



Regarding Amended Charter of
Buon Don Hydropower Joint
Stock Company.

Dak Lak, May 28, 2026

To:

- The State Securities Commission of Viet Nam;
- The Vietnam Stock Exchange;
- The Hanoi Stock Exchange.

- Stock Code: BSA
- Address: No. 23/2 Thu Khoa Huan Street, Thanh Nhat Ward, Dak Lak province, Vietnam
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On May 28th, 2026, Buon Don Hydropower Joint Stock Company discloses the amended Charter of Buon Don Hydropower Joint Stock Company.

We hereby commit that the disclosed information is true and we fully accept legal responsibility for the content of the disclosed information.

**Representative of the Organization
Authorized Disclosure Officer**

Mur

Le Thi Kieu Vi

DECISION

Regarding the amendment of the Charter
of Buon Don Hydropower Joint Stock Company

DIRECTOR

BUON DON HYDROPOWER JOINT STOCK COMPANY

Pursuant to the Law on Enterprises No. 59/2020/QH14 and guiding documents for implementation;

Pursuant to the Charter of Buon Don Hydropower Joint Stock Company dated September 27, 2023;

Pursuant to Resolution No. 21/ NQ-ĐHĐCĐ-BDHC dated April 24, 2026, of the 2026 Annual General Meeting of Shareholders of Buon Don Hydropower Joint Stock Company;

Considering the proposal of the General Administration Department.

DECIDES:

Article 1. Amend the Charter of Buon Don Hydropower Joint Stock Company at Clause 3, Article 2, Section II, specifically as follows:

3. Registered headquarters of the Company:

- Head office address: No. 23/2 Thu Khoa Huan Street, Thanh Nhat Ward, Dak Lak Province, Vietnam.

Article 2.

- This decision takes effect from the date of signing.

- Attached to this Decision is the Charter of Buon Don Hydropower Joint Stock Company (*Amended version, May 2026*).

Article 3. The Board of Directors and Heads/Deputy Heads of the Company's affiliated units shall implement this decision./.

Recipients:

- As Article 3;
- Archived: Admin, P1.

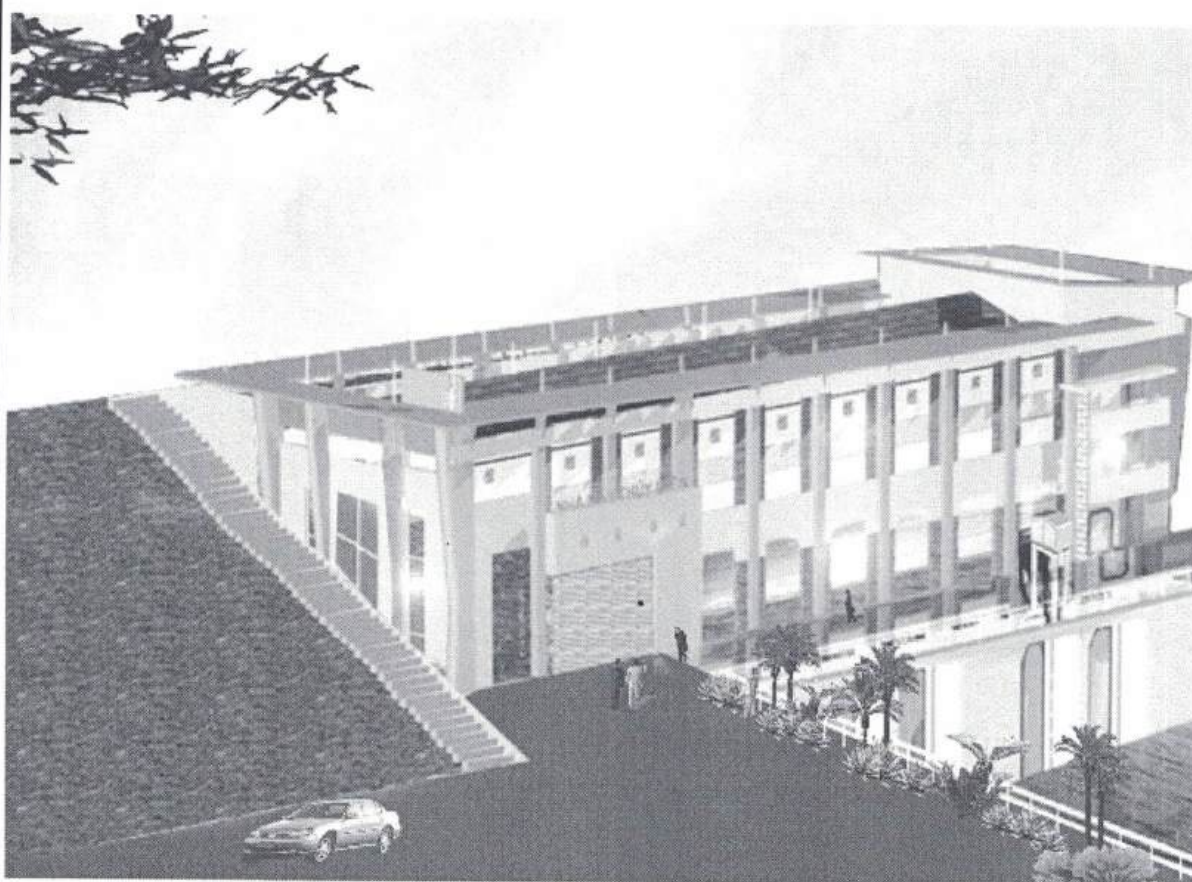
DIRECTOR



Truong Hai Quang

BUON DON HYDROPOWER JOINT STOCK COMPANY

CHARTER



(Amended in May 2026)

Dak Lak, 28 May 2026

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PREAMBLE

The Charter was amended pursuant to Resolution No. 21/NQ-DHĐCĐ-BDHC of the 2026 Annual General Meeting of Shareholders dated April 24, 2026.

This Charter replaces:

- The Charter was approved by shareholders at the Company's founding General Meeting of Shareholders on May 07, 2009;
- The Charter was approved by shareholders at the Annual General Meeting of Shareholders on July 22, 2014;
- The Charter was approved by shareholders at the Annual General Meeting of Shareholders on April 26, 2016;
- The Charter was approved by shareholders at the Annual General Meeting of Shareholders on April 14, 2017;
- The Charter was approved pursuant to a valid resolution of the 2018 Annual General Meeting of Shareholders on June 01, 2018;
- The Charter was approved pursuant to a valid resolution of the 2019 Annual General Meeting of Shareholders on June 23, 2019;
- The Charter was approved pursuant to a valid resolution of the 2020 Annual General Meeting of Shareholders on May 28, 2020;
- The Charter was approved pursuant to a valid resolution of the 2021 Annual General Meeting of Shareholders on April 19, 2021;
- The Charter was amended pursuant to Resolution No. 34/NQ-HĐQT-BDHC dated November 08, 2021.
- The Charter was amended pursuant to Resolution No. 29/NQ-HĐQT-BDHC dated September 27, 2022.
- The Charter was amended pursuant to Resolution No. 29/NQ-HĐQT-BDHC dated September 27, 2023.



