




THE SOCIALIST REPUBLIC OF VIETNAM
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TICCO
Tạo nền tảng vững chắc

CHARTER
TIEN GIANG INVESTMENT AND CONSTRUCTION
JOINT STOCK COMPANY
(The 18th Amendment)

Dong Thap, April 2026



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INTRODUCTION

The full text of this Charter was adopted pursuant to Resolution No. 01/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated April 19, 2021, and amended and supplemented by Resolution No. 01/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated April 17, 2026.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1: Explanation of terms

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

a) *Charter capital*: is the total par value of shares sold or subscribed for upon the establishment of the joint-stock company and as stipulated in Article 6 of this Charters;

b) *Capital has voting rights*: It is equity capital, whereby the owner has the right to vote on matters within the authority of the General Meeting of Shareholders;

c) *Enterprise Law*: This refers to the Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) *Securities Law*: This refers to the Securities Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

e) *Vietnam*: is the Socialist Republic of Vietnam;

f) *Date of establishment*: This is the date the Company was first granted its Business Registration Certificate (Business Registration Certificate and other equivalent documents).

g) *Business executives*: The CEO, Deputy CEO, Chief Accountant, and other executives are appointed by the Board of Directors.

h) *Business manager*: These are the company's managers, including the Chairman of the Board, Vice Chairman of the Board, Board Members, General Director, Deputy General Director, Chief Accountant, Head of Finance and Accounting Department, Head of Internal Audit Department, Head of the Board Office, Corporate Governance Officer, and Company Secretary.

i) *People involved*: These are individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;

j) *Shareholders*: An individual or organization that owns at least one share of a joint-stock company;

k) *Founding shareholders*: Being a shareholder who owns at least one common share and signs the list of founding shareholders of the joint-stock company;

l) *Major shareholder*: is a shareholder as defined in Clause 18, Article 4 of the Securities Law;

m) *Operating period*: This refers to the Company's operating period as stipulated in Article 2 of this Charter and any extension period (if any) approved by the Company's General Meeting of Shareholders;

n) *Stock exchange*: This refers to the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more other regulations or documents, including amendments, supplements, or replacements, are prohibited.

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

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

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

1. Company Name

- Company name in Vietnamese: CONG TY CO PHAN DAU TU VA XAY DUNG TIEN GIANG

- Company name written in a foreign language: TIEN GIANG INVESTMENT AND CONSTRUCTION JOINT STOCK COMPANY

- Company abbreviation: TICCO

2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law.

3. Registered office of the Company:

- Head office address: No. 46-48 Nguyen Cong Binh Street, Trung An Ward, Dong Thap Province.

- Phone: (84-0273) 3872878

- Fax: (84-0273) 3850597

- E-mail: ticco@ticco.com.vn

- Website: www.ticco.com.vn

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

5. Unless the Company ceases operations before the deadline stipulated in Clause 2 of Article 55 or extends its operations as stipulated in Article 56 of this Charter, the Company's operating term is fifty (50) years from the date of establishment.

Article 3: The legal representative of the Company

The company has two legal representatives, including:

1. Chairman of the Board of Directors.

2. General Director.

The legal representative of a company is an individual who represents the company in exercising the rights and obligations arising from the company's transactions, and represents the company as a plaintiff, defendant, or party with related rights and obligations before arbitration panels and courts. The responsibilities of the legal

representative are governed by Article 13 of the Enterprise Law and other rights and obligations as stipulated by current law.

The legal representative of the Company must reside in Vietnam; and must authorize another person in writing to exercise the rights and obligations of the legal representative of the Company when leaving Vietnam.

If the authorization expires and the company's legal representative has not returned to Vietnam and no other authorization is given, the authorized person shall continue to exercise the rights and obligations of the company's legal representative within the scope of the authorization until the company's legal representative returns to work, or until the Board of Directors decides to appoint a replacement.

If a person is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the Company's legal representative, the Board of Directors will appoint another person to replace them.

The powers and responsibilities of the legal representative who is the Chairman of the Board of Directors:

- Develop the program and activity plan for the Board of Directors;
- Prepare the agenda, content, and documents for the meeting; convene and chair the Board of Directors meeting and the General Shareholders' Meeting as prescribed;
- Organize the adoption of resolutions by the Board of Directors;
- Monitoring the implementation process of resolutions of the Board of Directors and the General Meeting of Shareholders;
- Other rights and obligations as prescribed by law, the Company Charter, the Company's internal regulations, and resolutions of the Board of Directors.

The powers and responsibilities of the legal representative who is the General Director:

- Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, and execute the business plan and investment plan of the Company as approved by the Board of Directors and the General Meeting of Shareholders;
- To make decisions on matters that do not require a decision from the Board of Directors, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the Company's business operations in accordance with best management practices;
- To propose to the Board of Directors a plan for the company's organizational structure and internal management regulations;
- Propose measures to improve the company's operations and management;

- Propose the number and type of business executives that the Company needs to recruit for the Board of Directors to appoint, dismiss, or remove in accordance with internal regulations, and propose remuneration, salaries, and other benefits for business executives for the Board of Directors to decide;

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

- On January 31st of each year, submit to the Board of Directors for approval the detailed business plan for the following fiscal year on the basis of meeting the requirements of the relevant budget as well as the five-year financial plan;

- Prepare the Company's long-term, annual, and quarterly budgets to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan. The annual budget 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;

- Other rights and obligations as prescribed by law, the Company Charter, the Company's internal regulations, resolutions of the Board of Directors, and employment contracts signed with the Company;

- The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these levels when requested.

