, and the proposed matter for the agenda;

- f. Other rights stipulated by law and the Company Charter.
- 4. A shareholder or group of shareholders owning 10% or more of the total voting shares has the right to nominate candidates for the Board of Directors and the Supervisory Board. The nomination of candidates for the Board of Directors and the Supervisory Board shall be carried out as follows:
 - a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the attending shareholders about the group meeting before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or several persons as candidates for the Board of Directors and the Supervisory Board. The maximum number of candidates that each shareholder or group of shareholders may nominate is specified in this Charter;
 - c. If the number of candidates nominated by the shareholder or group of shareholders is lower than the maximum number they are entitled to nominate according to this Charter, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders have the following obligations:

- 1. To comply with the Company Charter and internal regulations of the Company;
- 2. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 3. To pay for the subscribed shares fully and on time according to the provisions of law and the Company Charter.
- 4. To provide accurate personal information, permanent address, contact information, and information on interests related to the Company and/or parties related to the Company when registering to purchase shares.
- 5. Not to withdraw contributed capital by way of ordinary shares from the company in any form, except where the shares are repurchased by the company or another person. If a shareholder withdraws part or all of the contributed share capital contrary to this provision, that shareholder and any related person with an interest in the company shall be jointly liable for the debts and other property obligations of the company to the extent of the value of the withdrawn shares and any resulting damages.
- 6. To bear personal liability when acting in the name of the Company in any form to perform one of the following acts:
 - a. Violating the law;



- b. Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals.
- c. Paying debts not yet due in the face of financial risks to the Company.
- 7. To maintain confidentiality of information provided by the company as stipulated in the company charter and law; to use provided information only to exercise and protect their lawful rights and interests; strictly prohibited from disseminating or copying, sending information provided by the company to other organizations or individuals.
- 8. Other obligations as stipulated by law and the Company Charter.

Article 14. General Meeting of Shareholders

- 1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest authority of the Company. The Annual General Meeting of Shareholders shall be held once a year. The Annual General Meeting of Shareholders must be held within 04 months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders if necessary, but not exceeding 6 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings.
- 2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable location. The location of the General Meeting of Shareholders must be within the territory of Vietnam. If the General Meeting of Shareholders is held simultaneously at multiple locations, the location of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company Charter, particularly approving annual financial statements and the financial plan for the next fiscal year. Independent auditors are invited to attend the meeting to advise on the approval of annual financial statements.
- 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 interests of the Company; The annual balance sheet, semi-annual or quarterly reports, or the audit report of the fiscal year reflects that the equity has decreased by 1/2 compared to the beginning of the period;
 - b. The number of members of the Board of Directors, independent members of the Board of Directors, or Supervisors is less than the number stipulated by law, or the number of members of the Board of Directors has decreased by more than 1/3 compared to the number stipulated in this Charter;
 - c. A shareholder or group of shareholders as stipulated in Clause 3, Article 12 of this Charter requests in writing to convene a General Meeting of Shareholders. The request to convene the General Meeting of Shareholders must clearly state the reason and purpose of the meeting, bear sufficient signatures of the relevant shareholders, or the request document may be prepared in multiple copies, each bearing the signature of at least one relevant shareholder;
 - d. At the request of the Supervisory Board;
 - e. Other cases as stipulated by law and the Company Charter.

4. Convening an Extraordinary General Meeting of Shareholders
The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors falls as stipulated in Point c, Clause 3 of this Article or upon receiving a request to convene a meeting as stipulated in points d and e, Clause 3 of this Article;

If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in point a, clause 4 of this Article, the Supervisory Board must, within the next 30 days, replace the Board of Directors to convene the General Meeting of Shareholders according to Clause 3, Article 140 of the Law on Enterprises;

If the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated in point b, clause 4 of this Article, the shareholder or group of shareholders stipulated in Clause 3, Article 12 of this Charter has the right to represent the company to convene the General Meeting of Shareholders according to Clause 4, Article 140 of the Law on Enterprises. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration authority to supervise the procedures for convening and conducting the meeting and passing decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel costs.

The procedures for convening the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 15. Powers and Duties of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following powers and duties:
 - a. To approve the development orientation of the Company;
 - b. To decide on the types of shares and the total number of shares of each type authorized for offering; to decide on the annual dividend rate for each type of share;
 - c. To elect, dismiss, remove members of the Board of Directors and members of the Supervisory Board;
 - d. To decide on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
 - e. To decide on amendments and supplements to the Company Charter;
 - f. To approve annual financial statements;
 - g. To decide on the repurchase of more than 10% of the total sold shares of each type;
 - h. To review and handle violations by members of the Board of Directors and members of the Supervisory Board causing damage to the Company and its shareholders;
 - i. To decide on the reorganization or dissolution of the Company;

- j. To decide on the budget or total remuneration, bonus, and other benefits for the Board of Directors and the Supervisory Board;
 - k. To approve the Internal Corporate Governance Regulations; Operational Regulations of the Board of Directors and the Supervisory Board;
 - l. To approve the list of approved audit firms; to decide on the approved audit firm to conduct audits of the Company's activities, dismiss approved auditors when deemed necessary;
 - m. Other powers and duties as stipulated by the Charter and relevant laws.
2. The General Meeting of Shareholders has the right to discuss and approve the following matters:
- a. Audited annual financial statements;
 - b. Report of the Board of Directors on governance and performance results of the Board of Directors and each member of the Board of Directors;
 - c. Report of the Supervisory Board on the Company's business results, on the performance results of the Board of Directors and the Director;
 - d. Short-term and long-term development plans of the Company;
 - e. Annual dividend payout rate for each type of share in accordance with the Law on Enterprises and the rights attached to that type of share. This dividend rate shall not be higher than the level proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders;
 - f. Annual business plan of the Company;
 - g. Number of members of the Board of Directors; Supervisory Board;
 - h. Selection of an independent audit firm;
 - i. Election, dismissal, removal, and replacement of members of the Board of Directors and the Supervisory Board;
 - j. Total remuneration amount for members of the Board of Directors and the Report on Remuneration of the Board of Directors;
 - k. Amendments and supplements to the Company Charter;
 - l. Types of shares and the number of new shares to be issued for each type of share and the transfer of shares by founding members within the first 03 years from the date of establishment;
 - m. Division, separation, consolidation, merger, or transformation of the Company;
 - n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
 - o. Inspection and handling of violations by the Board of Directors and the Supervisory Board causing damage to the Company and shareholders;
 - p. Decision on investment transactions or sale of assets valued at 35% or more of the total asset value of the Company recorded in the latest audited financial statements;
 - q. Decision on the repurchase of more than 10% of the total sold shares of each type;

- r. Company entering into contracts or transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total asset value recorded in the latest financial statements;
 - s. Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the Director, other managers who are not shareholders, and individuals, organizations related to these persons;
 - t. Transactions valued at 35% or more, or transactions leading to the total value of transactions arising within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the latest financial statements, or a smaller ratio or value as stipulated in the company charter, between the public company and one of the following parties:
 - Members of the Board of Directors, members of the Supervisory Board, the Director, other managers, and related persons of these individuals;
 - Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the company and their related persons;
 - Enterprises related to the parties specified in Clause 2, Article 164 of the Law on Enterprises;
 - u. Contracts, transactions involving loans or sale of assets valued at more than 10% of the total asset value recorded in the latest financial statements between the company and a shareholder owning 51% or more of the total voting shares or a related person of that shareholder.
 - v. Self-assessment report on the performance of the Supervisory Board and its members;
 - w. Other matters as stipulated by law and this Charter.
3. The Annual General Meeting of Shareholders shall discuss and approve matters stipulated in Clause 3, Article 139 of the Law on Enterprises.
 4. Shareholders shall not participate in voting on the approval of contracts and transactions specified in points s, t, u of Clause 2 of this Article if the shareholder or a person related to the shareholder is a party to the contract and/or has related interests in the parties to the contract or transaction.
 5. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

Article 16. Authorization to Attend the General Meeting of Shareholders

1. Shareholders entitled to attend the General Meeting of Shareholders according to law may authorize an individual or organization to represent them. If more than one proxy is authorized, the number of shares and votes authorized to each proxy must be specified.
2. The authorization for an individual or organization to represent at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The authorization document shall be prepared

according to civil law regulations and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizer and the authorized party.

