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INTRODUCTION

These charters were approved by the shareholders of Tan Phu Vietnam Joint Stock Company in accordance with resolutions of the General Meeting of Shareholders.

I. DEFINITION OF TERMS IN THE BYLAWS

Điều 1. Define

1.1 In these Regulations, the following terms shall be understood as follows:

- a. "The company" means Tan Phu Vietnam Joint Stock Company ;
- b. "Articles of Association" means the Articles of Organization and Operation of Tan Phu Vietnam Joint Stock Company ;
- c. "Charter capital" is the total par value of shares sold as stipulated in Article 5 of these Charters ;
- d. "Shareholder" means any organization or individual that owns at least one share of the Company;
- e. "Board of Directors" or "BOD" means the Board of Directors of the Company, which is the governing body of the company, having full authority to act on behalf of the company to decide and exercise the rights and obligations of the company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders;
- f. "Major shareholder" refers to a shareholder as defined in Clause 18, Article 4 of the Securities Law of 2019 ;
- g. "Enterprise Law" means Enterprise Law No. 59 / 2020 /QH14 dated June 17 , 2020 , and all amendments, supplements, and guidelines for the implementation of this law;
- h. "Securities Law" means Securities Law No. 54 / 2019 /QH14 dated November 26 , 2019 and the amendments, supplements and guidelines for the implementation of this law ;
- i. "Managers" refers to those who manage the company, including the Chairman of the Board, members of the Board, the General Director, and the Deputy General Directors of the Company;
- j. "Business executives" are the General Director, the Deputy General Director(s), and the Chief Accountant of the Company;
- k. "Related parties" are individuals or organizations as defined in Clause 23 , Article 4 of the Enterprise Law and Clause 46 , Article 4 of the Securities Law;
- l. "Vietnam" refers to the Socialist Republic of Vietnam.

1.2 In these Statutes, references to one or more regulations or legal texts or other documents shall include any amendments or replacements thereof.

1.3 The headings (chapters, articles of these Statutes) are used for convenience in referencing the content and do not affect the content of these Statutes;

- 1.4** Words or terms defined in the Enterprise Law and the Securities Law (unless they conflict with the subject matter or context) shall have similar meanings in these Charters.

II. NAME, FORM, HEAD OFFICE, LEGAL REPRESENTATIVE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS AND TERM OF OPERATION OF THE COMPANY

Điều 2. Name, form, registered office, legal representative, branches, representative offices, business locations, and duration of operation of the Company.

1. Company Name:
 - Vietnamese name: **TAN PHU VIETNAM JOINT STOCK COMPANY**
 - English name: **TAN PHU VIET NAM JOINT STOCK COMPANY**
 - Stock ticker symbol: **TPP**
2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law. The company was formerly a state-owned enterprise that was privatized.
3. Company's registered office:
 - Address: 314 Luỹ Bán Bích Street, Tan Phu Ward, Ho Chi Minh City, Vietnam
 - Phone: (84.028) 3860 9003 - 3860 9340
 - Fax:
 - Email: info@tanphuvietnam.vn
 - Website: tanphuvietnam.vn
4. The Company has one (01) legal representative. The Chairman of the Board of Directors is the legal representative of the Company.
5. The company may establish subsidiaries, invest in and contribute capital to member companies; establish branches, representative offices and set up a system of agents and business locations to achieve the company's operational objectives and within the limits permitted by law.
6. Unless the Company ceases operations prematurely in accordance with Điều 51 and Điều 52 of these Charters, its term of operation shall commence from the date of establishment and shall be indefinite.

III. COMPANY'S OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS

Điều 3. Company's operational objectives

1. The company's business areas and activities:

No.	Name of industry/business	Business sector/occupation code
1	Manufacturing products from plastic Details: Manufacturing of plastic products and packaging for the industrial, agricultural, fisheries, transportation, construction, postal and telecommunications, and civil sectors (excluding the production of thermal insulation foam using R141b gas and pre-mixed polyol HCFC-141b).	2220 (Main)
2	Other manufacturing not classified elsewhere Details: Manufacturing of plastic parts and components for the industrial, agricultural, fisheries, transportation, construction, postal and telecommunications, and civil sectors. Fabrication of molds and parts for the plastics industry.	3290
3	Wholesale of other household goods Details: Wholesale of household goods; Wholesale of medical instruments, cosmetics and hygiene products; Wholesale of other household goods (Exercising the right to export, import, and wholesale distribution of goods not prohibited from export, import, or distribution under Vietnamese law or not restricted under international treaties to which Vietnam is a party (CPC 622)) Excluding the management, import, export, purchase, sale, storage, and protection of goods included in the National Reserve List.	4649
4	Other specialized wholesale trade not classified elsewhere Details: Wholesale of raw materials and supplies for the plastics industry; Wholesale of raw materials, supplies, and products for the agricultural, industrial, and construction sectors; Other specialized wholesale not classified elsewhere (Exercising the right to export, import, and wholesale distribution of goods not prohibited from export, import, or distribution under Vietnamese law or not restricted under international treaties to which Vietnam is a party (CPC 622))	4679
5	Manufacture of other specialized machinery Details: Manufacturing of machinery and equipment for the plastics industry (excluding recycling of waste materials, forging, casting, metal rolling, stamping, cutting, bending, welding, painting, and electroplating at the headquarters).	2829
6	Wholesale of agricultural machinery, equipment and spare parts. Details: Buying and selling agricultural machinery and equipment.	4653
7	Wholesale of machinery, equipment and other machine parts Details: Wholesale of industrial and construction machinery and equipment; Wholesale of electrical machinery, equipment, and materials; Wholesale of other machinery, equipment, and spare parts (Exercising the right to export, import, and wholesale distribution of goods not prohibited from export, import, or distribution under Vietnamese law or not restricted under international treaties to which Vietnam is a party (CPC 622))	4659
8	Printing Details: Printing on packaging (not performed at the headquarters) (not carrying out printing activities as stipulated in Decree No. 195/2013/ND-CP dated November 21, 2013 and Decree No. 25/2018/ND-CP dated February 28, 2018 amending and supplementing Decree No. 60/2014/ND-CP dated June 19, 2014)	1811

9	Real estate business, land use rights belonging to the owner, user or lessee. Details: Real estate business. Leasing of offices, factories, warehouses (excluding "Investment in the construction of cemetery and burial ground infrastructure" as per item AI7 - sectors not yet accessible to foreign investors in Decree No. 31/2021/ND-CP).	6810
10	Production of non-alcoholic beverages and mineral water. Details: Production of bottled purified water.	1105
11	Railway construction	4211
12	Wholesale beverages Details: Buying and selling bottled purified water.	4633
13	Road construction	4212
14	Road freight transport (Excluding liquefied gas for transport)	4933
15	Building a house to live in.	4101
16	Wholesale of electronic and telecommunication equipment and components. Details: Exercising the right to export, import, and wholesale distribute goods that are not prohibited from export, import, or distribution under Vietnamese law, or not restricted under international treaties to which Vietnam is a party (CPC 622).	4652
17	Building houses not to live in.	4102
18	Construction of other civil engineering works	4299
19	Wholesale trade of automobiles and other motor vehicles. Details: Exercising the right to export, import, and wholesale distribute goods that are not prohibited from export, import, or distribution under Vietnamese law, or not restricted under international treaties to which Vietnam is a party (CPC 61111).	4661
20	Retail sale of automobiles and other motor vehicles (Excluding auction activities)	4781
21	Wholesale of spare parts and accessories for automobiles and other motor vehicles. (Excluding auction activities)	4662
22	Retail sale of parts and accessories for automobiles and other motor vehicles. (Excluding auction activities)	4782
23	Wholesale of computers, peripherals, and software. Details: Exercising the right to export, import, and wholesale distribute goods that are not prohibited from export, import, or distribution under Vietnamese law, or not restricted under international treaties to which Vietnam is a party (CPC 622).	4651
24	Wholesale of other building materials and installation equipment. Details: Exercising the right to export, import, and wholesale distribute goods that are not prohibited from export, import, or distribution under Vietnamese law, or not restricted under international treaties to which Vietnam is a party (CPC 622).	4673
25	Wholesale trade	4690

	Details: Exercising the right to export, import, and wholesale distribute goods that are not prohibited from export, import, or distribution under Vietnamese law, or not restricted under international treaties to which Vietnam is a party (CPC 622).	
26	Other general retail Details: Exercising the right to retail distribution of goods not subject to export, import, or distribution prohibitions under Vietnamese law, or not subject to restrictions under international treaties to which Vietnam is a signatory (CPC 632).	4719
27	Retail sale of information and communication technology equipment	4740
28	Retail sale of hardware, paints, glass, and other building materials and installation equipment. Details: Exercising the right to retail distribution of goods not subject to export, import, or distribution prohibitions under Vietnamese law, or not subject to restrictions under international treaties to which Vietnam is a signatory (CPC 632).	4752
29	Retail sale of household electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and electric lighting fixtures, and other household goods not elsewhere classified. Details: Exercising the right to retail distribution of goods not subject to export, import, or distribution prohibitions under Vietnamese law or not subject to restrictions under international treaties to which Vietnam is a signatory (CPC 632).	4759
30	Retail sale of medicines, medical devices, cosmetics and hygiene products. Details: Retail sale of medical instruments, cosmetics, and hygiene products in specialized stores (Exercising the right to retail distribution of goods not prohibited from export, import, or distribution under Vietnamese law, or not restricted under international treaties to which Vietnam is a signatory (CPC 632)) Excluding the management, import, export, purchase, sale, storage, and protection of goods included in the National Reserve List.	4772
31	Retail sale of other new goods (excluding automobiles, motorcycles, and their accessories) Details: Retail sale of machinery, electrical equipment, and electrical materials; Retail sale of other new goods in specialized stores (Exercising the right to retail distribution of goods not subject to export, import, or distribution prohibitions under Vietnamese law or not subject to restrictions under international treaties to which Vietnam is a signatory (CPC 632)).	4773
32	Retail sale of used goods (Excluding the retail sale of used books, newspapers, and magazines, including rentals)	4774
33	Retail intermediary services (Excluding auction activities)	4790
34	Agents, brokers, and auctioneers of goods. Details: Agents. Brokers. Consignment agents, buying and selling goods (excluding business activities listed in the List of Goods for Foreign Investors, and economic organizations with foreign investment capital are prohibited from exercising export, import, and distribution rights as stipulated in Section 16.A, Appendix I of Decree 31/2021/ND-CP)	4610

35	Beverage retail	4723
36	Manufacture of cosmetics, perfumes, soaps, detergents, polishes and sanitary preparations. Details: Production of laundry soap, detergents, polishes and sanitary preparations (excluding the production of products that must meet the conditions of cosmetic manufacturing facilities as stipulated in Articles 3 and 4 of Decree No. 93/2016/ND-CP dated July 1, 2016 on the conditions for cosmetic production).	2023

2. Company's operational objectives:

- a. Investing in and developing production and business activities in fields and sectors permitted by law;
- b. Based on the Company's resources, it can invest, contribute capital, cooperate, collaborate, form joint ventures, and establish partnerships with all economic sectors to organize production and business activities in the registered industries, aiming to increase the Company's production and business efficiency and bring harmonious benefits to employees, shareholders, the Company, and society as a whole. It may also develop additional production, business, and service sectors if the Company's actual conditions and the law permit.