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

Article 4. The Company's operational objectives

1. The company's main business activities are:

Business sector/occupation code	Name of industry/business
0111	Rice cultivation
0112	Grow corn and other grain crops.
0113	Growing starchy root vegetables
0118	Growing vegetables, beans, and flowers.
0119	Plant other annual crops
0121	Planting fruit trees
0128	Cultivating perennial spice plants, medicinal plants, and aromatic plants.
0129	Plant other perennial plants
0130	Propagation and care of agricultural seedlings

Business sector/occupation code	Name of industry/business
	Details: Propagation and care of seedlings annually
0161	Agricultural services
0163	Post-harvest service activities
0210	Forest planting, forest care, and forestry seedling cultivation.
2220	Manufacturing products from plastic Details: Manufacturing products using composite materials.
2395	Manufacture of concrete and concrete products, cement and gypsum Details: Production and trading of ready-mix concrete and precast concrete products.
2592	Mechanical processing; metal treatment and coating Details: Machining of mechanical products, sluice gates for irrigation projects.
3011	Shipbuilding and floating structures Details: Major equipment overhaul, repair and new barge construction.
3512	Electricity generation from renewable energy sources Details: Solar power
3513	Electricity transmission and distribution (Excluding transmission and dispatching of the national power grid; construction and operation of multi-purpose hydropower plants and nuclear power plants of particular socio-economic importance).
3600	Water extraction, treatment, and supply
3700	Drainage and wastewater treatment
3811	Collection of non-hazardous waste Details: Excluding direct waste collection from households.
3812	Collection of hazardous waste
3821	Treatment and disposal of non-hazardous waste
3822	Handling and disposal of hazardous waste
4101	Building a house to live in.
4102	Building houses not to live in.
4211	Railway construction
4212	Road construction

Business sector/occupation code	Name of industry/business
	Details: Construction of transportation infrastructure projects: traffic bridges, port bridges, various types of roads, water supply and drainage systems.
4222	Construction of water supply and drainage systems.
4291	<p>Construction of hydraulic structures</p> <p>Details: Construction of hydraulic works: pumping stations, sluices and dams, dikes, river embankments, sea embankments of all kinds, water reservoirs, and dredging of canals and ditches.</p> <p>(excluding the establishment, operation, maintenance, and upkeep of maritime navigation aids, water areas, public waterways, and shipping routes; survey services for water areas, public waterways, and shipping routes for the purpose of publishing maritime notices; survey services for the construction and publication of nautical charts of water areas, seaports, waterways, and shipping routes)</p>
4299 (Main)	<p>Construction of other civil engineering works</p> <p>Detail:</p> <ul style="list-style-type: none"> - Construction of industrial facilities - Construction of technical infrastructure
4312	<p>Site preparation</p> <p>Details: Land leveling</p>
4671	<p>Wholesale of solid, liquid, and gaseous fuels and related products.</p> <p>Details: Wholesale of petroleum and related products</p>
4673	<p>Wholesale of other building materials and installation equipment.</p> <p>Details: Business of selling sand for leveling purposes.</p>
4679	<p>Other specialized wholesale trade not classified elsewhere</p> <p>Details: Business dealing in products made from composite materials.</p>
4730	Retail sale of motor fuel
4752	<p>Retail sale of hardware, paints, glass, and other building materials and installation equipment.</p> <p>Details: Business in building materials</p>
4933	Road freight transport
4940	Pipeline transport
5022	Inland waterway freight transport

Business sector/occupation code	Name of industry/business
5210	Warehousing and goods storage
5222	Activities that directly support water transport services.
5224	Loading and unloading goods
5225	Activities that directly support road transport services.
6810	<p>Real estate business, land use rights belonging to the owner, user or lessee.</p> <p>Detail:</p> <ul style="list-style-type: none"> - Investing in the construction, management, operation, and business, of infrastructure for industrial parks, industrial clusters, residential areas, resettlement areas, and worker housing. Leasing out land, warehouses, factories, and yards; - Buying and selling houses. Renting houses, offices, and kiosks; - Managing, maintaining, and repairing infrastructure facilities in industrial parks, industrial clusters, residential areas, and worker housing. - Real estate business. <p>(excluding investment in the construction of cemetery and burial ground infrastructure for the transfer of land use rights associated with the infrastructure)</p>
6821	<p>Real estate brokerage services</p> <p>Details: Real estate brokerage. Real estate valuation. Real estate consulting. Real estate management.</p> <p>Excluding forensic examination, bailiff services, property auction services, notarization services, and insolvency administrator services.</p>
7110	<p>Architectural and related engineering consulting activities</p> <p>Details: Surveying and designing construction, transportation, and irrigation projects. Consulting on bidding and supervision. Preparing project plans for construction, transportation, and irrigation projects.</p>
7310	<p>Advertisement</p> <p>Details: Real estate advertisement</p>
7710	Motor vehicle rental
7730	Rental of machinery, equipment and other tangible goods without operators.
8110	Comprehensive support services
8130	Landscape services

2. Company's operational objectives: To continuously develop and expand production and business activities to generate profits for the company's owners; to maximize enterprise value, create stable jobs and income for employees, and fulfill obligations to the State. To diversify business sectors, expand domestic and international markets, and enhance the company's competitiveness in order to build and develop a company with strong economic potential.

Article 5. The scope of business and operations of the Company

The company is permitted to conduct business activities in the registered business lines specified in this Charter, and has notified the business registration authority of any changes to the registered business lines and published them on the National Business Registration Portal. In cases where the company engages in conditional investment and business activities, it must meet all business conditions as stipulated in the Investment Law and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The company's charter capital is 311,299,070,000 VND (In words: VND Three hundred and eleven billion, two hundred and ninety-nine million, seventy thousand).

The total charter capital of the Company is divided into 31,129,907 shares with a par value of 10,000 VND per share.

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

3. The Company's shares on the date of adoption of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of this Charter.

4. 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.

5. The company officially operates as a joint-stock company according to Business Registration Certificate No. 1200526842 issued by the Department of Planning and Investment of Tien Giang Province on January 2, 2004. Based on the provisions of the Enterprise Law, as of now, the common shares of the founding shareholders have exceeded the transfer restriction period.

6. Common shares must be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute those shares to shareholders and other parties under conditions no more favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise or securities law provides otherwise.

7. The Company may purchase shares issued by itself in the manner prescribed in these Articles of Association and applicable law.

8. The company may issue other types of securities as prescribed by law.

Article 7. Stock certificate

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.

2. Shares are securities that confirm the legal rights and interests of the owner in a portion of the share capital of the issuing organization. Shares must contain all the information as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within 30 days from the date of submitting a complete application for the transfer of share ownership as stipulated by the Company, or within two months from the date of full payment for the shares as stipulated in the Company's share issuance plan (or other period as stipulated in the issuance terms), the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the Company the cost of printing the share certificate.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued the certificate by the Company upon the shareholder's request. The shareholder's request must include the following information:

- a) Information about shares that have been lost, damaged, or otherwise destroyed;
- b) Commitment to assume responsibility for any disputes arising from the reissuance of new shares.

Article 8. Other securities certificates

The Company's bond certificates or other securities certificates are issued bearing the signature of the legal representative and the Company's seal.