I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be understood as follows:
 - a) The Company defined in this Charter is Buon Don Hydropower Joint Stock Company;
 - b) *Charter Capital is the total par value of shares sold or registered for purchase upon the establishment of the Joint Stock Company and in accordance with Article 6 of this Charter;*
 - c) Voting capital is share capital, whereby the owner has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;
 - d) *Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
 - e) *Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
 - f) *Vietnam is the Socialist Republic of Vietnam;*

- g) *Date of establishment is the date the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents);*
- h) *Business executive is the Director, Deputy Director, Chief Accountant, and other executives appointed by the Board of Directors;*
- i) *Business manager is a manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;*
- j) *Related person is an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;*
- k) *Shareholder is an individual or organization that owns at least one share of the Joint Stock Company;*
- l) *Founding shareholder is a shareholder who owns at least one ordinary share and signs the list of founding shareholders of the Joint Stock Company;*
- m) *Major shareholder is a shareholder as defined in Clause 18, Article 4 of the Law on Securities;*
- n) *A branch is a dependent unit of the Company, legally established within the territory of Vietnam, tasked with performing all or part of the Company's functions, including the function of authorized representation. The business lines of the Branch shall be consistent with the business lines of the Company.*
- o) *The duration of operation is the operating period of the Company as stipulated in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders of the Company;*
- p) *The Stock Exchange refers to the Vietnam Stock Exchange and its subsidiaries.*

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

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

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

Article 2. Name, form, headquarters, branches, representative offices, business locations, and duration of operation of the Company

- Company name written in Vietnamese: Buon Don Hydropower Joint Stock Company
- Company name in foreign language: BUON DON HYDROPOWER JOINT STOCK COMPANY.
- Abbreviated company name: BDHC

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

3. Registered headquarters of the Company:

- Head office address: No. 23/2 Thu Khoa Huan Street, Thanh Nhat Ward, Dak Lak Province, Vietnam
- Phone: 0262 3891368
- Fax: 0262 3891348
- E-mail: srepok4a@gmail.com
- Website: www.thuydienbuondon.vn

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

3. Unless terminated early as provided in Clause 2, Article 55 or extended as provided in Article 56 of this Charter, the Company's duration of operation shall commence from the date of establishment and be indefinite.

Article 3. Legal Representative of the Company

The Company has 01 Legal Representative who is the Director.

The Legal Representative of the Company is an individual representing the Company in exercising the rights and obligations arising from the Company's transactions, and representing the Company as a plaintiff, defendant, or person with related interests and obligations before Arbitration or Courts. The responsibilities of the Legal Representative shall be implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.

The Legal Representative of the Company must reside in Vietnam; and must authorize another person in writing to exercise the rights and obligations of the Legal Representative at the Company when exiting Vietnam.

In the event that the authorization expires and the Legal Representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the Legal Representative of the Company within the authorized scope until the Legal Representative of the Company returns to work, or until the Board of Directors decides to appoint another person as a replacement.

In the event of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the Legal Representative of the Company, the Board of Directors shall appoint another person as a replacement.

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

Article 4. Operational objectives of the Company

1. The business lines of the Company are:

No.	Industry Name	Industry Code	Details
1	Architectural activities and related technical consultancy Details: Investment project management consultancy, consultancy for preparation and appraisal of bidding documents, evaluation of bids for design, construction, and procurement of materials and equipment	7110	
2	Growing of other perennial crops	0129	
3	Manufacture of other food products not elsewhere classified	1079	
4	Wholesale of agricultural and forestry raw materials (except wood, bamboo, and rattan) and live animals.	4620	
5	Tour operator activities	7912	
6	Repair of other equipment Details: Operation management, maintenance, repair, and renovation of electrical equipment, hydraulic structures, and architecture of hydropower plants.	3319	
7	Other education not elsewhere classified Details: Human resource development training on operation management, maintenance, and repair of hydropower plants.	8559	
8	Other professional, scientific, and technical activities not elsewhere classified	7490	
9	Wholesale of other machinery, equipment, and spare parts	4659	
10	Manufacture of clay building materials	2392	
11	Mining of stone, sand, gravel, and clay	0810	
12	Wholesale of other construction materials and installation equipment	4663	
13	Growing of rubber trees	0125	
14	Growing of coffee trees	0126	
15	Electricity generation	3511 (main)	
16	Electricity transmission and distribution	3512	
17	Wholesale of other specialized products not elsewhere classified	4669	
18	Coffee production	1077	
19	Construction of other civil engineering projects	4299	
20	Construction of hydraulic structures	4291	
21	Construction of electrical works	4221	
22	Growing of maize and other cereal crops	0112	

23	Growing of starchy root crops	0113	
24	Manufacture of primary plastic and synthetic rubber	2013	
25	Growing of sugarcane	0114	
26	Growing of oil-bearing crops	0117	
27	Growing of other annual crops	0119	
28	Growing of fruit trees	0121	
29	Growing of oil-bearing fruit trees	0122	
30	Support activities for crop production	0161	
31	Post-harvest crop activities	0163	
32	Silviculture, forest care, and forest nursery activities	0210	
33	Forestry support activities	0240	
34	Wholesale of food	4632	
35	Wholesale of agricultural machinery, equipment, and spare parts	4653	
36	Warehousing and storage	5210	
37	Cargo handling	5224	
38	Rental of motor vehicles	7710	
39	Road freight transport	4933	
40	Coastal and ocean freight transport	5012	
41	Inland waterway freight transport	5022	
42	Other support activities for transportation	5229	
43	Technical testing and analysis	7120	
44	Packaging activities	8292	
45	Other retail sale not elsewhere classified (Except auction)	4799	
46	Support activities for water transportation	5222	
47	Gathering of other forest products except wood	023	
	<i>Gathering of other forest products except wood</i>	<i>0231</i>	
	<i>Gathering of other forest products except wood</i>	<i>0232</i>	

2. Operational objectives of the Company:

- Investing in the construction of the Srepok 4A hydropower plant project and other projects as decided by the General Meeting of Shareholders;
- Producing and trading electricity, supplying electricity to the national grid, and serving the electricity needs of Dak Lak province and the Central Highlands region.
- Engaging in other legal business lines to increase production and business efficiency so that the Company can develop sustainably, bringing stable and long-term benefits to employees, Shareholders, the Company, and society, and contributing to the State budget.

