DRAFT

PROPOSED AMENDMENTS AND SUPPLEMENTS TO THE 2021 CHARTER

No.	Current Charter	Proposed Amendments and Supplements	Remarks
1	**Article 1. Interpretation of Terms** 1. In this Charter, the following terms shall be construed as follows: a. "*Charter Capital*" means the total par value of shares that have been sold; b. "*Law on Enterprises*" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on 17 June 2020; c. "*Law on Securities*" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly on 26 November 2019; d. "*Company*" means Southern Airports Services Joint Stock Company (SASCO). e. "*Dependent Units*" include the Representative Office and branches of the Company, the establishment of which has been approved by the Board of Directors; f. "*Affiliated Companies*" means entities in which the Company holds non-controlling shares or contributed capital (less than 50% of charter capital), organized in the forms of enterprises prescribed by the Law on Enterprises; g. "*Company Manager*" means the Chairperson of the Board of Directors, members of the Board of Directors, the Chief Executive Officer, Deputy General Managers, Chief Accountant, and other managerial positions within the Company approved by the Board of Directors and designated as management positions; h. "*Company Executive*" means the Chief Executive Officer, Deputy General Managers, Chief Accountant, and other executives appointed by decision of the Board of Directors based on the proposal of the Chief Executive Officer. i. "*Executive Board*" includes the Chief Executive Officer and Deputy General Managers. j. "*Related Person*" means an individual or organization as prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities. k. "*Shareholder(s)*" means any individual, legal entity, or any organization owning at least one (01) share of the Company, whose name and other information required by law are	1. In this Charter, the following terms shall be construed as follows: a. "*Supervisory Board*" means the body responsible for supervising the Board of Directors and the operation, management and administration of the Company; accountable to the General Meeting of Shareholders and the law, and having the rights and obligations set out in Article 48 and the responsibilities of members of the Supervisory Board set out in Article 51 of this Charter; b. "Executive Board" includes the Chief Executive Officer and Deputy General Managers; c. "Chairperson of the Board of Directors" means the person elected, dismissed or removed by the Board of Directors from among its members, as prescribed in Article 31 of this Charter; d. "Company" means Southern Airports Services Joint Stock Company; e. "Subsidiary" means any company in which the Company (i) owns more than fifty percent (50%) of the charter capital or the total issued ordinary shares, or (ii) has the right, directly or indirectly, to decide the appointment of the majority or all members of the Board of Directors and the Chief Executive Officer/Director, or (iii) has the right to decide on amendments and supplements to the charter of such company; f. "Affiliated Company" means any entity in which the Company directly or indirectly owns from twenty percent (20%) to less than fifty percent (50%) of the voting rights (unless otherwise agreed) and which is organized in a form of enterprise prescribed by the Law on Enterprises; g. "Shareholder(s)" means any individual, legal entity or any other organization owning at least one (01) share of the Company, whose name and other information required by law are recorded in the Company's Shareholders Register as the owner of such shares; h. "Major Shareholder" means a Shareholder owning five percent (5%) or more of the voting shares of the Company; i. "General Meeting of Shareholders" means the highest decision-making body of the Company, as prescribed in Point a, Clause 2, Article 10 and Article 13 of this Charter; j. "Company Charter" means the Charter of Southern Airports Services Joint Stock Company; k. "Dependent Unit" includes the Representative Office, branches and business locations of the Company established with the approval of the Board of Directors; l. "Board of Directors" means the management body of the Company, as prescribed in Point b, Clause 2, Article 10 and having the powers and obligations set out in Article 29 of this Charter; m. "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly on 26 November 2019, as amended and supplemented by Law No. 56/2024/QH15 dated 29 November 2024 or any applicable superseding legal document;	

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	recorded in the Company's Shareholders Register as the owner of such shares; l. "*Stock Exchange*" means the Vietnam Stock Exchange and its subsidiaries.	n. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on 17 June 2020, as amended and supplemented by Law No. 76/2025/QH15 dated 17 June 2025 or any applicable superseding legal document; o. "Date of Establishment" means the date on which the Company was first granted its Enterprise Registration Certificate; p. "Related Person" means an individual or organization as prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities; q. "Legal Representative" means the individual representing the Company in exercising rights and performing obligations arising from transactions of the Company, as specified in Article 3 of this Charter; r. "Company Executive" or "Executive" means the Chief Executive Officer, Deputy General Managers, Chief Accountant and other executives appointed by decision of the Board of Directors based on the proposal of the Chief Executive Officer; s. "Company Manager" or "Manager" means the Chairperson of the Board of Directors, members of the Board of Directors, Chief Executive Officer, Deputy General Managers, Chief Accountant and other managerial positions approved by the Board of Directors; t. "Person in Charge of Corporate Governance" means the person appointed by the Board of Directors to assist in the corporate governance of the Company and having the rights and obligations prescribed in Article 37 of this Charter; u. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries; v. "Shareholders Register" means the Shareholders Register prescribed in Article 122 of the Law on Enterprises; w. "Operating Term" means the duration of operation of the Company as specified in Clause 5, Article 2 of this Charter and any extension amendments (if any) approved by the General Meeting of Shareholders; x. "Chief Executive Officer" means the person responsible for the daily business operations of the Company, as prescribed in Point d, Clause 2, Article 10 and having the duties and powers set out in Article 40 of this Charter; y. "State Securities Commission" means the agency under the Ministry of Finance responsible for advising and assisting the Minister of Finance in performing state management of securities and the securities market; z. "Vietnam" means the Socialist Republic of Vietnam; aa. "VSDC" means the Vietnam Securities Depository and Clearing Corporation; bb. "Voting Capital" means share capital pursuant to which the holder has the right to vote on matters falling within the authority of the General Meeting of Shareholders; cc. "Charter Capital" means the total par value of shares that have been sold and as prescribed in Clause 1, Article 6 of this Charter.	
2	**Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Operating Term of the Company**		

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	3. The registered office of the Company is: Head office address: Tan Son Nhat International Airport, **Ward 2, Tan Binh District**, Ho Chi Minh City.	3. The registered office of the Company is: Head office address: Tan Son Nhat International Airport, Tan Son Hoa Ward, Ho Chi Minh City. **Fax: (84-8) 3 8447 812**	
3	**Article 4. Objectives of the Company** 2. Multi-sector and multi-industry business operations. 3. The registered business lines of the Company are: 1. ***Other retail sale in non-specialized stores: Code 4719*** Details: Duty-free business. Retail sale of food, foodstuffs, beverages, cigarettes, pipe tobacco, handicrafts and fine arts products, gold, silver, gemstones, cultural products (with contents permitted for circulation); agricultural, forestry and aquatic raw materials; live animals (excluding operations at the head office and rare animals); chemicals used in agriculture (excluding plant protection chemicals); construction materials; motor vehicles, motorcycles and parts and accessories for motor vehicles; gasoline, oil and grease (excluding mechanical processing, waste recycling and electroplating at the head office); machinery, equipment and spare parts for industrial, agricultural and fishery sectors; chemicals (excluding those used in agriculture); sundry goods, machinery, equipment and personal and household items; books, newspapers and magazines (with contents permitted for circulation); gasoline, oil, grease, lubricants, seasonings, condiments, sauces, aquatic products and aquatic feed (excluding operations at the head office). Import and export of goods serving passengers.	**2. The Company shall engage in multi-sector and multi-industry business operations while ensuring a focus on its core business activities. A core business activity means any business line, industry, field of business, or product/service line of the Company (including those of its Subsidiaries) that satisfies one of the following conditions:** **2.a Contributes ten percent (10%) or more of the Company's total consolidated net revenue in the two (02) most recent financial years, based on the Company's audited consolidated financial statements; or** **2.b Contributes ten percent (10%) or more of the Company's total consolidated gross profit (or profit before tax) in the two (02) most recent financial years, based on the Company's audited consolidated financial statements.** **2.c Other business activities determined by the Board of Directors to be core and important to the Company's development strategy from time to time.** 3. The registered business lines of the Company are: 1. **Other non-specialized retail sale:** Code **4719** Details: Duty-free business. Retail sale of food, foodstuffs, beverages, cigarettes, pipe tobacco, handicrafts and fine arts products, gold (**excluding gold bullion trading**), silver, gemstones, cultural products (with contents permitted for circulation); agricultural, forestry and aquatic raw materials; live animals (excluding operations at the head office and rare animals); chemicals used in agriculture (excluding plant protection chemicals); construction materials; motor vehicles, motorcycles and parts and accessories for motor vehicles; gasoline, oil and grease (excluding mechanical processing, waste recycling and electroplating at the head office); **non-agricultural raw materials, scrap and waste materials (excluding operations at the head office)**; machinery, equipment and spare parts for industrial, agricultural and fishery sectors; chemicals (excluding those used in agriculture); sundry goods, machinery, equipment and personal and household items; books, newspapers and magazines (with contents permitted for circulation); gasoline, oil, grease, lubricants, seasonings, condiments, sauces, aquatic products and aquatic feed (excluding operations at the head office). Import and export of goods serving passengers.	

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	2. ***Steam bath**, **massage and similar health-enhancing*** services ***(excluding sports activities): Code 9610*** *Details: Massage services, acupressure, foot reflexology, and mineral mud bath services.*	2. **Spa and steam bath** services: **Code 9623** *Details: **Spa services, steam bath services**, massage, body massage, foot reflexology and mineral mud bath services.*	
	3. Manufacture of other products of wood; manufacture of products from bamboo, rattan, straw and plaiting materials: Code 1629 *Details: Wood processing and manufacture of products from wood, bamboo, rattan, straw and plaiting materials (**excluding manufacture of beds, wardrobes, tables and chairs**).* *(Not operating at the head office)*	3. Manufacture of other products of wood; manufacture of products **from** bamboo, rattan, straw and plaiting materials: Code 1629 *Details: Wood processing and manufacture of products from wood, bamboo, rattan, straw and plaiting materials.* *(Not operating at the head office)*	
	4. Market research and public opinion polling: Code 7320	4. Market research and public opinion polling: Code 7320 ***(excluding information prohibited by the State and investigation services)***	
	*5. **Wired telecommunications activities** (excluding internet access services): Code 6110* *5. **Wireless telecommunications activities** (excluding internet access services): **Code 6120***	5. Wired, **wireless and satellite telecommunications activities: Code 6110**	
	6. Processing and preserving of fish, crustaceans and molluscs and products thereof: Code 1020 ***Details: Aquaculture, fish and seafood processing on vessels, provision of ice for seafood preservation (excluding operations at the head office).***	6. Processing and preserving of fish, crustaceans and molluscs and products thereof: Code 1020	
	7. Warehousing and storage of goods (**excluding warehousing business**): Code 5210	7. Warehousing and storage: Code 5210	
	8. Organization of trade promotion and commercial promotion activities: Code 8230	8. Organization of trade promotion and commercial promotion activities: Code 8230 ***(excluding the use of fire and explosion effects; excluding the use of explosives, flammable substances and chemicals as props or equipment for artistic performances, events and film production)***	
	9. Other business support service activities not elsewhere classified: Code 8299	9. Other business support service activities not elsewhere classified: Code 8299 ***Details: Import and export of goods traded by the Company.***	
	10. Tour operation: Code 7912 *Details: Services supporting the promotion and organization of tours.*	10. Tour operation: Code 7912 *Details: Services supporting the promotion and organization of tours; domestic travel business; **international travel business**.*	