Article 9. Share transfer

1. All shares are freely transferable unless otherwise provided by these Articles of Association and the law; shares listed on the stock exchange are transferred in accordance with the provisions of the law on securities and the securities market.

2. 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.

Article 10. Reclamation of shares (in the case of business registration)

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount and be liable for the Company's financial

obligations arising from the failure to pay, corresponding to the total par value of the registered shares.

2. The aforementioned payment notice must clearly state the new payment deadline (at least 7 days from the date of sending the notice), the payment location, and must specify that in case of non-payment as required, any outstanding shares will be forfeited.

3. The Board of Directors has the right to reclaim shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.

4. Repurchased shares are considered shares authorized for sale as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale and redistribution of these shares under conditions and in a manner that the Board of Directors deems appropriate.

5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but remain liable for the Company's financial obligations arising at the time of repurchase, as determined by the Board of Directors, from the date of repurchase until the date of payment, in proportion to the total par value of the shares they registered to purchase. The Board of Directors has the full right to decide on the enforcement of payment of the full value of the shares at the time of repurchase.

6. The recall notice is sent to the holder of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational structure, governance, and control

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

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Shareholder rights

1. Ordinary shareholders have the following rights:

a) Shareholders have the right to attend and speak at the General Meeting of Shareholders and to exercise their voting rights directly or through an authorized representative or other forms as prescribed by these Articles of Association and the law. Each common share has one voting right;

- b) Receive dividends at the rate determined by the General Meeting of Shareholders;

c) Priority will be given to purchasing new shares in proportion to each shareholder's existing shareholding in the Company;

d) Freely transfer one's shares to others, except as stipulated in Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law and other relevant legal provisions;

e) Review, search, and retrieve information regarding names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information.

f) Review, consult, extract, or copy these Articles of Association, the minutes of the General Meeting of Shareholders, and the Resolutions of the General Meeting of Shareholders;

g) When the company is dissolved or goes bankrupt, the recipient is entitled to a portion of the remaining assets in proportion to their shareholding in the company.

h) Require the company to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law;

i) Equal treatment is guaranteed. Each share of the same class confers equal rights, obligations, and benefits on the shareholder. In cases where the Company has preferred shares, the rights and obligations associated with those preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders.

j) To have full access to regular and extraordinary information disclosed by the Company in accordance with the law;

k) To protect their legitimate rights and interests; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;

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

2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:

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

b) Review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;

c) The Supervisory Board is required to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of individual shareholders; name, business

registration number or legal document number of organizational shareholders, and registered office address; number of shares and registration date of each shareholder, total number of shares of the entire group of shareholders, and ownership percentage in the total shares of the Company; the issue to be examined and the purpose of the examination;

d) Proposals for inclusion in the General Shareholders' Meeting agenda must be in writing and submitted to the Company no later than 3 working days before the meeting date. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda.

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

3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination process for the Board of Directors and the Supervisory Board is as follows:

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

b) Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders as stipulated in this clause have the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the General Meeting of Shareholders, they shall nominate the remaining candidates. This shall be implemented in accordance with Articles 25 and 37 of this Charter.

Article 13. Shareholders' obligations

Common shareholders have the following obligations:

1. Pay for the shares you committed to purchase in full and on time.

2. 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.

3. Comply with this Charter and the Company's Internal Management Regulations.

4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Maintain the confidentiality of information provided by the Company in accordance with this Charter and the law; use the provided information only to exercise and protect your legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.

6. Major shareholders are not allowed to abuse their advantage to influence the rights and interests of the company or other shareholders as stipulated by law and the company's charter; they have the obligation to disclose information as required by law.

7. Attend the General Meeting of Shareholders and exercise voting/election rights through the following methods:

a) Attend and vote/contest in person at the meeting;

b) Authorize other individuals or organizations to attend and vote/cast ballots at the meeting;

c) Participate and vote/cast ballots through online conferences, electronic voting, or other electronic means;

d) Submit your ballot/election request to the meeting via mail, fax, or email;

8. Individuals shall bear personal responsibility when acting in the name of the Company, in any form, to carry out any of the following acts:

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 in order to mitigate financial risks to the Company.

9. Fulfill other obligations as required by applicable law.

Article 14. General Shareholders' Meeting

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the financial year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not more than six months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders shall be determined by where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and these Articles of Association, in particular, approving the audited annual financial statements. If the audited annual financial

statements of the Company contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative of the approved auditing firm is obligated to attend the Company's Annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:

a) The Board of Directors deems it necessary for the benefit of the Company;

b) The number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members required by law;

c) Upon the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law, the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, and bearing the signatures of all relevant shareholders; or the request must be made in multiple copies and include the signatures of all relevant shareholders.

d) As requested by the Supervisory Board;

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

4. Convene an extraordinary general meeting of shareholders.

The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors and members of the Supervisory Board is as stipulated in point b, clause 3 of this Article, or upon receiving the request stipulated in points c and d, clause 3 of this Article.

a) The Board of Directors must notify the next General Meeting of Shareholders if an independent member of the Board of Directors no longer meets the required standards and conditions, or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 6 months from the date of receiving notification from the relevant independent member of the Board of Directors;

b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law;

c) If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders specified in point c, clause 3 of this Article has the right to request the Company's representative to convene a General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the

procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders 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.

d) The procedure for organizing a General Meeting of Shareholders is regulated by Clause 5, Article 140 of the Enterprise Law.

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

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

- a) Through the company's development strategy;
- b) Deciding on the types of shares and the total number of shares of each type authorized for sale; determining the annual dividend rate for each type of share;
- c) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
- d) Decisions to invest in or sell assets worth 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Decision to amend and supplement this Charter;
- f) Through annual financial reports;
- g) The decision is to repurchase more than 10% of the total shares sold of each class;
- h) Review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) Decision to reorganize or dissolve the Company;
- j) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approve/Amend/Supplement the Internal Governance Regulations; the Regulations on the Operation of the Board of Directors and the Supervisory Board;
- l) Approve the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
- m) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discussed and approved the following matters:

- a) The company's annual business plan;
- b) The annual financial statements have been audited;

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) Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors, and the General Director;

e) Self-assessment report on the performance of the Supervisory Board and its members;

f) Dividend rates per share for each class;

g) Number of members of the Board of Directors and the Supervisory Board;

h) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;

i) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

j) Approve the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the company's operations when deemed necessary;

k) Supplement and amend this Charter;

l) 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;

m) Dividing, separating, merging, consolidating, or transforming the Company;

n) Reorganize and dissolve (liquidate) the company and appoint a liquidator;

o) Decisions to invest in or sell assets worth 35% or more of the total asset value recorded in the Company's most recent financial statement;

p) The decision is to repurchase more than 10% of the total shares sold of each class;

q) The company enters into contracts and transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the company's assets as recorded in the most recent financial statement;

r) Approving transactions as stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;

s) Approve, supplement, and amend the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;

t) Other matters as prescribed by law and this Charter.