3. The authorized person attending the General Meeting of Shareholders must submit the authorization document upon registration. In case of re-authorization, the attendee must additionally present the original authorization document from the shareholder, or the authorized representative of the institutional shareholder (if not previously registered with the Company).
4. The vote of an authorized attendee within the scope of authorization remains valid in the following circumstances:
 - a. The authorizer has died, has limited legal capacity, or has lost legal capacity;
 - b. The authorizer has revoked the authorization appointment;
 - c. The authorizer has revoked the authority of the person executing the authorization.
5. This provision does not apply if the Company receives notification of one of the above events before the opening hour of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Variation of Rights

1. Any change or cancellation of special rights attached to a class of preference shares shall take effect when approved by shareholders representing at least 65% of the total voting rights of all attending shareholders. A resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders holding preference shares shall only be passed if approved by attending preference shareholders of the same class holding at least 75% of the total preference shares of that class, or by preference shareholders of the same class holding at least 75% of the total preference shares of that class in case the resolution is passed via written ballot.
2. The convening of a meeting of shareholders holding a specific class of preference shares to approve the variation of rights mentioned above shall only be valid if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that class. If the required number of attendees as mentioned above is not met, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of persons and shares) present in person or through an authorized representative shall be deemed to constitute the required quorum. At such meetings of preference shareholders, those holding shares of that class present in person or through a representative may request a secret ballot.

Each share of the same class shall have equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be similar to the provisions in Article 19, Article 20, and Article 21 of this Charter.
4. Unless the terms of share issuance provide otherwise, the special rights attached to classes of shares with preference regarding some or all matters related to the distribution of profits or assets of the Company shall not be deemed varied by the Company issuing additional shares ranking *pari passu* therewith.

Article 18. Convening, Agenda, and Notice of the General Meeting of Shareholders

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene extraordinary General Meetings of Shareholders in the cases stipulated in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders; provide information and resolve complaints related to the shareholder list.
 - b. Prepare the agenda and content of the meeting;
 - c. Prepare documents for the meeting;
 - d. Draft resolutions of the General Meeting of Shareholders based on the planned content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors or Supervisory Board;
 - e. Determine the time and place of the meeting;
 - f. Notify and send invitations to the General Meeting of Shareholders to all shareholders entitled to attend;
 - g. Other tasks serving the meeting.
3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholder's contact address, and simultaneously published on the Company's website, the State Securities Commission's website, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of invitation to all shareholders on the List of shareholders entitled to attend at least 21 days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders, documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the

Company's website. If documents are not sent with the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents for shareholders to access, including:

- a. Meeting agenda, documents used in the meeting;
 - b. List and detailed information of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;
 - c. Voting ballot;
 - d. Proxy appointment form for meeting attendance;
 - e. Draft resolution for each item on the agenda.
4. A shareholder or group of shareholders as stipulated in Clause 3, Article 12 of this Charter has the right to propose matters 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 of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, contact address, nationality, number of personal legal identification document for individual shareholders; name, enterprise identification number or establishment decision number, head office address for institutional shareholders; the number and type of shares held by the shareholder, and the content of the proposed matter for the agenda.
 5. The convener of the General Meeting of Shareholders has the right to reject a proposal stipulated in Clause 4 of this Article 18 if it falls under one of the following cases:
 - a. The proposal is submitted not in accordance with the provisions of Clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as stipulated in Clause 3, Article 12 of this Charter;
 - c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
 - d. Other cases as stipulated by law and this Charter.
 6. The convener of the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the draft agenda and content of the meeting, except in cases stipulated in Clause 5 of this Article; the proposal shall be formally added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Quorum for the General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted when attended by shareholders and authorized representatives holding more than 50% of the total voting shares.
2. If the first meeting does not meet the quorum requirement as stipulated in Clause 1 of this Article, the convener must announce the cancellation of the General Meeting of Shareholders within 30 minutes from the scheduled start time. The notice for the second meeting must be sent within 30 days

from the intended date of the first meeting. The reconvened General Meeting of Shareholders shall only be conducted if attended by shareholders and authorized representatives representing at least 33% of the total voting shares.

3. If the second meeting does not meet the quorum requirement as stipulated in Clause 2 of this Article, the convener must announce the cancellation of the General Meeting of Shareholders within 30 minutes from the scheduled start time. The notice for the third meeting must be sent within 20 days from the intended date of the second meeting, and in this case, the meeting shall be conducted irrespective of the total voting shares represented by the attending shareholders or their authorized representatives.

Article 20. Procedures and Voting at the General Meeting of Shareholders

1. Before the meeting commences, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend who are present have registered.
2. When conducting shareholder registration, the Company shall issue each shareholder or authorized representative with voting rights a voting card, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes held by that shareholder. When voting at the meeting, cards voting in favor of the resolution are collected first, cards voting against are collected second, and finally, the votes are counted to tally the number of votes for, against, and abstaining. The vote count results (number of votes for, against, abstaining, invalid) for each issue shall be announced by the chairperson immediately after voting on that issue or after voting on all issues on the agenda. The meeting shall elect persons responsible for vote counting or supervising the vote count upon the proposal of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the chairperson's proposal.
3. Shareholders or authorized representatives arriving after the meeting has commenced have the right to register immediately upon arrival and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obliged to halt the meeting for latecomers to register, and the validity of previously voted matters remains unchanged.
4. The election of the chairperson and secretary of the meeting shall be conducted as follows:
 - a. The Chairperson of the Board of Directors shall act as chairperson or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. If the Chairperson of the Board of Directors is absent or temporarily unable to perform duties, the remaining members of the Board of Directors shall elect one among them to chair the meeting based on the majority principle. If no chairperson can be elected, the Head of the Supervisory Board shall preside

for the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person with the highest number of votes shall chair the meeting.

b. Except as provided in point a, Clause 4 of this Article, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the meeting chairperson by the General Meeting of Shareholders, and the person with the highest number of votes shall be appointed chairperson.

c. The chairperson shall appoint one or more persons as secretary(ies) of the meeting.

d. The General Meeting of Shareholders shall elect one or more persons to the vote counting committee upon the proposal of the chairperson.

5. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and detailedly specify the time allocated for each item in the meeting content. The chairperson has the right to decide on the order, procedures, or events arising outside the meeting agenda.

6. The chairperson has the right to take necessary actions to conduct the General Meeting of Shareholders validly, orderly, according to the approved agenda, and reflecting the wishes of the majority of attendees.

7. The chairperson has the right to adjourn a General Meeting of Shareholders that has sufficient registered attendees for a maximum of 03 working days from the intended opening date and may only adjourn the meeting to another time or change the meeting location in the following cases:

a. The meeting venue does not have adequate and convenient seating for all attendees;

b. Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

c. An attendee obstructs, causes disorder, or poses a risk of preventing the meeting from being conducted fairly and lawfully.

A General Meeting of Shareholders reconvened after adjournment shall only discuss and vote on matters included in the agenda of the previously adjourned meeting.

8. If the chairperson adjourns or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

9. If the Company uses modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders can attend and vote electronically or through other electronic forms as stipulated in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated 31 December

2020 of the Government detailing the implementation of certain articles of the Law on Securities.

10. The convener or chairperson of the General Meeting of Shareholders has the following rights:
 - a. To require shareholders or authorized representatives attending the General Meeting of Shareholders to undergo checks or other lawful and reasonable security measures.
 - b. To request competent authorities to maintain order at the meeting;
 - c. To eject persons who do not comply with the chairperson's directives, intentionally cause disorder, obstruct the normal progress of the meeting, or fail to comply with security check requirements from the General Meeting of Shareholders;
11. If the chairperson adjourns or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.
12. If the Company uses modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders can attend and vote electronically or through other electronic forms in accordance with legal regulations and suitable to the Company's conditions and the conditions for organizing the General Meeting of Shareholders.