Article 5. Scope of business and operation of the Company

1. The Company is permitted to plan and conduct all business activities in accordance with the Enterprise Registration Certificate and this Charter, in compliance with the provisions of current law, and to implement appropriate measures to achieve the Company's objectives.

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

IV. CHARTER CAPITAL, SHARES, FOUNDING

SHAREHOLDERS Article 6. Charter Capital, shares, founding shareholders

1. The Charter Capital of the Company is 668,509,750,000 VND (Six hundred sixty-eight billion, five hundred nine million, seven hundred fifty thousand VND).

The total Charter Capital of the Company is divided into 66,850,975 shares with a par value of 10,000 VND/share.

2. The Company may change its Charter Capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Company on the date of approval of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Article 12 and Article 13 of this Charter.

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

5. The Company officially operates as a joint stock company under Enterprise Registration Certificate No. 6000884487 (old number 6000884487) issued by the Department of Planning and Investment of Dak Lak province, first registered on May 20, 2009. Pursuant to the provisions of the Law on Enterprises, as of now, the ordinary shares of the founding shareholders are no longer subject to transfer restrictions.

Ordinary shares must be offered for priority sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to purchase in full shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or as otherwise provided by securities laws.

6. The Company may purchase shares issued by the Company itself in the manners prescribed in this Charter and current law.

7. The Company may issue other types of securities in accordance with the provisions of law.

Article 7. Share certificates

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

2. A share certificate is a type of security confirming the legal rights and interests of the owner in a portion of the share capital of the issuing organization. The share certificate must contain all the contents prescribed in Clause 1, Article 121 of the Law on

3. Within 60 days from the date of submitting the full application for transfer of share ownership in accordance with the Company's regulations or within 60 days from the date of full payment for the shares in accordance with the Company's share issuance plan (or other time limit as specified in the issuance terms), the share owner shall be issued a share certificate. The share owner shall not be charged by the Company for the cost of printing the share certificate.

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

- a) Information about the share certificate that has been lost, damaged, or destroyed in any other form;
- b) A commitment to take responsibility for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company shall be issued with the signature of the Legal Representative and the seal of the Company.

Article 9. Share transfer

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

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

Article 10. Forfeiture of shares (in case of enterprise registration)

1. In case a shareholder does not pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to require that shareholder to pay the remaining amount and be responsible for the total par value of the shares registered for purchase regarding the Company's financial obligations arising from the failure to make full payment.

2. The aforementioned payment notice must clearly state the new payment deadline (at least 07 days from the date of sending the notice), the place of payment, and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully paid for on time in case the requirements in the aforementioned notice are not met.

4. Forfeited shares are considered authorized shares for offering as stipulated in Clause

3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution of these shares under conditions and in a manner that the Board of Directors deems appropriate.

Shareholders holding forfeited shares must relinquish their shareholder status regarding those shares, but shall remain liable for the total par value of the shares registered for purchase in relation to 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 authority to decide on the compulsory payment of the entire value of the shares at the time of forfeiture.

5. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture remains valid even in the event of errors or negligence in the delivery of the notice.

V. ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE Article 11. Organizational, governance, and control structure

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

1. The General Meeting of Shareholders.
2. The Board of Directors, the Supervisory Board.
3. The Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and class of shares they own. Shareholders are only liable for the debts and other property obligations of the Company within the scope of the capital contributed to the Company.
2. Ordinary shareholders have the following rights:
 - a) To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or other forms as prescribed by the Charter and the law. Each ordinary share carries one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To have priority in purchasing new shares in proportion to the ownership ratio of ordinary shares of each shareholder in the Company;
 - d) To freely transfer their shares to others, except in cases stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of the law;
 - e) To examine, search, and extract information regarding the name and contact address in the list of shareholders with voting rights; to request the correction of inaccurate information about themselves;

- f) To examine, search, extract, or copy the Charter, meeting minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
 - g) Upon the dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their ownership ratio of shares in the Company;
 - h) To request the Company to repurchase their shares in the cases stipulated in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same class grants the shareholder equal rights, obligations, and benefits. In the event the Company has different classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
 - k) To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
 - l) Other rights as prescribed by law and this Charter.
2. Shareholders or a group of shareholders owning 5% or more of the total ordinary shares have the following rights:
- a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b) To examine, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;
 - c) To request the Supervisory Board to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and include the following: full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise identification number or legal identification document number, and head office address for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership ratio in the total shares of the Company; the issue to be inspected and the purpose of the inspection;
 - d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least [03] working days before the opening date. The proposal must clearly state the name of the shareholder, the quantity of each class of shares held by the shareholder, and the issue proposed for inclusion in the agenda;
 - e) Other rights as prescribed by law and this Charter.
3. Shareholders or a group of shareholders owning [05%] or more of the total ordinary

shares have 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 conducted as follows:

- a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the shareholders attending the 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 stipulated in this Clause is entitled to nominate one or more persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. In the event the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the nomination of the remaining candidates shall be conducted in accordance with Article 25 and Article 37 of this Charter.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to be purchased.
2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except where shares are repurchased by the Company or other persons. In the event a shareholder withdraws a portion or all of the contributed share capital contrary to the provisions of this Clause, that shareholder and the related person in the Company shall be jointly and severally liable for the debts and other property obligations of the Company within the scope of the value of the withdrawn shares and the damages incurred.
3. To comply with the Charter and the Internal Management Regulations of the Company.
4. To abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company in accordance with the Charter and the law; to use the provided information only for the purpose of exercising and protecting their legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send the information provided by the Company to other organizations or individuals.
6. To attend the General Meeting of Shareholders and exercise voting/electing rights through the following forms:
 - a) Attending and voting/electing directly at the meeting;
 - b) Authorizing other individuals or organizations to attend and vote/elect at the meeting;
 - c) Attending and voting/electing through online conferences, electronic voting, or other electronic forms;
 - d) Sending voting/electing ballots to the meeting via mail, fax, or email;
7. To be personally liable when acting on behalf of the Company in any form to perform

any 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 off undue debts before financial risks to the Company.