3. All resolutions and matters included on the agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders, or authorized representatives of shareholders that are organizations, may directly attend meetings or authorize one or more other individuals or organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law, as specifically prescribed below:

a) For individual shareholders, only one other individual or organization may be authorized to attend the meeting on their behalf;

b) For institutional shareholders holding less than 10% of the total voting shares, a maximum of 2 individuals or other organizations may be authorized to attend the meeting; for those holding between 10% and less than 50% of the total voting shares, a maximum of 3 individuals or other organizations may be authorized to attend; and for those holding 50% or more of the total voting shares, a maximum of 4 individuals or other organizations may be authorized to attend.

2. The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing. The authorization document shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

3. The ballot/voting slip of an authorized representative attending the meeting within the scope of their authorization remains valid in the event of any of the following circumstances:

a) The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;

b) The person who granted the authorization has revoked the designation;

c) The grantor has revoked the authority of the grantee.

This clause does not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Change permissions

1. Changes or cancellations of special rights associated with a class of preferred shares take effect when approved by shareholders representing 65% or more of the total

voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders shall only be adopted if approved by preferred shareholders of the same class present at the meeting who own 75% or more of the total preferred shares of that class, or approved by preferred shareholders of the same class who own 75% or more of the total preferred shares of that class in the case of a resolution adopted by written ballot.

2. The holding of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights 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 shall be rescheduled within the next 30 days, and those shareholders of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those shareholders present in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at these meetings.

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

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 distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

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

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 14 of this Charter.

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

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

b) Prepare the program and content for the congress;

c) Prepare documents for the conference;

d) Draft resolution of the General Shareholders' Meeting based on the agenda of the meeting;

e) Determine the time and location for holding the congress;

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

g) Other tasks related to the congress.

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

a) Meeting agenda and materials to be used in the meeting;

b) A list and detailed information of candidates in the case of electing members of the Board of Directors and members of the Supervisory Board;

c) Voting/election ballot;

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

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this 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 must be submitted to the Company no later than 3 working days before the opening of the meeting. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, contact address, nationality, Citizen Identification Card number, National Identity Card number, Passport number, or other legally valid personal identification for individual shareholders; the name, enterprise code or establishment decision number, and head office address for organizational shareholders; the number and type of shares held by that shareholder; and the proposed matter to be included in the agenda.

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

a) The petition was submitted in violation of the provisions of Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of this Charters;

c) The proposed issue falls outside the scope of authority of the General Meeting of Shareholders;

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

6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as provided in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for holding a General Meeting of Shareholders

1. A General Meeting of Shareholders is convened when the number of shareholders present represents more than 50% of the total voting rights.

2. If the first meeting fails to meet the quorum requirements as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within 30 days from the date of the first scheduled meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending represents 33% or more of the total voting shares.

3. If the second meeting fails to meet the quorum requirements as stipulated in Clause 2 of this Article, a notice inviting shareholders to a third meeting must be sent within 20 days of the scheduled date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes cast by the shareholders present.

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

1. Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:

a) When registering shareholders, the Company issues each shareholder or authorized representative a voting card/voting slip/election ballot, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes/election ballots for that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. The results of the vote count are announced by the Chairman/Vote Counting Committee immediately before the closing of the meeting. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register

immediately and subsequently have the right to participate and vote/elect at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on/elected at the meeting remains unchanged.

2. The election of the chairperson, secretary, shareholder/delegate eligibility verification committee, and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, and the person with the highest number of votes shall preside over the meeting;

b) Except as provided in point a of this clause, the signatory convening the General Meeting of Shareholders shall preside over the meeting so that the General Meeting of Shareholders can elect the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting;

c) The chairperson appoints one or more people to act as meeting secretaries; the shareholder/delegate credentials verification committee serves the meeting;

d) The General Meeting of Shareholders shall elect one or more members to the vote counting committee upon the recommendation of the meeting chairman.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda.

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

a) Arrange seating at the venue for the Shareholders' General Meeting;

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

c) To facilitate shareholder attendance (or continued attendance) at the general meeting. The person convening the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Measures applied may include issuing entry passes or using other selection methods.

5. The person convening or presiding over the General Meeting of Shareholders has the following rights:

a) Require all meeting attendees to undergo security checks or other lawful and reasonable security measures;

b) Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

6. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

a) The meeting venue does not have enough convenient seating for all attendees;

b) The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate in discussions and vote;

c) Some attendees obstruct or disrupt the meeting, potentially preventing it from being conducted fairly and lawfully.

7. If the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

8. In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

Article 21. Conditions for the adoption of a resolution by the General Meeting of Shareholders.

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

a) Types of shares and the total number of shares of each type;

b) Changes in industry, occupation, and business sector;

c) Changes to the company's organizational and management structure;

d) An investment project or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, unless this Charter specifies a different percentage or value;

e) Reorganize or dissolve the company;

f) Extend the company's operating license;

2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except as provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Enterprise Law.

Note that, in the case of electing members of the Board of Directors and Supervisory Board, if the number of candidates is less than or equal to the number of members to be elected to the Board of Directors/Supervisory Board, the election of members of the Board of Directors/Supervisory Board may be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Enterprise Law, or by voting (approve, disapprove, abstain). The percentage of votes cast by voting shall be determined according to Clause 2, Article 21 of this Charters.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and this Charters.

Article 22. Authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders.

The authority and procedures for obtaining shareholder opinions in writing to approve resolutions 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 pass resolutions of the General Meeting of Shareholders on the following matters:

- a) Amend and supplement the contents of this Charter;
- b) Company development strategy;
- c) Types of shares and the total number of shares of each type;
- d) Electing, dismissing, and removing members of the Board of Directors and the Supervisory Board;
- e) An investment project or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statement;
- f) Through annual financial reports
- g) Reorganize or dissolve the company.
- h) Changes in industry, occupation, and business sector;
- i) Changes to the company's organizational and management structure;
- j) Approve, supplement, and amend the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;
- k) Other matters as deemed necessary for the benefit of the Company.