Article 21. Passing Resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be passed if approved by shareholders representing at least 65% of the total voting rights of all shareholders attending and voting at the meeting:
 - a. Changing business lines and sectors;
 - b. Reorganizing, dissolving the Company;
 - c. Changing the Company's management organizational structure.
 - d. Investment projects or sale of assets valued at or exceeding 35% of the total asset value recorded in the Company's latest financial statements;
 - e. Types of shares and total number of shares of each type;
2. Resolutions concerning the election of members of the Board of Directors and the Supervisory Board shall be passed using the cumulative voting method as stipulated in Clause 3, Article 148 of the Law on Enterprises.
3. Other resolutions shall be passed when approved by shareholders representing more than 50% of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clauses 1, 2, 5, and 6 of this Article.
4. Resolutions of the General Meeting of Shareholders shall be notified to shareholders entitled to attend the General Meeting of Shareholders within



15 days from the date the Resolution is passed; by means of posting on the Company's website.

5. A resolution passed via written ballot requires approval from shareholders holding more than 50% of the total voting shares and has the same validity as a resolution passed at a General Meeting of Shareholders.
6. A resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders holding preference shares shall only be passed if approved by attending preference shareholders of the same class holding at least 75% of the total preference shares of that class, or by preference shareholders of the same class holding at least 75% of the total preference shares of that class in case the resolution is passed via written ballot.

Article 22. Authority and Procedure for Obtaining Shareholder Approval via Written Ballot for Resolutions of the General Meeting of Shareholders

The authority and procedure for obtaining shareholder approval via written ballot for resolutions of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. The Board of Directors has the right to seek shareholder approval via written ballot to pass resolutions of the General Meeting of Shareholders at any time if deemed necessary for the interests of the Company, except for matters stipulated in Clause 3, Article 15 and Clause 1, Article 21 of this Charter.
2. The Board of Directors must prepare the ballot form, draft resolution of the General Meeting of Shareholders, explanatory documents for the draft decision, and send them to all shareholders with voting rights at least 15 days before the deadline for returning the completed ballot. The preparation of the list of shareholders to receive the ballot shall comply with Clauses 1 and 2, Article 141 of the Law on Enterprises. The requirements and method for sending the ballot and accompanying documents shall comply with Article 143 of the Law on Enterprises.
3. The ballot form must contain the following main contents:
 - a. Name, head office address, number, date of issue, and place of issue of the Certificate of Business Registration;
 - b. Purpose of seeking approval;
 - c. Full name, permanent address, nationality, number of personal legal identification document for individual shareholders; name, enterprise identification number or legal identification document number of the organization, head office address for institutional shareholders; number of shares of each type and number of votes of the shareholder;
 - d. Matter requiring approval;
 - e. Voting options including approve, disapprove, and abstain for each matter;

- f. Deadline for returning the completed ballot to the Company;
 - g. Full name and signature of the Chairperson of the Board of Directors.
4. Shareholders may send the completed ballot to the Company by mail, fax, or email according to the following provisions:
- a. If sent by mail, the completed ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. Ballots sent to the Company must be contained in a sealed envelope and must not be opened before the vote count;
 - b. If sent by fax or email, the ballot sent to the Company must be kept confidential until the time of the vote count.
 - c. Ballots returned to the Company after the deadline specified in the ballot, or opened if sent by mail, or disclosed if sent by fax or email, are invalid. Ballots not returned are considered as abstentions.
5. The Board of Directors shall organize the vote count and prepare vote counting minutes under the witness and supervision of the Supervisory Board or a shareholder not holding a management position in the Company. The vote counting minutes must contain the following main contents:
- a. Name, head office address, enterprise identification number;
 - b. Purpose and matters requiring approval via resolution;
 - c. Number of shareholders with the total number of votes participating in the ballot, distinguishing between valid and invalid votes and the method of submission, accompanied by an appendix listing participating shareholders;
 - d. Total votes for, against, and abstaining for each matter;
 - e. Matters passed and the corresponding approval voting ratio;
 - f. Full names and signatures of the Chairperson of the Board of Directors, the vote count supervisor, and the vote counter;
- Members of the Board of Directors, the vote counter, and the vote count supervisor shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; jointly liable for damages arising from decisions passed due to untruthful or inaccurate vote counting.
6. The vote counting minutes and the resolution must be sent to shareholders within 15 days from the end of the vote count. Sending the vote counting minutes and resolution may be replaced by posting on the Company's website within 24 hours from the end of the vote count.
7. Completed ballots, vote counting minutes, the full text of the passed resolution, and related documents sent with the ballot must be archived at the Company's head office.
8. A resolution passed via written ballot has the same validity as a resolution passed at a General Meeting of Shareholders.

Article 23. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes, and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may additionally be prepared in English, and contain the following main contents:
 - a. Name, head office address, enterprise identification number;
 - b. Time and place of the General Meeting of Shareholders;
 - c. Meeting agenda and content;
 - d. Full names of the chairperson and secretary;
 - e. Summary of the meeting's proceedings and opinions expressed at the General Meeting of Shareholders on each item of the agenda;
 - f. Number of shareholders and total voting rights of attending shareholders, appendix listing registered shareholders, shareholder representatives attending with corresponding number of shares and votes;
 - g. Total voting rights for each matter voted upon, clearly stating the voting method, total valid votes, invalid votes, votes for, against, and abstentions; corresponding percentage of the total voting rights of attending shareholders;
 - h. Matters passed and the corresponding approval voting ratio;
 - i. Full names and signatures of the chairperson and secretary.
2. If the chairperson or secretary refuses to sign the minutes, the minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and contain all the content specified in this clause. The minutes shall clearly state the refusal of the chairperson or secretary to sign.
3. Minutes prepared in both Vietnamese and English shall have equal legal validity. In case of discrepancies between the Vietnamese and English versions, the content of the Vietnamese minutes shall prevail.
4. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the minutes' content.
5. The minutes of the General Meeting of Shareholders must be published on the Company's website within 24 hours or sent to all shareholders within 15 days from the end of the meeting.
6. The minutes of the General Meeting of Shareholders, the appendix listing registered attending shareholders with signatures, written authorizations to attend, and related documents must be archived at the Company's head office.

Article 24. Request to Annul Resolutions of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of vote counting results from a written ballot, a shareholder or group of shareholders stipulated in Clause 3, Article 12 of this Charter has the right to request a Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and passing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except as provided in Clause 2, Article 25 of this Charter;
2. The content of the resolution violates the law or the Company Charter.

Article 25. Effectiveness of Resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders are effective from the date they are passed or from the effective date stated in the resolution.
2. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and effective even if the procedures for passing the resolution violate legal regulations and the Company Charter.
3. If a shareholder or group of shareholders requests a Court or Arbitration to annul a resolution of the General Meeting of Shareholders according to Article 24 of this Charter, the resolution remains effective until the decision to annul it by the Court or Arbitration takes effect, unless interim emergency measures are applied according to a decision of a competent authority.

VII. BOARD OF DIRECTORS

Article 26. Candidacy and Nomination for Members of the Board of Directors

1. If candidates have been identified, information related to candidates for the Board of Directors shall be included in the documents for the General Meeting of Shareholders and published at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website for shareholders to learn about the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the disclosed personal information and must commit to performing their duties honestly if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed shall include at least the following:
 - a. Full name, date of birth;
 - b. Educational background;
 - c. Professional qualifications;

- d. Work history;
 - e. Companies where the candidate holds positions as a member of the Board of Directors and other management titles;
 - f. Assessment report on the candidate's contribution to the Company, if the candidate is currently a member of the Board of Directors;
 - g. Interests related to the Company and related parties of the Company (if any);
 - h. Full name of the shareholder or group of shareholders nominating the candidate (if any);
 - i. Other information (if any).
2. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors. In each election of members of the Board of Directors: a shareholder or group of shareholders owning from 10% to less than 20% of the total voting shares may nominate 01 candidate; from 20% to less than 30% may nominate a maximum of 02 candidates; from 30% to less than 50% may nominate a maximum of 03 candidates; from 50% to less than 65% may nominate a maximum of 04 candidates; and from 65% upwards may nominate the full number of candidates.
 3. If the number of candidates for the Board of Directors through nomination and candidacy is still insufficient according to legal regulations and the Company Charter, the incumbent Board of Directors shall introduce additional candidates or organize nominations according to the provisions of the company charter and the company's internal regulations on corporate governance. The introduction of additional candidates by the Board of Directors must be clearly announced before the General Meeting of Shareholders votes for the election of members of the Board of Directors according to legal regulations.