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	11. ***Hairdressing, beauty treatment and shampooing: Code 9631***	11. **Hairdressing services** *(excluding activities causing bleeding)*: Code **9621**	
	12. ***Aquatic seed production*** *(excluding operations at the head office): Code* ***0323***	12. **Marine aquaculture** (*excluding operations at the head office*): Code **0321**	
	13. Manufacture of non-alcoholic beverages and mineral water *(excluding operations at the head office):* ***Code 1104***	13. Manufacture of non-alcoholic beverages and mineral water (*excluding operations at the head office*): **Code 1105**	
	14. Silviculture and forest care activities (*excluding operations at the head office*): Code 0210	14. Silviculture, forest care **and forest tree nursery activities** (*excluding operations at the head office*): Code 0210	
	15. Construction of buildings of ***all types: Code 4100*** *Details: Construction of civil, industrial, technical and transportation works.*	15.1 Construction of **residential** buildings: Code **4101** 15.2 Construction of **non-residential** buildings: **Code 4102** ***Details: Construction of civil, industrial, technical and transportation works***.	
	16. Other supporting activities for transportation: Code 5229 *Details: Maritime brokerage services. Customs clearance services. Transport safety inspection services.* ***Automobile escort services****. Towing of damaged vehicles. Freight forwarding, cargo handling and packaging services. Airline ticket agency services. Port operation and management. Provision of aviation technical and commercial services; installation of aviation ground support equipment (excluding airport operation business,* ***provision of aviation services****, air transport business, and excluding mechanical processing, waste recycling and electroplating at the head office).*	16. Other supporting activities for transportation: Code 5229 *Details: Maritime brokerage services. Customs clearance services. Transport safety inspection services. Towing of damaged vehicles. Freight forwarding, cargo handling and packaging services. Airline ticket agency services. Port operation and management. Provision of aviation technical and commercial services; installation of aviation ground support equipment (excluding airport operation business, air transport business, and excluding mechanical processing, waste recycling and electroplating at the head office).*	
		17. Other specialized wholesale: Code 4671 ***Details: Wholesale of primary-form plastics.*** **18. Retail sale of automotive fuel: Code 4730** ***Excluding liquefied petroleum gas (LPG).***	
	19. ***Bus transport: Code 4920***	**19.1 Urban bus passenger transport: Code 4921** **19.2 Bus passenger transport between urban and suburban areas and inter-provincial bus passenger transport: Code 4922** **19.3 Other bus passenger transport: Code 4929**	
		20. Other road passenger transport: Code 4932 ***Details: Intraprovincial and interprovincial passenger transport by trucks. Road passenger transport.***	

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	21. Service activities incidental to land transportation and railway transportation: Code 5221	**21. Service activities incidental to railway transportation: Code 5221** ***(excluding gas liquefaction for transportation and excluding railway infrastructure business)***	
		22. Service activities incidental to air transportation: Code 5223 **Details: Service activities supporting air transportation.**	
		23. Service activities incidental to road transportation: Code 5225	
		24. Renting and leasing of motor vehicles: Code 7710	
		25. Other credit granting activities: Code 6495 ***Details: Foreign exchange agency services.***	
	26. Services supporting the promotion and organization of tours: Code 7920	**26. Other tourism-related activities: Code 7990**	
		27. Other food service activities: Code 5629 ***Details: Airline catering services and railway catering services.***	
	28. **Travel** agency activities: Code 7911	28. **Tourism** agency activities: Code 7911	
	29. Manufacture of beds, wardrobes, tables and chairs (excluding operations at the head office): ***Code 3100***	29.1 **Manufacture of wooden beds, wardrobes, tables and chairs** (excluding operations at the head office): Code 3101 29.2 **Manufacture of metal beds, wardrobes, tables and chairs** (excluding operations at the head office): Code 3102 29.3 **Manufacture of beds, wardrobes, tables and chairs made from other materials** (excluding operations at the head office): Code 3109	
	30. ***Short-stay accommodation services***: Code 5510 Details: Hotels (meeting star-rating standards and excluding operations at the head office).	30. **Hotels and similar accommodation services**: Code 5510 Details: Hotels (meeting star-rating standards and excluding operations at the head office).	
	31. Other amusement and recreation activities ***not elsewhere classified***: Code 9329 Details: Operation of beaches, discotheques and karaoke services (not operating in Ho Chi Minh City). Swimming activities, water sports, boat racing, yacht services, air sports, parachuting, fitness clubs, bodybuilding and aerobics activities.	31. Other amusement and recreation activities: Code 9329 Details: Operation of beaches, discotheques and karaoke services (not operating in Ho Chi Minh City). Swimming activities, water sports, boat racing, yacht services, air sports, parachuting, fitness clubs, bodybuilding and aerobics activities.	
		32. Repair and maintenance of motorcycles and motorbikes: Code 9532	

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	32. ***Maintenance and repair*** of motorcycles and motorbikes: **Code 4542** 33. Management consultancy activities: Code 7020	33. **Business management consultancy and other management** consultancy activities: Code 7020	
4	**Article 5. Scope of Business and Operations of the Company**	**1. During its operation, the Company may change its business lines in accordance with the law, subject to approval by the General Meeting of Shareholders, registration/notification of changes to enterprise registration contents with the business registration authority, and publication on the National Business Registration Portal (dangkykinhdoanh.gov.vn) in compliance with applicable laws.** **2. The Company must satisfy all business conditions when conducting business in conditional investment and business sectors as prescribed by law and must maintain such conditions throughout its business operations. The Chief Executive Officer shall be responsible for implementing this provision.**	
5	**Article 6. Charter Capital, Shares and Shareholders** 1. The Charter Capital of the Company is VND 1,334,813,100,000 (One trillion three hundred thirty-four billion eight hundred thirteen million one hundred thousand Vietnamese Dong). The total Charter Capital of the Company is divided into 133,481,310 shares with a par value of VND 10,000 (ten thousand Vietnamese Dong) per share. 6. Each share of the same class shall confer upon its holder equal rights, obligations and interests within that class of shares.	1. The Charter Capital of the Company is VND 1,334,813,100,000 (One trillion three hundred thirty-four billion eight hundred thirteen million one hundred thousand Vietnamese Dong). The total Charter Capital of the Company is divided into 133,481,310 shares with a par value of VND 10,000 (ten thousand Vietnamese Dong) per share, **of which:** **- Ordinary shares: 133,481,310 shares** **- Preference shares: 0 shares** 6. Each share of the same class shall confer upon its holder equal rights, obligations and interests within that class of shares. **In the event that the Company has classes of Preference Shares, the rights and obligations attached to such classes of Preference Shares must be approved by the General Meeting of Shareholders and fully disclosed to the Shareholders.** **9. The number of shares authorized for offering by the Company shall be the total number of shares approved by the General Meeting of Shareholders for issuance to raise capital from time to time and recorded in the resolutions of the General Meeting of Shareholders. The Board of Directors shall determine the timing, method and offering price of the shares. The offering price of the shares shall not be lower than the market price at the time of offering or the latest book value of the shares, except in the following cases:** **a) Shares offered to all Shareholders in proportion to the number of shares they currently hold in the Company;**	

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		b) Shares offered to securities brokers or underwriting organizations/securities companies, if any. In such case, the discount rate and the number of discounted shares must be approved by the General Meeting of Shareholders; or **c) Shares issued to employees under an Employee Stock Ownership Plan (ESOP) approved by the General Meeting of Shareholders, if any.** **d) Other cases as approved by a Resolution of the General Meeting of Shareholders.** **10. When offering Ordinary Shares, the Company must give priority to existing Shareholders to purchase shares in proportion to their respective ownership ratio. Any alternative offering method must be approved by the General Meeting of Shareholders with at least sixty-five percent (65%) of the total votes of all shareholders attending and voting at the meeting. The Company must provide written notice of the offering, specifying the number of shares offered and granting Shareholders a subscription period of at least twenty (20) working days.** **For shares not fully subscribed by existing Shareholders, the Board of Directors shall have the right to distribute such remaining shares to other parties. However, the Board of Directors must first offer such remaining shares to the other existing Shareholders of the Company before offering them to third parties. The terms and conditions of such offering shall not be more favorable than those initially offered to the existing Shareholders, unless otherwise approved by the General Meeting of Shareholders or conducted through the Stock Exchange.**	
6	**Article 7. Share Certificates and Shareholders Register** 2. A share certificate is ***a type of security that certifies the lawful rights and interests of its holder in respect of a portion of the share capital of the issuing organization***. A share certificate must contain all particulars prescribed in Clause 1, Article 121 of the Law on Enterprises.	2. A share certificate is **a certificate issued by the Company, an accounting book-entry, or electronic data evidencing ownership of one or more shares of the Company**. A share certificate must contain all particulars prescribed by the **Law on Enterprises.** **5. Shareholders Register: The Company shall establish and maintain a Shareholders Register from the date on which it is first granted an Enterprise Registration Certificate. The Shareholders Register shall be maintained in both written form and electronic data form and must contain all particulars prescribed by the Law on Enterprises.** **6. The Shareholders Register shall be registered and maintained at the head office of the Company and at the Vietnam Securities Depository and Clearing Corporation (VSDC).** **7. In the event of any change to the information contained in the Shareholders Register relating to any Shareholder, such Shareholder shall be responsible for notifying the Company so that the Shareholder's information in the Shareholders Register maintained at VSDC may be updated accordingly. The Company shall not be liable in any case where it is unable to contact and/or deliver correspondence or documents to a**	

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		Shareholder due to the absence, inaccuracy or incompleteness of the Shareholder's address for communication and/or delivery purposes. Such inability to contact or deliver correspondence or documents shall not affect the procedures for convening a General Meeting of Shareholders, collecting Shareholders' written opinions, delivering documents to Shareholders, or the validity of resolutions of the General Meeting of Shareholders adopted in accordance with applicable laws.	
7	**Article 9. Transfer of Shares**	**2. All shares listed on the Stock Exchange shall be transferred in accordance with the laws on securities and the regulations of the Stock Exchange.** **3. An individual or organization acquiring shares shall become a Shareholder immediately after the information relating to such share transfer is registered in the Shareholders Register or on the date the book-entry is made in the securities depository account at the Vietnam Securities Depository and Clearing Corporation (VSDC). Only persons whose names are recorded in the Shareholders Register shall be recognized as lawful Shareholders of the Company.**	
8	**Article 11. Rights of Shareholders** 1.d Freely transfer their shares to other persons, except in the cases prescribed in Clause 3, Article 120 and ***Clause 1, Article 127 of the Law on Enterprises*** and other relevant provisions of law. 2. A Shareholder or a group of Shareholders ***holding five percent (5%) or more*** of the total Ordinary Shares shall have the following rights: 2.a Request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises.	1.d Freely transfer their shares to other persons, except in the cases prescribed in Clause 3, Article 120 of the **Law on Enterprises, where the Company Charter provides restrictions on the transfer of shares**, and other relevant provisions of law. 2. A Shareholder or a group of Shareholders **holding five percent (5%) or more** of the total Ordinary Shares shall have the following rights: 2.a Request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises. **Such request for convening a General Meeting of Shareholders must be made in writing and shall include the following information: full name, contact address, nationality and legal identification documents in respect of an individual Shareholder; name, enterprise registration number or legal documents of the organization, and head office address in respect of an organizational Shareholder; number of shares and date of share registration of each Shareholder, total number of shares held by the group of Shareholders and the ownership ratio in the total number of shares of the Company; the grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request must be accompanied by documents and evidence of violations committed by the Board of Directors, the seriousness of such violations, or decisions made beyond its authority. The Shareholder or group of Shareholders shall bear full legal responsibility for the accuracy and truthfulness of the documents and**	