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

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in necessary cases, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders decides on matters as prescribed by law and the Charter, especially the approval of the audited annual financial statements. In the event the audit report on the Company's annual financial statements contains material qualifications, adverse opinions, or disclaimers, the Company must invite representatives of the approved auditing organization that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representatives of the auditing organization are responsible for attending the Company's annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number of members as prescribed by law;
- c) In accordance with the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and must bear the full signatures of the relevant shareholders, or the written request may be prepared in multiple copies and compiled to include the full signatures of the relevant shareholders;
- d) In accordance with the request of the Supervisory Board;
- e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or members of the Supervisory Board falls below the number required by Point b, Clause 3 of this Article, or from the date of receiving the request as stipulated in Point c and Point d, Clause 3 of this Article.
- b) In the event that the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;
- c) In the event that the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders as stipulated in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;
- d) In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening and conducting the meeting and the decision-making 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 expenses.
- e) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and obligations of the General Meeting of Shareholders

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

- a) To approve the Company's development orientation;
- b) To decide on the classes of shares and the total number of shares of each class authorized to be offered; to decide on the annual dividend rate for each class of shares;
- c) To elect, release, or dismiss members of the Board of Directors and members of the Supervisory Board;
- d) To decide on the investment or sale of assets valued at [35%] or more of the total asset value recorded in the Company's most recent financial statements;
- e) To decide on amendments and supplements to the Company's Charter;
- f) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total sold shares of each class;
- h) To review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- j) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) To approve/amend and supplement the Internal Governance Regulations; the

Operating Regulations of the Board of Directors and the Supervisory Board;

- l) To approve the list of approved auditing firms; to decide on the approved auditing firm to perform an audit of the Company's operations, and to dismiss the approved auditor when deemed necessary;
 - m) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a) The Company's annual business plan;
 - b) The audited annual financial statements;
 - c) The report of the Board of Directors on the governance and performance results of the Board of Directors and each member of the Board of Directors;
 - d) The report of the Supervisory Board on the Company's business results and the performance results of the Board of Directors and the Director;
 - e) The self-assessment report on the performance results of the Supervisory Board and its members;
 - f) The dividend rate for each share of each class;
 - g) The number of members of the Board of Directors and the Supervisory Board;
 - h) To elect, release, or dismiss members of the Board of Directors and members of the Supervisory Board;
 - i) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j) To approve the list of approved auditing firms; to decide on the approved auditing firm to perform an audit of the Company's operations when deemed necessary;
 - k) To amend and supplement the Company's Charter;
 - l) The class of shares and the number of new shares to be issued for each class of shares and the transfer of shares by founding shareholders within the first 03 years from the date of establishment;
 - m) To divide, split, consolidate, merge, or convert the Company;
 - n) To reorganize and dissolve (liquidate) the Company and appoint a liquidator;
 - o) To decide on the investment or sale of assets valued at [35%] or more of the total asset value recorded in the Company's most recent financial statements;
 - p) To decide on the repurchase of more than 10% of the total sold shares of each class;
 - q) The Company's entry into contracts or transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;
 - r) To approve transactions as stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - s) To approve/amend and supplement the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
 - t) Other matters as prescribed by law and this Charter.

3. 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 or authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting or attend through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.

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

3. The voting ballot/ballot of the authorized person attending the meeting within the scope of authorization remains valid even if the following events occur, except in the following cases:

- a) The authorizing person has died, has their civil act capacity restricted, or has lost their civil act capacity;
- b) The authorizing person has revoked the authorization appointment;
- c) The authorizing person has revoked the authority of the person performing the authorization.

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

Article 17. Variation of rights

1. The variation or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders owning preference shares shall only be passed if it is approved by shareholders owning 75% or more of the total preference shares of that class attending the meeting, or if it is approved by shareholders owning 75% or more of the total preference shares of that class in the case of passing a resolution by way of written

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

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided in the terms of share issuance, the special rights attached to classes of preference shares regarding some or all matters related to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

Article 18. Convening of meetings, meeting agenda, and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

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

- a) Prepare a list of shareholders eligible to attend and vote/elect 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 the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;
- b) Prepare the agenda and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- e) Determine the time and location of the meeting;
- f) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholder's contact address, and simultaneously disclosed on the website of the Company and the State Securities Commission, and the Stock Exchange where the Company's shares are registered for trading. The person convening the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of shareholders entitled to attend at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not attached to the notice of the General Meeting of Shareholders, the meeting notice must clearly state the link to the full meeting documents so that shareholders can access them, including:

- a) Meeting agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors or members of the Supervisory Board;
- c) Voting/election ballots;
- d) Draft resolutions for each issue in the meeting agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the quantity of each type of share held by the shareholder, contact address, nationality, Citizen Identity Card number, People's Identity Card number, Passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for institutional shareholders; the quantity and type of shares held by such shareholder, and the issue proposed to be included in the agenda.

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

- a) The proposal is sent not in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4 of this Article into the expected agenda and content of the meeting, except for the cases prescribed in Clause 5 of this Article; the proposal

shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending represents more than 50% of the total voting shares.
2. In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending represents 33% of the total voting shares or more.
3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the attending shareholders.

Article 20. Procedures for conducting and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must conduct shareholder registration procedures and must carry out registration until all shareholders entitled to attend are registered in the following order:
 - a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/election ballot, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares/election votes of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by affirmative, negative, and abstention votes. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The General Meeting shall elect those responsible for counting votes or supervising the vote counting at the request of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;
 - b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote/elect at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of matters already voted/elected before that remains unchanged.
2. The election of the Chairperson, Secretary, Committee for Verification of Shareholder Eligibility/Delegates, and Vote Counting Committee is prescribed as follows:



- a) The Chairperson of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one among them to act as the meeting Chairperson by majority principle. In case no one can be elected as Chairperson, the Head of the Supervisory Board shall preside over the General Meeting of Shareholders to elect a meeting Chairperson from among those present, and the person with the highest number of votes shall act as the meeting Chairperson;
 - b) Except for the case prescribed in Point a of this Clause, the person signing the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a meeting Chairperson, and the person with the highest number of votes shall act as the meeting Chairperson;
 - c) The Chairperson shall appoint one or more persons to act as meeting Secretary; the Committee for Verification of Shareholder Eligibility/Delegates shall serve the meeting;
 - d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee at the request of the meeting Chairperson.
3. 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 specifically define the time for each issue in the meeting agenda.
4. The meeting Chairperson has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.
- a) Arrange seating at the location of the General Meeting of Shareholders;
 - b) Ensure safety for all persons present at the meeting locations;
 - c) Create conditions for shareholders to attend (or continue to attend) the meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. The applied measures may include issuing entry passes or using other alternative forms.
5. The person convening the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:
- a) Require all attendees to undergo inspection or other legal and reasonable security measures;
 - b) Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the Chairperson's right to preside, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security inspection requirements.
6. The Chairperson has the right to postpone the General Meeting of Shareholders that has sufficient registered attendees for a maximum of 03 working days from the intended

opening date of the meeting and may only postpone the meeting or change the meeting location in the following cases:

- a) The meeting location does not have enough convenient seating for all attendees;
- b) Information facilities at the meeting location do not ensure that attending shareholders can participate, discuss, and vote;
- c) There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted in a fair and legal manner.