Article 27. Composition and Term of Office of Members of the Board of Directors

1. The number of members of the Board of Directors is 05 members.
2. The term of office for members of the Board of Directors is 05 years; members of the Board of Directors 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. The term of office of a member of the Board of Directors is calculated from the date the election takes effect. If all members of the Board of Directors complete their term simultaneously, those members shall continue as members of the Board of Directors until new members are elected to replace them and take over the work.
3. The structure of the Board of Directors must ensure that at least 1/3 of the total members of the Board of Directors are non-executive members, including at least 01 independent member of the Board of Directors.
4. Qualifications for members of the Board of Directors:

- a. Not fall under the categories specified in Clause 2, Article 17 of the Law on Enterprises;
 - b. Possess professional qualifications, experience in business administration or in the field, industry, or business sector of the company, and understand the law;
 - c. Have good health, character, ethics, be honest, and upright;
 - d. A member of the Board of Directors may concurrently serve as a member of the Board of Directors in a maximum of 05 other companies.
5. Qualifications for independent members of the Board of Directors: In addition to the qualifications for members of the Board of Directors as stipulated in Clause 4 of this Article, independent members of the Board of Directors must also meet the following conditions:
- a. Not be a person currently working for the company, its parent company, or a subsidiary of the company; not be a person who has worked for the company, its parent company, or a subsidiary of the company for at least the preceding 03 consecutive years;
 - b. Not be a person currently receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to according to regulations;
 - c. Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, biological younger sibling is a major shareholder of the company; is a manager of the company or a subsidiary of the company;
 - d. Not be a person who directly or indirectly owns at least 1% of the total voting shares of the company;
 - e. Not be a person who has served as a member of the Board of Directors or Supervisory Board of the company for at least the preceding 05 consecutive years, unless appointed for 02 consecutive terms.
6. An independent member of the Board of Directors must notify the Board of Directors if they no longer meet the qualifications and conditions stipulated in Clause 5 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date they no longer meet the qualifications and conditions. The Board of Directors must announce the case where an independent member of the Board of Directors no longer meets the qualifications and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace the independent member of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors.
7. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
- a. The member is not qualified to be a member of the Board of Directors according to the provisions of the Law on Enterprises, the Law on



- Securities, and implementing guidance documents, or is prohibited by law from being a member of the Board of Directors;
 - b. Submits a resignation letter which is accepted;
 - c. Other cases as stipulated by law.
8. The General Meeting of Shareholders shall recall a member of the Board of Directors in the following cases:
- a. Fails to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
 - b. By decision of the General Meeting of Shareholders.
9. The election of members of the Board of Directors must be disclosed according to the regulations of the law on securities and the securities market.
10. Members of the Board of Directors may not necessarily be shareholders of the Company.
11. The Board of Directors must convene a 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 decreases by more than 1/3 compared to the number stipulated in the Company 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 decreases by more than 1/3. The number of independent members of the Board of Directors decreases, failing to ensure the required ratio.
 - b. Except as provided in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace dismissed or recalled members of the Board of Directors at the nearest meeting.

Article 28. Powers and Duties of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide and exercise the rights and obligations of the company, except for rights and obligations under the authority of the General Meeting of Shareholders.
2. The powers and duties of the Board of Directors are stipulated by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
 - a. To decide on the strategy, medium-term development plan, and annual business plan of the Company;
 - b. To elect, dismiss, remove the Chairperson of the Board of Directors; appoint the Person in charge of Corporate Governance; appoint, dismiss, sign contracts with, terminate contracts with the Director, Deputy Directors, and other managers under the management authority of the Board of Directors; decide on the salary, remuneration, bonus, and other benefits of those managers; appoint authorized representatives to participate in the

- Members' Council or General Meeting of Shareholders of other companies, decide on the remuneration and other benefits of those persons;
- c. To supervise and direct the Director and other managers in conducting the daily business operations of the Company;
 - d. To resolve complaints of the Company against enterprise executive officers as well as decide on the selection of the Company's representative to resolve issues related to legal proceedings against those enterprise executive officers;
 - e. To decide on the organizational structure, issue internal management regulations of the Company.
 - f. To decide on the issuance of the Operational Regulations of the Board of Directors, Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders;
 - g. To decide on the establishment of subsidiaries, branches, representative offices, and capital contribution, purchase of shares of other enterprises; To decide on the appointment, dismissal of representatives of the Company's capital share, owner's representatives at subsidiaries; decide on the appointment, dismissal, removal from office, or recommend for appointment, propose dismissal, removal from office for officials at the level of Chairperson and Members of the Members' Council/Board of Directors, Supervisors, Directors of subsidiaries;
 - h. To propose the reorganization or dissolution of the Company; request bankruptcy of the Company;
 - i. To approve the program, content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or solicit opinions for the General Meeting of Shareholders to pass resolutions;
 - j. To propose the dividend payout rate; decide on the timing and procedure for dividend payment or handling of losses incurred during business operations;
 - k. To propose the types of shares that can be issued and the total number of shares issued for each type;
 - l. To propose the issuance of convertible bonds and bonds with warrants;
 - m. To submit the audited annual financial statements, Corporate Governance Report to the General Meeting of Shareholders;
 - n. To propose the types of shares and total number of shares authorized for offering for each type;
 - o. To decide on the sale of unsold shares within the scope of authorized shares for offering for each type; decide on raising additional capital through other forms;
 - p. To decide on the selling price of the company's shares and bonds;
 - q. To decide on the repurchase of shares according to Clauses 1 and 2, Article 133 of the Law on Enterprises;

- r. To decide on investment plans and investment projects within the authority and limits prescribed by law;
 - s. To decide on market development, marketing, and technology solutions;
 - t. To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the company's latest financial statements, contracts and transactions as stipulated in Clauses 1 and 2, Article 167 of the Law on Enterprises, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders according to point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises.;
 - u. To supervise and prevent conflicts of interest among members of the Board of Directors, members of the Supervisory Board, the General Director (Director), and other managers, including the misuse of company assets and abuse of transactions with related parties.
 - v. Investments not included in the business plan and budget exceeding VND 2,000,000,000 (Two billion Vietnamese Dong) or investments exceeding 10% of the value of the annual business plan and budget;
 - w. Other powers and duties as stipulated by law and the Company Charter.
3. The Board of Directors must report to the General Meeting of Shareholders at the Annual General Meeting of Shareholders and must ensure the report includes the following contents:
- a. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors as stipulated in Clause 3, Article 163 of the Law on Enterprises and the company charter.
 - b. Summary of meetings of the Board of Directors and decisions of the Board of Directors.
 - c. Report on transactions between the Company, subsidiaries, companies where the Company holds control of over 50% or more of the Charter Capital, with members of the Board of Directors and related persons of those members; transactions between the Company and companies where members of the Board of Directors were founding members or enterprise managers within the 03 years prior to the transaction date.
 - d. Activities of independent members of the Board of Directors and the independent members' assessment results of the Board of Directors' activities.
 - e. Activities of other committees under the Board of Directors.
 - f. Results of supervision over the Director.
 - g. Results of supervision over other executive officers.
 - h. Future plans.

Article 29. Remuneration, Bonus, and Other Benefits of Members of the Board of Directors

1. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of workdays required to complete the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonus amount for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
2. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share options, and other benefits received from the Company, subsidiaries, affiliated companies of the Company, and other companies where the member of the Board of Directors represents the capital contribution, must be disclosed in detail in the Company's annual report.
3. Members of the Board of Directors holding executive positions in the management apparatus or members of the Board of Directors working in committees of the Board of Directors or performing other tasks which, according to the Board of Directors, fall outside the scope of normal duties of a member of the Board of Directors, may receive additional remuneration in the form of a lump sum payment per occasion, salary, commission, percentage of profit, or other forms as decided by the Board of Directors.
4. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred while performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, Board of Directors, or committees of the Board of Directors.
5. Members of the Board of Directors may have liability insurance purchased for them by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities of members of the Board of Directors related to violations of law and the Company Charter.