Điều 4. Scope of business and operations

1. The Company is permitted to plan and conduct all business activities in accordance with its registered business lines and these Articles of Association in compliance with applicable laws and regulations, and to take appropriate measures to achieve the Company's objectives.
2. The company may conduct business in other sectors and professions permitted by law and approved by the Company's General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, SHAREHOLDERS

Điều 5. Registered capital, shares, shareholders

1. The Company's charter capital at the time of adopting these Charters is: **VND 628,862,820,000 (Six hundred twenty-eight billion eight hundred sixty-two million eight hundred twenty thousand dong) .**
2. The total charter capital of the Company is divided into **62,886,282 (Sixty-two million eight hundred eighty-six thousand two hundred eighty-two)** shares with a par value of 10,000 (ten thousand) VND/share.
3. The company may change its charter capital with the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.
4. All shares of the Company as of the date of adoption of these Charters are common shares. The Company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of the law. The rights and obligations associated with each type of share are stipulated in Điều 10 of these Charters.
5. All of the Company's shares are registered with the Vietnam Securities Corporation and Clearing and Settlement Board. The shareholder list provided by the Vietnam Securities

Corporation and Clearing and Settlement Board on the record date will be stored by the Company at its headquarters in accordance with the law.

6. Since the Company was formerly a state-owned enterprise that was privatized, and more than three years have passed since the date of adoption of these Charters, the regulations concerning the Company's founding shareholders are no longer valid.

7. Common shares must be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not subscribed by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute these shares to other parties under conditions and in a manner deemed appropriate, but may not sell them under more favorable conditions than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or in the case of shares sold through an auction on the Stock Exchange.

8. The Company may repurchase shares issued by itself (including redeemable preferred shares) in the manner prescribed in these Articles of Association and applicable law. Common shares repurchased by the Company are treasury shares, and the Board of Directors may offer them for sale in manner consistent with the provisions of these Articles of Association, the Securities Law, and other relevant guiding documents.

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

Điều 6. Share ownership certificate

1. All shares of the Company are registered at the Vietnam Securities Depository Center. In the event that a shareholder does not deposit or withdraws their securities from deposit, the Company will issue a Certificate of Share Ownership to the shareholder based on a request from the Vietnam Securities Depository Center, in accordance with current laws.

2. The share certificate must bear the company's seal and the signature of the company's legal representative, as stipulated in the Enterprise Law. The share certificate must clearly state the number and type of shares held by the shareholder, the full name of the holder, and other information as prescribed in Clause 1, Article 12 of the Enterprise Law .

3. The company has registered all its issued shares for listing on the stock exchange, and all transactions involving the purchase, sale, and transfer of ownership of the company's shares are conducted in accordance with the provisions of the Securities Law .

4. Shareholder Certificate is lost, torn, burned, damaged, or destroyed, the shareholder may request the Company to issue a new Shareholder Certificate , provided that proof of share ownership is provided as requested by the Company , all related costs are paid to the Company , and the shareholder commits to being responsible for any disputes arising from the re-issuance of the new Shareholder Certificate . Within fifteen days of receiving the complete application, the Company will issue a replacement Shareholder Certificate.

5. Notwithstanding the provisions of Article 6, Clause 4 above, shareholders whose shares are not deposited must carefully keep their Share Ownership Certificates , ensuring they are not torn, damaged, smudged, or faded, and are solely responsible for their safekeeping. The Company will not be liable in any case where these Certificates are stolen or used for fraudulent purposes.

Điều 7. Other securities certificates

Bond certificates or other securities certificates of the Company (excluding letters of offer, provisional certificates and similar documents) shall be issued bearing the seal and signature of the Company's legal representative, unless otherwise stipulated in the terms and conditions of issuance.

Điều 8. Securities registration and share transfer

1. The company registered all of its issued shares at the Vietnam Securities Depository Center.
2. All shares are freely transferable in accordance with the regulations of the law on securities and the securities market of the Stock Exchange, unless otherwise provided in this Charter, the law, or a Resolution of the General Meeting of Shareholders/Board of Directors.
3. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as stipulated by law.
4. In the event that the Company delists its shares from the stock exchange, the Board of Directors will stipulate the procedures for transferring ownership of the Company's shares.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL**Điều 9. Organizational structure**

The company's organizational and management structure includes:

- a. General Shareholders' Meeting;
- b. The Board of Directors and the Audit Committee report to the Board of Directors;
- c. Board of Directors .
- d. Subsidiaries, member companies, or businesses in which the Company has invested capital. The authority to decide on the amount of capital contribution (or founding capital) to member companies and subsidiaries rests with the Board of Directors or the legal representative, depending on the level of capital contribution. The Board of Directors has the authority to appoint representatives of the Company's capital in subsidiaries and member companies.
- e. The Board of Directors has the authority to decide on the establishment and dissolution of branches, representative offices, and workshops of the Company based on the proposal of the legal representative.
- f. The legal representative has the authority to establish, dissolve, and restructure departments, divisions, and functional units under the Company; and has the authority to develop models and issue policies for the Company's agents.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Điều 10. Shareholder rights

1. Shareholders are the owners of the company, possessing rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the company's debts and other financial obligations to the extent of their capital contribution.
2. Holders of common stock have the following rights:
 - a. Attend shareholder meetings and exercise voting rights directly or through an authorized representative. Each common share has one voting right;
 - b. Receive dividends at the rate determined by the General Meeting of Shareholders;
 - c. Shares that have been fully paid are freely transferable in accordance with the provisions of these Articles of Association and applicable law, unless otherwise provided in these Articles of Association, the law, or a Resolution of the General Meeting of Shareholders/Board of Directors;
 - d. They are given priority to purchase newly offered shares in proportion to the percentage of common shares they own;
 - e. Verify the shareholder information in the list of eligible shareholders for the General Meeting and request corrections to any inaccurate information;
 - f. Review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g. In the event of company dissolution, the shareholder is entitled to receive a portion of the remaining assets corresponding to the number of shares contributed to the company, after the company has paid its creditors and shareholders holding other types of shares as stipulated by law;
 - h. Request the company to repurchase their shares in the cases stipulated in Article 132 of the Enterprise Law;
 - i. Other rights as stipulated in these Statutes and by law.
3. Shareholders or groups of shareholders holding 5 % or more of the total number of common shares have the following rights:
 - a. Request to convene a General Meeting of Shareholders in the cases stipulated in Clause 3, Article 115 and Article 140 of the Enterprise Law;
 - b. Review and extract minutes and resolutions of the Board of Directors; interim and annual financial statements in accordance with the Vietnamese accounting system; contracts and transactions requiring approval from the Board of Directors and other documents, except those relating to the company's trade secrets and business secrets ;
 - c. Other rights are set forth in these Statutes.
4. Shareholders or groups of shareholders holding 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the relevant provisions of these Articles of Association.
5. The rights of shareholders owning other types of shares will be determined by a resolution of the General Meeting of Shareholders.

Điều 11. Shareholders' obligations

Shareholders have the following obligations:

1. Comply with the Company's Articles of Association and regulations; abide by the decisions of the General Meeting of Shareholders and the Board of Directors;
2. Payment for the registered shares must be made in full and on time as required;
3. Shareholders are not permitted to withdraw contributed capital in the form of common shares from the company in any form, except in cases where the shares are repurchased by the company or another party. If a shareholder withdraws part or all of their contributed capital in violation of this provision, that shareholder and any related parties in the company shall be jointly and severally liable for the company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages .
4. Provide complete and accurate information when registering to purchase shares and update any changes during the period of share ownership;
5. Confidentiality of information provided by the company is guaranteed in accordance with the company's charter and applicable laws; information provided is used only to exercise and protect one's legitimate rights and interests; the dissemination, copying, or sending of information provided by the company to other organizations or individuals is strictly prohibited.
6. Fulfill other obligations as required by applicable law;
7. Individuals are held personally liable for any of the following acts committed in the name of the company:
 - a. Violation of the law;
 - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c. Pay off debts that are not yet due to mitigate potential financial risks for the company.

Điều 12. General Shareholders' Meeting

1. The General Meeting of Shareholders is the highest authority of the Company. The annual General Meeting of Shareholders is held once a year. The General Meeting of Shareholders must be held annually within 4 months from the end of the fiscal year. If necessary, the Chairman of the Board of Directors may decide to extend the annual General Meeting of Shareholders, but not more than 6 months from the end of the fiscal year.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue within Vietnam. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Articles of Association, particularly approving the annual financial statements and the financial budget for the following fiscal year. Independent auditors may be invited to attend the meeting to advise on the approval of the annual financial statements.
3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:
 - a. The Board of Directors deems it necessary for the benefit of the Company;

- b. When the number of members of the Board of Directors is less than the minimum number of members required by law;
 - c. Shareholders or groups of shareholders as stipulated in Điều 1010.3 3proposal must clearly state the reason and purpose of the meeting and be signed by the relevant shareholders (the proposal may be prepared in multiple copies to obtain the signatures of all relevant shareholders);
 - d. Other cases as prescribed by law and the company's 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 is as stipulated in Clause 3b Điều 12 of these Regulations or upon receiving a request as stipulated in Clauses 3 and 3 of Điều 12 of these Regulations.
 - b. If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Clause 4a, Article 12 of this Law, then within the next 30 days, the shareholder or group of shareholders as prescribed in Clause 3d, Article 12 of this Law has the right to represent the company in convening a General Meeting of Shareholders in accordance with this Law. Reasonable expenses for convening and conducting the General Meeting of Shareholders will be reimbursed by the company .

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the convening and conduct of the meeting if deemed necessary.