7. In case the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the Chairperson to preside over the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

8. In the event the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring that shareholders can attend and vote via electronic ballots or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31

December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the approval of Resolutions of the General Meeting of Shareholders

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

- a) Type of shares and total number of shares of each type;
- b) Changes in business lines and sectors;
- c) Changes in the Company's organizational and management structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
- e) Reorganization or dissolution of the Company;
- f) Extension of the Company's operation.

2. Resolutions shall be approved if they are approved by shareholders owning over 50% of the total voting shares of all attending shareholders, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

Note: In the case of electing members of the Board of Directors and the Supervisory Board, if the number of candidates is less than or equal to the number of members of the Board of Directors/Supervisory Board to be elected, the election may be conducted via cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or via

the voting method (for, against, abstain). The approval ratio for the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company's Charter.

3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and approving such resolution violate the provisions of the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedures for collecting shareholders' opinions in writing to approve Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' opinions in writing to approve Resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following regulations:

1. The Board of Directors has the authority to collect shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders regarding the following matters:
 - a) Amendments and supplements to the contents of the Company's Charter;
 - b) Approval/amendment/supplementation of the Internal Regulations on Corporate Governance; Operating Regulations of the Board of Directors; Operating Regulations of the Supervisory Board;
 - c) The Company's development orientation;
 - d) Type of shares and total number of shares of each type;
 - e) Number of members of the Board of Directors and the Supervisory Board;
 - f) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
 - g) Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
 - h) Decisions on the repurchase of over 10% of the total sold shares of each type;
 - i) Dividend rate for each share of each type;
 - j) Approval of the list of approved auditing firms; decision on the approved auditing firm to inspect the Company's activities when deemed necessary;
 - n) Review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
 - k) Approval of the annual financial statements
 - l) Reorganization or dissolution of the Company.
 - m) Changes in business lines and sectors;
 - n) Changes in the Company's organizational and management structure;
 - o) Other matters when deemed necessary for the benefit of the Company.
2. The Board of Directors must prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion collection ballots. The requirements and methods for sending opinion collection ballots and accompanying documents shall be implemented in

accordance with the provisions of Clause 3, Article 18 of this Charter.

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

- a) Name, address of the head office, and enterprise identification number;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, and address of the head office for institutional shareholders; or full name, contact address, nationality, and legal document number of the individual for the representative of the institutional shareholder; number of shares of each type and number of votes of the shareholder;
- d) Matters requiring opinions to be collected for decision approval;
- e) Voting options including for, against, and abstain for each matter requiring opinions;
- f) Deadline for returning the completed opinion collection ballots to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send their completed opinion collection ballots to the Company via mail, fax, or email in accordance with the following regulations:

- a) In case of sending by mail, the completed opinion collection ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the shareholder that is an organization. The opinion collection ballot sent to the Company must be enclosed in a sealed envelope, and no one is permitted to open it before the vote counting;
- b) In case of sending by fax or email, the opinion collection ballot sent to the Company must be kept confidential until the time of vote counting;
- c) Opinion collection ballots sent to the Company after the deadline specified in the ballot or those that have been opened in the case of mail or disclosed in the case of fax or email are invalid. Opinion collection ballots that are not sent to the Company are considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare a vote-counting report under the witness of the Supervisory Board or a shareholder who does not hold a management position in the Company. The vote-counting report must contain the following main contents:

- a) Name, address of the head office, and enterprise identification number;
- b) Purpose and matters requiring opinions to be collected for resolution approval;
- c) Number of shareholders with the total number of votes/election votes that have participated in voting/electing, clearly distinguishing the number of valid votes/election votes and invalid votes/election votes, and the method of sending the votes/election votes, accompanied by an appendix of the list of shareholders participating in the voting/electing;
- d) Total number of votes for, against, and abstain for each matter, and the total number of election votes for each candidate (if any);

- e) Matters that have been approved and the corresponding approval ratio;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counters, and the vote-counting supervisors.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting report; and jointly liable for damages arising from decisions approved due to dishonest or inaccurate vote counting.

6. The vote-counting report and the resolution shall be posted on the Company's website within 24 hours from the time the vote counting is completed.

The Corporate Governance Officer is responsible for organizing the storage of the minutes of the General Meeting of Shareholders.

7. Completed opinion collection ballots, the vote-counting report, approved resolutions, and related documents sent with the opinion collection ballots must all be kept at the Company's head office.

8. A resolution is approved via the written opinion collection method if it is approved by shareholders owning over 50% of the total voting shares of all shareholders with voting rights, and it shall have the same validity as a resolution approved at a General Meeting of Shareholders.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded via audio or other electronic means. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following main contents:

- a) Name, address of the head office, and enterprise identification number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full name of the chairperson and secretary;
- e) Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each matter in the meeting agenda;
- f) Number of shareholders and total number of votes of attending shareholders, an appendix of the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and votes;
- g) Total number of votes for each voting matter, clearly stating the voting method, total number of valid and invalid votes, votes for, against, and abstain; and the corresponding ratio of the total voting shares of attending shareholders;
- h) Summary of election votes for each candidate (if any);
- i) Matters that have been approved and the corresponding approval ratio;
- j) Full name and signature of the chairperson and secretary. In the event the chairperson or secretary refuses to sign the meeting minutes, the minutes shall still be valid if signed by all other members of the Board of Directors attending the meeting and



contain all the contents as prescribed in this Clause. The meeting minutes must clearly state the refusal of the chairperson or secretary to sign the minutes.

2. 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 or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.

3. The minutes shall be prepared in both Vietnamese and a foreign language, both of which shall have equal legal validity. In the event of any discrepancy in content between the Vietnamese and foreign language minutes, the content of the Vietnamese minutes shall prevail.

4. Resolutions, Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, powers of attorney to attend the meeting, all documents attached to the Minutes (if any), and related documents accompanying the meeting invitation notice must be kept at the Company's head office.

Resolutions, Minutes of the General Meeting of Shareholders, and documents attached to the minutes and resolutions must be disclosed in accordance with the law on information disclosure in the securities market.

Article 24. Request for cancellation of Resolutions of the General Meeting of Shareholders

Within 90 days from the date of receiving a resolution or minutes of the General Meeting of Shareholders or the minutes of the vote counting results for collecting opinions of members of the Board of Directors, the Supervisory Board, the Director, the General Meeting of Shareholders, a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and passing decisions of the General Meeting of Shareholders violate the provisions of the Law on Enterprises and the Charter of the Company, except for the case specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

VII. BOARD OF DIRECTORS

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

1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly,

carefully, and in the best interest of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including Board of Directors positions at other companies);
- e) Interests related to the Company and related parties of the Company;
- f) Companies where the candidate currently holds the position of member of the BOD and other management positions;
- g) Full name of the shareholder or group of shareholders nominating that candidate (if any);

The Company is responsible for disclosing information about the companies where the candidate currently holds the position of member of the Board of Directors, other management positions, and interests related to the Company of the candidate for the Board of Directors (if any).