2. The Board of Directors must prepare the ballot, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the ballot. The requirements and methods for sending the ballot and accompanying documents shall be implemented in accordance with Clause 3, Article 18 of this Charter.

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

a) Name, registered office address, business registration number;

b) Purpose of soliciting feedback;

c) The full name, contact address, nationality, and legal document number of an individual shareholder; the name, business registration number or legal document number of an organization, and the head office address of an organization shareholder; or the full name, contact address, nationality, and legal document number of an individual representative of an organization shareholder; the number of shares of each class and the number of voting rights of the shareholder.

d) The issue requires consultation before a decision can be made.

e) The voting options include "agree," "disagree," and "no opinion" for each issue being considered.

f) The deadline for submitting the feedback form to the company has been set.

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

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

a) In the case of mailing, the answered opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. Opinion ballots sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the ballots are counted;

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

c) Opinion ballots sent to the Company after the deadline specified in the ballot, or that have been opened in the case of mail submissions or disclosed in the case of fax or email submissions, are invalid. Unsubmitted ballots will be considered as non-voting ballots.

5. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:

a) Name, registered office address, business registration number;

- b) The purpose and issues requiring consultation before the resolution can be passed;
- c) The number of shareholders with the total number of votes/elections cast, distinguishing between valid and invalid votes/elections, and the method of submitting the votes/election ballots, along with an appendix listing the shareholders who participated in the voting/election;
- d) The total number of votes in favor, against, and abstentions on each issue, and the total number of votes cast for each candidate (if any);
- e) The issue was approved, and the voting percentage was in favor.
- f) The full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

6. The vote count minutes and resolutions must be sent to shareholders within 15 days of the completion of the vote count. Sending the vote count minutes and resolutions may be replaced by posting them on the Company's website within 24 hours of the completion of the vote count.

7. The completed ballots, vote counting records, adopted resolutions, and related documents accompanying the ballots must all be kept at the Company's head office.

8. A resolution adopted by written shareholder consultation is considered valid if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and it has the same validity as a resolution adopted at a General Meeting of Shareholders.

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

1. Shareholders' General Meetings must be recorded in minutes and may also be audio-recorded or recorded and stored electronically. The minutes must be in Vietnamese, and may also be in a foreign language, and must include the following main contents:

- a) Name, registered office address, business registration number;
- b) Time and location of the Shareholders' General Meeting;
- c) Meeting agenda and content;
- d) The names of the chairperson and secretary;
- e) Summarize the proceedings and statements made at the General Shareholders' Meeting on each item on the agenda;
- f) The number of shareholders and the total number of voting shares of shareholders attending the meeting, the appendix listing registered shareholders, and the shareholder

representatives attending the meeting with their corresponding shareholdings and voting rights;

g) The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting.

h) Summarize the number of votes for each candidate (if applicable);

i) The issues were approved and the corresponding percentage of votes were cast in favor;

j) The full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid only if signed by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The meeting minutes shall clearly state the chairperson's or secretary's refusal to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.

3. Minutes drawn up in both Vietnamese and foreign languages have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign-language minutes, the content in the Vietnamese minutes shall prevail.

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

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

Article 24. Request to annul the Shareholders' General Meeting Resolution

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and this Charter, except as provided in Clause 3, Article 21 of this Charter.

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

VII. BOARD OF DIRECTORS

Article 25. Nomination and candidacy for Board of Directors members.

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors that must be published includes:

- a) Full name, date of birth (day, month, year);
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including board positions in other companies);
- e) The benefits relate to the Company and its related parties;
- f) Other information (if any);

The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests of the candidate in those companies (if any).

2. Shareholders or groups of shareholders owning 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 Law on Enterprises and this Charter. Shareholders holding common shares have the right to combine their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 65% may nominate a maximum of five (05) candidates; and from 65% or more may nominate a maximum of seven (07) candidates.

3. If the number of candidates for the Board of Directors nominated and elected is still insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates in accordance with this Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General

Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

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

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

a) Not subject to the provisions of Clause 2, Article 17 of the 2020 Enterprise Law;

b) Possess professional qualifications and experience in business administration or in the company's business field, industry, or profession, and are not necessarily shareholders of the company, unless otherwise stipulated in the company's charter;

c) A member of the Board of Directors of a public company may only simultaneously be a member of the Board of Directors or Board of Members of a maximum of 05 other companies;

4.2. Unless otherwise provided by securities law, independent members of the Board of Directors as stipulated in point b, clause 1, Article 137 of the 2020 Enterprise Law must meet the following standards and conditions:

a) Not currently employed by the company, its parent company, or its subsidiary; not previously employed by the company, its parent company, or its subsidiary for at least the three preceding years;

b) Not a person currently 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 being 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 is a manager of the company or its subsidiary;

d) Not being a person who directly or indirectly owns at least 1% of the total voting shares of the company;

d) Not a person who has previously 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.

4.3. Independent members of the Board of Directors must notify the Board of Directors that they no longer meet the standards and conditions stipulated in Clause 2 of this Article and will automatically cease to be independent members of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must notify the Board of Directors of the case where an independent member no longer meets the standards and conditions at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 6 months from the date of receiving notification from the relevant independent member of the Board of Directors.

Note: If the standards and conditions in this Charter are not up-to-date, the standards and conditions under current legal regulations will apply.

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

1. The Board of Directors has 6 members.

2. The term of office for a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms. If all members of the Board of Directors complete their terms at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The structure of the Board of Directors is as follows:

The company's Board of Directors must ensure that at least two members are non-executive members. The company minimizes the number of Board members holding executive positions within the company to ensure the independence of the Board of Directors.

Total number of independent members of the Board of Directors: A minimum of 2 independent members.

The rights, obligations, and methods of organization and coordination of activities of independent members of the Board of Directors will be specifically stipulated in the Board's Operating Regulations.

4. A member of the Board of Directors loses their status as a member of the Board of Directors if they are dismissed, removed from office, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the legal regulations on information disclosure in the securities market.

6. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

Article 27. Powers and responsibilities of the Board of Directors

1. The Board of Directors 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.

2. The rights and obligations of the Board of Directors are stipulated by law, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

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 sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;
- d) Deciding on the selling price of the Company's shares and bonds;
- e) The decision to repurchase shares is governed by Clauses 1 and 2 of Article 133 of the Enterprise Law;
- f) Decisions on investment options and investment projects are made within the authority and limits prescribed by law;
- g) Deciding on solutions for market development, marketing, and technology;
- h) Through purchase, sale, loan, lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, except for contracts and transactions falling under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Enterprise Law;
- i) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the General Director and other key managers as stipulated in this Charter; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;
- j) Supervise and direct the General Director and other managers in the daily operation of the Company's business;
- k) Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- l) 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 pass resolutions;
- m) The audited annual financial statements are presented to the General Meeting of Shareholders;
- n) Proposing the dividend rate to be paid; deciding on the timeframe and procedures for paying dividends or handling losses incurred during business operations;
- o) Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;

p) Decisions to issue the Regulations on the operation of the Board of Directors, the Internal Regulations on corporate governance after approval by the General Meeting of Shareholders; and the Regulations on the disclosure of company information;

q) Request the General Director, Deputy General Director, and other managers in the company to provide information and documents regarding the financial situation and business operations of the company and its units.

r) Managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors. The procedures for requesting and providing information are specifically stipulated in the Board of Directors' operating regulations.

s) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and this Charter.

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

4. Each independent member of the board of directors of a listed company must prepare a report evaluating the performance of the board of directors.

5. Organize training and workshops on corporate governance and essential skills for success."Members of the Board of Directors, General Director, Head of Corporate Governance, and other managers of the Company."

6. Dividend payments to shareholders will be made in accordance with the law after being approved by the Annual General Meeting of Shareholders.

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

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

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meeting.

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

4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in subcommittees of the Board of Directors, or performing other duties outside the normal scope of a member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and these Articles of Association.

Article 29. Chairman of the Board and Vice Chairman of the Board

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.

2. The Chairman of the Board of Directors may not also hold the position of General Director.

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

- a) Develop the program and activity plan for the Board of Directors;
- b) Prepare the agenda, content, and documents for the meeting; convene, chair, and preside over the Board of Directors meeting;
- c) Organize the adoption of resolutions and decisions by the Board of Directors;
- d) Monitoring the implementation process of resolutions and decisions of the Board of Directors;
- e) Chairman of the Shareholders' General Meeting;
- f) Other rights and obligations as stipulated by the Enterprise Law and these Articles of Association.

4. The Board of Directors may elect a Vice Chairman of the Board of Directors (if necessary). The Vice Chairman of the Board of Directors has the following rights and obligations:

- a. The Vice Chairman of the Board of Directors has the same rights, responsibilities, and obligations as the Chairman of the Board of Directors when authorized by the Chairman of the Board of Directors, and only when the Chairman of the Board of Directors has notified the Board of Directors of his/her absence or inability to perform his/her duties due to force majeure or inability to perform them.

b. In the above case, if the Chairman of the Board of Directors does not appoint a Vice-Chairman of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors, the remaining members of the Board of Directors will appoint a Vice-Chairman of the Board of Directors.

c. If both the Chairman and the Vice-Chairman of the Board of Directors 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 of the Board of Directors by a simple majority vote.

5. In the event that the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors submit their resignations or are dismissed or removed from office, the Board of Directors must elect replacements within 10 days from the date of receiving the resignations or dismissals.

6. In the absence of the Chairman of the Board of Directors or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in this Charter. If there is no authorized person, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or lacks civil capacity, has difficulties in understanding or controlling his/her actions, or is prohibited by the Court from holding office, practicing a profession, or engaging in a specific job, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

Article 30. Board of Directors meeting

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall elect by majority vote to choose one of them to convene the meeting of the Board of Directors.

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

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

a) Upon the recommendation of the Supervisory Board or an independent member of the Board of Directors;

b) Based on a proposal from the General Director or at least 05 other managers;

- c) A proposal must be submitted by at least two members of the Board of Directors;
- d) Other cases (if any).

4. The proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Directors in making decisions.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the request as stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting.

6. The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 3 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

Notices inviting members to Board of Directors meetings may be sent by invitation, telephone, fax, electronic means, or other methods as prescribed in this Charters, and must be ensured to reach the contact address of each Board member registered with the Company.

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

Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to participate in discussions but do not have the right to vote.

8. A Board of Directors meeting shall be held when at least three-quarters of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the Board of Directors members are present.

9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following circumstances:

- a) Attend and vote in person at the meeting;
- b) Authorize another person to attend the meeting and vote as stipulated in Clause 11 of this Article;
- c) Participate and vote via online conference, electronic voting, or other electronic means;

- d) Submit your ballot to the meeting via mail, fax, or email;
- e) Submit your ballot by other means.

10. In the case of sending ballots to the meeting by mail, the ballots must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. The ballots may only be opened in the presence of all attendees.

11. Voting

a) Except as provided in point b of clause 11 of this Article, each member of the Board of Directors or authorized person as provided in clause 9 of this Article who is present in person at the Board of Directors meeting has one (01) voting right;

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. Board members shall not be counted toward the minimum quorum required to convene a Board meeting regarding decisions in which they do not have the right to vote;

c) According to point d, clause 11, Article 30, when an issue arises at a meeting relating to the interests or voting rights of a member of the Board of Directors who does not voluntarily relinquish their voting rights, the chairman's decision shall be final, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

d) A member of the Board of Directors who benefits from a contract as stipulated in points a and b of Clause 6, Article 43 of this Charter shall be deemed to have a substantial interest in that contract;

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

12. A Board member who directly or indirectly benefits from a contract or transaction already concluded or slated for conclusion with the Company and is aware of their own interest is responsible for disclosing this interest at the first Board meeting discussing 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 Board member must disclose the relevant interest at the first Board meeting held after they become aware of their interest or potential interest in the aforementioned transaction or contract.

13. Members must attend all Board of Directors meetings. Members may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors members.

14. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

15. The Board of Directors has the right to solicit written opinions from its members to pass Board Resolutions when approving matters within the Board of Directors' authority as stipulated in Clause 2, Article 27 of this Charter.

Resolutions adopted through written consultation are based on the unanimous agreement of a majority of the Board of Directors members with voting rights. These resolutions have the same effect and validity as resolutions adopted at the meeting.