- c. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

Điều 13. Rights and responsibilities of the General Meeting of Shareholders

- 1. The Annual General Meeting of Shareholders has the right to discuss and approve:
 - a. The company's annual business plan;
 - b. Annual audited financial statements;
 - c. The Board of Directors' report on the governance and performance of the Board of Directors and each individual member of the Board of Directors;
 - d. Dividend rates for each class of shares;
 - e. The company's short-term and long-term development plans (if any);
 - f. Other matters fall within the jurisdiction.
- 2. Annual general meetings, extraordinary general meetings, and meetings conducted by written shareholder consultation process adopt decisions on the following matters:
 - a. The Company's annual business plan; adjustments or additions to the Company's annual business plan approved by the Annual General Meeting of Shareholders;
 - b. Through annual financial reports;

- c. The annual dividend payment for each type of share shall comply with the Enterprise Law and the rights associated with that type of share. This dividend shall not exceed the amount proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;
 - d. Number of members of the Board of Directors;
 - e. Approve the list of independent auditing firms; decide which independent auditing firm will conduct the company's operational audit, and dismiss independent auditors when deemed necessary;
 - f. Electing, dismissing, and replacing members of the Board of Directors.
 - g. Total remuneration of Board members and Board Remuneration Report;
 - h. Supplementing and amending the Company's Articles of Association;
 - i. The types of shares and the number of new shares to be issued for each type of share, and the transfer of shares by founding members within the first three years from the date of establishment;
 - j. Dividing, separating, merging, consolidating, or transforming the Company;
 - k. Reorganize and dissolve (liquidate) the company and appoint a liquidator;
 - l. To investigate and address violations by the Board of Directors that cause damage to the Company and its shareholders;
 - m. Decisions to invest in or sell Company assets or transactions with a value of 35% or more of the Company's total assets as recorded in the most recent financial statement; The most recent financial statement as defined in this clause is understood to be the Company's financial statement prepared no more than 90 days prior to the date of the decision.
 - n. The company repurchased more than 10% of a class of issued shares;
 - o. The company or its branches enter into contracts with entities (individuals or organizations) as stipulated in Clause 1, Article 16 of the Enterprise Law, with a value equal to or greater than 35% of the total value of assets of the company and its branches as recorded in the company's most recent quarterly financial report;
 - p. Authorize the Board of Directors to decide and implement matters within the scope of authority of the General Meeting of Shareholders, except as otherwise provided by law.
 - q. Other matters as stipulated in these Articles of Association and other Company regulations and relevant laws;
3. Shareholders are not allowed to vote in the following cases:
- a. The contracts stipulated in Point o, Clause 2, Điều 13 of these Charters are valid when that shareholder or a person related to that shareholder is a party to the contract;
 - b. The purchase of shares by that shareholder or by persons related to that shareholder, except in cases where the share buyback is carried out in proportion to the ownership of all shareholders or the buyback is carried out through order matching transactions on the Stock Exchange or a public tender offer as prescribed by law.
4. All resolutions and matters on the agenda must be discussed and voted on at the General Meeting of Shareholders.

Điều 14. Authorized representatives

1. Shareholders entitled to attend the General Meeting of Shareholders may attend in person or authorize a representative to attend. If more than one authorized representative is appointed, the number of shares and votes of each representative must be specifically identified.
2. The authorization for a representative to attend the General Meeting of Shareholders must be in writing, using the company's form, and must be signed as follows:
 - a. In cases where an individual shareholder is the authorized representative, both the shareholder's signature and the authorized representative's signature are required at the meeting. At meetings convened by the Board of Directors, the Board may issue specific written regulations allowing for authorization via telephone, fax, or email, provided that the authorization can be verified and stored.
 - b. In cases where the authorized representative of a shareholder is an organization and authorizes another person to attend the meeting on their behalf, the meeting must be signed by the authorized representative, the legal representative of the shareholder, and the authorized person.
 - c. In other cases, the signatures of the shareholder's legal representative and the person authorized to attend the meeting are required.

Authorized representatives attending the General Shareholders' Meeting must submit their authorization document before entering the meeting room.

3. In cases where a lawyer signs a letter of appointment on behalf of an authorized person, the appointment is only considered valid if the letter of appointment is presented along with the letter of authorization to the lawyer or a valid copy of that letter of authorization (if not previously registered with the Company).
4. Except as provided in Clause 3 Điều 14 The vote of an authorized representative attending the meeting within the scope of their authorization remains valid in the following cases:
 - a. The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;
 - b. The authorizing party has revoked the designation of authorization;
 - c. The grantor has revoked the authority of the grantee.

This clause shall not apply if the Company receives notice of any of the above events forty-eight hours before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Điều 15. Changes to rights related to preferred stock

1. Decisions of the General Meeting of Shareholders concerning matters that adversely affect the rights and obligations of preferred shareholders shall only be adopted if approved by at least 75% of the total number of preferred shares of that class present at the meeting, or approved by at least 75% of the total number of preferred shares of that class in the case of decisions made through written consultation.
2. The holding of such a meeting is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting will be held again within thirty days, and those holding shares of that class (regardless of the number of people and shares)

present in person or through authorized representatives will be considered to have met the required number of representatives. At the meetings of preferred shareholders, those holding shares of that class, present in person or through representatives, may request a secret ballot, and each person casting a secret ballot will have one vote for each share of that class they own. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedure for conducting such separate meetings is carried out in accordance with the provisions of Điều 17 and Điều 19 of these Regulations.

4. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the sharing of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

Điều 16. Convening the General Meeting of Shareholders, meeting agenda, and notice of the General Meeting of Shareholders.

1. The Board of Directors convenes the General Meeting of Shareholders, or the General Meeting of Shareholders is convened in accordance with the circumstances stipulated in Clause 4b of Điều 12 or Clause 4c of Điều 12 of these Charters.

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

- a. Prepare a list of shareholders eligible to attend and vote at the general meeting of shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders ;
- b. Determine the time and location for holding the congress;
- c. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

The following documents shall be sent with the notice of the Shareholders' General Meeting or must be posted on the Company's website no later than 21 days before the date of the Shareholders' General Meeting:

- The meeting agenda, the documents to be used in the meeting, and the draft resolutions for each item on the agenda;
- List and details of candidates in case of election of Board of Directors members (In cases where the candidate has already been identified) ;
- Voting slip;
- Template for appointing a representative to attend a meeting.

3. Notice of Shareholders' General Meeting.

a. Notices of the General Meeting of Shareholders may be sent to shareholders by hand delivery or by registered mail (or registered mail) to the shareholder's registered address (or to an address provided by the shareholder for the purpose of sending information). If the shareholder has notified the Company in writing of their fax number or email address, the notice of the General Meeting of Shareholders may be sent to that fax number or email address. The notice of the meeting must also be published on the Company's website and on the websites of the State Securities Commission and the Stock Exchange.

b. The notice of the General Meeting of Shareholders published on the Company's website has the same validity as a notice sent to the shareholder's address in the following cases: (i) the shareholder has an unclear address, or (ii) the Company does not have sufficient address information to send the notice to the shareholder; (iii) the notice has been sent to the shareholder at the correct address but is returned to the Company due to the lack of a recipient.

c. Notices of the General Meeting of Shareholders must be sent to all shareholders on the list of shareholders entitled to attend the meeting no later than... twenty-one (21) days before the date of the General Meeting of Shareholders (calculated from the date on which the notice is duly sent or transmitted, postage is paid or it is placed in the mailbox).

In cases where documents are not included with the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents so that shareholders can access them, including:

- Meeting agenda, documents to be used in the meeting;
- List and details of candidates in the event of electing members of the Board of Directors (if candidate information is available beforehand);
- Voting slip;
- Form for designating a representative to attend a meeting by proxy;
- Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders mentioned in Clause 3, Điều 10 of these Charters have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company at least 3 working days before the scheduled opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, citizen identification card number, identity card number, passport number, or other legally valid personal identification for individual shareholders; the name, business registration number or establishment decision number, and head office address for corporate shareholders; the number and type of shares held by that shareholder; and the content of the proposal to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject proposals related to Clause 4 of Điều 16 in the following cases:

- a. The proposal was submitted late, or was incomplete or lacked the correct content .
- b. At the time of the proposal, the shareholder or group of shareholders did not hold at least 5% of the common shares;
- c. The proposed issue falls outside the scope of the Shareholders' General Meeting's authority to discuss and approve.
- d. Other cases as prescribed by law and these Regulations.

6. The board of directors must prepare draft resolutions for each item on the meeting agenda.

7. Decisions adopted at a General Meeting of Shareholders with shareholders attending in person and by proxy representing 100% of the total voting rights are legal and effective even if the procedures for convening the meeting, the agenda, and the manner of conducting the meeting are not carried out as prescribed.

Điều 17. Conditions for holding a General Meeting of Shareholders

1. A general meeting of shareholders is held when the number of shareholders in attendance represents more than 50 % of the voting shares.
2. If the required number of delegates is not present within 30 minutes of the scheduled opening time of the meeting, the meeting must be reconvened within 30 days from the date of the first scheduled General Meeting of Shareholders. The reconvened General Meeting of Shareholders may only proceed if the attendees are shareholders and their authorized representatives representing at least 33% of the voting shares.
3. If the second general meeting cannot be held due to insufficient attendance within 30 minutes of the scheduled opening time, a third general meeting of shareholders may be convened within 20 days of the planned date of the second meeting. In this case, the meeting will proceed regardless of the number of shareholders or authorized representatives in attendance and will be considered valid and have the right to decide on all matters that the first general meeting of shareholders could approve.
4. Upon the Chairman's recommendation, only the General Meeting of Shareholders has the right to change the meeting agenda enclosed with the meeting invitation notice, as stipulated in Clause 3, Điều 16 of these Charters.
5. Shareholders may attend the General Meeting of Shareholders in one of the following ways:
 - a. Directly attend the General Meeting of Shareholders;
 - b. Send the ballot by registered mail to the Board of Directors no later than one day before the opening of the meeting. In this case, the head of the vote counting committee of the General Meeting of Shareholders has the right to open the ballot of that shareholder;
 - c. Authorizing another person to attend the General Meeting of Shareholders. If a shareholder is an organization and does not have a representative for its capital contribution in the Company, that organization has the right to authorize another person to attend the General Meeting of Shareholders.

Điều 18. Procedures for conducting meetings and voting at the General Shareholders' Meeting.

1. Before the meeting commences, the Company must carry out the shareholder registration procedure and must continue registration until all shareholders entitled to attend the meeting have registered.
2. When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the shareholder's voting number. The voting card may be coded or digitized so that voting and/or vote counting can be conducted using computer software or digital technology.

Voting and vote counting shall be conducted in the following ways: (i) Counting votes in favor of the resolution, then counting votes against, and finally counting abstentions; or (ii) By using computer software and digital technology; or (iii) By other methods as prescribed in the Regulations on the Organization of the General Meeting of Shareholders and/or as unanimously approved by the General Meeting of Shareholders. The General Meeting shall elect those responsible for

counting or supervising the vote counting as proposed by the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.

3. Shareholders arriving late to the General Meeting have the right to register immediately and subsequently participate and vote at the meeting. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any voting sessions conducted before the late-arriving shareholders arrive will not be affected.

4. A General Meeting of Shareholders convened by the Board of Directors shall be chaired by the Chairman of the Board of Directors. In the absence of the Chairman of the Board of Directors, the chair shall be selected in the following order of priority: (i) the Vice Chairman of the Board of Directors; or (ii) a member elected by the Board of Directors. If the General Meeting of Shareholders is not convened by the Board of Directors, the person convening the General Meeting of Shareholders shall preside over the meeting to elect a chair.

The chairperson has the right to appoint one or more people to serve as the secretary of the congress;

The chairperson has the right to nominate individuals to the Vote Counting Committee for approval by the General Meeting of Shareholders.