A shareholder or group of shareholders holding 05% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Charter of the Company. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to less than 80% may nominate a maximum of seven (07) candidates; over 80% may nominate a maximum of eight (08) candidates.

2. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law. The standards and conditions of these candidates must ensure they are not lower than the general standards/conditions previously announced.

3. Members of the Board of Directors must meet the standards and conditions specified in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Charter of the

Company. A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors at a maximum of 05 other companies.

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

1. The number of members of the Board of Directors is 05.
2. The term of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. In case all members of the Board of Directors end their terms at the same time, those members shall continue to be 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 is as follows:

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

4. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in case they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.
6. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Charter of the Company, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a) Deciding on the strategy, medium-term development plan, and annual business plan of the Company;
 - b) Proposing the types of shares and the total number of shares authorized to be offered for each type;
 - c) Deciding on the sale of unsold shares within the scope of the number of shares authorized to be offered for each type; deciding on raising additional capital in other forms;
 - d) Deciding on the selling price of the Company's shares and bonds;
 - e) Deciding on share buybacks in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
 - f) Deciding on investment plans and investment projects within its authority and limits

as prescribed by law;

- g) Deciding on solutions for market development, marketing, and technology;
- h) Approving purchase, sale, borrowing, lending contracts, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts, and terminating contracts with the Director and other key managers as prescribed by the Charter of the Company; deciding on salaries, remuneration, bonuses, and other benefits for those managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those persons;
- j) Supervising and directing the Director and other managers in the daily business operations of the Company;
- k) Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and capital contribution or purchase of shares of other enterprises;
- l) Approving the program and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or collecting opinions for the General Meeting of Shareholders to pass resolutions;
- m) Submitting the audited annual financial statements to the General Meeting of Shareholders;
- n) Proposing the dividend payout rate; deciding on the deadline and procedures for dividend payment or handling losses arising during business operations;
- o) Proposing the reorganization or dissolution of the Company; requesting the bankruptcy of the Company;
- p) Deciding on the issuance of the Operating Regulations of the Board of Directors, the Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; and the Regulations on Information Disclosure of the Company;
- q) Requesting the Director, Deputy Director, and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and its units.
- r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of the law, and the Charter of the Company.

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

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks 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 bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in sub-committees of the Board of Directors or performing tasks outside the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance does not include insurance for liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 29. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors shall not concurrently serve as the Director.
3. The Chairperson of the Board of Directors has the following rights and obligations:
 - a) To prepare the program and operational plan of the Board of Directors;
 - b) To prepare the program, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
 - c) To organize the approval of resolutions and decisions of the Board of Directors;
 - d) To supervise the implementation of resolutions and decisions of the Board of Directors;

- e) To chair meetings of the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

4. In the event that the Chairperson of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within [10 days] from the date of receiving the resignation letter or the decision on dismissal or removal.

5. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairperson of the Board of Directors in accordance with the principles stipulated in the Company's Charter. In the event that there is no authorized person, or the Chairperson of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education center, absconds from their place of residence, is restricted or loses their civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one of them to serve as the Chairperson of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

Article 30. 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 date of completion 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 percentage of votes. In the event that there is more than one member with the same highest number of votes or highest percentage of votes, the members shall elect one of them to convene the meeting of the Board of Directors based on the majority principle.

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.

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

- a) At the request of the Supervisory Board or an independent member of the Board of Directors;
- b) At the request of the Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) Other cases (if any)

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

5. 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 specified in Clause 3 of this Article. In the event that the Chairperson of the Board of Directors fails to convene the meeting as requested, they shall be held responsible for any damages caused to the Company; the requester has the right to replace the Chairperson of the Board of Directors to convene the meeting of the Board of Directors.

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

The meeting invitation for the Board of Directors may be sent via paper invitation, telephone, fax, electronic means, or other methods as stipulated by the Company's Charter, ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairperson of the Board of Directors or the person convening the meeting shall send the meeting invitation and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total members are present. In the event that a meeting convened in accordance with this Clause does not have sufficient members present as prescribed, it shall be convened for the second time within 15 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

9. A member of the Board of Directors is considered to be present and voting at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- e) Sending a voting ballot by other means.

10. In the event of sending a voting ballot to the meeting via mail, the ballot must be in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least 01 hour before the opening of the meeting. The voting ballot shall only be opened in the presence of all meeting attendees.

11. Voting

- a) Except as provided in Point b, Clause 11, Article 30, each member of the Board of Directors or an authorized person as prescribed in Clause 9 of this Article who is directly present in person at the meeting of the Board of Directors shall have one (01) vote;
 - b) A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or their related person has an interest that conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the minimum quorum of members present to hold a meeting of the Board of Directors regarding decisions on which that member does not have the right to vote;
 - c) According to the provisions of Point d, Clause 11, Article 30, when an issue arises at a meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily waive their voting right, the ruling of the chairperson shall be final, unless the nature or scope of the interest of the related member of the Board of Directors has not been fully disclosed;
 - d) A member of the Board of Directors who benefits from a contract as prescribed in Point a and Point b, Clause 6, Article 43 of this Charter is considered to have a significant interest in that contract;
 - e) A supervisor has the right to attend meetings of the Board of Directors, has the right to discuss but not to vote.
12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they are a person with an interest therein has the responsibility to disclose this interest at the first meeting of the Board discussing the signing of this contract or transaction. In the event that a member of the Board of Directors does not know that they and their related person have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held

after this member becomes aware that they have an interest or will have an interest in the aforementioned transaction or contract.

13. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the members of the Board of Directors.

14. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the members present; in the event of a tie, the final decision shall rest with the side of the Chairman of the Board of Directors.

15. The Board of Directors has the right to seek the opinions of its members in writing to pass a Resolution of the Board of Directors when approving matters under the authority of the Board of Directors as stipulated in Clause 2, Article 27 of this Charter.

A resolution in the form of written consultation shall be passed based on the approval of a majority of the members of the Board of Directors with voting rights. This resolution shall have the same validity and effect as a resolution passed at a meeting.

16. Meetings of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or some members are in different locations, provided that each participating member can:

- a) Hear each other member of the Board of Directors participating in the meeting speak;
- b) Speak to all other participating members simultaneously. Discussions between members may be conducted directly via telephone or other means of communication, or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered 'present' at that meeting. The location of the meeting held under this provision shall be the location where the majority of the members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

Decisions passed in a meeting held via telephone that is organized and conducted in a lawful manner shall be effective immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

17. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be authentic evidence of the work conducted during the meeting unless there is an objection to the content of the minutes within ten

(10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must bear the signatures of the chairperson and the minute-taker.