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	   2.c ***Request the Supervisory Board*** to examine specific matters relating to the management and operation of the Company whenever deemed necessary. Such request must be made in writing and shall include the following information: full name, contact address, nationality and legal identification documents in respect of an individual Shareholder; name, enterprise registration number or legal documents of the organization, and head office address in respect of an organizational Shareholder; number of shares and date of share registration of each Shareholder, total number of shares held by the group of Shareholders and the ownership ratio in the total number of shares of the Company; the matter to be examined and the purpose of the examination.	**evidence provided to the competent authorities when requesting the convening of a General Meeting of Shareholders.** 2.c **Request the Board of Directors, the Chief Executive Officer, and the Supervisory Board** to examine and **provide explanations** on specific matters relating to the management and operation of the Company whenever deemed necessary. Such request must be made in writing and shall include the following information: full name, contact address, nationality and legal identification documents in respect of an individual Shareholder; name, enterprise registration number or legal documents of the organization, and head office address in respect of an organizational Shareholder; number of shares and date of share registration of each Shareholder, total number of shares held by the group of Shareholders and the ownership ratio in the total number of shares of the Company; the matter to be examined and the purpose of the examination; **3.c Other rights as prescribed by law and this Charter.** **4. An organizational Shareholder shall have the right to appoint one or more authorized representatives to exercise its rights as a Shareholder of the Company in accordance with the law. Where more than one authorized representative is appointed, the number of shares represented by each authorized representative must be specifically determined. If an organizational Shareholder fails to specify the number of shares represented by each authorized representative, the shares shall be allocated equally among all authorized representatives. The appointment, termination or replacement of an authorized representative must be notified to the Company and shall only become effective from the date the Company receives such notice. The appointment letter of an authorized representative must contain the following principal contents:** **a. Name, enterprise registration number and head office address of the Shareholder;** **b. Number of authorized representatives and the corresponding shareholding ratio represented by each authorized representative;** **c. Full name, contact address, nationality and legal identification documents of each authorized representative;** **d. Duration of authorization applicable to each authorized representative, clearly stating the commencement date of the authorization; and** **e. Full name and signature of the authorized representative and the Legal Representative of such Shareholder.** **In the event that an organizational Shareholder has no representative or its representative is unable to perform the authorized duties, the Legal Representative of such organizational Shareholder shall have the right to represent such organizational Shareholder in exercising the rights of that organizational Shareholder.**	
9	**Article 12. Obligations of Shareholders**		

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	3. Comply with the Company Charter and the Company's Internal Management Regulations.	3. Comply with the Company Charter and the Company's Internal Management Regulations. 6.e **Submit voting ballots to the Company by other means or methods.** 9. **A major shareholder shall not abuse its dominant position to prejudice the rights and interests of the Company or other shareholders, in accordance with applicable laws and the Company's Charter, and shall fulfill its disclosure obligations as prescribed by law.**	
10	**Article 13. General Meeting of Shareholders** 2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue for the meeting. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company Charter, particularly the approval of the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material qualified opinions, adverse opinions or a disclaimer of opinion, the Company must invite a representative of the approved audit firm that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative of the approved audit firm shall be responsible for attending the Company's Annual General Meeting of Shareholders. 3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases: 3.b The number of remaining members of the Board of Directors, Independent Members of the Board of Directors, or members of the Supervisory Board is fewer than the minimum number required by law. 4.a The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors or the Supervisory Board falls below the level specified in Point b,	2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue for the meeting. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company Charter, particularly the approval of the audited annual financial statements. **Members of the Board of Directors and members of the Supervisory Board must attend the Annual General Meeting of Shareholders to answer Shareholders' questions at the meeting; in cases of force majeure where attendance is not possible, such members of the Board of Directors and the Supervisory Board must submit a written report to the Board of Directors and the Supervisory Board**. In the event that the audit report on the Company's annual financial statements contains material qualified opinions, adverse opinions or a disclaimer of opinion, the Company must invite a representative of the approved audit firm that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative of the approved audit firm shall be responsible for attending the Company's Annual General Meeting of Shareholders. 3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases: 3.b The number of remaining members of the Board of Directors, Independent Members of the Board of Directors (**in the case of a listed company**), **non-executive members** of the Board of Directors, or members of the Supervisory Board is fewer than the minimum number required by law. 3.e **The quarterly, semi-annual (06-month) or audited annual financial statements indicate that the Company's equity has decreased by one-half (1/2) compared to the beginning of the reporting period.** 4.a The Board of Directors must convene a General Meeting of Shareholders within **thirty (30)** days from the date on which the number of remaining members of the Board of Directors, **non-executive members of the Board of Directors**, or members of the	

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	Clause 3 of this Article, or from the date of receipt of a request specified in Points c and d, Clause 3 of this Article.	Supervisory Board falls below the level specified in Point b, Clause 3 of this Article, or from the date of receipt of a request specified in Points c and d, Clause 3 of this Article.	
11	**Article 14. Rights and Obligations of the General Meeting of Shareholders** 1. The General Meeting of Shareholders shall have the following rights and obligations: 2. The Annual General Meeting of Shareholders shall discuss and approve the following matters:	**Article 14. Rights and Obligations of the General Meeting of Shareholders** 1. The General Meeting of Shareholders shall have the following rights and obligations: 1.c. **The number of members of the Board of Directors and the Board of Supervisors**; election, removal and dismissal of members of the Board of Directors and members of the Board of Supervisors; 1.h. Reorganization or dissolution (liquidation) of the Company and **appointment of the liquidator;** **1.g Approval of the execution of contracts and transactions with related parties as specified in Clause 10, Article 53 of this Charter;** **1.m. The Company's annual business plan;** **1.n. Approval of the annual financial statements;** **1.o. The report of the Board of Directors on corporate governance and the performance of the Board of Directors and each member thereof;** **1.p. The report of the Board of Supervisors on the Company's business performance and the performance of the Board of Directors and the General Director;** **1.q. The self-assessment report on the performance of the Board of Supervisors and its members;** **1.r. The dividend payable on each share of each class;** **1.s. Other matters as prescribed by law and this Charter.** 2. The Annual General Meeting of Shareholders shall discuss and approve the matters specified at Points **m, n, o, p, q and r, Clause 1 of** this Article and other matters falling within its authority. **4. Matters approved in previous resolutions of the General Meeting of Shareholders but not yet implemented must be reported by the Board of Directors to the General Meeting of Shareholders at its next meeting. Where there is any change to a matter falling within the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit such matter to the General Meeting of Shareholders for approval at the nearest meeting before implementation.**	
12	**Article 15. Authorization to Attend the General Meeting of Shareholders** 2. The authorization of an individual or organization to attend the General Meeting of Shareholders on behalf of a Shareholder as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the	**Article 15. Authorization to Attend the General Meeting of Shareholders** 2. The authorization of an individual or organization to attend the General Meeting of Shareholders on behalf of a Shareholder as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the laws on	

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	laws on civil matters and must specify the name of the authorizing Shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents of the authorization, the scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party. The authorized representative attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance. In the event of re-authorization, the attendee must additionally present the original authorization document from the Shareholder or from the authorized representative of the organizational Shareholder (if such authorization has not previously been registered with the Company).	civil matters and must specify the name of the authorizing Shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents of the authorization, the scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party. The authorized representative attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance **before entering the meeting room; alternatively, the power of attorney may be sent by the Shareholder to the Company or to the location specified in the notice convening the meeting no later than forty-eight (48) hours prior to the holding of the General Meeting of Shareholders**. In the event of re-authorization, the attendee must additionally present the original authorization document from the Shareholder or from the authorized representative of the organizational Shareholder (if such authorization has not previously been registered with the Company).	
13	**Article 17. Convening Meetings, Meeting Agenda and Notice of Invitation to the General Meeting of Shareholders** 2. List of Shareholders: The list of Shareholders entitled to attend the General Meeting of Shareholders must include the full name, permanent residential address, nationality, Citizen Identity Card number, Identity Card number, Passport number or other lawful personal identification of individual Shareholders; the name, enterprise registration number or establishment decision number, and head office address of organizational Shareholders; the number of shares of each class held, and the Shareholder registration number and registration date of each Shareholder. 3. The notice of invitation to the General Meeting of Shareholders shall ***be sent to all Shareholders by a method ensuring delivery to the Shareholders' contact addresses***, and simultaneously published on the Company's website and disclosed to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of invitation to all Shareholders included in the list of Shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting. The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on	2. List of Shareholders: **The list of Shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Shareholders Register and the securities holders register of the Company.** The list of Shareholders entitled to attend the General Meeting of Shareholders must include the full name, permanent residential address, nationality, Citizen Identity Card number, Identity Certificate number, Passport number or other lawful personal identification of individual Shareholders; the name, enterprise registration number or establishment decision number, and head office address of organizational Shareholders; the number of shares of each class held, and the Shareholder registration number and registration date of each Shareholder. 3. The notice of invitation to the General Meeting of Shareholders shall **be sent by email, and/or through secured courier services to the registered contact address of the Shareholder, and/or by other means ensuring delivery to the Shareholder. Where the Company sends the notice of invitation by email, the email address of the Shareholder receiving such notice shall be the email address maintained and provided by VSDC, or the email address registered by the Shareholder with the Company**. The notice shall also be published on the Company's website and disclosed to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of invitation to all Shareholders included in the list of Shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting. The agenda of the General Meeting of Shareholders and documents relating to	

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	at the meeting shall be sent to the Shareholders or published on the Company's website. In the event that such documents are not enclosed with the notice of invitation to the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents so that Shareholders may access them, including:	matters to be voted on at the meeting shall be sent to the Shareholders or published on the Company's website. In the event that such documents are not enclosed with the notice of invitation to the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents so that Shareholders may access them, including:	
14	**Article 19. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders** 2. Upon registration of Shareholders attending the meeting, the Company shall issue to each Shareholder or authorized representative with voting rights a voting card/voting ballot/election ballot indicating the registration number, full name of the Shareholder, full name of the authorized representative, and the number of votes/election votes of such Shareholder. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by voting in favor, voting against, or abstaining. The vote-counting results shall be announced by the Chairperson of the meeting/the Vote Counting Committee immediately before the close of the meeting.	2. Upon registration of Shareholders attending the meeting, the Company shall issue to each Shareholder or authorized representative with voting rights a voting card/voting ballot/election ballot indicating the registration number, full name of the Shareholder, full name of the authorized representative, and the number of votes/election votes of such Shareholder. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by voting in favor, voting against, or abstaining. The vote-counting results shall be announced by the Chairperson of the meeting/the Vote Counting Committee immediately before the close of the meeting. **The General Meeting of Shareholders shall elect the persons responsible for vote counting or supervising the vote counting process upon the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;** **A Shareholder, the authorized representative of an organizational Shareholder, or a proxy arriving after the commencement of the meeting shall have the right to register immediately and thereafter participate in and vote at the General Meeting of Shareholders immediately upon registration. The Chairperson shall not be required to suspend the meeting to allow late-arriving Shareholders to register, and the validity of matters already voted on prior to their arrival shall remain unaffected.** 12. **Where the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company shall be responsible for ensuring that Shareholders may attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP issued by the Government on 31 December 2020.**	
15	**Article 20. Forms of Adoption of Resolutions of the General Meeting of Shareholders** 2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at a meeting of the General Meeting of Shareholders:	2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at a meeting of the General Meeting of Shareholders:	