5. The Chairman's decision regarding the order, procedures, or events arising outside the agenda of the Shareholders' General Meeting shall be final and binding.

6. The Chairman of the General Meeting of Shareholders may adjourn the meeting even if the required number of delegates have arrived at a later time and location determined by the Chairman, without consulting the meeting, if it is found that: (a) Attendees cannot find convenient seating at the meeting venue, (b) The conduct of those present is disruptive or likely to disrupt the order of the meeting, or (c) The adjournment is necessary for the valid conduct of the meeting. In addition, the Chairman may adjourn the meeting with the consent or request of the General Meeting of Shareholders who have arrived with the required number of delegates. The maximum adjournment period shall not exceed three days from the scheduled date of the meeting. The rescheduled meeting will only consider matters that would have been legally resolved at the adjourned meeting unless the shareholders decide otherwise.

7. In the event that the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 6 Điều 18 of these Charters stipulates that the General Meeting of Shareholders shall elect another person from among the attending members to replace the Chairperson in presiding over the meeting until its conclusion, and the validity of the votes cast at that meeting shall not be affected.

8. The chairperson of the meeting may conduct activities as they deem necessary to conduct the Shareholders' General Meeting in a valid and orderly manner; or to ensure that the meeting reflects the wishes of the majority of attendees.

9. The convenor of the General Meeting of Shareholders may require shareholders or their authorized representatives attending the General Meeting to undergo security checks or other security measures as deemed appropriate by the Board of Directors. If a shareholder or authorized representative fails to comply with such security checks or measures, the convenor of the General Meeting of Shareholders, after careful consideration, may refuse or expel that shareholder or representative from the meeting.

10. The Board of Directors, after careful consideration, may take measures which it deems appropriate to:

- a. Adjust the number of people present at the main venue for the Shareholders' General Meeting;
- b. Ensure the safety of everyone present at that location;
- c. Facilitate shareholders' attendance (or continued attendance) at the general meeting.

The Board of Directors has the full authority to change the aforementioned measures and to implement all measures as deemed necessary. Measures may include issuing entry passes or employing other selection methods.

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

- a. This notice states that the congress will be held at the location specified in the notice and that the Congress Chairman will be present there ("Main venue of the congress");
- b. Arrangements shall be made so that shareholders or their authorized representatives who are unable to attend the meeting under these Terms, or who wish to participate from a location other than the Main Meeting Place, may simultaneously attend the meeting;

The announcement regarding the organization of the congress does not need to detail the organizational measures as stipulated in this Article.

12. Under these Articles of Association (unless circumstances require otherwise), all shareholders shall be deemed to be attending the meeting at the Main Meeting Place.

The company must hold a General Meeting of Shareholders at least once a year. The annual General Meeting of Shareholders may not be held in the form of written ballots.

Điều 19. Through a decision of the General Meeting of Shareholders

1. Decisions of the General Meeting of Shareholders may be adopted directly at the meeting or through written consultation.

- a) Decide on the types of shares and the total number of shares of each type that are authorized for sale;
- b) Deciding on dividend payments and dividend rates;
- c) The decision approves the Board of Directors' report on governance activities during the year and the activities of the Board members during the year;
- d) The decision approves the report on the situation and results of operations during the year (including the financial report) and approves the direction and plan of operations of the Company for a period not exceeding 03 years thereafter.
- e) Electing, dismissing, and removing members of the Board of Directors;
- f) The decision is to repurchase more than 10% of the total shares sold of each class;
- g) Decisions to invest in or sell assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statement; The most recent financial statement as defined in this clause is understood to be the company's financial statement prepared no more than 90 days prior to the date of the decision.

- h) Decision to amend and supplement the company's charter;
 - i) Changes and additions to business lines and fields;
 - j) Changes in the company's organizational structure, mergers, consolidations or reorganizations, and company dissolution.
 - k) Other matters are subject to the authority stipulated in this Charter and relevant laws.
2. The decisions of the General Meeting of Shareholders will be adopted at the meeting as stipulated below:
- a) Regarding the provisions specified in points a and g, i, Article j of paragraph 1 of this Article shall only be adopted upon the approval of 65% or more of the total number of voting rights present at the meeting .
 - b) Other matters are approved when they are endorsed by shareholders representing more than 50% of the total voting rights of all shareholders present at the meeting.
3. Voting for Board of Directors members must be conducted using cumulative voting, whereby each shareholder has a total number of votes equal to the product of the number of shares owned multiplied by the number of expected Board members [for example: *Shareholder A owns 100 voting shares, the Company plans to elect 5 Board members. Thus, shareholder A has $(100 \times 5) = 500$ voting rights regardless of whether the number of candidates for the Board is more or less than 5*]. Shareholders have the right to allocate all of their total votes to one or more candidates.
- The elected members of the Board of Directors are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the company's charter is reached. If two or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election will be held among those candidates, or a selection will be made according to the criteria of the election regulations, or the two candidates will negotiate and one will withdraw, in which case written confirmation from the withdrawing candidate must be submitted to the vote counting committee.
4. In cases where shareholder opinions are solicited in writing, decisions of the General Meeting of Shareholders must be approved by shareholders representing more than 50% of the total number of voting shares .
5. 167 of the Enterprise Law, when the General Meeting of Shareholders approves transactions involving insider shareholders, insider shareholders and persons related to insider shareholders do not have the right to vote.

Điều 20. Authority and procedures for obtaining shareholder opinions in writing to approve decisions of the General Meeting of Shareholders.

The authority and procedures for obtaining shareholder opinions in writing to approve decisions of the General Meeting of Shareholders are carried out according to the following regulations:

- 1. The Board of Directors has the right to solicit shareholder opinions in writing to approve decisions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the company;
- 2. The Board of Directors must prepare ballots, draft decisions of the General Meeting of Shareholders, and explanatory documents for the draft decisions. The ballots, along with the draft

decisions and explanatory documents, must be sent to shareholders within a reasonable time for consideration and voting, ensuring that at least ten (10) days before the deadline for returning the ballots. The requirements and methods for sending ballots and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 16 of this Charter.

3. The survey form must include the following key information:

- a. Name, registered office address, business registration number;
- b. Purpose of soliciting feedback;
- c. The full name, permanent address, nationality, citizen identification card number, passport number, or other legally valid personal identification of individual shareholders; the full name, permanent address, nationality, establishment decision number or business registration number of organizational shareholders or their authorized representatives; the number of shares of each class and the number of voting rights of each shareholder;
- d. The issue requires consultation before a decision can be made.
- e. The voting options include approve, disapprove, and abstain.
- f. The deadline for submitting the feedback form to the company has been set.
- g. The full name and signature of the Chairman of the Board of Directors or the legal representative of the Company, along with the Company seal, are required.

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

The ballots submitted to the company must be enclosed in sealed envelopes, and no one is allowed to open them before the ballots are counted. Ballots submitted after the deadline specified in the ballot or that have been opened are invalid.

If the ballot was sent to the shareholder's registered address but the shareholder failed to return it to the Company within the stipulated time, or if the ballot could not be delivered to the shareholder (due to the shareholder's address not being accurately determined, the shareholder's address being incomplete, the address provided being incorrect, etc.), then the ballot will be considered invalid.

5. The Chairman of the Board of Directors, the legal representative, counts the votes and prepares the vote counting report in the presence of one representative of the Audit Committee or one shareholder who is not an executive of the business. The vote counting report must include the following main contents:

- a. Name, address of head office, number and date of issuance of Business Registration Certificate, place of business registration;
- b. The purpose and issues requiring consultation before the resolution can be passed;
- c. The number of shareholders with the total number of votes cast, distinguishing between valid and invalid votes, is included as an appendix listing the shareholders who participated in the vote;
- d. The total number of votes in favor, against, and abstentions for each issue;
- e. The decisions have been made;

f. The full name and signature of the Chairman of the Board of Directors, the legal representative, the vote counter, and the vote counting supervisor.

Those involved in the vote counting process shall be jointly responsible for the integrity and accuracy of the vote counting record; and jointly responsible for any damages arising from decisions made due to dishonest or inaccurate vote counting.

6. The minutes of the vote count must be sent to shareholders within fifteen (15) days from the date of the end of the vote count. Sending the minutes of the vote count may be replaced by posting them on the Company's website within twenty-four (24) hours from the time of the end of the vote count;

7. The completed ballots, vote counting records, the full text of the adopted resolution, and any related documents attached to the ballots must all be kept at the company's head office.

8. Decisions made through written shareholder consultations have the same validity as decisions made at a General Meeting of Shareholders .

9. Resolutions adopted through written shareholder consultations have the same validity as resolutions adopted at a General Meeting of Shareholders.

Điều 21. Minutes of the Shareholders' General Meeting

1. The minutes of the General Meeting of Shareholders must contain all the contents as prescribed in Clause 1, Article 150 of the Enterprise Law.

2. The minutes of the General Meeting of Shareholders must be prepared and approved before the meeting concludes. The chairperson and secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Based on the content of the Shareholders' General Meeting Minutes and the contents approved by the Shareholders' General Meeting, the Chairman of the Shareholders' General Meeting is responsible for issuing the corresponding Resolution. The deadline for issuing the Shareholders' General Meeting Resolution is on the same day as the date the Shareholders' General Meeting Minutes are approved.

Resolutions of the General Meeting of Shareholders shall take effect from the date of their adoption or from the effective date specified in the Resolution.

4. Minutes and Resolutions of the General Meeting of Shareholders must be posted on the Company's website within twenty-four (24) hours or must be sent directly to shareholders within no more than 15 days from the date the Minutes and Resolutions are adopted.

5. The minutes of the General Meeting of Shareholders shall be considered authentic evidence of the work carried out at the General Meeting of Shareholders unless objections to the content of the minutes are raised in accordance with the prescribed procedures within ten (10) days from the date of sending the minutes.

6. All minutes, resolutions, shareholder attendance lists, voting ballots, vote counting records, and other documents related to the General Meeting of Shareholders or the written request for shareholder opinions must be stored at the Company's head office.

Điều 22. Request to annul the decision of the General Meeting of Shareholders.

Within 90 days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, shareholders, members of the Board of Directors, and the General Director have the right to request the Court or Arbitration to review and annul the decision of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening the General Meeting of Shareholders or obtaining opinions in writing were not carried out in accordance with the provisions of the Enterprise Law and the company's charter;
2. The sequence, procedures for making decisions, and the content of those decisions violate the law or the company's charter.