Article 31. Sub-committees under the Board of Directors

1. The Board of Directors may establish sub-committees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and shall consist of at least [02 persons], including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the Sub-committee pursuant to the decision of the Board of Directors. The operations of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee shall only be effective when a majority of the members attend and vote to approve it at the sub-committee meeting.
2. The implementation of decisions of the Board of Directors or of sub-committees under the Board of Directors must be in accordance with current legal regulations, the provisions of the Company's Charter, and the Internal Regulations on Corporate Governance.

Article 32. Corporate Governance Officer

1. The Board of Directors of the Company must appoint at least 01 Corporate Governance Officer to support the corporate governance of the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate Governance Officer must meet the following standards:
 - a) Have knowledge of the law
 - b) The Corporate Governance Officer shall not concurrently work for an approved auditing organization that is currently auditing the Company's financial statements.
 - c) Other standards as prescribed by law, the Company's Charter, and decisions of the Board of Directors
3. The Corporate Governance Officer has the following rights and obligations:
 - a) To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;
 - b) To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
 - c) To advise on meeting procedures;
 - d) Attend meetings;
 - e) To advise on procedures for drafting resolutions of the Board of Directors in accordance with the provisions of law;
 - f) To provide financial information, copies of minutes of the Board of Directors

meetings, and other information to members of the Board of Directors and members of the Supervisory Board;

- g) To supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) To act as a contact point with related parties;
- i) To maintain confidentiality of information in accordance with the provisions of law and the Company's Charter;
- j) Other rights and obligations as prescribed by law and this Charter.

VIII. DIRECTORS AND OTHER EXECUTIVES

Article 33. Organization of management apparatus

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

Article 34. Enterprise operators

1. Upon the proposal of the Director and with the approval of the Board of Directors, the Company may recruit other managers with numbers and standards suitable to the structure and management regulations of the Company as prescribed by the Board of Directors. Enterprise managers have the responsibility to support the Company in achieving the goals set out in its operations and organization.

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 salary of managers shall be included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, rights, and obligations of the Director

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person as the Director.

2. The Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the exercise of assigned rights and obligations.

3. The term of the Director shall not exceed 05 years and shall not hold the position for more than 02 (two) consecutive terms; any other case must be approved by 100% of the members of the Company's Board of Directors. The Director must meet the standards and conditions prescribed by law and the Company's Charter.

4. The Director has the following rights and obligations:

- a. 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;
- b. To organize the implementation of resolutions and decisions of the Board of Directors;
- c. To organize the implementation of the Company's business plans and investment plans;
- d. To propose the organizational structure and internal management regulations of the Company;
- e. To appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;
- f. To decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the Director;
- g. Labor recruitment;
- h. To propose plans for dividend payment or handling of business losses;
- i. To develop, issue, and implement the Working Regulations of the Board of Directors in accordance with relevant provisions of law, the Company's Charter, resolutions and decisions of the GMS and BOD, and the provisions of these Regulations;
- j. Other rights and obligations as prescribed by law.

5. The Board of Directors may dismiss the Director when a majority of the members of the Board of Directors with voting rights present at the meeting approve, and appoint a new Director as a replacement.

Article 36. Company Secretary

When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term as decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that it does not contravene current labor laws. The Company Secretary has the following rights and obligations:

- a) To assist in convening meetings of the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;
- b) To assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) To assist the Board of Directors in applying and implementing corporate governance principles;
- d) To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; in complying with obligations to provide information, disclose information, and administrative procedures;
- e) Other rights and obligations as prescribed in the Company's Charter and Internal Regulations of the Company.

IX. CONTROL BOARD

Article 37. Candidacy and nomination of members of the Supervisory Board (Supervisors)

1. The nomination and candidacy of members of the Supervisory Board shall be

conducted similarly to the provisions in Clause 1, Article 25 of the Charter. Shareholders holding voting shares have the right to aggregate their voting rights to nominate members of the Supervisory Board. Shareholders or groups of shareholders holding from 05% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 80% or more may nominate a maximum of seven (07) candidates.

2. In the event that 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 in accordance with the Charter, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

Article 38. Composition of the Supervisory Board

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

2. Members of the Supervisory Board must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an independent audit firm that has audited the Company's financial statements in the 03 consecutive years immediately preceding.

3. Members of the Supervisory Board shall be dismissed in the following cases:

- a) No longer meeting the standards and conditions to be a member of the Supervisory Board as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter which is then accepted;
- c) Other cases as prescribed by law and this Charter.

4. Members of the Supervisory Board shall be removed from office in the following cases:

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

Article 39. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal from office shall be based on the majority principle. More than half of the members of the Supervisory Board must be permanent residents in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the majors including economics, finance, accounting, auditing, law, business administration, or other majors relevant to the Company's business operations.

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

- [a) Convening meetings of the Supervisory Board;
- b) Requesting the Board of Directors, the Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c) Preparing and signing reports of the Supervisory Board after consulting with the Board of Directors to submit to the General Meeting of Shareholders].

Article 40. Rights and obligations of the Supervisory Board

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

- 1. Proposing and recommending to the General Meeting of Shareholders the approval of the list of audit firms accepted to audit the Company's financial statements; deciding on the audit firm accepted to inspect the Company's operations, and dismissing the accepted auditor when deemed necessary.
- 2. Being responsible to shareholders for its supervisory activities.
- 3. Supervising the financial status of the Company and the compliance with the law in the activities of members of the Board of Directors, the Director, and other managers.
- 4. Ensuring coordination with the Board of Directors, the Director, and shareholders.
- 5. In case of detecting any violation of the law or the Charter by members of the Board of Directors, the Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to terminate the violation and implement solutions to remedy the consequences.
- 6. Developing the Operational Regulations of the Supervisory Board and submitting them to the General Meeting of Shareholders for approval.
- 7. Reporting at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.
- 8. Having the right to access records and documents of the Company kept at the head office, branches, and other locations; having the right to visit the workplaces of the Company's managers and employees during working hours.



9. Having the right to request the Board of Directors, members of the Board of Directors, the Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.

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

Article 41. Meetings of the Supervisory Board

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

2. The Supervisory Board has the right to request members of the Board of Directors, the Director, and representatives of the accepted audit firm to attend and answer issues that need clarification.