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	2.e Decisions on investments or the sale of assets having a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;	2.e Decisions on investments or the sale of assets having a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements; 2.h **Other matters falling within the approval authority of the General Meeting of Shareholders as prescribed in Point p, Clause 2, Article 14 of this Charter and in accordance with applicable laws.**	
16	**Article 21. Conditions for Adoption of Resolutions of the General Meeting of Shareholders** 1. A resolution on the following matters shall be adopted if approved by Shareholders representing sixty-five percent (65%) or more of the total voting rights of all Shareholders ***attending the meeting***, except for the cases prescribed in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises: 2. Resolutions shall be adopted if approved by Shareholders representing fifty-one percent (51%) or more of the total voting rights of all Shareholders ***attending the meeting***, except for the cases prescribed in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.	1. A resolution on the following matters shall be adopted if approved by Shareholders representing **sixty-five percent (65%) or more** of the total voting rights of all Shareholders **attending and voting at the meeting**, except for the cases prescribed in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises: 2. Resolutions shall be adopted if approved by Shareholders representing fifty-one percent (51%) or more of the total voting rights of all Shareholders a**ttending and voting at the meeting**, except for the cases prescribed in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises. **3. The election of members of the Board of Directors and members of the Supervisory Board shall be conducted using the cumulative voting method in accordance with Clause 3, Article 148 of the Law on Enterprises.** **4. Resolutions of the General Meeting of Shareholders must be notified to Shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of adoption; where the Company has a website, such notification may be replaced by publication of the resolution on the Company's website.**	
17	**Article 22. Authority and Procedures for Obtaining Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders** 6. The minutes of the vote-counting results must be sent to the Shareholders within fifteen (15) days from the completion of the vote counting ***by being published on the Company's website.*** 5. The Board of Directors shall organize the vote counting and prepare the vote-counting minutes under the supervision of the	6. The minutes of the vote-counting results must be sent to the Shareholders within fifteen (15) days from the completion of the vote counting. **Where the Company publishes the vote-counting results** on its website, such publication **must be made within twenty-four (24) hours from the completion of the vote counting**;	

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	Supervisory Board or a Shareholder who does not hold a managerial position in the Company.	5. The Board of Directors shall organize the vote counting and prepare the vote-counting minutes under the supervision of the Supervisory Board or a Shareholder who does not hold a managerial position in the Company.	
18	**Article 26. Nomination and Candidacy for Membership of the Board of Directors** ***2. A Shareholder or a group of Shareholders as prescribed in Clause 3, Article 11 of the Company Charter shall have the right to nominate candidates for membership of the Board of Directors in accordance with the Law on Enterprises and the Company Charter.***	**2. A Shareholder or a group of Shareholders holding the following percentages of voting shares shall have the right to nominate candidates for membership of the Board of Directors as follows:** **2.a From ten percent (10%) to less than twenty percent (20%) of the voting shares: entitled to nominate a maximum of 01 (one) candidate;** **2.b From twenty percent (20%) to less than thirty percent (30%) of the voting shares: entitled to nominate a maximum of 02 (two) candidates;** **2.c From thirty percent (30%) to less than forty percent (40%) of the voting shares: entitled to nominate a maximum of 03 (three) candidates;** **2.d From forty percent (40%) to less than fifty percent (50%) of the voting shares: entitled to nominate a maximum of 04 (four) candidates;** **2.e From fifty percent (50%) to less than sixty percent (60%) of the voting shares: entitled to nominate a maximum of 05 (five) candidates;** **2.f From sixty percent (60%) to less than seventy percent (70%) of the voting shares: entitled to nominate a maximum of 06 (six) candidates;** **2.g From seventy percent (70%) or more of the voting shares: entitled to nominate a maximum of 07 (seven) candidates.**	
19	**Article 27. Composition and Term of Office of Members of the Board of Directors** 3. The composition of the Board of Directors shall be as follows: The composition of the Board of ***Directors of a public company*** must ensure that at least ***one-third (1/3) of the total number of members of the Board of Directors are non-executive members***.	3. The composition of the Board of Directors shall be as follows: The composition of the **Board of Directors must include at least one (01) non-executive member in cases where the Company has from three (03) to five (05) members of the Board of Directors.** **For a listed company, the number of Independent Members of the Board of Directors must satisfy the following requirements:** **3.a At least one (01) Independent Member in cases where the Company has from three (03) to five (05) members of the Board of Directors;** **3.b At least two (02) Independent Members in cases where the Company has from six (06) to eight (08) members of the Board of Directors;** **3.c At least three (03) Independent Members in cases where the Company has from nine (09) to eleven (11) members of the Board of Directors.**	

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	The Company shall, to the maximum extent possible, limit members of the Board of Directors from concurrently holding executive positions within the Company in order to ensure the independence of the Board of Directors.	The Company shall, to the maximum extent possible, limit members of the Board of Directors from concurrently holding executive positions within the Company in order to ensure the independence of the Board of Directors.	
20	**Article 28. Qualifications and Conditions for Membership of the Board of Directors** 1. A member of the Board of Directors must satisfy the following qualifications and conditions: 1.c A member of the Board of Directors may concurrently serve as a member of the board of directors of no more than five (05) other companies. 2. An Independent Member of the Board of Directors must satisfy the following qualifications and conditions:	**Qualifications and Conditions for Membership of the Board of Directors; and Rights and Responsibilities of Members of the Board of Directors** 1. A member of the Board of Directors must satisfy the following qualifications and conditions: 1.c A member of the Board of Directors may concurrently serve as a member of the Board of Directors **or Members' Council** of no more than five (05) other companies. 2. **A member of the Board of Directors is not required to be a Shareholder of the Company**. 3. An Independent Member of the Board of Directors (**in the case of a listed company**) must satisfy the following qualifications and conditions: **4. Rights and obligations of members of the Board of Directors** **4.a A member of the Board of Directors shall have all rights prescribed by the Law on Securities, relevant laws and the Company Charter, including the right to be provided with information and documents relating to the financial condition and business operations of the Company and the units within the Company.** **4.b A member of the Board of Directors shall have the obligations prescribed in the Company Charter and the following obligations:** **4.b.1 Perform his/her duties honestly and prudently in the best interests of the Shareholders and the Company;** **4.b.2 Attend all meetings of the Board of Directors and express opinions on matters submitted for discussion;** **4.b.3 Promptly and fully report to the Board of Directors any remuneration received from Subsidiaries, Affiliated Companies and other organizations;** **4.b.4 Make information disclosures when conducting transactions in the Company's shares in accordance with the law;** **4.b.5 Remain loyal to the interests of the Company and its Shareholders; not abuse his/her position, title, or use information, know-how, business opportunities or other assets of the Company for personal gain or for the benefit of other organizations or individuals.** **5. Each Independent Member of the Board of Directors (in the case of a listed company) must prepare a report evaluating the activities of the Board of Directors.**	

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21	**Article 29. Powers and Duties of the Board of Directors** 2. The Board of Directors shall have the following powers and duties: 2.a Decide on the Company's strategy, medium-term development plans and annual business plans. 2.f Decide on the repurchase of shares in accordance with Clause 1, Article 133 of the Law on Enterprises. 2.h Approve contracts for purchase, sale, borrowing, lending and other contracts having a value equal to or exceeding thirty-five percent (35%) of the total assets of the enterprise as recorded in the Company's most recent financial statements. This provision shall not apply to contracts and transactions prescribed in Point n, Clause 2, Article 14 and Article 44 of this Charter. 2.i Elect, dismiss and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into contracts with, and terminate contracts with members of the Executive Board and the Chief Accountant and other key managers; determine the remuneration, salaries and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and determine the remuneration and other benefits of such representatives;	2. The Board of Directors shall have the following powers and duties: 2.a Decide on the Company's strategy, medium-term development plans and annual business plans. **Specifically, the Board of Directors shall organize the preparation of the Company's annual business plan before 31 December of the preceding year or by 31 January of the relevant year**. **2.b Provide direction and make decisions on strategies and policy frameworks relating to sustainable development, digital transformation, and risk management regulations appropriate to the Company's development context.** 2.f Decide on the repurchase of shares in accordance with Clauses 1 **and 2**, Article 133 of the Law on Enterprises. 2.i Approve contracts for purchase, sale, borrowing, lending and other contracts (having a value equal to or exceeding thirty-five percent (35%) of the total assets of the enterprise as recorded in the Company's most recent financial statements. This provision shall not apply to contracts and transactions **falling within the approval authority of the General Meeting of Shareholders** as prescribed in Article 14 and Article 44 of this Charter **and applicable laws**. 2.j Elect, dismiss and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into contracts with, and terminate contracts with members of the Executive Board, **the Person in Charge of Corporate Governance**, the Chief Accountant, **members of committees under the Board of Directors**, and other key managers; determine the remuneration, salaries and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and determine the remuneration and other benefits of such representatives; 2.l Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of **Subsidiaries and Dependent Units**, and on capital contributions to or acquisition of shares in other enterprises. **2.q Decide on the issuance of the Regulations on the Operation of the Board of Directors, the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders, and the Company's Information Disclosure Regulations;**	

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	2.k Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of Subsidiaries, branches and representative offices, and on capital contributions to or acquisition of shares in other enterprises; 2.p Other powers and duties as prescribed by the Law on Enterprises. 5. The Board of Directors must report to the General Meeting of Shareholders on its activities, particularly ***on its supervision of the Chief Executive Officer and other managers during the financial year.***	2.r **Core Business Activities: as determined by the Board of Directors based on applicable criteria, including but not limited to expansion or contraction of core business activities; changes to business models or operating methods;** **2.s Salaries, Remuneration and Expenses of the Committees and Supporting Bodies under the Board of Directors** 2.t Other powers and duties as prescribed by the Law on Enterprises, the **Law on Securities, other applicable laws and the Company Charter.** **5. No member of the Board of Directors shall be jointly liable for any act or liability of any Company Manager solely by reason of the fact that such Company Manager was appointed or designated by the Board of Directors, and/or nominated or designated by such member of the Board of Directors, and/or is a Related Person of such member of the Board of Directors.** 6. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically: **6.a Reports of the Board of Directors on corporate governance and the performance of the Board of Directors and each member of the Board of Directors;** **6.b Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors in accordance with Clause 3, Article 163 of the Law on Enterprises and Clause 3, Article 30 of this Charter;** **6.c Summary of meetings of the Board of Directors and resolutions/decisions of the Board of Directors;** **6.d Report on transactions between the Company, its Subsidiaries and members of the Board of Directors and their Related Persons; and transactions between the Company and companies in which a member of the Board of Directors has been a founding member or an Company Manager during the three (03) years preceding the transaction date;** **6.e Activities of Independent Members of the Board of Directors and the evaluation results of each Independent Member regarding the activities of the Board of Directors (for listed companies).** **6.f Activities of other committees under the Board of Directors (if any);** **6.g Results of supervision over the Chief Executive Officer;** **6.h Results of supervision over other Executives;** **6.i Future plans.** **7. In addition, the Board of Directors shall have the following responsibilities:**	