VII. BOARD OF DIRECTORS**Điều 23. Composition and term of office of the Board of Directors members**

1. The Board of Directors shall have at least 03 (three) members and at most eleven (11) members. The specific number of Board of Directors members shall be decided by the Company's General Meeting of Shareholders. The term of the Board of Directors is five (05) years. The term of a Board of Directors member shall not exceed five (05) years; Board of Directors members may be re-elected for an unlimited number of terms. The total number of independent Board of Directors members must account for at least one-third of the total number of Board of Directors members. At each Board of Directors election, the General Meeting of Shareholders must decide on the number of Board of Directors members for the term.
2. Members of the Board of Directors must meet the following standards and qualifications:
 - a. Having full legal capacity and not falling under the category of individuals prohibited from managing businesses as stipulated in Clause 2, Article 17 of the Enterprise Law;
 - b. They must possess professional qualifications and experience in the company's business management and are not necessarily shareholders of the company, unless otherwise stipulated in these Articles of Association.
 - c. A member of the company's board of directors may not simultaneously be a member of the board of directors of more than five other companies.
3. In addition to the above conditions, independent members of the Company's Board of Directors must meet the following standards and qualifications :
 - a. Not currently employed by the Company or its subsidiaries; not previously employed by the Company or its subsidiaries for at least three consecutive years prior to the application.
 - b. Not a person receiving a salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to according to regulations;
 - c. Not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or who is a manager of the Company or its subsidiary;

- d. Not a person who directly or indirectly owns at least 1% of the total voting shares of the Company;
 - e. Not a person who has served as a member of the Board of Directors or Supervisory Board of the company for at least 05 consecutive years prior to the appointment , except in the case of being appointed for two consecutive terms ;
 - f. An individual may only be elected as an independent member of a company's board of directors for no more than two consecutive terms.
4. Members of the Board of Directors are nominated by shareholders in proportion to their shareholding with voting rights, specifically: shareholders or groups of shareholders holding from 10% to less than 20% of the shares with voting rights can nominate one (01) candidate; from 20% to less than 30% can nominate two (02) candidates; from 30% to less than 40% can nominate a maximum of three (03) candidates; from 40% to less than 50% can nominate a maximum of four (04) candidates; from 50% to less than 65% can nominate a maximum of six (06) candidates; from 65% or more can nominate the full number of candidates .
5. Shareholders holding less than 10% of the voting shares may combine their individual voting rights to nominate candidates for the Board of Directors in accordance with Article 23, paragraph 4 above.
6. If the number of candidates for the Board of Directors, both nominated and elected, is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to a mechanism stipulated by the company. The nomination mechanism or the method by which the incumbent Board of Directors nominates candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before the election takes place.
7. A member of the Board of Directors will lose their membership in the following circumstances:
- a. That member is ineligible to be a member of the Board of Directors according to the provisions of the Enterprise Law or is prohibited by law from being a member of the Board of Directors. The termination of this Board member's eligibility will be the time when that member is no longer eligible or prohibited from participating in the Board of Directors, regardless of when the General Meeting of Shareholders decides to dismiss or remove that member from their position;
 - b. The member submitted a written resignation letter to the Company's head office and it was accepted by the Board of Directors;
 - c. If that member suffers from a mental disorder and another member of the Board of Directors has professional evidence demonstrating that the person is no longer capable of acting, the Board of Directors may decide to suspend the member's membership and shall be jointly liable for the legal basis of that decision.
 - d. That member has been absent from Board of Directors meetings for six consecutive months, and during this time the Board of Directors has not permitted that member to be absent and has ruled that the position of that person is vacant, except in cases of force majeure;
 - e. That member was dismissed or removed from the Board of Directors by a decision of the General Meeting of Shareholders.

- f. Other cases as prescribed by law.
- 8. The election, resignation, dismissal, and removal of members of the Board of Directors must be announced and disclosed in accordance with the provisions of the Enterprise Law, the Law on Securities, and the Law on the Securities Market.

Điều 24. Powers and responsibilities of the Board of Directors

- 1. The Company's business operations and activities are subject to the management or direction of the Board of Directors. The Board of Directors is the body with full authority to exercise all rights on behalf of the Company, except for those powers reserved to the General Meeting of Shareholders.
- 2. The Board of Directors is responsible for overseeing the activities of the legal representative and the General Management Board of the Company.
- 3. The rights and obligations of the Board of Directors are stipulated by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
 - a. The company's strategic decisions, medium-term development plans, and annual business plans ;
 - b. Propose the types of shares and the total number of shares authorized for sale for each type;
 - c. Decisions to offer new shares within the permitted number of shares for each class; decisions to raise additional capital through other forms (including but not limited to issuing non-convertible bonds);
 - d. Determining the offering price of the company's shares and bonds;
 - e. The decision to repurchase shares is governed by Clause 1, Article 13 of the Enterprise Law;
 - f. Decisions to invest in or sell assets valued between 25% and less than 35% of the total asset value recorded in the Company's most recent financial statement; the most recent financial statement is understood to be the Company's financial statement prepared no more than 90 days prior to the date of the decision.
 - g. Through transactions valued between 25% and less than 35% of the total asset value recorded in the most recent financial statement with entities specified in Clause 1, Article 16 of the Enterprise Law.
 - h. Through purchase, sale, loan, lending, and other contracts with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statement. This regulation does not apply to contracts and transactions stipulated in point d, clause 2, Article 138 , and clauses 1 and 3, Article 167 of the Enterprise Law;
 - i. Appointing authorized representatives to exercise ownership rights of the Company's shares or capital contributions in other companies.
 - j. Decisions regarding the establishment, dissolution, and merger of branches, representative offices, and workshops of the Company.
 - k. Appointing, dismissing, and removing the Chairman of the Audit Committee reporting to the Board of Directors;

- l. Electing, dismissing, and removing the Chairman of the Board of Directors;
- m. Appointing, dismissing, removing from office, signing contracts, terminating contracts, and determining the salary and other benefits for the General Director.
- n. The legal representative of the Company shall appoint, dismiss, remove, and determine the salary of the Chief Accountant, the Secretary of the Board of Directors (if any), and the person in charge of corporate governance. The legal representative of the Company shall sign and terminate employment contracts with the Chief Accountant, the Secretary of the Board of Directors, and the person in charge of corporate governance based on a decision of the Board of Directors.
- o. Through the company's internal management regulations based on proposals from the Board of Directors;
- p. Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to approve decisions;
- q. Proposing the dividend rate to be paid; deciding on the timing and procedures for paying dividends or handling losses incurred during business operations; deciding on the allocation of the Company's funds in accordance with the purposes approved by the General Meeting of Shareholders.
- r. Proposal for the issuance of convertible bonds and bonds with warrants;
- s. Present the annual financial statement to the General Meeting of Shareholders;
- t. Proposing the merger, acquisition, reorganization, dissolution, or bankruptcy of a company;
- u. Other rights and duties as prescribed by law, the company's charter, internal regulations, and decisions of the General Meeting of Shareholders.
- v. Within the scope of the provisions of Clause 2, Article 153 of the Enterprise Law, and except for the cases stipulated in Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Enterprise Law which must be approved by the General Meeting of Shareholders, the Board of Directors shall decide on the implementation, amendment, and cancellation of the Company's contracts;
- w. Decisions to establish subsidiaries, contribute capital, or purchase shares or equity stakes in other companies established in Vietnam or abroad with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statement;
- x. The valuation of assets contributed to the Company in non-monetary form during the issuance of shares or bonds includes gold, land use rights, intellectual property rights, technology, and technological know-how;
- y. Business matters or transactions decided by the Board of Directors require approval within the scope of their authority and responsibility.
- z. Authorized to perform tasks delegated by the General Meeting of Shareholders, including but not limited to approving and adjusting the purpose and plan for the use of capital and proceeds from offerings and issuances, if authorized by the General Meeting of Shareholders; and other delegated tasks as decided by the General Meeting of Shareholders in accordance with legal regulations.
- aa. Authorized to delegate the Company's legal representative to perform necessary tasks in accordance with legal regulations.

4. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically on the Board's oversight of the General Management and other executives during the fiscal year.
5. Unless otherwise provided by law, the Board of Directors may authorize subordinate employees and/or other managers to act on behalf of the Company.
6. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work as members of the Board of Directors. The total amount of remuneration for the Board of Directors is determined by the General Meeting of Shareholders. This remuneration is distributed among the members of the Board of Directors according to an agreement within the Board of Directors, or equally if no agreement is reached.
7. The total amount of remuneration paid to members of the Board of Directors must be detailed in the Company's annual report, and the remuneration of Board members must be shown as a separate item in the Company's annual financial statements.
8. Board members holding executive positions (including Chairman or Vice-Chairman), or Board members serving on Board committees, or performing other duties which, in the view of the Board, fall outside the ordinary scope of a Board member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, profit sharing, or other forms as determined by the Board.
9. Board members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in performing their duties as board members, including expenses incurred in attending board meetings or committee meetings. committee of the Board of Directors or the General Meeting of Shareholders.

Điều 25. Chairman, Vice Chairman of the Board of Directors

1. The Board of Directors must select from among its members to elect a Chairman and a Vice-Chairman. The Board of Directors has the right to dismiss the Chairman and Vice-Chairman it has elected.
2. The Chairman of the Board of Directors is responsible for convening and presiding over the General Meeting of Shareholders and meetings of the Board of Directors, and also has other rights and responsibilities as stipulated in this Charter and the Enterprise Law. The Vice Chairman has the same rights and obligations as the Chairman when authorized by the Chairman, but only if the Chairman has notified the Board of Directors that he/she is absent or must be absent due to force majeure or inability to perform his/her duties. In the above case, if the Chairman does not appoint a Vice Chairman to act in this way, the remaining members of the Board of Directors will appoint a Vice Chairman. If both the Chairman and the Vice Chairman are temporarily unable to perform their duties for any reason, the Board of Directors may appoint another person from among them to perform the duties of the Chairman by a simple majority.
3. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors submits the annual financial statements, the company's operational report, the audit report, and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders;
4. In addition to the powers and obligations mentioned above, the Chairman of the Board of Directors has the right to:

- Appointing and dismissing members of the Committee The Audit Committee reports to the Board of Directors based on the proposal of the Chairman of the Audit Committee.
- Other powers are granted based on authorization from the General Meeting of Shareholders and the Board of Directors of the Company.

5. If both the Chairman and Vice-Chairman of the Board of Directors resign or are removed from office, the Board of Directors must elect replacements within 10 days.

Điều 26. Board of Directors meetings

1. The first meeting of the Board of Directors' term must be held within 7 working days from the date of the conclusion of the election of the Board of Directors for that term. This meeting is convened by the member with the highest number of votes or the highest percentage of votes. If more than one member has the highest number of votes or the highest percentage of votes, the members who elected by majority will choose one of them to convene the Board of Directors meeting. The first meeting of the Board of Directors' term must elect the Chairman of the Board of Directors by majority decision, but not necessarily by a simple majority.

2. The chairman may convene a meeting whenever he deems it necessary, but at least one meeting must be held every quarter.