Article 42. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board

Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board shall be implemented according to the following regulations:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and 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. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be recorded as a separate item in the Company's annual financial statements.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, DIRECTORS AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Supervisory Board, the Director, and other executives have the responsibility to perform their duties, including duties as members of sub-committees of the Board of Directors, honestly and prudently in the best

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

1. Members of the Board of Directors, members of the Supervisory Board, the Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, the Director, other managers, and their related persons may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the Director, and other managers have the obligation to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, or other companies controlled by the Company with 50% or more of the charter capital, with themselves or their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities laws on information disclosure.
4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons as prescribed by the Law on Enterprises and the Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the Director, other managers, and their related persons must not use or disclose to others internal information to execute related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the Director, other executives, and individuals or organizations related to these persons shall not be void in the following cases:
 - a) For transactions with a value of less than 20% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the Director, and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;
 - b) For transactions valued at 20% or more, or transactions that result in a total transaction value within 12 months from the date of the first transaction of 20% or more of the total asset value recorded in the most recent financial statements, the key contents of such transactions, as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the Director, and other managers, must be disclosed to shareholders and approved by the General Meeting of Shareholders through the votes of shareholders who have no related interests.

c) Contracts or loan and asset sale transactions valued at more than 10% of the total asset value recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares, or a related person of such shareholder, must be disclosed to shareholders and approved by the General Meeting of Shareholders through the votes of shareholders who have no related interests.

Article 44. Liability for damages and compensation

1. Members of the Board of Directors, members of the Supervisory Board, the Director, and other managers who violate their obligations, responsibilities of honesty and prudence, or fail to fulfill their duties must be held liable for damages caused by their violations.
2. The Company shall indemnify persons who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil, administrative, and non-Company-initiated lawsuits) if such person is or was a member of the Board of Directors, a member of the Supervisory Board, the Director, other manager, employee, or authorized representative of the Company, and has been or is performing duties under the Company's authorization, acting honestly and prudently in the best interests of the Company, in compliance with the law, and there is no evidence confirming that such person has breached their responsibilities.
3. Compensation costs include judgment costs, fines, and payments actually incurred (including legal fees) or deemed reasonable when resolving these matters within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

XI. RIGHT TO INSPECT BOOKS AND COMPANY RECORDS

Article 45. Right to inspect books and records

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:
 - a) Ordinary shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of voting shareholders; request the correction of inaccurate information; and review, inspect, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.
 - b) A shareholder or group of shareholders owning [05%] or more of the total ordinary shares has the right to review, inspect, and extract the minute book and resolutions/decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts and transactions requiring approval by the Board of Directors, and other documents, excluding documents related to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests to inspect books and records, they must provide a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.
3. Members of the Board of Directors, members of the Supervisory Board, the Director, and other managers have the right to inspect the Company's share register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.
4. The Company must keep this Charter and its amendments, the Certificate of Enterprise Registration, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.
5. The Company Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 46. Employees and trade union

1. The Director must prepare plans for the Board of Directors to approve matters related to recruitment, termination, salary, social insurance, welfare, rewards, and discipline for employees and corporate managers.
2. The Director must prepare plans for the Board of Directors to approve matters related to the Company's relationship with trade union organizations in accordance with best management standards, practices, and policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

XIII. PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders decides on the dividend payout ratio and the form of annual dividend payment from the Company's retained earnings.
2. The Company does not pay interest on dividend payments or payments related to any class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body responsible for executing this decision.
4. In cases where dividends or other payments related to a class of shares are paid in cash, the Company must pay in VND. The payment may

be made directly or through banks based on bank account details provided by the shareholder. In cases where the Company has transferred funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be held liable for the amount transferred to that shareholder. Dividend payments for shares registered for trading/registered for trading at the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.

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

6. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 48. Bank accounts

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks permitted to operate in Vietnam.
2. Subject to prior approval from competent authorities, in necessary cases, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company holds accounts.

Article 49. Fiscal year

The Company's fiscal year begins on January 01 and ends on December 31 of each year. The first fiscal year begins on the date of issuance of the Certificate of Enterprise Registration and ends on the 31st day of December immediately following that date.

Article 50. Accounting system

1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system issued or approved by competent authorities.
2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with accounting laws and related regulations. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company uses VND as the accounting currency. In cases where the Company has economic transactions primarily occurring in a foreign currency, it may choose

that foreign currency as its accounting currency, take responsibility for such choice before the law, and notify the direct tax management authority.

XV. FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 51. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements, which must be audited in accordance with the provisions of law. The Company shall disclose its audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to competent state authorities.
2. Annual financial statements must include full reports, appendices, and notes as required by the law on enterprise accounting. Annual financial statements must reflect the Company's operational situation truthfully and objectively.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to competent state authorities.

Article 52. Annual report

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

XVI. AUDITING THE COMPANY

Article 53. Auditing

1. The 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 select one of these units to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed upon with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders, to receive notices and other information related to the General Meeting of Shareholders, and to express their opinion at the meeting on matters related to the audit of the Company's financial statements.

XVII. CORPORATE SEAL Article

54. Corporate seal

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

2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the Director shall use and manage the seal in accordance with the provisions of current law.

XVIII. DISSOLUTION OF THE COMPANY

Article 55. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) Upon the expiration of the operating duration specified in the Company's Charter without a decision on extension;
 - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c) The Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;
 - d) Other cases as prescribed by law.
2. The dissolution of the Company before the expiration of the term (including any extended term) 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 mandatory) in accordance with regulations.

Article 56. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least [7 months] before the expiration of the operating duration so that shareholders can vote on the extension of the Company's operation as proposed by the Board of Directors.
2. The operating duration is extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

Article 57. Liquidation

1. At least 06 months before the expiration of the Company's operating duration or after a decision on the dissolution of the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to the liquidation shall be prioritized by the Company for payment before other debts of the Company.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operations.

From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

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

- a) Liquidation costs;
- b) Debts for salaries, severance pay, social insurance, and other benefits of employees under the signed collective labor agreement and 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. RESOLUTION OF INTERNAL DISPUTES

Article 58. Resolving internal disputes

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

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

The involved parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Supervisory Board to appoint an independent expert to act as a mediator for the dispute resolution process.

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

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

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 59. Company Charter

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case legal regulations related to the Company's operations are not mentioned in this

Charter, or in case new legal regulations differ from the provisions in this Charter, such regulations shall apply to govern the Company's operations.

XXI. EFFECTIVE DATE

Article 60. Effective date

1. This Charter consists of 21 sections and 60 articles, unanimously approved by the General Meeting of Shareholders of Buon Don Hydropower Joint Stock Company on 24 April 2026, and all parties agree to the full effectiveness of this Charter.
2. The Charter is made in 10 copies, each having equal validity, and must be kept at the Company's head office.
3. This Charter is the unique and official Charter of the Company.

LEGAL REPRESENTATIVE DIRECTOR



Truong Hai Quang