16. Board meetings may be held in the form of online conferences among members of the Board when all or some members are located in different places, 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) Speaking to all other attending members simultaneously. Discussions among members may take place in person by telephone or by other means of communication, or a combination of these methods. Board members participating in such meetings are considered to be "present" at that meeting. The meeting location as prescribed by this regulation is the location where the largest number of Board members are present, or the location where the meeting chair is present.

Decisions made during a formal meeting held and conducted are effective immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all Board members present at the meeting in the minutes.

17. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and these minutes serve as authentic evidence of the work done at the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairperson and the person recording the minutes.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members in each subcommittee is determined by the Board of Directors and must be at least two, including both members of the Board of Directors and external members. One of these members may be 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 at the subcommittee meeting are present and approve them.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with applicable laws and regulations and the provisions of this Charter and the Internal Regulations on Corporate Governance.

Article 32. The person in charge of corporate governance.

1. The Company's Board of Directors must appoint at least one person in charge of corporate governance to support corporate governance within the enterprise. 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 corporate governance may not simultaneously work for an approved auditing firm that is auditing the Company's financial statements.

3. The person in charge of company administration 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 meetings of the Board of Directors, Supervisory Board, and General Shareholders' Meeting as requested by the Board of Directors or the Supervisory Board;
- c) Providing advice on meeting procedures;
- d) Attend meetings;
- e) Providing advice on the 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 and members of the Supervisory Board;
- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) To serve as the point of contact with relevant stakeholders;
- i) Information security shall be maintained in accordance with the law and this Charter;
- j) Other rights and obligations as prescribed by law and this Charter.

VIII. CEO AND OTHER EXECUTIVES

Article 33. Organizational structure

The Company's management system must ensure that the management team is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a

General Director, Deputy General Directors, Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolution or decision of the Board of Directors.

Article 34. Business Executive

1. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. These executives are responsible for supporting the Company in achieving its operational and organizational objectives.

2. The General Director receives a salary and bonuses. The General Director's salary and bonuses are determined by the Board of Directors.

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

Article 35. Appointment, dismissal, rights and responsibilities of the General Director

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

2. The General Director is responsible for managing the Company's day-to-day business operations; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 5 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and this Charter.

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

a) To make decisions on matters related to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;

b) To implement the resolutions and decisions of the Board of Directors;

c) To organize and implement the company's business plan and investment strategy;

d) Proposing a plan for the company's organizational structure and internal management regulations;

e) Appointing, dismissing, and removing management positions within the Company, except for those positions under the authority of the Board of Directors;

f) Decisions regarding salaries and other benefits for employees in the Company, including managers, fall under the appointment authority of the General Director;

g) Recruitment of workers;

h) Proposing a plan for paying dividends or handling business losses;

i) Other rights and obligations as prescribed by law, law, this Statute and resolution, decision of the Council management.

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.

Article 36. Company Secretary

When deemed necessary, the Board of Directors decides to appoint one (01) or more people as Company Secretary for a term as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, but not contrary to current labor laws. 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; ensuring compliance with information disclosure obligations and administrative procedures.

e) Other rights and obligations as stipulated in this Charter and the Company's Internal Regulations.

IX. SUPERVISORY BOARD

Article 37. Nomination and candidacy for members of the Supervisory Board (Supervisors)

1. The nomination and election of members of the Supervisory Board shall be carried out in accordance with the provisions of Clause 1, Article 25 of this Charter. Shareholders holding voting shares have the right to combine their individual voting rights to nominate Supervisors. Shareholders or groups of shareholders holding from 10% to less than 30% of voting shares may nominate one (01) candidate; from 30% to less than 40% may nominate a maximum of two (02) candidates; from 40% to less than 50% may nominate a maximum of three (03) candidates; from 50% to less than 60% may nominate a maximum of four (04) candidates; and from 60% or more may nominate five (05) candidates.

2. If the number of candidates for the Supervisory Board nominated through candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates in accordance with the provisions of this Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

Article 38. Composition of the Supervisory Board

1. The number of members of the Company's Supervisory Board is (03) people. The term of office of a member of the Supervisory Board is not more than 05 years and can be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall under the following cases:

a) Working in the accounting and finance department of the Company;

b) Being a member or employee of an independent auditing firm that audited the company's financial statements for the three consecutive years preceding the audit.

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

a) No longer meets the qualifications and conditions to be a member of the Supervisory Board as stipulated in Clause 2 of this Article;

b) A resignation letter has been submitted and accepted;

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

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

a) Failure to complete assigned tasks or duties;

b) Failing to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;

c) Repeated and serious violations of the obligations of a member of the Supervisory Board as stipulated in the Enterprise Law and this Charter;

d) Other cases as decided by the General Meeting of Shareholders.

Article 39. Head of the Supervisory Board

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are based on a majority vote. More than half of the members of the Supervisory Board must be residents of Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.

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

- a) Convene a meeting of the Supervisory Board;
- b) Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c) Prepare and sign the Supervisory Board's report after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

Article 40. Rights and obligations of the Supervisory Board

The Supervisory Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

1. Propose and recommend to the General Meeting of Shareholders to approve the list of auditing firms approved to audit the Company's financial statements; decide on the auditing firm approved to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.

2. Be accountable to shareholders for your supervisory activities.

3. Monitoring the company's financial situation and ensuring compliance with the law in the operations of the Board of Directors members, the General Director, and other managers.

4. Ensure coordinated operations with the Board of Directors, the General Director, and shareholders.

5. In the event of discovering any violation of the law or of this Charter by a member of the Board of Directors, the General Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.

6. Develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

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

8. Has the right to access the Company's records and documents kept at the head office, branches, and other locations; has the right to visit the workplaces of the Company's managers and employees during working hours.

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

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

Article 41. Supervisory Board Meeting

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members attending. Minutes of the Supervisory Board meetings must be detailed and clear. The person recording the minutes and all attending Supervisory Board members must sign the meeting minutes. Minutes of Supervisory Board meetings must be kept to determine the responsibilities of each Supervisory Board member.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.

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

Salaries, remuneration, bonuses, and other benefits for members of the Supervisory Board shall be implemented in accordance with the following regulations:

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

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in good faith and with due diligence for the benefit of the Company.

Article 43. The responsibility to be honest and avoid conflicts of interest.

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose their related interests in accordance with the Enterprise Law and relevant legal documents.

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

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and those entities themselves or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Directors are not permitted to vote on transactions that benefit that member or a related party as stipulated in the Enterprise Law and these Articles of Association.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related parties of these entities are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.