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		7.a Be accountable to the Shareholders for the Company's operations. **7.b Treat all Shareholders equally and respect the interests of persons having interests related to the Company.** **7.c Ensure that the Company's operations comply with applicable laws, the Charter and internal regulations of the Company.** **7.d Develop the Regulations on the Operation of the Board of Directors for submission to the General Meeting of Shareholders for approval and publish it on the Company's website.** **7.e Supervise and prevent conflicts of interest involving members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other managers, including misuse of Company assets and abuse of related-party transactions.** **7.f Develop the Internal Corporate Governance Regulations and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/ND-CP issued by the Government on 31 December 2020.** **7.g Organize training and corporate governance programs and provide necessary skills training for members of the Board of Directors, the Chief Executive Officer, the Person in Charge of Corporate Governance, and other managers of the Company.** **7.h Make dividend payments to Shareholders in accordance with applicable laws after approval by the Annual General Meeting of Shareholders.**	
22	**Article 30. Remuneration, bonuses and other benefits of members of the Board of Directors** 1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency. 3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at its annual meeting.	Remuneration, bonuses and other benefits of members of the Board of Directors, **the Chief Executive Officer, and other Managers** 1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors**, and salaries and bonuses to the Chief Executive Officer and other Managers** based on business results and efficiency. **3. The Chief Executive Officer shall be paid a salary and bonus. The salary and bonus of the Chief Executive Officer shall be decided by the Board of Directors.** 4. The remuneration of **each member of the Board of Directors and committees of the Board of Directorscommittee of the Board of Directors, alongside the salaries of the Chief Executive Officer and other Managers**, shall be included in the Company's business expenses in accordance with corporate income tax laws, presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting. **5. Members of the Board of Directors holding executive positions, serving on committees of the Board of Directorscommittee of the Board of Directors (if any), or performing other tasks outside the scope of the ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum**	

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		fee per instance, salary, commission, percentage of profits, or in another form pursuant to a resolution of the Board of Directors.	
23	**Article 31. Chairperson of the Board of Directors** 3. The Chairperson of the Board of Directors has the following rights and obligations: 3.d Supervise the implementation process of resolutions and decisions of the Board of Directors; 6. When deemed necessary, the Chairperson of the Board of Directors shall recruit a Company Secretary to assist the Board of Directors and the Chairperson in performing obligations within their authority in accordance with the law and the Company Charter. The Company Secretary has the following rights and obligations:	3. The Chairperson of the Board of Directors has the following rights and obligations: **3.b Ensure that the Board of Directors submits the annual financial statements, the Company's performance report, the audit report, and the Board of Directors' inspection report to the Shareholders at the General Meeting of Shareholders;** **3.e Decide on collecting written opinions from members of the Board of Directors to pass matters within the Board of Directors' competence under this Charter in cases where convening an extraordinary meeting of the Board of Directors is deemed unnecessary. Approve the form and content of the Voting Ballot;** 3.f Supervise and **expedite** the implementation process of resolutions and decisions of the Board of Directors **and committees of the Board of Directorscommittee of the Board of Directors (if any);** **3.h Sign the labor contract with the Chief Executive Officer on behalf of the Board of Directors;** **3.i Sign decisions and other documents of the Board of Directors on behalf of the Board of Directors after obtaining the consensus of *<u>more than 50%</u>* of the total members of the Board of Directors (expressed directly through passing a Resolution at a meeting or via written opinions) for matters within the Board of Directors' competence;** **3.j Assign members of the Board of Directors to perform duties within the corporate governance function; monitor and urge members of the Board of Directors during the performance of their corporate governance duties; evaluate the performance efficiency of each member, committees of the Board of Directorscommittee of the Board of Directors (if any), and the Board of Directors itself at least once a year, and confirm the satisfactory evaluation results of the Board of Directors to the General Meeting of Shareholders before reappointment or dismissal;** 6. When deemed necessary, the Chairperson of the Board of Directors shall recruit and appoint a Company Secretary to assist the Board of Directors and the Chairperson in performing obligations within their authority in accordance with the law and the Company Charter. The Company Secretary has the following rights and obligations:	

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		6.f The Company Secretary is responsible for maintaining information confidentiality in accordance with the law and the Company Charter. **7. In cases deemed necessary and not in violation of prohibitive legal provisions, the Chairperson of the Board of Directors may authorize on a case-by-case or standing basis, or decentralize authority to other member(s) of the Board of Directors to sign documents on behalf of the Chairperson and perform certain powers, responsibilities, and duties of the Chairperson. The authorized member(s) of the Board of Directors must be responsible to the Chairperson for the performance of such authorized tasks.**	
24	**Article 32. Board of Directors Meetings** 4. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors when one of the following cases occurs: 4.a At the request of the Supervisory Board; 4.c At the request of at least 02 executive members of the Board of Directors; 7. The Chairperson of the Board of Directors or the convenor shall send the meeting notice and accompanying documents to the Members of the Supervisory Board in the same manner as to members of the Board of Directors. Members of the Supervisory Board have the right to attend meetings of the Board of Directors and participate in discussions but are not entitled to vote; 9.d Send voting ballots to the meeting via mail, fax, or email. A Resolution of the Board of Directors shall be passed if approved by ***a majority*** of the attending members; in the event of a tie, the final decision shall rest with the side that has the opinion of the Chairperson of the Board of Directors. 11. Voting:	4. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors when one of the following cases occurs: 4.a At the request of the Supervisory Board or **an independent member of the Board of Directors (in the case of a listed company)**; 4.c At the request of at least **02 members** of the Board of Directors; **4.d In the event of a request from the independent audit firm conducting the audit of the Company's financial statements, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation;** **4.e Other cases as prescribed by the Company Charter.** 7. The Chairperson of the Board of Directors or the convenor shall send the meeting notice and accompanying documents to the Members of the Supervisory Board and the **Chief Executive Officer (who is not a member of the Board of Directors)** in the same manner as to members of the Board of Directors. Members of the Supervisory Board have the right to attend meetings of the Board of Directors and participate in discussions but are not entitled to vote; 9.d Send voting ballots to the meeting via mail, fax, or email. A Resolution of the Board of Directors shall be passed when approved by **over 50% of the total attending members**; in the event of a tie, the final decision shall rest with the side that has the opinion of the Chairperson of the Board of Directors.	

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	11.a Each member of the Board of Directors or directly authorized proxy present in person at a meeting of the Board of Directors shall have one vote; 12. Members of the Supervisory Board have the right to attend meetings of the Board of Directors and participate in discussions but are not entitled to vote. 14. ***<u>Majority</u>*** Voting: The Board of Directors passes resolutions and makes decisions by following the affirmative vote of the ***majority*** of attending members of the Board of Directors (***over 50%***). In the event of a tie between affirmative and negative votes, the **Chairperson**'s vote shall be the deciding vote.	11. Voting: 11.a Each member of the Board of Directors or directly authorized proxy present in person at a meeting of the Board of Directors shall have one vote; **A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which such member or their related parties have an interest that conflicts or may conflict with the interests of the Company.** 12. Members of the Supervisory Board and the **Chief Executive Officer (who is not a member of the Board of Directors)** have the right to attend meetings of the Board of Directors and participate in discussions but are not entitled to vote. 14. Voting: The Board of Directors passes resolutions and makes decisions by following the affirmative vote of the **majority** of attending members of the Board of Directors (over 50%). In the event of a tie between affirmative and negative votes, the vote of the **Chairperson of the Board of Directors** shall be the deciding vote. **16. Collecting written opinions from members of the Board of Directors: When necessary, the Chairperson of the Board of Directors may collect written opinions from members of the Board of Directors to pass matters within their competence under the following procedures:** **16.a Send the Opinion Collection Form along with relevant documents and the draft Resolution to the members of the Board of Directors;** **16.b members of the Board of Directors shall vote as requested by the Chairperson and return the responded form within the time limit specified therein;** **16.c The Chairperson shall appoint a Vote Counting Committee to verify the voting results of the members of the Board of Directors and prepare a Vote Counting Minutes;** **16.d Based on the vote counting results, the Chairperson shall sign and issue the Resolution of the Board of Directors on behalf of the Board of Directors regarding the matters approved by the members of the Board of Directors. A Resolution of the Board of Directors obtained via written opinions shall have the same effect and validity as a resolution passed by members of the Board of Directors at a meeting duly convened and conducted.**	
25	**Article 33. Board of Directors Meeting Minutes** 1. Board of Directors meetings must be minuted and may be audio-recorded, recorded, and stored in other electronic forms.	1. Board of Directors meetings must be minuted and may be audio-recorded, recorded, and stored in other electronic forms. **The Chairperson of the Board of Directors is responsible**	

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	2. In the event that the chairperson or the minute-taker refuses to sign the meeting minutes, but if all other attending members of the Board of Directors sign and the minutes contain all full contents as prescribed in Clause 1 of this Article, these minutes shall be valid.	**for sending the minutes of the meeting of the Board of Directors to the members, and such minutes shall serve as authentic evidence of the work conducted during the meeting, unless an objection to the contents of the minutes is raised within ten (10) days from the date of sending.** 4. In the event that the chairperson or the minute-taker refuses to sign the meeting minutes, but if all other members of the Board of Directors who attended and **agreed to pass the minutes** sign them, and the minutes contain all full contents as prescribed in Clause 1 of this Article, these minutes shall be valid. **The meeting minutes must clearly state the refusal to sign by the chairperson or the minute-taker. The persons signing the meeting minutes shall be jointly liable for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. The chairperson and the minute-taker shall be personally liable for damages caused to the enterprise due to their refusal to sign the meeting minutes in accordance with this Law, this Charter, and relevant legislation.** **7. Contents approved by over 50% of the total attending members in the minutes of the meeting of the Board of Directors must be formulated into a passed Resolution.**	
26	**Article 34. Right to be provided with information of Board of Directors members** 1. Board of Directors members have the right to request the Chief Executive Officer, Deputy General Managers, or Managers of units within the Company to provide information and documents regarding the financial status and business activities of the Company and its units. 2. The requested Managers must provide timely, full, and accurate information and documents as requested by the member of the Board of Directors.	1. Board of Directors members have the right to request the Chief Executive Officer, Deputy General Managers, or Managers of units within the Company to provide and **explain** information and documents regarding the financial status and business activities of the Company and its units.	
27	**Article 36. Board of Directors Committees** 1. The Board of Directors may establish subordinate committees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of committee members shall be decided by the Board of Directors with a minimum of 03 persons, including members of the Board of Directors and external members. The operations of the committee must comply with the regulations of the Board of Directors. A committee resolution shall only take effect when approved by a majority of members attending and voting at the committee meeting.	1. The Board of Directors may establish subordinate committees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of committee members shall be decided by the Board of Directors with a minimum of 03 persons, including members of the Board of Directors and external members. **Independent members of the Board of Directors (in the case of a listed company)/non-executive members of the Board of Directors should constitute a majority in the committee, and one of these members shall be appointed as the Head of the Committee pursuant to a decision of the Board of Directors.** The operations of the committee must comply with the regulations and directions of the Board of Directors. A committee resolution shall only take effect when approved by a majority of members attending and voting at the committee meeting.	