Article 30. Chairperson of the Board of Directors

1. The Board of Directors shall elect one Chairperson from among its members. The Chairperson of the Board of Directors shall not concurrently hold the position of Director of the Company.
2. The Chairperson of the Board of Directors has the following powers and duties:
 - a. To prepare the work program and plan of the Board of Directors;
 - b. To prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
 - c. To organize the passing of resolutions and decisions of the Board of Directors;

- d. To supervise the process of implementing resolutions and decisions of the Board of Directors;
 - e. To chair meetings of the General Meeting of Shareholders;
 - f. Other powers and duties as stipulated by the Law on Enterprises and the Charter.
3. In case the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member of the Board of Directors to perform the duties of the Chairperson. If there is no authorized person or the Chairperson of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is undergoing administrative handling measures at a compulsory rehabilitation facility or compulsory educational institution, absconds from residence, has limited or lost legal capacity, has difficulty in perception or behavior control, is prohibited by a Court from holding office, practicing a profession, or performing certain work, the remaining members shall elect one person from among the members to hold the position of Chairperson of the Board of Directors based on the principle of majority consent of the remaining members until a new decision is made by the Board of Directors.
 4. The Chairperson of the Board of Directors is responsible for ensuring that the Board of Directors sends the audited annual financial statements, the Company's business performance report, and the Board of Directors' performance report to shareholders at the General Meeting of Shareholders.
 5. The Chairperson of the Board of Directors may be recalled or dismissed by decision of the Board of Directors. If the Chairperson of the Board of Directors resigns or is recalled or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date the incumbent Chairperson ceases to hold office.

Article 31. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the closing date of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest vote percentage. If there is more than one member with the highest and equal number or percentage of votes, the members shall elect by majority principle one person among them to convene the Board of Directors meeting. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
2. The Chairperson of the Board of Directors shall convene extraordinary meetings when deemed necessary for the interests of the Company. In addition, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors, without undue delay unless there is a valid reason, when one of the following parties requests in writing, stating the purpose of the meeting and the issues to be discussed:
 - a. The Director or at least 05 other Managers;

- b. An independent member of the Board of Directors;
 - c. At least 02 members of the Board of Directors;
 - d. The Supervisory Board.
3. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request stipulated in Clause 2 of this Article. If the Chairperson of the Board of Directors refuses to convene the meeting as requested, the Chairperson shall be liable for any damages incurred by the Company; the requesters have the right to replace the Chairperson of the Board of Directors in convening the meeting.
 4. If requested by the independent auditor, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.
 5. Meetings of the Board of Directors shall be held at the registered address of the Company or other locations in Vietnam or abroad as decided by the Chairperson of the Board of Directors and agreed upon by the Board of Directors. Interpreters for members of the Board of Directors may attend meetings of the Company's Board of Directors.
 6. Notice of a Board of Directors meeting must be sent to members of the Board of Directors and Supervisors at least five (05) working days before the meeting date. A member of the Board of Directors may waive the notice of invitation in writing, and this waiver may be amended or revoked in writing by that member. The meeting notice must specify the time and place of the meeting, the agenda, and the issues to be discussed and decided. The notice of invitation must be accompanied by the documents to be used at the meeting and the member's ballot form.

The notice of invitation shall be sent by invitation letter, telephone, fax, electronic means, or other methods, ensuring it reaches the contact address of each member of the Board of Directors and Supervisor registered with the Company.
 7. Meetings of the Board of Directors shall be conducted when attended by at least three-fourths (3/4) of the members of the Board of Directors present in person or through a representative (authorized person) if approved by the majority of the members of the Board of Directors. If the required number of attending members is not met, the meeting must be reconvened within seven (07) days from the intended date of the first meeting. The reconvened meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors attend.
 8. A member of the Board of Directors is considered to have attended and voted at a meeting in the following cases:
 - a. Attends and votes directly at the meeting;
 - b. Authorizes another person to attend the meeting and vote according to legal regulations;

- c. Attends and votes via online conference, electronic voting, or other electronic forms;
 - d. Sends a ballot to the meeting via mail, fax, or email. If sending a ballot to the meeting via mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least one (01) hour before the opening. Ballots shall only be opened in the presence of all attendees;
9. Voting at the meeting:
- a. Except as provided in point b, clause 9 of this Article, each member of the Board of Directors or their legally authorized representative has one (01) vote when voting on matters at a Board of Directors meeting;
 - b. A member of the Board of Directors shall not vote on contracts or transactions that benefit that member or a related person of that member. A member of the Board of Directors without voting rights shall not be counted towards the minimum quorum required to hold a Board of Directors meeting regarding decisions on which that member has no voting rights. In this case, resolutions and decisions of the Board of Directors shall be passed when approved by the majority of the attending members with voting rights.
 - c. Supervisors have the right to attend Board of Directors meetings, have the right to discuss but not to vote.
10. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been concluded or is planned to be concluded with the Company and is aware of having an interest therein is responsible for disclosing this interest at the first Board of Directors meeting concerning the conclusion of this contract or transaction. If a member of the Board of Directors is unaware that they or a related person has an interest at the time the contract or transaction is concluded with the Company, this member must notify the related interests in writing immediately after becoming aware that they have or will have an interest in the aforementioned transaction or contract.
11. The Board of Directors passes resolutions and makes decisions based on the majority approval of the attending members of the Board of Directors, except as provided in point b, Clause 9 of this Article. In case of a tie in votes for and against, the Chairperson's vote shall be the deciding vote.
12. Resolutions passed via written ballot are approved based on the consent of the majority of members of the Board of Directors with voting rights. The method, sequence, and procedures for passing resolutions of the Board of Directors via written ballot shall be decided by the Chairperson of the Board of Directors. Resolutions of the Board of Directors passed via written ballot and those passed at Board of Directors meetings have equal validity and value.
13. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, including the following main contents:

- a. Name, head office address, enterprise identification number;
 - b. Time, place of the meeting;
 - c. Purpose, agenda, and content of the meeting;
 - d. Full name of each attending member or authorized attendee and method of attendance; full names of non-attending members and reasons;
 - e. Issues discussed and voted on at the meeting;
 - f. Summary of opinions expressed by each attending member according to the sequence of the meeting's proceedings;
 - g. Voting results, clearly stating members who approved, disapproved, and abstained;
 - h. Matters passed and the corresponding approval voting ratio;
 - i. Full names, signatures of the chairperson and the minute taker, except as provided in clause 14 of this Article.
14. If the chairperson or minute taker refuses to sign the meeting minutes, but if all other attending members of the Board of Directors who participated and agreed to approve the meeting minutes sign, and it contains all the content as stipulated in points a, b, c, d, e, f, g, and h of clause 13 of this Article, these minutes shall be effective. The meeting minutes shall clearly state the refusal of the chairperson or minute taker to sign.
 15. The chairperson, minute taker, and signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.
 16. Minutes of Board of Directors meetings and documents used in the meeting must be archived at the Company's head office.
 17. The Chairperson of the Board of Directors is responsible for distributing the minutes of Board of Directors meetings to the members. Minutes of Board of Directors meetings shall be prepared in Vietnamese and may be in English. The minutes must bear the signatures of the chairperson and the minute taker.

Article 32. Committees under the Board of Directors

1. The Board of Directors may establish subordinate committees to be responsible for development policy, personnel, remuneration, and internal audit. The functions, tasks, number of members of the committee, and the Head of the committee shall be decided by the Board of Directors. The activities of the committee must comply with the regulations of the Board of Directors. Resolutions of the committee are only effective when approved by a majority of attending members who vote at the meeting.
2. The implementation of decisions by the Board of Directors, or by a committee under the Board of Directors, or by a person with the status of a member of a Board of Directors committee must comply with current legal regulations and the provisions of the Company Charter.