3. The Chairman must convene a meeting of the Board of Directors, without delay unless justifiable, when one of the following parties submits a written request outlining the purpose of the meeting and the issues to be discussed:

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

4. The Board of Directors meetings referred to in Clause 3 of Article 26 must be held within 7 working days of the meeting proposal. If the Chairman of the Board of Directors refuses to convene the meeting as requested, the Chairman shall be liable for any damages incurred by the company; those who proposed the meeting are referred to in Clause 3 Điều 26 allows the Board of Directors to convene a meeting on its own initiative.

5. If an independent auditing firm requests the preparation of the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

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

7. Notices and Meeting Agenda: Notices of Board of Directors meetings must be sent to Board members at least three working days before the meeting date. Board members may refuse the meeting notice in writing; such refusal may be modified or revoked in writing by that Board member. The notice of the Board of Directors meeting must be in writing in Vietnamese and must fully detail the agenda, time, location of the meeting, topics to be discussed, and include necessary documents regarding the issues to be discussed and voted on at the Board meeting, as well as the members' voting ballots.

The meeting notices may be sent by mail, fax, email, or other means, but must ensure that they reach the address of each Board member registered with the company.

8. Board meetings may only be held when at least three-quarters (3/4) of the Board members are present in person or through a representative (authorized person) if approved by a majority of the Board members.

If the required number of members is not present, a second meeting must be convened within seven (07) days from the date of the first scheduled meeting. The second meeting will be held if more than half (1/2) of the Board of Directors members are present. Board members may send ballots to the meeting via mail, fax, or email. In the case of sending ballots to the meeting via mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballots may only be opened in the presence of all attendees.

9. Voting.

a. Except as provided in Clause 9b of Article 26, each member of the Board of Directors or their authorized representative present in their personal capacity at the Board of Directors meeting shall have one vote;

b. Board members are not permitted to vote on contracts, transactions, or proposals in which they or persons related to them have an interest that conflicts with, or may conflict with, the interests of the Company. A Board member shall not be counted toward the minimum number of representatives required to convene a Board meeting on decisions in which they do not have the right to vote;

c. According to Clause 9d of Article 26, when a matter arises during a meeting of the Board of Directors concerning the extent of a member's interest or the voting rights of a member, and such matter cannot be resolved by the voluntary waiver of the voting rights of that member, the matter shall be referred to the chair of the meeting, and the chair's decision concerning all other members of the Board of Directors shall be final, unless the nature or extent of the interest of the member concerned has not been adequately disclosed;

d. A member of the Board of Directors who benefits from an agreement provided for in Clause 5a of Article 35 of these Charters shall be deemed to have a substantial interest in that agreement.

e. Members of the Audit Committee have the right to attend Board of Directors meetings and participate in discussions, but they do not have the right to vote.

10. Disclosure of Interest. A Board member who directly or indirectly benefits from a contract or transaction already concluded or slated for conclusion with the Company, and who is aware of having an interest in it, shall disclose the nature and content of that interest at the first meeting of the Board of Directors considering the conclusion of such contract or transaction. If a Board member is unaware of their own or related parties' interest at the time the contract or transaction is concluded with the Company, that member shall disclose this at the first Board meeting held after the member becomes aware of their interest or potential interest in the relevant transaction or contract.

11. Majority voting. The Board of Directors adopts resolutions and makes decisions by following the approval of a majority of the Board members present at the meeting (over 50%). In the event of a tie vote, the Chairman's vote will be the deciding vote.

12. Meetings can be held by telephone or other means. Board meetings may be held in the form of a deliberative session among the members of the Board when all or some members are in different locations, provided that each member participating in the meeting is able to:

- a. Listen to each of the other Board members who are participating in the meeting speak;
- b. If they wish, they can speak to all other attendees simultaneously.

Communication between members may take place directly by telephone or by other means of communication (including the use of such means at the time of adoption of the Bylaws or later), or a combination of all these methods. Under these Bylaws, a Board member attending such a meeting is deemed to be “present” at that meeting. The meeting place as prescribed by these Bylaws is the place where the largest group of Board members is assembled, or, if no such group exists, the place where the Chair of the meeting is present.

Decisions made during a formally organized and conducted telephone meeting will take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures of the Chairperson and the Secretary in the meeting minutes.

13. Written consultation. The Board of Directors may adopt resolutions by written consultation; in this case, the Chairman of the Board must send consultation ballots to all members of the Board. A resolution adopted by written consultation must be approved by a majority of the members of the Board. This type of resolution has the same effect as a resolution adopted by the Board at any meeting convened and held in accordance with customary practice.

14. Minutes of the Board of Directors meeting. The Chairman of the Board of Directors is responsible for forwarding the minutes of the Board of Directors meeting to the members, and these minutes shall be considered as authentic evidence of the work performed in those meetings unless objections are raised within ten days of forwarding. Minutes of the Board of Directors meeting shall be prepared in Vietnamese and must be signed by the Chairman and the Secretary of the meeting.

15. The board of directors may establish Subcommittees are to be responsible for development policy, human resources, and compensation. The number of members of the subcommittee is decided by the Board of Directors, but should have at least three (03) members 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 subcommittee. The subcommittee and one of its members are appointed as the Head of the Subcommittee by decision of the Board of Directors. The subcommittee's activities must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of the members present and voting on them at the subcommittee meeting are members of the Board of Directors.

The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of individuals holding membership in subcommittees of the Board of Directors must comply with applicable laws and regulations and the provisions of the company's charter .

Điều 27. The Audit Committee is a member of the Board of Directors.

1. The Audit Committee is a specialized body under the Board of Directors. The Audit Committee shall have two or more members. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.

2. The Audit Committee makes decisions by voting at meetings, by written consultation, or by other means as stipulated in the company's charter or the Audit Committee's operating regulations. Each member of the Audit Committee has one vote. Unless the company's charter or the Audit Committee's operating regulations stipulate a higher percentage, a decision of the Audit Committee is adopted if it is approved by a majority of the members present at the meeting; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Audit Committee.
3. Functions and responsibilities of the Audit Committee:
 - Monitoring the accuracy of the company's financial reports and official disclosures regarding the company's financial results;
 - Review the internal control and risk management systems;
 - Review transactions with related parties that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval from the Board of Directors or the General Meeting of Shareholders;
 - Supervise the company's internal audit department;
 - The proposal includes the appointment of an independent auditing firm, the fee structure, and related terms in the audit contract, for the Board of Directors' approval before submitting it to the Annual General Meeting of Shareholders for final approval.
 - Monitoring and evaluating the independence and objectivity of the auditing firm and the effectiveness of the audit process, especially in cases where the company uses non-audit services from the auditing firm;
 - Monitoring aims to ensure that the company complies with legal regulations, regulatory requirements, and other internal company policies.
4. Powers of the Audit Committee:
 - The General Director and other business executives are provided with all information and documents related to the company's operations during the inspection and monitoring process.
 - Independent consultants and independent auditors are used to perform assigned functions and tasks.
5. The Board of Directors establishes mechanisms and issues documents and policies related to the organization and operation of the Audit Committee, ensuring effectiveness in accordance with legal regulations .

Điều 28. The person in charge of corporate governance.

1. The Board of Directors shall appoint at least one (01) person to be in charge of corporate governance to support the effective conduct of corporate governance activities. The term of office of the person in charge of corporate governance shall be decided by the Board of Directors, with a maximum of five (05) years. The person in charge of corporate governance may also serve as the company secretary, as stipulated in Clause 5, Article 156 of the Enterprise Law .
2. The person in charge of company administration must meet the following standards:
 - a. Possesses knowledge of the law;
 - b. It is prohibited to simultaneously work for an independent auditing firm that is auditing the Company's financial statements;
 - c. Other standards as prescribed by law, this Charter, and decisions of the Board of Directors.

3. The Board of Directors may dismiss the person in charge of corporate governance when necessary, provided that this is not contrary to current labor laws. The Board of Directors may appoint an assistant to the person in charge of corporate governance from time to time.
4. The person in charge of corporate governance has the following rights and responsibilities:
 - a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;
 - b. Prepare for Board of Directors meetings and General Shareholders' Meetings as requested by the Board of Directors;
 - c. Providing advice on meeting procedures;
 - d. Attend meetings;
 - e. Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
 - f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors;
 - g. Monitor and report to the Board of Directors on the company's information disclosure activities.
 - h. Maintain confidentiality of information in accordance with legal regulations and the company's charter;
 - i. Other rights and obligations as stipulated by law and the company's charter.

VIII. MANAGEMENT SYSTEM, GENERAL DIRECTOR, BOARD OF DIRECTORS, CHIEF ACCOUNTANT AND COMPANY SECRETARY

Điều 29. Management system

The company will implement a management system that will create a management structure headed by the company's legal representative, who will be accountable to the Board of Directors.

The legal representative will be appointed, dismissed, or removed from office by the Board of Directors. The positions of General Director, Chief Accountant, Company Secretary (if any), and person in charge of corporate governance will be appointed by the Board of Directors based on the proposal of the Company's legal representative.

Other managerial positions within the Company include: Deputy General Directors, Company Lawyers, Branch Managers, Department/Division Heads/Deputy Heads, Workshop Managers, and other managerial positions within the Company, which will be appointed, dismissed, or removed from office by the General Director.

In the event that the Company's General Director is absent, the legal representative is responsible for appointing other management positions until a replacement General Director is appointed.

The company's officers and employees are appointed, dismissed, removed from office, recruited, terminated, and fired by the company's legal representative in accordance with the provisions of labor law.

Employees of the Company may serve as members of the Board of Directors (when elected by the General Meeting of Shareholders) without being limited by their current job position.

Điều 30. Rights and obligations of the Company's legal representative.

1. The Chairman of the Board of Directors is the legal representative of the Company. Minutes and resolutions of the Board of Directors approving the election/appointment of the Chairman of the Board of Directors will be equivalent to the decision to appoint the legal representative of the Company.
2. The legal representative of the company is not permitted to be a person prohibited by law from holding this position.
3. The legal representative of the Company has the following rights and obligations:
 - a. In accordance with the resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan have been approved by the Board of Directors and the General Meeting of Shareholders;
 - b. Decisions, signing of purchase, sale, loan, lending and other contracts with a value of less than 35% of the total asset value recorded in the company's most recent financial statement. This regulation does not apply to contracts and transactions stipulated in Clause 1, Article 16 of the Enterprise Law;
 - c. Decisions to invest in or sell assets with a value less than 25% of the total asset value recorded in the Company's most recent financial statement; Decisions to establish subsidiaries, contribute capital, or buy and sell shares or capital contributions in other companies established in Vietnam or abroad with a value less than 35% of the total asset value recorded in the Company's most recent financial statement. The most recent financial statement is understood to be the Company's financial statement prepared no more than 90 days before the date of the decision.
 - d. To issue and be accountable to the Board of Directors for the salary scale, benefits package, and working conditions within the Company.
 - e. Propose and recommend to the Board of Directors the salary, working conditions, contract duration, and other benefits (if any) for positions directly appointed by the Board of Directors, including the Chairman of the Audit Committee, the General Director, the Chief Accountant, the Company Secretary, and the person in charge of corporate governance.
 - f. Signing appointments, dismissals, and removals of managerial positions within the authority stipulated in this Charter.
 - g. Sign employment contracts with all employees in the company.
 - h. Implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;
 - i. Propose measures to improve the company's operations and management;
 - j. Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as the budget) to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan. The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information stipulated in the Company's regulations.
 - k. Perform all other activities as stipulated in this Charter and the Company's regulations, resolutions of the Board of Directors, the General Director's employment contract, and the law.