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28	**Article 37. Person in charge of Corporate Governance** 1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to assist with corporate governance work at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.	1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to assist with corporate governance work at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises. **The operations of the person in charge of corporate governance must comply with the regulations and directions of the Board of Directors.** 2. The person in charge of corporate governance has the following rights and obligations: **2.j Be responsible to the Board of Directors for their work results;**	
29	**Article 40. Appointment, dismissal, duties, and powers of the Chief Executive Officer** 1. The Board of Directors shall appoint a member of the Board of Directors or ***another person*** as the Chief Executive Officer and shall sign a Contract specifying the salary, remuneration, benefits, and other terms related to employment. 3. The Chief Executive Officer is the person who manages the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations. 5. The Chief Executive Officer has the following rights and obligations: 5.a Decide on matters related to the day-to-day business operations of the company in accordance with the **decentralization of authority** by the Board of Directors;	1. The Board of Directors shall appoint a member of the Board of Directors or **hire another person** as the Chief Executive Officer and shall sign a Contract specifying the salary, remuneration, benefits, and other terms related to employment. 3. The Chief Executive Officer is the Executive who manages the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations. **The Chief Executive Officer must always act in good faith and observe the best interests of the Company when making decisions on matters related to the day-to-day business operations of the Company.** **4. The Chief Executive Officer must meet the following criteria and conditions:** **4.d The Chief Executive Officer must not be a Related Person of any Company Manager or member of the Supervisory Board of the Company and the Parent Company, any representative of state capital, or any representative of enterprise capital at the Company and the Parent Company.** 5. The Chief Executive Officer has the following rights and obligations: 5.a Decide on matters related to the day-to-day business operations of the Company**, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the day-to-day business operations of the Company in accordance with best management practices. The Board of Directors has the right to issue internal management regulations on the day-to-day business operations of the Chief Executive Officer to allocate authority appropriately.** **5.b Manage the business operations of the Company in strict compliance with the contents approved by the General Meeting of Shareholders and/or the Board of Directors regarding the Development Orientation, Strategic Decisions, medium-term development plans, and annual business plans of the Company.**	

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		5.c Be entitled to decide on the application of measures beyond their authority in force majeure or emergency cases (such as natural disasters, fires, or accidents) if there are risks related to human life and health or damage reaching 35% of the total asset value of the Company recorded in the nearest financial statements, and be responsible for such decisions, while reporting within 24 hours to the Board of Directors for further resolution;	
	5.b Organize the implementation of resolutions of the Board of Directors;	5.d Organize the implementation of and **comply** with resolutions and **decisions** of the Board of Directors and the General Meeting of Shareholders, **ensuring the implementation of directions and supervision from the Board of Directors;**	
	5.d Propose plans for the organizational structure and internal management regulations of the Company;	5.f Propose plans for the organizational structure and internal management regulations of the Company; **and exercise the authority to issue internal management documents in accordance with the decentralization in the internal management regulations issued by the Board of Directors; issue internal management rules to operate the Company's executive management system in line with the regulations and scope of decentralization prescribed by the Board of Directors;**	
	5.e Appoint, dismiss, and remove managerial positions in the Company in accordance with the ***decentralization of authority*** by the Board of Directors;	5.g Appoint, dismiss, and remove managerial positions in the Company, **except for positions within the competence** of the Board of Directors; **5.j Propose the number and type of Company Managers that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations, and propose remuneration, salaries, and other benefits for Company Managers for the Board of Directors' decision;**	
	5.i Other rights and obligations in accordance with the law and resolutions of the Board of Directors.	5.p Other rights and obligations in accordance with the law and resolutions or decisions of the Board of Directors.	
	6. The Chief Executive Officer must manage the day-to-day business operations of the Company in strict compliance with the law, the Company Charter, the labor contract signed with the Company, and resolutions of the Board of Directors. In the event that management is conducted contrary to these provisions and causes damage to the Company, the Chief Executive Officer must be liable before the law and compensate the Company for damages.	6. The Chief Executive Officer must manage the day-to-day business operations of the Company in strict compliance with the law, the Company Charter, the signed labor contract, the **appointment letter** with the Company, and resolutions or **decisions** of the Board of Directors. In the event that management is conducted contrary to these provisions and causes damage to the Company, the Chief Executive Officer must be liable before the law and compensate the Company for damages.	
	7. The status of the Chief Executive Officer of the Company shall terminate in the following cases: 7.a Being dismissed, removed, **discharged,** or contract terminated. The Board of Directors may remove the Chief Executive Officer when at least two-thirds (2/3) of the members	7. The status of the Chief Executive Officer of the Company shall terminate in the following cases: 7.a Being dismissed, removed, or contract terminated. The Board of Directors may remove the Chief Executive Officer when at least two-thirds (2/3) of the members of the Board of	

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	of the Board of Directors vote in favor (in this case, the vote of the Chief Executive Officer themselves is not counted) and appoint a replacement Chief Executive Officer;	Directors vote in favor (in this case, the vote of the Chief Executive Officer themselves is not counted) and appoint a replacement Chief Executive Officer;	
30	**Article 41. Responsibilities of Company Managers** 1.a Exercise assigned rights and duties in strict compliance with the Law on Enterprises, relevant legislation, the Company Charter, and resolutions of the General Meeting of Shareholders;	**Article 41. Responsibilities of Managers** 1. Members of the Board of Directors, the Chief Executive Officer, and other Managers have the following responsibilities: 1.a Exercise assigned rights and duties in strict compliance with the **Law on Securities**, the Law on Enterprises, relevant legislation, the Company Charter, and resolutions of the General Meeting of Shareholders **and the Board of Directors;** 2. Members of the Board of Directors, the Chief Executive Officer, and other Managers who violate the provisions of Clause 1 of this Article shall be personally or jointly liable to return lost benefits, return received benefits, and compensate for all damages to the Company and third parties **in accordance with the law and, if applicable, this Charter.**	
31	**Article 42. Disclosure of related interests** The disclosure of interests and related parties of the company shall be carried out according to the following regulations: 2. Members of the Board of Directors, Members of the Supervisory Board, the Chief Executive Officer, and other Managers of the Company must declare their related interests **with the Company**, including: 5. members of the Board of Directors and the Chief Executive Officer who perform work in any form within the scope of the Company's business operations on their own behalf or on behalf of others must explain the nature and content of such work before the Board of Directors and the Supervisory Board, and may only execute it when approved by a **majority** of the remaining members of the Board of Directors; if executed without declaration or approval from the Board of Directors, all income derived from such activity shall belong to the Company.	**Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other Managers must disclose related interests in accordance with the Law on Enterprises and relevant legal documents.** The disclosure of interests and Related Persons of the Company shall be carried out according to the following regulations: 2. Members of the Board of Directors, Members of the Supervisory Board, the Chief Executive Officer, and other Managers of the Company must declare **to the Company** their related interests, including: 5. members of the Board of Directors and the Chief Executive Officer who perform work in any form within the scope of the Company's business operations on their own behalf or on behalf of others must explain the nature and content of such work before the Board of Directors and the Supervisory Board, and may only execute it **when approved by over 50% of the total remaining members of the Board of Directors**; if executed without declaration or approval from the Board of Directors, all income derived from such activity shall belong to the Company.	
32	**Article 43. Right to initiate lawsuits against members of the Board of Directors and the Chief Executive Officer**		

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	1. Shareholders or groups of Shareholders owning at least (1%) of ordinary shares have the right to initiate ***civil*** liability lawsuits on their own behalf or on behalf of the Company against members of the Board of Directors and the Chief Executive Officer in the following cases: 3. Shareholders or groups of Shareholders under this Article have the right to review, look up, and extract necessary information pursuant to a decision of a Court or Arbitration before or during the lawsuit process.	1. Shareholders or groups of Shareholders owning at least **one percent** (1%) of the total ordinary shares have the right to initiate **personal or joint liability** lawsuits on their own behalf or on behalf of the Company (**if authorized by the Company**) against members of the Board of Directors and the Chief Executive Officer in the following cases: 3. Shareholders or groups of Shareholders under this Article have the right to review, look up, and extract necessary information pursuant to a decision of a Court or Arbitration before or during the lawsuit process. **Shareholders or groups of Shareholders must maintain the condition specified in Article 43.1 throughout the legal proceedings.**	
33	**Article 44. Contracts and transactions subject to approval by the General Meeting of Shareholders or the Board of Directors** 2. The Board of Directors approves ***contracts and transactions valued at less than thirty-five percent (35%) of the total asset value of the enterprise recorded in the nearest financial statements of the Company***. In this case, the company representative signing the contract must inform the members of the Board of Directors and Members of the Supervisory Board about the related parties to such contract or transaction, accompanied by the draft contract or main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from receipt of the notification; members with related interests shall have no voting rights. ***3. The General Meeting of Shareholders approves the following contracts and transactions:*** ***3.a Contracts and transactions other than those specified in Clause 2 of this Article;*** ***3.b Contracts, transactions for borrowing, lending, or selling assets valued at more than 10% of the total asset value of the enterprise recorded in the nearest financial statements between the company and a Shareholder owning from 51% or more of the total voting shares or a related party of that Shareholder.*** In this case, the company representative signing the contract must notify the Board of Directors and Members of the Supervisory Board about the related parties to such contract or transaction, accompanied by the draft contract or an explanation of the main contents of the transaction. The Board of Directors	2. **Contracts and transactions mentioned in Clause 1 of this Article shall be approved by the General Meeting of Shareholders or the Board of Directors in accordance with Article 53 of this Charter**. In cases **within the competence of the Board of Directors**, the Company representative signing the contract must inform the members of the Board of Directors and Members of the Supervisory Board about the related parties to such contract or transaction, accompanied by the draft contract or main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from receipt of the notification; members with related interests shall have no voting rights. In cases **within the competence of the General Meeting of Shareholders**, the Company representative signing the contract must notify the Board of Directors and Members of the Supervisory Board about the related parties to such contract or transaction, accompanied by the draft contract or an explanation of the main contents of the transaction. The Board of Directors shall submit the draft contract or explanation at the General Meeting of	