Article 33. Person in charge of Corporate Governance

1. The Board of Directors shall appoint at least one (01) person as the Person in charge of Corporate Governance to support the effective conduct of the Company's governance activities. The Person in charge of Corporate Governance may concurrently serve as the company secretary according to Clause 5, Article 156 of the Law on Enterprises. The term of office for the Person in charge of Corporate Governance shall be decided by the Board of Directors, with a maximum of five (05) years.
2. The Person in charge of Corporate Governance must meet the following standards:
 - a. Possess knowledge of law;
 - b. Must not concurrently work for the independent audit firm currently auditing the Company's financial statements;
 - c. Other standards as stipulated by law, this Charter, and decisions of the Board of Directors.

Article 34. Management Structure

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

Article 35. Company Executive Officers

1. Upon the proposal of the Director and with the approval of the Board of Directors, the Company may recruit other executive officers with the number and qualifications appropriate to the Company's structure and management regulations set by the Board of Directors. Company executive officers must exercise due diligence to support the Company in achieving its stated objectives in operations and organization.
2. Remuneration, compensation, benefits and other terms in the contract of the Director shall be determined by the Board of Directors, and contracts with other executives shall be decided by the Board of Directors after consulting the Director.
3. The Director shall be paid a salary and bonus. The salary and bonus of the Director shall be decided by the Board of Directors.
4. The salaries of Executive Officers shall be included in the Company's business expenses according to the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 36. Appointment, Removal, Duties, and Powers of the Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as the Director.
2. The term of the Director shall not exceed five (05) years and may be reappointed. The appointment may be terminated in accordance with the provisions of the contract. The Director must not be a person prohibited by law from holding this position and must satisfy the criteria and conditions as prescribed by law and the Company's Charter.
3. The Director has the following powers and responsibilities:
 - a. To implement resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan, and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;
 - b. To decide on matters related to the daily business operations of the company that do not fall under the authority of the Board of Directors;
 - c. To propose to the Board of Directors the organizational structure plan and internal management regulations of the Company;
 - d. To propose measures to improve the Company's operations and management;
 - e. To propose the number and individuals for enterprise executive positions that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and propose salary, remuneration, and other benefits for enterprise executive officers for the Board of Directors to decide;
 - f. To recruit labor; Decide on salaries and other benefits for employees in the company, including managers under the Director's appointment authority;
 - g. To appoint, dismiss, remove management positions within the company, except for positions under the authority of the Board of Directors;
 - h. To propose dividend payment plans or handle business losses;
 - i. To appoint and dismiss persons authorized by the Company as commercial representatives and lawyers of the Company;
 - j. Other powers and duties as stipulated by law, this Charter, internal regulations of the Company, resolutions of the Board of Directors, and the employment contract signed with the Company.
4. The Board of Directors may dismiss or remove the Director when approved by a majority vote of the attending members of the Board of Directors with voting rights, and appoint a new Director as replacement.

Article 37. Company Secretary

When deemed necessary, the Board of Directors shall appoint a Company Secretary to assist the Board of Directors and the Chairperson of the Board of

Directors in performing duties within their authority according to the provisions of law and the Company Charter. The Company Secretary has the following powers and duties:

1. To assist in organizing the convening of the General Meeting of Shareholders, Board of Directors meetings; record meeting minutes;
2. To assist members of the Board of Directors in exercising their assigned powers and duties;
3. To assist the Board of Directors in applying and implementing corporate governance principles;
4. To assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders;
5. To assist the Company in complying correctly with obligations regarding information provision, information disclosure, and administrative procedures;
6. Other powers and duties as stipulated in the Company Charter.
7. The Company Secretary is responsible for maintaining confidentiality of information according to the provisions of law and the Company Charter
8. The Board of Directors may dismiss the Person in charge of Corporate Governance when necessary, provided it does not contravene current labor laws. The Board of Directors may appoint an assistant to the Person in charge of Corporate Governance from time to time.
9. The Person in charge of Corporate Governance has the following powers and duties:
 - a. Advise the Board of Directors on organizing General Meetings of Shareholders according to regulations and related matters between the Company and shareholders;
 - b. Prepare meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board of Directors or Supervisory Board;
 - c. Advise on meeting procedures;
 - d. Attend meetings;
 - e. Advise on the procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
 - f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and Supervisors;
 - g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h. Maintain confidentiality of information according to legal regulations and the Company Charter;
 - i. Other powers and duties as stipulated by law and the Company Charter.

IX. SUPERVISORY BOARD

Article 38. Candidacy and Nomination for Supervisors

1. The candidacy and nomination for Supervisors shall be conducted similarly to the provisions in Clause 4, Article 12 and Clause 1, Article 26 of this Charter; wherein shareholders holding ordinary shares have the right to pool their voting rights to nominate candidates for the Supervisory Board. In each election of members of the Supervisory Board: A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares may nominate one (01) candidate; from 30% to less than 50% may nominate a maximum of two (02) candidates; and from 50% upwards may nominate the full number of candidates.
2. If the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the mechanism specified in the Company Charter and internal regulations on corporate governance. The mechanism for the incumbent Supervisory Board to nominate candidates for the Supervisory Board must be clearly disclosed and approved by the General Meeting of Shareholders before nomination proceeds.

Article 39. Supervisors

1. The number of Supervisors of the Company is three (03) persons. The term of office for Supervisors shall not exceed five (05) years and they may be re-elected for an unlimited number of terms.
2. Supervisors must meet the standards and conditions stipulated in Article 169 of the Law on Enterprises, the Law on Securities, guiding documents, and this Charter.
3. A Supervisor shall be dismissed in the following cases:
 - a. No longer meets the qualifications and conditions to be a Supervisor according to Article 169 of the Law on Enterprises;
 - b. Fails to exercise their rights and duties for six (06) consecutive months, except in cases of force majeure;
 - c. Submits a resignation letter which is accepted;
 - d. Other cases as stipulated by law and this Charter.
4. A Supervisor shall be recalled in the following cases:
 - a. Fails to complete assigned tasks and duties;
 - b. Seriously or repeatedly violates the duties of a Supervisor stipulated by the Law on Enterprises and the Company Charter;
 - c. By decision of the General Meeting of Shareholders;
 - d. Other cases as stipulated by law and this Charter.
 - e. Fails to exercise their rights and duties for 06 consecutive months, except in cases of force majeure;



Article 40. Head of the Supervisory Board

1. The Supervisors shall elect one (01) person among them as the Head of the Supervisory Board based on the majority principle. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the enterprise's business operations, and must work full-time at the Company.
2. The Head of the Supervisory Board has the following powers and responsibilities:
 - a. To convene meetings of the Supervisory Board;
 - b. To request the Board of Directors, the General Director, and other Executive Officers of the Company to provide relevant information for reporting to the Supervisory Board;
 - c. To prepare and sign reports of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 41. Powers and Duties of the Supervisory Board

1. The Supervisory Board has the powers and responsibilities stipulated in Article 170 of the Law on Enterprises and this Charter, with specific powers and responsibilities as follows:
 - a. To propose the selection of an independent audit firm and all matters related to the withdrawal or dismissal of the independent audit firm;
 - b. To discuss with the independent auditor the nature and scope of the audit before the audit commences;
 - c. To seek independent professional advice or legal counsel and ensure the participation of external experts with appropriate experience and qualifications in the company's work if deemed necessary;
 - d. To inspect the annual, semi-annual, and quarterly financial statements;
 - e. To discuss difficulties and issues identified from interim or final audit results, as well as any matters the independent auditor wishes to discuss;
 - f. To review the independent auditor's management letter and the management's response;
 - g. To review the company's report on internal control systems before approval by the Board of Directors;
 - h. To review the results of internal investigations and management's response;
 - i. To review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit, risk management, and early warning systems;
 - j. To have the right to attend and participate in discussions at meetings of the General Meeting of Shareholders, Board of Directors, and other meetings of the Company.
 - k. Other powers and duties as stipulated by the Charter and law.