4. Reporting to the Board of Directors and Shareholders: The legal representative of the Company is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies when requested.
5. The legal representative of the Company may authorize the General Director, Deputy General Directors, and other management positions within the Company to perform one or more of the powers and obligations of the legal representative on their behalf.

Điều 31. Board of Directors

1. The Board of Directors comprises the General Director and Deputy General Directors. In specific cases, members of the Board of Directors who hold concurrent positions at the Company may be added to the Board of Directors at the discretion of the Legal Representative. The Board of Directors assists the Legal Representative of the Company. The Legal Representative is responsible for managing the operations of the Board of Directors and may delegate to members of the Board of Directors the authority to manage, resolve, or carry out any work or area of work of the Company on their behalf.
2. Before the Company's legal representative makes a decision, the members of the Board of Directors are responsible for discussing and agreeing on the following key matters of the Company:
 - Develop a strategic human resources plan for the Company. Determine the number of personnel (management staff and employees) in the Company for each period to ensure that the assigned plan targets are met or exceeded. In each specific period, the number of management staff in the Company must be planned according to the following principles: (i) The number and quality of management staff must be appropriate to the requirements of the work to be managed; (ii) Management staff must have transparent, honest, and diligent work ethics; (iii) Management staff must be responsible for all activities and results of the assigned tasks of the unit they manage; (iv) Loyalty to the Company.
 - Develop business plans for fiscal years, quarters, and months.
 - Discuss and propose the signing of agreements related to important investment plans and projects, or the sale of assets valued at less than 25% of the total asset value recorded in the Company's most recent quarterly financial statement.
 - Propose personnel positions that fall under the authority of the Company's legal representative as stipulated in Article 30 of these Charters.
 - Implement the company's annual strategies and work plans as assigned by the General Shareholders' Meeting and the Board of Directors.
3. Depending on the specific content, the Company's legal representative has the right to request the Chief Accountant, Company Secretary, Company Lawyer, Branch Manager, Head of Representative Office, Department Head, Workshop Manager (or Foreman), and other management personnel to attend meetings discussing the matters stipulated in Clause 2 of this Article.
4. Appointment, dismissal, duties and powers of the General Director
 - a) The Board of Directors appoints one (01) member of the Board of Directors or another person as General Director; signs a contract which stipulates the remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported at the Annual

General Meeting of Shareholders , shown as a separate item in the Annual Financial Statement and included in the Company's Annual Report.

b) The term of office of the General Director shall not exceed five (05) years and may be reappointed. The appointment may expire based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and the company's charter.

5. The Board of Directors may dismiss the CEO when a majority of the Board members with voting rights present at the meeting approve and appoint a new CEO to replace him.

Điều 32. Chief Accountant

The Chief Accountant is appointed, dismissed, and removed from office by the Board of Directors to ensure objectivity in the Company's business dealings. The Chief Accountant is under the direct supervision and management of the Company's legal representative . The Chief Accountant has the following duties:

- a. Establish, organize, and manage an accounting system that is appropriate to the company's production and business situation.
- b. Manage and carry out all accounting, bookkeeping, revenue and expenditure accounting activities, and archiving of accounting documents and records of the Company in accordance with accounting standards and current legal regulations.
- c. Reporting to and being accountable to the General Director for fulfilling tax obligations related to the Company's operations in accordance with applicable laws.
- d. Providing advanced training to improve the professional skills and expertise of accountants, cashiers, and warehouse managers. Disseminating current legal regulations related to accounting and bookkeeping activities within the Company.
- e. When requested, the Chief Accountant reports directly to the Board of Directors on the Company's financial information and situation.

The Chief Accountant must not be related to any member of the Board of Directors, the Audit Committee, or the General Director of the Company.

Điều 33. Company Secretary

When deemed necessary, the Chairman of the Board of Directors may recruit a Company Secretary to assist the Board of Directors and the Chairman in fulfilling their duties within their authority as prescribed by law and the company's Articles of Association. The Company Secretary has the following rights and obligations:

- a. Assisting in organizing and convening General Meetings of Shareholders and Board of Directors; recording meeting minutes;
- b. Assisting members of the Board of Directors in exercising their assigned rights and responsibilities;
- c. Assisting the Board of Directors in applying and implementing corporate governance principles;
- d. Assisting the company in building shareholder relations and protecting the legitimate rights and interests of shareholders;

- e. Assisting companies in complying with information disclosure obligations, information transparency requirements, and administrative procedures;
- f. Other rights and obligations as stipulated in the company's charter.
- g. The company secretary is responsible for maintaining confidentiality in accordance with the law and the company's charter. The Board of Directors has the authority to dismiss or remove the company secretary.

Except for the times spent performing the duties specified in sections a, b, c, d, e, f, and g above, the Company Secretary is under the direction and management of the General Director in daily work. The Company Secretary may also undertake other duties within the Company.

IX. PRINCIPLES FOR MANAGING AND OPERATING THE COMPANY BY MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL MANAGEMENT BOARD, AND OTHER EXECUTIVES.

Điều 34. Principle of caution

Members of the Board of Directors, the Audit Committee, the Company's legal representatives, the General Management Board, and other trustees are responsible for performing their duties diligently and in a manner that they believe is in the best interests of the Company.

Điều 35. The principle of honesty and avoiding conflicts of interest.

1. Members of the Board of Directors, the legal representative of the Company, the General Management Board, and other executives must disclose related interests as prescribed in Article 164 of the Enterprise Law and other legal regulations.
2. Members of the Board of Directors, the Company's legal representatives, the General Management Board, and other executives are not permitted to use the Company's business opportunities that could benefit the Company for personal gain; nor are they permitted to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.
3. Members of the Board of Directors, the Company's legal representatives, the General Management Board, and management personnel are obligated to inform the Board of Directors of all potential conflicts of interest with the Company that they may obtain through other economic entities, transactions, or individuals. These entities may only utilize such opportunities when members of the Board of Directors with no vested interest have decided not to pursue the matter.
4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not grant loans or guarantees to members of the Board of Directors, the General Director, other executives, and individuals or organizations related to the aforementioned members, or legal entities in which these individuals have financial interests, except in cases where the public company and the organization related to such member are companies within the same group or companies operating as a group of companies, including parent-subsidary companies, economic conglomerates, and specialized laws provide otherwise.
5. Contracts or transactions between the Company, its subsidiaries, or businesses in which the Company holds a controlling stake of 50% or more of the charter capital, and one or more members of the Board of Directors, General Director, other executives, and individuals or organizations

related to them, or companies, partners, associations, or organizations of which the members of the Board of Directors, General Director, other executives, or those related to them are members or have a financial interest, shall not be invalidated in the following cases:

a. For contracts with a value less than or equal to 35% of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board members, the General Director, and other executives, have been reported to the Board of Directors. Furthermore, the Board of Directors has authorized the execution of that contract or transaction in good faith by a majority vote of Board members with no vested interest;

b. For contracts with a value exceeding 35% of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationship and interests of the Board members, the General Director, and other executives, have been disclosed to shareholders without an interest in the matter who have voting rights, and those shareholders have approved the contract or transaction;

c. The contract or transaction is deemed fair and reasonable in all respects relating to the Company's shareholders at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

6. Members of the Board of Directors, the General Director, other executives, and organizations and individuals related to the aforementioned members are prohibited from using or disclosing unauthorized information of the Company to conduct related transactions.

7. Senior officials are prohibited from using their position to pressure subordinates for personal gain. They must respect the interests of the Company, refrain from embezzling Company assets, and avoid any actions, in any form, aimed at transforming Company assets and benefits into personal assets and benefits.

8. The company is prohibited from providing loans or guarantees to individual shareholders and their related parties who are individuals.

9. The company is not permitted to provide loans or guarantees to related parties of institutional shareholders except when the company and the related party are companies within the same group or companies operating as a group of companies, including parent-subsidiary companies, economic conglomerates, and such transactions must be approved by the General Meeting of Shareholders or the Board of Directors with the appropriate authority.

Điều 36. Liability for damages and compensation

1. Members of the Board of Directors, the Audit Committee, the legal representative, members of the General Management Board, and other executives who violate the principles stipulated in Articles 35 and 36 of these Charters shall be held liable and responsible for compensating for any damages caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil, administrative, and non-civil cases initiated by the Company) if such persons have been or are members of the Board of Directors, Audit Committee, General Director, other executives, employees, or authorized representatives of the Company, or if such persons have acted or are acting at the Company's request as members of the Board of Directors, business executives, employees, or authorized representatives of the Company, provided that such persons have acted in good faith, with due diligence, and in the best interests of

the Company, in compliance with the law, and there is no evidence to confirm that such persons have violated their responsibilities.

3. Compensation costs include incidental expenses (including attorney fees), judgment costs, fines, and payments actually incurred or deemed reasonable in resolving these cases within the framework of the law. The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

X. RIGHT TO INSPECT COMPANY RECORDS AND ACCOUNTING

Điều 37. The right to investigate books and records.

1. Shareholders or groups of shareholders referred to in Clause 3, Article 10 of these Charters have the right, directly or through a lawyer or authorized representative, to submit a written request to inspect, during business hours and at the company's principal place of business, the list of shareholders, minutes of the General Meeting of Shareholders, and copies or extracts of such records. The request for inspection submitted by the lawyer or other authorized representative of the shareholder must be accompanied by a power of attorney from the shareholder they represent or a certified copy of such power of attorney.

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

3. The company shall retain these Articles of Association and any amendments to them, the Business Registration Certificate, regulations, documents proving ownership of assets, minutes of General Meetings of Shareholders and Board of Directors, resolutions of General Meetings of Shareholders and Board of Directors, reports of the Board of Directors, the Audit Committee, annual financial statements, accounting books and any other documents as prescribed by law at its head office or elsewhere, provided that shareholders and the business registration authority are notified of the location where these documents are stored.

4. Shareholders are entitled to receive a free copy of the company's Articles of Association from the company. If the company has its own website, these Articles of Association must be published on that website.

XI. WORKERS, TRADE UNIONS AND OTHER ORGANIZATIONS

Điều 38. Workers and trade unions

The legal representative of the Company must prepare a plan for the Board of Directors to approve matters related to recruitment, labor, dismissal, salaries, social insurance, benefits, rewards, and disciplinary actions for managers and employees of the Company.

The company must organize and establish a grassroots trade union in accordance with current laws. The company must establish relationships with recognized trade union organizations in accordance with best management standards, practices, and policies, as well as the practices and policies stipulated in this Charter, the company's regulations, and applicable laws.