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

a) For transactions with a value less than (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 of Directors members, Supervisory Board members, General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members who have no vested interest;

b) For transactions with a value of (35%) or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, the significant contents of this transaction as well as the relationship and interests of the members of the Board of Directors, members of the Supervisory Board, General Director, and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by voting of shareholders without an interest.

c) Contracts, loan transactions, or asset sales with a value exceeding 10% of the total asset value recorded in the most recent financial statement between the company and shareholders owning 51% or more of the total voting shares or related parties of those

shareholders, which have been disclosed to shareholders and approved by the General Meeting of Shareholders through voting of shareholders without an vested interest.

Article 44. Liability for damages and compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their duties and responsibilities of honesty and care, or fail to fulfill their obligations, shall be held liable for any damages caused by their violations.

2. The Company shall compensate persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company who have been or are performing duties under the Company's authorization, acting honestly and diligently in the Company's best interests in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

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

XI. RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING

Article 45. Right to access books and records

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

a) Ordinary shareholders have the right to review, search, and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, search, extract, or copy these Articles of Association, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares, or having the right to review, examine, and extract minutes and resolutions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests to search the books and records, they must include the authorization letter from the shareholder or group of shareholders they represent, or a notarized copy of such authorization letter.

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

4. The company must keep these Articles of Association and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.

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

XII. EMPLOYEES AND TRADE UNION

Article 46. Employees and Trade Union

1. The General Director must develop a plan for the Board of Directors to approve matters relating to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and business executives.

2. The General Director shall develop a plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders decides on the dividend payout rate and the form of dividend payment annually from the Company's retained earnings.

2. The company does not pay interest on dividend payments or payments related to a particular stock.

3. 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 shares, and the Board of Directors is the body responsible for implementing this decision.

4. In cases where dividends or other payments related to a stock are paid in cash, the Company must make the payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. 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 amount transferred to that shareholder. Dividend payments for shares listed

on the stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

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

6. Other matters related to profit distribution shall be handled in accordance with the law.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 48. Bank accounts

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

2. With prior approval from the competent authority, the Company may, if necessary, open bank accounts abroad in accordance with the provisions of the law.

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

Article 49. Fiscal year

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

Article 50. Accounting regime

1. The accounting regime applied by the Company shall be the enterprise accounting regime or a specific accounting regime issued and approved by a competent authority.

2. The company shall maintain accounting records in Vietnamese and keep accounting records in accordance with accounting laws and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.

3. The company uses the Vietnamese Dong as its accounting currency. If the company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

XV. FINANCIAL REPORTS, ANNUAL REPORTS AND DISCLOSURE RESPONSIBILITIES

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

1. The company must prepare annual financial statements, and these annual financial statements must be audited in accordance with the law. The company must publish the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

2. Annual financial statements must include all reports, appendices, and explanatory notes as required by law on corporate accounting. Annual financial statements must truthfully and objectively reflect the company's operational situation.

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

Article 52. Annual Report

The company must prepare and publish an Annual Report in accordance with the laws and regulations on securities and the securities market.

XVI. COMPANY AUDIT

Article 53. Auditing

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to decide on the selection of one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report is attached to the Company's annual financial statements.

3. Independent auditors conducting the audit of the Company's financial statements are entitled to attend Shareholders' General Meetings, receive notices and other information related to the Shareholders' General Meetings, and express their opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. THE SEAL OF THE COMPANY

Article 54. The seal of the company

1. The seal includes seals made at seal-making establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.

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

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

XVIII. DISSOLVE THE COMPANY

Article 55. Dissolve the company.

1. A company may be dissolved in the following circumstances:

- a) The operating period specified in this Charter expires without a decision to extend it;
- b) In accordance with resolutions and decisions of the General Meeting of Shareholders;
- c) The business registration certificate is revoked, except where the Law on Tax Administration provides otherwise;
- d) Other cases as prescribed by law.

2. The premature dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.

Article 56. Extend the operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least 7 months before the end of the operating term so that shareholders can vote on extending the Company's operating term as proposed by the Board of Directors.

2. The operating period will be extended when shareholders representing 65% or more of the total voting rights of all shareholders present at the General Meeting of Shareholders approve it.

Article 57. Liquidation

1. At least six months before the end of the Company's operating term or after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three members, of which two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be prioritized for payment by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the Business Registration Authority. From that point onwards, the Liquidation Committee acts on behalf of the Company in all matters related to the liquidation of the Company before the Courts and administrative agencies.

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

- a) Liquidation costs;

- b) Wage arrears, severance pay, social insurance, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;
- c) Tax debt;
- d) Other liabilities of the Company;
- e) The remaining amount after all debts from items (a) to (d) above have been paid is distributed to the shareholders. Preferred shares are given priority in payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal dispute resolution

1. In the event of disputes or claims arising from the Company's operations, the rights and obligations of shareholders as stipulated in the Enterprise Law, this Charter, other legal regulations, or agreements between:

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

The parties involved shall 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 shall preside over the dispute resolution process and require each party to present relevant information within 15 working days of the dispute arising. In cases involving the Board of Directors or the Chairman of the Board, either party may request the Head of the Supervisory Board to appoint an independent expert to mediate the dispute resolution process.

2. If a settlement is not reached within six weeks of the start of the mediation process, or if the mediation decision is not accepted by the parties, either party may submit the dispute to arbitration or a court.

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

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 59. Company charter

1. Amendments and additions to this Charter must be considered and decided upon by the General Meeting of Shareholders.

2. In cases where the law provides provisions relating to the Company's operations that are not mentioned in this Charter, or where new legal provisions differ from the provisions in this Charter, those provisions shall apply to govern the Company's operations.

XXI. EFFECTIVE DATE

Article 60. Effective date

1. This charter, comprising 21 sections and 60 articles, was unanimously approved by the General Meeting of Shareholders of Tien Giang Investment and Construction Joint Stock Company – TICCO on April 19, 2021, and approved amendments and supplements dated April 17, 2026. This Charter supersedes all previously issued Charters.

2. The Charter is drawn up in 10 copies, all of which are equally valid and must be kept at the Company's head office.

3. This Charter is the sole and official document of the Company.

4. Copies or extracts of this Charter is valid only when signed by the Chairman of the Board of Directors or at least half of the total number of members of the Board of Directors.

LEGAL REPRESENTATIVE

GENERAL DIRECTOR



Vu Huy Giap