2. The Board of Directors, members of the Board of Directors, the Director, and other Managers must provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company as requested by members of the Supervisory Board or the Supervisory Board. The Company Secretary must ensure that all copies of financial information, other information provided to members of the Board of Directors, and copies of Board of Directors meeting minutes are provided to the Supervisors at the same time they are provided to the Board of Directors.
3. The Supervisory Board may issue regulations regarding its meetings and operating procedures. The Supervisory Board must meet at least twice a year, and the number of members attending meetings must be at least two (02) persons.

Article 42. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least two (02) times a year, and the number of members attending meetings must be at least 2/3 of the members of the Supervisory Board. Minutes of Supervisory Board meetings shall be recorded in detail and clearly. The minute taker and attending members of the Supervisory Board must sign the meeting minutes. Minutes of Supervisory Board meetings must be archived to determine the responsibility of each member.
2. The Supervisory Board has the right to request members of the Board of Directors, the Director, and representatives of the approved audit organization to attend and respond to matters requiring clarification.

Article 43. Salary, Remuneration, Bonus, and Other Benefits of Members of the Supervisory Board

1. Members of the Supervisory Board shall be paid salary, remuneration, bonuses, and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total level of salary, remuneration, bonus, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for expenses related to meals, accommodation, travel, and the cost of using independent consulting services at a reasonable level. The total amount of remuneration and these expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses according to the law on corporate income tax, other relevant legal regulations, and must be presented as a separate item in the Company's annual financial statements.



X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, DIRECTOR, AND OTHER EXECUTIVE OFFICERS

Article 44. Duty of Care

Members of the Board of Directors, Supervisors, the Director, and other Executive Officers are responsible for performing their duties, including duties as members of committees of the Board of Directors, honestly, in the best interests of the Company, and with the degree of care that a prudent person would exercise when holding an equivalent position and under similar circumstances.

Article 45. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Supervisors, the Director, and other managers must disclose related interests as stipulated in Article 164 of the Law on Enterprises, the Law on Securities, and other legal regulations.
2. Members of the Board of Directors, Supervisors, the Director, and other managers are not permitted to use business opportunities that could benefit the Company for personal purposes; simultaneously, they may only use information obtained through their position to serve the interests of the Company.
3. Members of the Board of Directors, Supervisors, the Director, and other managers have an obligation to inform the Board of Directors of all interests that may conflict with the interests of the Company, which they might benefit from through economic entities, transactions, or other individuals. They must also notify the Board of Directors and Supervisory Board in writing about transactions between the Company, subsidiaries, other companies controlled by the public company with over 50% or more of the charter capital, and themselves or their related persons according to legal regulations. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions according to securities law regulations on information disclosure.
4. A member of the Board of Directors shall not vote on transactions that benefit that member or a related person of that member as stipulated by the Law on Enterprises and the company charter.
5. A contract or transaction between the Company and one or more members of the Board of Directors, Supervisors, the Director, other executive officers, and individuals, organizations related to them, or a company, partnership, association, or organization in which members of the Board of Directors, Supervisors, the Director, other executive officers, or persons related to them are members, or have a related financial interest, shall not be invalidated in the following cases:
6. a. For contracts valued at less than or equal to thirty-five percent (35%) of the total asset value recorded in the latest financial statements, the material contents of the contract or transaction, as well as the relationships and

interests of the member of the Board of Directors, Supervisor, Director, other executive officer, have been reported to the Board of Directors. Simultaneously, the Board of Directors has authorized the execution of that contract or transaction honestly by a majority vote of the disinterested members of the Board of Directors;

7. b. For contracts valued at more than thirty-five percent (35%) or transactions leading to the value of transactions arising within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the latest financial statements, the material contents of this contract or transaction, as well as the relationship and interests of the member of the Board of Directors, Supervisor, Director, other executive officer, have been disclosed to the disinterested shareholders entitled to vote on the matter, and approved by the General Meeting of Shareholders through the votes of disinterested shareholders.
8. Members of the Board of Directors, Supervisors, the Director, other executive officers, and related organizations and individuals of the aforementioned members shall not use non-public information of the Company or disclose it to others to conduct related transactions.

Article 46. Liability for Damages and Indemnification

1. Members of the Board of Directors, Supervisors, the Director, and other Executive Officers who violate their obligations, duty of loyalty and care, fail to fulfill their duties with diligence and professional competence shall be liable for damages caused by their violations.
2. The Company shall indemnify persons who have been or are a party to claims, lawsuits, prosecutions (including civil, administrative cases, and excluding lawsuits initiated by the Company) if that person was or is a member of the Board of Directors, an Enterprise Executive Officer, employee, or an authorized representative of the Company, or that person acted or is acting at the request of the Company as a member of the Board of Directors, Enterprise Executive Officer, employee, or authorized representative of the Company, provided that the person acted honestly, carefully, diligently for the benefit or not against the best interests of the Company, in compliance with the law, and there is no evidence confirming that the person violated their responsibilities.
3. Indemnification costs include incurred expenses (including legal fees), judgment costs, fines, amounts payable arising in reality or considered reasonable when resolving these cases within the scope permitted by law. The Company may purchase insurance for such persons to cover the aforementioned indemnification liabilities.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 47. Right to Inspect Books and Records

1. A shareholder or group of shareholders mentioned in Clause 4, Article 12 of this Charter has the right, directly or through an authorized person, to

submit a written request to inspect, during business hours and at the Company's principal place of business, the list of shareholders, the minutes of the General Meeting of Shareholders, and to make copies or extracts of these documents. An inspection request made by a lawyer or other authorized representative of a shareholder must be accompanied by the power of attorney from the shareholder they represent or a notarized copy of this power of attorney.

2. Members of the Board of Directors, Supervisors, the Director, and other executive officers have the right to inspect the Company's shareholder register, the list of shareholders, and other books and records of the Company for purposes related to their position, provided that such information must be kept confidential.
3. The Company shall keep this Charter and its amendments and supplements, the certificate of business registration, regulations, documents proving ownership of assets, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and any other documents required by law at its head office or another location, provided that shareholders and the business registration authority are notified of the location where these documents are stored.
4. This Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 48. Employees and Trade Union

The Director must prepare plans for the Board of Directors to approve regarding matters related to the Company's relationship with trade union organizations in accordance with best practice standards, customs, management policies, the practices and policies stipulated in this Charter, Company regulations, and current legal provisions.

XIII. PROFIT DISTRIBUTION

Article 49. Profit Distribution

1. The General Meeting of Shareholders shall decide the dividend payout rate and form of dividend payment from the Company's retained earnings.
2. The Board of Directors may decide on interim dividend advances if it considers that such payment is consistent with the Company's profitability.
3. The Company shall not pay interest on dividend payments or amounts paid related to a type of share.
4. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of dividends entirely or partially in

shares, and the Board of Directors shall be the body responsible for implementing this resolution.

5. If dividends or other amounts related to a type of share are paid in cash, the Company must pay in Vietnamese Dong. Payment can be made directly or through banks based on detailed account information provided by shareholders. If the Company has transferred funds according to the correct bank details provided by the shareholder, but that shareholder does not receive the money, the Company shall not be liable for the amount transferred to this shareholder. Dividend payments for shares listed/registered for trading on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution determining a specific date to finalize the list of shareholders. Based on that date, persons registered as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, receive shares, receive notices, or other documents.
7. Other matters related to profit distribution shall be implemented according to legal regulations.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 50. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.
2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad according to legal regulations.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company holds accounts.

Article 51. Fiscal Year

The fiscal year of the Company begins on the first day of January each year and ends on the 31st day of December of the same year. The first fiscal year begins on the date the certificate of business registration is issued and ends on the 31st day of December immediately following the date of issuance of that certificate of business registration (business license).

Article 52. Accounting System

1. The accounting system used by the Company is the Vietnamese Accounting Standards (VAS), the corporate accounting system, or another specific accounting system issued by a competent authority and approved by the Ministry of Finance.

2. The Company shall maintain accounting books in Vietnamese. The Company shall keep accounting records according to 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 the Vietnamese Dong as the currency unit in accounting.