Điều 39. Other organizations

The company encourages all its officers and employees to participate in the Communist Party of Vietnam, the Communist Youth Union of Vietnam, the Vietnam Women's Union, and other social and professional organizations established in accordance with current laws.

The company facilitates, and does not hinder, the activities of the aforementioned organizations within the company, provided that they do not affect the company's production and business operations.

XII. PROFIT DISTRIBUTION

Điều 40. Dividends

1. According to the decision of the General Meeting of Shareholders and in accordance with Article 135 of the Enterprise Law, dividends will be announced and paid from the Company's retained earnings as decided by the General Meeting of Shareholders and based on the proposal of the Board of Directors.
2. According to the provisions of the Enterprise Law, the Board of Directors may decide to pay/advance dividends mid-term if it deems such payment appropriate to the company's profitability.
3. The payment of cash dividends must be made within a period not exceeding 6 months from the effective date of the decision to pay cash dividends.
4. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in specific assets (such as fully paid shares or bonds of the company or issued by another company), and the Board of Directors is the body to enforce this resolution.
5. In the event that dividends or other payments related to a stock are paid in cash, the Company shall make the payment in Vietnamese Dong and may do so either in cash or by transferring the funds to the bank account registered with the Company. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the funds transferred to the beneficiary. Dividend payments to shareholders who have deposited their shares with the Vietnam Securities Depository Center will be made through the Vietnam Securities Depository Center.
6. With the approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of common stock will receive dividends in the form of common stock instead of cash dividends. These additional dividend shares are recorded as fully paid shares, on the basis that the value of the dividend shares must be equivalent to the amount of cash dividend received by the shareholders.
7. Based on the Enterprise Law and the Securities Law, the Board of Directors may pass a resolution specifying a particular date as the record date for entitlement to rights. Based on that date, shareholders or holders of other securities are entitled to attend the shareholders' meeting, receive dividends, interest, profit distribution, receive shares, receive notices, or other rights as decided by the Board of Directors or the General Meeting of Shareholders. The record date may be on the same

day or before these rights are exercised. This does not affect the rights of either party in the transfer of shares or related securities.

Điều 41. Other issues related to profit distribution.

Other matters related to profit distribution are handled in accordance with the law and the decisions of the General Meeting of Shareholders.

XIII.BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING SYSTEM

Điều 42. Bank account

1. The company will open an account at at least one Vietnamese bank or at a foreign bank licensed to operate in Vietnam.
2. With prior approval from the competent authority, the Company may, if necessary, open bank accounts overseas in accordance with the law.
3. The Company will conduct payments and accounting transactions through Vietnamese Dong or foreign currency accounts at banks where the Company has opened accounts. The Company may also use other payment and transaction methods as decided by the Board of Directors and/or the General Director.

Điều 43. Company funds

Annually, the Company may allocate funds from its after-tax profits as required by law (if any) and approved by the General Meeting of Shareholders.

Điều 44. Fiscal year

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

Điều 45. Accounting system

1. The accounting system used by the Company is either a corporate accounting system or a specific accounting system issued and approved by a competent authority.
2. The company maintains its accounting records in Vietnamese. The company will keep accounting records according to the type of business activities it engages in. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.
3. The company is required to have its financial statements audited in accordance with current legal regulations.
4. The company uses the Vietnamese Dong as the currency for accounting purposes.

XIV. ANNUAL REPORT, INFORMATION DISCLOSURE RESPONSIBILITIES, PUBLIC ANNOUNCEMENTS

Điều 46. Annual, semi-annual, and quarterly reports

1. The company must prepare and complete an annual audit of its financial statements within 90 days of the end of the fiscal year. The annual financial statements must include an income statement that fairly and objectively reflects the company's profit and loss for the fiscal year, a balance sheet that fairly and objectively reflects the company's operations up to the date of the report, a cash flow statement, and notes to the financial statements. If the company is a parent company, in addition to the annual financial statements, a consolidated balance sheet showing the operations of the company and its subsidiaries must also be included at the end of each fiscal year.
2. If the company's shares are listed on the Stock Exchange, the company must prepare semi-annual and quarterly reports in accordance with the provisions of the Securities Law.
3. The Company's audited financial statements, quarterly reports, and semi-annual reports must be published on the Company's website.

Điều 47. Disclosing information and making announcements to the public.

The company must disclose information in accordance with the law. Annual financial statements, annual reports, and other supporting documents must be publicly disclosed as required by law and submitted to the relevant tax authorities and business registration authorities in accordance with the provisions of the Enterprise Law and the Securities Law.

XV. COMPANY AUDIT

Điều 48. Auditing

1. At the Annual General Meeting of Shareholders, one or more independent auditing firms, legally operating in Vietnam and qualified to audit the Company's financial statements, will be selected. The General Meeting of Shareholders may authorize the Board of Directors to make the selection of the auditing firm.
2. The deadlines for completing financial statements and audits are stipulated in these Charters and relevant laws. The audit results (audit letter) must be attached to the financial statements after the audit.
3. If the audit report on the company's annual financial statements contains significant exceptions, the public company may invite a representative from the independent auditing firm to attend the annual general meeting of shareholders .

XVI. STAMP

Điều 49. Stamp

1. The company seal is the property of the Company and is engraved and used at the discretion of the Board of Directors in compliance with applicable laws and regulations.
2. The Board of Directors and the legal representative of the Company shall use and manage the seal in accordance with the Company's regulations and applicable laws.

XVII. SUBSIDIARY COMPANIES, MEMBER COMPANIES

Điều 50. Subsidiary companies, member companies

1. A company may establish one or more wholly-owned subsidiaries; or participate in contributing capital to one or more other companies. The decision to contribute capital to establish a subsidiary or to invest in another company is made by the Board of Directors or the legal representative, depending on the level of capital contribution.
2. The Board of Directors has the authority to appoint representatives of the Company's capital in subsidiaries and member companies. The Board of Directors may directly appoint managers and executives for subsidiaries. For member companies in which the Company owns 50% or more of the charter capital, the Board of Directors may instruct the Company's capital representatives to nominate and elect the executives of the member company.
3. Annually, the Company's capital representatives in subsidiaries and member companies in which the Company owns 50% or more of the charter capital shall prepare financial statements for consolidation with the Company's financial statements within the prescribed timeframe and in accordance with current legal regulations.

XVIII. CLOSING OPERATIONS AND LIQUIDATING

Điều 51. Cease operations

1. A company may be dissolved or cease operations in the following circumstances:
 - a. The court declared the company bankrupt in accordance with current law.
 - b. The company is dissolved by decision of the General Meeting of Shareholders.
 - c. Other cases are as prescribed by law.
2. The dissolution of the company is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.

Điều 52. In the event of a deadlock between members of the Board of Directors and/or shareholders

Unless otherwise provided by applicable law, shareholders holding half of the total outstanding shares with voting rights in the election of Board members have the right to file a complaint with the court to request the dissolution of the Company on one or more of the following grounds:

1. The Board of Directors members were not in agreement on the management of the Company's affairs, resulting in a failure to obtain the necessary number of votes required for the Board of Directors to function.
2. The shareholders were not in agreement and therefore could not obtain the necessary number of votes to proceed with the election of the Board of Directors.
3. Internal disagreements and a split between two or more shareholder factions make company dissolution the most beneficial option for all shareholders.

Điều 53. Liquidation

1. Following a decision to dissolve the Company, the Board of Directors must establish a three-member Liquidation Committee. Two members are appointed from among the Company's shareholders, managers, or employees, and one member is appointed from an independent auditing firm. The Liquidation Committee will prepare its operating regulations. Members of the Liquidation

Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation will be prioritized by the Company before other debts.

2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the business registration authority. From that point onwards, the Liquidation Committee will represent the Company in all matters related to the Company's liquidation before the Courts and administrative agencies.

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

- a. Liquidation costs;
- b. Salaries and insurance costs for employees;
- c. Taxes and other tax-related payments that the Company is liable to pay to the State;
- d. Loans (if any);
- e. Other liabilities of the Company;
- f. The remaining balance after all debts from items (a) to (e) above have been paid will be distributed to the shareholders. Preferred shares will be given priority in payment.

XIX. RESOLVING INTERNAL DISPUTES

Điều 54. Internal dispute resolution

1. In the event of any dispute or claim relating to the Company's operations or to the rights of shareholders arising from the Articles of Association or from any rights or obligations stipulated by the Enterprise Law or other laws or administrative regulations, between:

- a. Shareholders with the Company; or
- b. Shareholders, along with the Board of Directors, the CEO, or senior management.

The parties involved will attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board, the Chairman of the Board will preside over the dispute resolution process and will require each party to present factual information relevant to the dispute within 60 working days of the date the dispute arises. In the event of a dispute involving the Board of Directors or the Chairman of the Board, either party may request the Audit Committee to appoint an independent expert to act as an arbitrator in the dispute resolution process.

2. If a settlement is not reached within 60 days of the start of the mediation process, or if the mediation decision is not accepted by the parties, either party may bring the dispute to an arbitration body or a competent court in Vietnam for resolution.

3. Each party will bear its own costs related to the negotiation and mediation process. Court costs will be determined by the court, which party will be responsible for them.

XX. SUPPLEMENTS AND AMENDMENTS TO THE STATUTES

Điều 55. Supplementing and amending the Charter

1. Amendments and additions to these Charters must be considered and decided by the General Meeting of Shareholders, except in cases of adjusting the charter capital due to the sale of new shares within the number of shares authorized for offering as approved by the General Meeting of Shareholders.

2. In the event that there are legal provisions relating to the Company's operations not addressed in this Charter, or in the event that new legal provisions differ from the provisions in this Charter, those legal provisions shall automatically apply and govern the Company's operations.

XXI. EFFECTIVE**Điều 56. The old Charter is hereby repealed.**

The Articles of Association of Tan Phu Vietnam Joint Stock Company and their amendments and supplements signed and issued previously will cease to be effective from the date this Articles of Association come into effect.

Điều 57. Effective date

1. This Charter, comprising 21 chapters and 58 articles, was unanimously approved by the General Meeting of Shareholders of Tan Phu Vietnam Joint Stock Company on April 17, 2026, and the full text of this Charter is hereby accepted and becomes effective .
2. The charter is drawn up in three copies, all of which are equally valid, and are stored at the Company's office.
3. These bylaws are the sole and official document of the Company.

Điều 58. Signing the charter

The General Meeting of Shareholders authorizes the legal representative of the Company to sign these Articles of Association . The authorized person must sign at the last page of the Articles of Association and shall be jointly responsible for the accuracy of the Articles of Association.

Copies or extracts of the Company's Articles of Association must be signed by the Chairman of the Board of Directors or the legal representative of the Company.

LEGAL REPRESENTATIVE

CHAIRMAN OF THE BOARD OF DIRECTORS

TRAN DUC HUY