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	shall submit the draft contract or explanation at the General Meeting of Shareholders or collect written opinions from Shareholders. In this case, Shareholders with related interests shall have no voting rights; ***the contract or transaction is approved when endorsed by Shareholders representing from sixty-five percent (65%) of the total votes of all attending Shareholders.*** 4. Contracts and transactions shall be invalidated by a Court decision and handled in accordance with the law if concluded ***or executed without approval as prescribed in Clauses 2 and 3*** of this Article, causing damage to the company; The signatories, Shareholders, members of the Board of Directors, and the related Chief Executive Officer must be jointly liable for compensating arising damages and returning to the Company any benefits derived from the execution of such contract or transaction.	Shareholders or collect written opinions from Shareholders. In this case, Shareholders with related interests shall have no voting rights; **the contract or transaction shall be approved in accordance with Clause 1 and Clause 4, Article 148 of the Law on Enterprises.** 3. Contracts and transactions shall be invalidated by a Court decision and handled in accordance with the law if **concluded improperly** under this Article, causing damage to the Company; The relevant signatories, Shareholders, members of the Board of Directors of the Board of Directors and Chief Executive Officer must be jointly liable for compensating arising damages and returning to the Company any benefits derived from the execution of such contract or transaction.	
34	**Article 45** (*old*). **Remuneration, salary, and other benefits of Board of Directors members and the Chief Executive Officer**		
35	**Article 49** (*old*). **Criteria and conditions for serving as a supervisory member**		
36	**Article 48** (*newly updated*). **Rights and obligations of the Supervisory Board** ***1. The Supervisory Board supervises the Board of Directors and the Chief Executive Officer in the management and administration of the Company;*** ***2. Inspect the reasonableness, legality, honesty, and level of prudence in the management and administration of business activities; the systematicness, consistency, and appropriateness of accounting, statistics, and financial reporting work.*** ***3. Appraise the completeness, legality, and honesty of the business performance report, annual and semi-annual financial statements of the Company, and the management evaluation report of the Board of Directors, and submit the appraisal report at the annual General Meeting of Shareholders.***		

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	4. Examine accounting books, accounting records, and other documents of the Company, as well as the management and administration of the Company's operations when deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of Shareholders or groups of Shareholders as prescribed in Clause 2, Article 11 of this Charter. ***5. Upon request of Shareholders or groups of Shareholders as prescribed in Clause 2, Article 11 of this Charter, the Supervisory Board shall conduct an inspection within seven (07) working days from receipt of the request. Within fifteen (15) days from the completion of the inspection, the Supervisory Board must report and explain the requested matters to the Board of Directors and the requesting Shareholders or groups of Shareholders.*** ***The inspection by the Supervisory Board under this clause must not hinder the normal operations of the Board of Directors or cause disruption to the administration of the Company's business operations.*** ***6. Recommend to the Board of Directors or the General Meeting of Shareholders measures to modify, supplement, and improve the organizational structure, management, and administration of the Company's business operations.*** ***7. Upon discovering that a member of the Board of Directors or the Chief Executive Officer violates the responsibilities of a Company manager as prescribed in Article 41 of this Charter, immediately notify the Board of Directors in writing, requesting the violator to cease the violation and provide solutions to remedy the consequences.*** ***8. Have the right to attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.***		

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	9. The Supervisory Board has the right to utilize independent consultants and the internal audit department of the Company to perform assigned duties. ***The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.*** ***10. Propose the selection of an independent audit firm, the audit fee, and all related matters.***	**The Supervisory Board has the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Company Charter, and the following rights and obligations:** **1. Propose and recommend to the General Meeting of Shareholders to approve the list of approved audit firms to conduct the audit of the Company's Financial Statements; decide on the approved audit firm to inspect the Company's activities, and dismiss approved auditors when deemed necessary.** **2. Be responsible to Shareholders for its supervisory activities.** **3. Supervise the financial situation of the Company, and compliance with the law in the activities of members of the Board of Directors, the Chief Executive Officer, and other Managers.** **4. Ensure coordination of activities with the Board of Directors, the Chief Executive Officer, and Shareholders.** **5. In the event of detecting a violation of the law or the Company Charter by a member of the Board of Directors, the Chief Executive Officer, or other corporate Executive, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions to remedy the consequences.** **6. Formulate the Operational Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.** **7. Report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP issued by the Government on 31 December 2020.** **8. Have the right to access the files and documents of the Company stored at the head office, branches, and other locations; have the right to visit the working locations of the Company's Managers and employees during working hours.**	

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	*18. **Access documents related to the Company's operations, and exchange information with members of the Board of Directors, the Chief Executive Officer, and other managers**. The information and documents permitted for access and collection are described as follows:*	**9. Have the right to request the Board of Directors, members of the Board of Directors, the Chief Executive Officer, and other Managers to fully, accurately, and timely provide information and documents on the management, administration, and business operations of the Company.** 17. The information and documents that the **Supervisory Board** is permitted to access and collect are described as follows:	
37	**Article 49. Supervisory Board Meetings** 1. The Supervisory Board must meet at least 02 times a year, with a quorum of ***at least 2/3*** of the members of the Supervisory Board. Minutes of meetings of the Supervisory Board shall be prepared in a detailed and clear manner. The minute-taker and attending members of the Supervisory Board must sign the meeting minutes. All minutes of meetings of the Supervisory Board must be retained to determine the responsibility of each member.	1. The Supervisory Board must meet at least 02 times a year, with a quorum of **at least two-thirds** (2/3) of the members of the Supervisory Board. Minutes of meetings of the Supervisory Board shall be prepared in a detailed and clear manner. The minute-taker and attending members of the Supervisory Board must sign the meeting minutes. All minutes of meetings of the Supervisory Board must be retained to determine the responsibility of each member.	
38	**Article 53. Responsibility for honesty and avoidance of conflicts of interest** ***5. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not grant loans or guarantees to members of the Board of Directors, members of the***	**4. A member of the Board of Directors shall not vote on transactions that bring benefits to such member or their Related Persons in accordance with the Law on Enterprises and the Company Charter.** **6. When conducting transactions with Related Persons, the Company must enter into written contracts based on the principles of equality and voluntariness. The Company applies necessary measures to prevent Shareholders and Related Persons from conducting transactions that cause loss of capital, assets, or other resources of the Company.** **7. The Company must not provide loans or guarantees to Shareholders who are individuals and the Related Persons of such Shareholders who are individuals.** **8. The Company must not provide loans or guarantees to Shareholders who are organizations and the Related Persons of such Shareholders who are individuals, except where the Shareholder is a Subsidiary in cases where the Subsidiary is a company with no state shares or state capital contribution held and has executed capital contributions or share purchases of the Company before July 1, 2015.** **9. The Company must not provide loans or guarantees to Related Persons of Shareholders that are organizations, except where the Company and the organization**	

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	Supervisory Board, the Chief Executive Officer, other managers, and individuals or organizations related to the aforementioned members, or legal entities in which those persons have financial interests, except where the public company and organizations related to such member are companies within the same group or companies operating under a group of companies, including parent-subsidiary companies, economic collectives, and specialized laws provide otherwise. *Contracts or transactions between the Company and one or more members of the Board of Directors, one or more members of the Supervisory Board, the Chief Executive Officer, other executives, or persons related to them who are members or have related financial interests, shall not be invalidated due to such relationships, or because such Board of Directors member and/or executive is present or participates in the relevant meeting or the Board of Directors has permitted the execution of the contract or transaction, or because their votes are also counted when voting for that purpose, if:* *For contracts valued at less than 20% of the total asset value recorded in the nearest financial statements, the material facts concerning the contract or transaction as well as the relationships and interests of other managers or Board of Directors members, members of the Supervisory Board have been reported to the Board of Directors. Concurrently, the Board of Directors has permitted the execution of such contract or transaction in good faith by a majority vote of the Board of Directors members who do not have related interests; or* *For contracts valued at more than 20% of the total asset value recorded in the nearest financial statements, the material facts concerning this contract or transaction as well as the relationships and interests of other managers or Board of Directors members, or members of the Supervisory Board have been disclosed to Shareholders who do not have related interests and have the right to vote on that matter, and those Shareholders have voted to approve this contract or transaction;* *Such contract or transaction is considered fair and reasonable in all respects related to the Shareholders of the Company by an independent consulting organization at the time this*	**as the Related Person of the Shareholder are companies within the same group or companies operating under a group of companies, including parent-subsidiary companies or economic groups, and this transaction must be approved by the General Meeting of Shareholders if the transaction value is from thirty-five percent (35%) or more of the total asset value recorded on the Company's nearest financial statements, or must be approved by the Board of Directors if the transaction value is less than thirty-five percent (35%) of the total asset value recorded on the Company's nearest financial statements; concurrently, the organization as the Related Person is not a Shareholder of the Company as prescribed in Clause 9 of this Article.** **10. The Company may only execute the following transactions upon approval by the General Meeting of Shareholders:** **10.a Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other Managers who are not Shareholders, and individuals or organizations related to these subjects. In the case of granting loans or guarantees to related organizations of members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other Managers where the Company and the organization (except where the organization is a Shareholder of the Company as prescribed in Clause 9 of this Article) are companies within the same group or companies operating under a group of companies, including parent-subsidiary companies or economic groups, the General Meeting of Shareholders shall approve transactions valued from thirty-five percent (35%) or more of the total asset value recorded on the nearest financial statements of the Company;** **10.b Transactions valued from thirty-five percent (35%) or more, or transactions leading to a total transaction value arising within 12 months from the date of execution of the first transaction valued from thirty-five percent (35%) or more of the total asset value recorded on the nearest financial statements between the Company and one of the following subjects:** **- Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, other Managers, and Related Persons of these subjects;** **- Shareholders or authorized representatives of Shareholders owning over ten percent (10%) of the total ordinary share capital of the Company and their Related Persons;** **- Enterprises related to the subjects prescribed in Clause 2, Article 164 of the Law on Enterprises;** **10.c. Contracts, transactions for borrowing, lending, or selling assets valued at greater than ten percent (10%) of the total asset value recorded on the nearest financial statements between the Company and Shareholders owning from fifty-one percent (51%) or more of the total voting shares or Related Persons of that Shareholder.**	

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	transaction or contract is permitted for execution, passed, or approved by the Board of Directors or Shareholders.	**11. The Company may only execute the following transactions upon approval by the Board of Directors:** **11.a Loans or guarantees as specified in Point a, Clause 10 of this Article that do not fall within the authority of the General Meeting of Shareholders;** **11.b Contracts and transactions as specified in Point b, Clause 10 of this Article with a value of less than thirty-five percent (35%) of the total assets of the Company as recorded in its most recent financial statements;** **11.c Loan, lending, and asset sale contracts and transactions as specified in Point c, Clause 10 of this Article with a value equal to or less than ten percent (10%) of the total assets of the Company as recorded in its most recent financial statements.**	
39	**Article 56. Liability for damages and compensation** 1. Liability for damages: Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other executives who violate their obligation to act honestly, or fail to fulfill their obligations with care, diligence, and professional competence, shall be liable for damages caused by their violations. 2. Compensation: The Company will compensate those who have been or are at risk of becoming a related party in claims, lawsuits, or prosecutions that have been, are being, or may be conducted, whether civil or administrative (excluding lawsuits initiated by or under the right of initiation of the Company) if that person was or is a member of the Board of Directors, member of the Supervisory Board, Chief Executive Officer, or other executive, employee, or authorized representative of the Company (or its subsidiary), or acted at the request of the Company (or its subsidiary) as a member of the Board of Directors, member of the Supervisory Board, Chief Executive Officer, other executive, employee, or authorized representative of another company, partner, joint venture, or legal entity. Compensated expenses include: incurred expenses (including attorney fees), judgment fees, fines, and payments actually incurred or considered reasonable when resolving these cases within the framework permitted by law, provided that the person acted honestly, carefully, diligently, and with professional competence in a manner they believed to be in the best interest or not against the highest interest of the Company, in compliance with the law, and there is no finding or confirmation that the person has violated their responsibilities. The Company has the	**Article 54. Liability for damages and compensation** ~~***1. Liability for damages: Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other executives who violate their obligation to act honestly, or fail to fulfill their obligations with care, diligence, and professional competence, shall be liable for damages caused by their violations.***~~ 1. **Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives who breach their duties and obligations of honesty and due care or fail to fulfill their duties shall be liable for any damage caused by such breach.** **2. The Company shall indemnify any person who is, was or may become a party to any complaint, lawsuit or prosecution (including civil and administrative proceedings, but excluding proceedings initiated by the Company) if such person is or was a member of the Board of Directors, a member of the Board of Supervisors, the General Director, another executive, an employee or an authorized representative of the Company; performed or is performing duties under the Company's authorization; acted honestly and with due care in the interests of the Company and in compliance with the law; and there is no evidence establishing that such person breached their responsibilities.** **3. Indemnifiable expenses shall include adjudication costs, fines and amounts actually payable (including legal fees) in connection with the resolution of such proceedings, to the extent permitted by law. The Company may purchase insurance for such persons against the indemnification liabilities referred to above.**	