XV. ANNUAL REPORT, INFORMATION DISCLOSURE OBLIGATION, PUBLIC NOTICES

Article 53. Annual, Semi-annual, Quarterly Financial Statements and Information Disclosure Obligation

1. The Company must prepare annual financial statements according to legal regulations as well as regulations of the State Securities Commission, and the statements must be audited according to Article 57 of this Charter. The Company must submit the audited annual financial statements or the audited annual financial statements approved by the General Meeting of Shareholders to state management agencies (competent tax authority, State Securities Commission, Stock Exchange, and business registration authority,...) according to regulations and within the timeframe stipulated by each state management agency.
2. The annual financial statements must include a report on business performance results reflecting truthfully and objectively the profit/loss situation of the Company during the fiscal year, a statement of financial position reflecting truthfully and objectively the state of the Company's activities as of the reporting date, a cash flow statement, and notes to the financial statements.
3. The Company must prepare and publish reviewed semi-annual reports and quarterly financial statements according to the regulations of the State Securities Commission, the Stock Exchange, and submit them to the State Securities Commission and the Stock Exchange, and submit them to the relevant tax authority and business registration authority according to the provisions of the Law on Enterprises.
4. Audited annual financial statements (including the auditor's opinion), reviewed semi-annual financial statements, and quarterly financial statements must be published on the Company's website.
5. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, reviewed semi-annual reports, and quarterly financial statements during business hours at the Company's head office and must pay a reasonable fee for copying.
6. The Company shall implement information disclosure according to the provisions of Article 176 of the Law on Enterprises and current securities laws.

Article 54. Annual Report

The Company must prepare and publish an Annual Report according to the regulations of the law on securities and the securities market.

Article 55. Periodic Information Disclosure

1. The Company must periodically publish the following information on its website and the website of the owner's representative agency:
 - a. Basic information about the Company and the Company Charter;
 - b. General objectives, specific goals, and targets of the annual business plan;
 - c. Report and summary of the Annual Financial Statements audited by an independent audit organization;
 - d. Report and summary of the Semi-annual Financial Statements reviewed by an independent audit organization;
 - e. The content of information disclosure stipulated in points c and d of this clause includes the Financial Statements of the parent company and the Consolidated Financial Statements;
Report assessing the results of implementing the annual business plan and for the 03 years nearest to the reporting year;
 - f. Report on the results of implementing assigned public service tasks according to plan or bidding (if any) and other social responsibilities;
 - g. Report on the status of governance and organizational structure of the Company.
2. The report on the status of corporate governance includes the following information:
 - a. Information about the owner's representative agency, the head and deputy head of the owner's representative agency;
 - b. Information about Company managers, including professional qualifications, work experience, management positions held, method of appointment, assigned management tasks, salary level, bonus, method of salary payment, and other benefits; related persons and their related benefits with the company; their annual self-review and assessment as company managers;
 - c. Relevant decisions of the owner's representative agency; decisions, resolutions of the Company's Board of Directors;
 - d. Information about the Supervisory Board, Supervisors, and their activities;
 - e. Information about the Employee Conference; average number of employees per year and at the time of reporting, average annual salary and other benefits per employee;
 - f. Conclusion report of the inspection agency (if any) and reports of the Supervisory Board, Supervisors;



- g. Information about related parties of the Company, transactions of the Company with related parties;
 - h. Other information as stipulated by the Company Charter.
3. Reported and disclosed information must be complete, accurate, and timely according to legal regulations.
 4. The legal representative or the person authorized to disclose information shall perform the information disclosure. The legal representative must be responsible for the completeness, timeliness, truthfulness, and accuracy of the disclosed information.
 5. Other provisions according to regulations on information disclosure.

Article 56. Extraordinary Information Disclosure

1. The Company must disclose extraordinary information on its website and publications (if any) and publicly post it at its head office and business locations within the timeframe stipulated by information disclosure regulations when one of the following events occurs:
 - a. The Company's bank account is frozen or allowed to resume operation after being frozen;
 - b. Partial or complete suspension of business operations; revocation of the Certificate of Business Registration, establishment license, or establishment and operation license, or operating license, or other license related to the Company's business;
 - c. Amendment, supplement to the content of the Certificate of Business Registration, establishment and operation license, operating license, or any other license, certificate related to the enterprise's operations;
 - d. Change in Company managers, including members of the Board of Directors, General Director, Deputy General Director, Head of the Supervisory Board or Supervisor, Chief Accountant;
 - e. A disciplinary decision, indictment, judgment, or decision of a Court against one of the enterprise managers;
 - f. Conclusion by an inspection agency or tax management agency regarding legal violations by the enterprise;
 - g. Decision to change the independent audit organization, or refusal to audit the financial statements;
 - h. Decision on establishment, dissolution, merger, consolidation, transformation of a subsidiary; decision on investment, capital reduction, or divestment of investment in other companies.
2. Comply with other provisions according to regulations on information disclosure.

XVI. COMPANY AUDIT

Article 57. Audit

1. The Annual General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to decide on selecting one of these firms to conduct the audit of the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors. The Company must prepare and send the annual financial statements to the independent audit firm after the end of the fiscal year.
2. The independent audit firm shall examine, confirm, prepare the audit report, and submit that report to the Board of Directors within ninety (90) days from the end of the fiscal year.
3. A copy of the audit report shall be attached to the Company's annual financial statements.
4. The independent auditor conducting the audit of the Company is permitted to attend General Meetings of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive, and to express opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 58. Company Seal

1. The Board of Directors shall decide on and approve the form, quantity, and content of the Company's seal(s), and the seal(s) shall be engraved according to the provisions of law and the Company Charter.
2. The Board of Directors and the Director shall use and manage the Company's seal(s) according to current legal regulations.

XVIII. TERMINATION OF OPERATION AND LIQUIDATION

Article 59. Dissolution of the Company

1. The Company may be dissolved or cease operations in the following cases:
 - a. A court declares the Company bankrupt according to current legal provisions;
 - b. Dissolution by decision of the General Meeting of Shareholders;
 - c. Other cases stipulated 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 notified to or approved by the competent authority (if required) according to regulations.



Article 60. Liquidation

1. At least six (06) months before the end of the Company's operating term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from Company employees or independent experts. All costs related to liquidation shall be prioritized for payment by the Company before other debts of the Company.
2. The Liquidation Committee is responsible for reporting to the business registration authority the date of its establishment and the date it commences operations. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before Courts and administrative agencies.
3. Proceeds from liquidation shall be paid in the following order:
 - a. Liquidation costs;
 - b. Salary debts, severance allowances, social insurance, and other benefits of employees according to collective labor agreements and signed labor contracts;
 - c. Tax debts;
 - d. Other debts of the Company;
 - e. The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be paid first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 61. Internal Dispute Resolution

1. In case of disputes or complaints arising related to the Company's operations, the rights and obligations of shareholders according to the Law on Enterprises, other legal regulations, the Company Charter, regulations, between:
 - a. A shareholder and the Company;
 - b. A shareholder and the Board of Directors, Supervisory Board, Director, or other manager;
2. The relevant parties shall endeavor to resolve such disputes through negotiation and mediation. Except where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution and shall require each party to submit relevant information regarding the dispute within 10 working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairperson of the Board of

Directors, any party may request the Supervisory Board to appoint an independent expert as a mediator for the dispute resolution process.

3. If a mediated decision is not reached within six (06) weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, any party may bring the dispute to a competent Arbitration Center or Court for resolution.
4. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of Arbitration or Court costs shall be made according to the ruling of the Arbitration or Court.

XX. AMENDMENTS TO THE CHARTER

Article 62. Amendments to the Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case legal provisions related to the Company's operations are not mentioned in this Charter, or in case new legal provisions differ from the terms in this Charter, those legal provisions shall automatically apply and govern the Company's activities.

XXI. EFFECTIVE DATE

Article 63. Effective Date

1. This charter, comprising 21 chapters and 63 articles, was unanimously approved by the General Meeting of Shareholders of Petro Vietnam LPG Joint Stock Company on 28 April 2026, and the full validity of this Charter is jointly accepted.
2. This Charter is the sole and official Charter of the Company.
3. Copies or extracts of the Company Charter are valid when signed by the Chairperson of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

LEGAL REPRESENTATIVE
DIRECTOR



GIÁM ĐỐC
Nguyễn Hải Long