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	right to purchase insurance for such persons to avoid the aforementioned indemnification liabilities. 3. When performing functions, duties, or executing tasks authorized by the Company, members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, other executives, employees, or authorized representatives of the Company shall be compensated by the Company when becoming a related party in claims, lawsuits, or prosecutions (except for lawsuits where the Company is the plaintiff) in the following cases: 3.a Having acted honestly, carefully, and diligently for the benefit of and without conflict with the interests of the Company; 3.b Complied with the law and there is no evidence confirming failure to perform their responsibilities. Compensated expenses include incurred expenses (including attorney fees), judgment fees, fines, and payments actually incurred or considered reasonable when resolving these cases within the framework permitted by law. The Company has the right to purchase insurance for these individuals to avoid the aforementioned indemnification liabilities.	~~***3. When performing functions, duties, or executing tasks authorized by the Company, members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, other executives, employees, or authorized representatives of the Company shall be compensated by the Company when becoming a related party in claims, lawsuits, or prosecutions (except for lawsuits where the Company is the plaintiff) in the following cases:***~~ ~~***3.a Having acted honestly, carefully, and diligently for the benefit of and without conflict with the interests of the Company;***~~ ~~***3.b Complied with the law and there is no evidence confirming failure to perform their responsibilities.***~~ ~~***Compensated expenses include incurred expenses (including attorney fees), judgment fees, fines, and payments actually incurred or considered reasonable when resolving these cases within the framework permitted by law. The Company has the right to purchase insurance for these individuals to avoid the aforementioned indemnification liabilities.***~~	
40	**Article 57. Right to inspect books and records** 1. Shareholders or groups of Shareholders mentioned in Clause 2, Article 11 of this Charter **have the right, directly or through an authorized person, to send a written request for inspection during working hours and at the principal place of business of the Company regarding the list of Shareholders, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders, or to copy or extract such records.** Any request for inspection made by another authorized representative of a Shareholder must be accompanied by a power of attorney from the Shareholder whom such person represents, or a notarized copy of such power of attorney. 3. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other executives shall have the right to inspect the Company's Shareholders Register, the list of Shareholders, and other books	**Article 55. Right to inspect books and records** **1. Ordinary Shareholders shall have the right to inspect books and records, specifically as follows:** **1.a Ordinary Shareholders shall have the right to review, look up, and extract information regarding names and contact addresses in the list of Shareholders with voting rights; request correction of their own incorrect information; review, look up, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;** 1.b Shareholders or groups of Shareholders mentioned in Clause 2, Article 11 of this Charter shall **have the right to review, look up, and extract the minutes book and resolutions/decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts, and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to trade secrets and business secrets of the Company.** 1.c Any request for inspection made by another authorized representative of a Shareholder must be accompanied by a power of attorney from the Shareholder whom such person represents, or a notarized copy of such power of attorney.	

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	and records of the Company for purposes related to their respective positions, provided that such information must be kept confidential;		
41	**Article 56. Employees and Trade Union** 1. The Chief Executive Officer shall report to the Board of Directors on matters relating to recruitment, dismissal of employees, salaries, social insurance and welfare applicable to employees, when requested. 2. The Chief Executive Officer must ***cooperate with*** the trade union organization in accordance with the best management standards, practices, and policies, the practices and policies prescribed in this Charter, the regulations of the Company, and the current provisions of law.	1. The Chief Executive Officer must **prepare plans** and report to the Board of Directors on matters relating to the recruitment, dismissal, salaries, social insurance, welfare, **rewards, and discipline** applicable to employees and **Company Executives** when requested. 2. The Chief Executive Officer must **prepare plans for the Board of Directors to approve matters relating to the Company's relationship** with the trade union organization in accordance with the best management standards, practices, and policies, the practices and policies prescribed in this Charter, the regulations of the Company, and the current provisions of law.	
42	3. The Board of Directors may recommend the General Meeting of Shareholders to approve the payment of all or part of the dividends in shares, and the Board of Directors shall be the body implementing this decision	**Article 57. Profit Distribution** *(Article 59 (old) on Profit Distribution and Article 60 (old) on Dividends are merged into the new Article 57 on Profit Distribution)* 5. The Board of Directors may recommend the General Meeting of Shareholders to approve the payment of all or part of the dividends in shares, and the Board of Directors shall be the body implementing this decision. **In case of approval by the General Meeting of Shareholders, the Board of Directors may decide and give notice that holders of ordinary shares shall receive dividends in ordinary shares instead of cash dividends. The additional shares for such dividend payment shall be recorded as fully paid shares on the basis that the value of the dividend-paying shares must be equivalent to the cash dividend amount.** 8. Other matters relating to profit distribution shall be implemented in accordance with the relevant provisions of law.	
43	**Article 62. Fiscal Year** The fiscal year of the Company shall begin on the ***first day of January*** each year and end on ***the*** 31st day ***of*** December of the same year. The first fiscal year shall begin on the date the business registration authority issues the Enterprise Registration	**Article 59. Fiscal Year** The fiscal year of the Company shall begin on **January 01** each year and end on December 31 of the same year. The first fiscal year shall begin on the date the business registration authority issues the Enterprise Registration Certificate and end on December 31 **of the year** of issuance of such Enterprise Registration Certificate.	

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	Certificate and end on the **31st day** of December ***immediately following the date*** of issuance of such Enterprise Registration Certificate.		
44	**Article 66. Information Disclosure and Public Announcement** 1. The Company must perform periodic and extraordinary information disclosure in accordance with the provisions of the Law on Securities and relevant legal documents.	**Article 63. Information Disclosure and Public Announcement** 1. The Company must perform **full, accurate, and timely** information disclosure on a periodic and extraordinary basis in accordance with the provisions of the Law on Securities, **regulations of the Stock Exchange**, and relevant legal documents. **2. The method of information disclosure shall be implemented in accordance with the provisions of securities law to ensure that Shareholders and the investing public have fair access. The language in the information disclosure must be clear, easy to understand, and avoid causing misunderstanding to Shareholders and the investing public**	
45	**Article 68. Seal of the Enterprise** 1. ***The Company shall have only one enterprise seal.*** 2. The Company's seal shall be presented in a circular shape, the ink used shall be red, and the content shall comply with the provisions of law. 3. The seal shall be kept at the head office of the Company and must be strictly managed. 4. ***The responsibility for the management, use, and custody of the seal shall be assigned to the legal representative of the company.***	**Article 65. Seal of the Enterprise** 1. **The seal of the Company includes a seal made at a seal engraving establishment (quantity of 01 seal) or a seal in the form of a digital signature in accordance with the provisions of law on electronic transactions.** The seal of the Company, **branches, and representative offices of the Company (if any)** shall be presented in a circular shape, the ink used shall be red, and the content shall comply with the provisions of law. 2. The seal shall be kept at the head office of the Company, **the headquarters of branches, and representative offices of the Company (if any)** and must be strictly managed. 3. **The Board of Directors and the Chief Executive Officer shall use and manage the seal in accordance with the current provisions of law.**	
46	**Article 69. Confidentiality** Without the prior written consent of the Board of Directors, no member of the Board of Directors, the Supervisory Board, manager, Shareholder, or related person is permitted to disclose any information relating to the Company or the business activities of the Company ***which is not disseminated or not easily inferred from widely disseminated information, except where the information recipient falls into one of the following cases:*** ***1. The representative/manager of the contributed capital portion at the Subsidiary.*** ***2. Shareholders as prescribed in this Charter or determined by a decision of the General Meeting of Shareholders.***	**Article 66. Confidentiality** Without the prior written consent of the Board of Directors, no member of the Board of Directors, the Supervisory Board, Manager, Executive, Shareholder, or related person is permitted to disclose any information relating to the Company or the business activities of the Company, **except for cases of providing information to Shareholders, managers, Executives, the Supervisory Board, auditors, and other individuals and organizations in compliance with the provisions of law and upon request of competent state authorities.**	

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	3. Managers and employees of the Company, or auditors and consultants, for the reason that these persons need to know the information to perform their work directly or indirectly relating to the business activities of the Company. However, in these cases, the information recipient must keep the received information confidential and not disclose it to any other person. ***4. Shareholders or representatives of Shareholders being legal entities and/or consultants and/or service providers of the Shareholders, provided that these persons must commit in writing to keep the received information confidential and not disclose it to any other person.*** ***5. To a certain number of potential investors seeking opportunities to purchase, directly or indirectly, any shares in the Company, provided that these persons must commit in writing to keep the received information confidential and not disclose it to any other person.*** ***6. Contents required to provide information in accordance with the provisions of law, regulations on securities transactions, or pursuant to an order or request of a court or a competent state authority.*** ***7. The tax authority upon reasonable request and for the purpose of serving the tax declaration and payment of the relevant Shareholder.***		
47	**Article 72. Liquidation** 1. At least six (06) months after a decision to dissolve the Company is issued, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operational regulations. The members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses relating to the liquidation shall be prioritized by the Company for payment before other debts of the Company. 3. Proceeds from the liquidation shall be paid in the following order: 3.b Salaries and ***insurance expenses for employees***;	**Article 69. Liquidation** 1. At least six (06) months **prior to the expiration of the Company's operation period or** after a decision to dissolve the Company is issued, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operational regulations. The members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses relating to the liquidation shall be prioritized by the Company for payment before other debts of the Company. 3. Proceeds from the liquidation shall be paid in the following order: 3.b Salaries, **severance allowances, insurance, and other benefits of employees in accordance with the collective labor agreement and signed labor contracts;**	

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48	**Article 74. Charter of the Company**	**Article 71. Charter of the Company** **3. In case of any conflict, the mandatory provisions of Vietnamese law and/or the regulations of the Stock Exchange shall prevail. The relevant provisions of this Charter shall remain effective to the extent permitted by law and shall be invalid only to the extent of such conflict, without affecting the validity of the remaining provisions of this Charter.**	