

CHARTER ON ORGANIZATION AND OPERATION

SOUTHERN AIRPORTS SERVICES JOINT STOCK COMPANY

Ho Chi Minh City, October 8, 2026



TABLE OF CONTENTS

CHAPTER I. DEFINITIONS OF TERMS USED IN THE CHARTER	1
Article 1. Interpretation of Terms.....	1
CHAPTER II. COMPANY NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM AND LEGAL REPRESENTATIVE OF THE COMPANY.....	3
Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Operating Term of the Company	3
Article 3. Legal Representative of the Company	3
CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS	4
AND ACTIVITIES OF THE COMPANY	4
Article 4. Objectives of the Company	4
Article 5. Scope of Business and Operations of the Company	9
CHAPTER IV. CHARTER CAPITAL, SHARES, SHAREHOLDERS.....	9
Article 6. Charter Capital, Shares, Shareholders.....	9
Article 7. Share Certificates and Shareholders Register	11
Article 8. Other Securities Certificates.....	12
Article 9. Transfer of Shares	12
CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION....	12
Article 10. Organizational Structure, Management and Supervision.....	12
CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS... 13	
Article 11. Rights of Shareholders	13
Article 12. Obligations of Shareholders	16
Article 13. General Meeting of Shareholders.....	17
Article 14. Rights and Obligations of the General Meeting of Shareholders.....	19
Article 15. Authorization to Attend the General Meeting of Shareholders.....	20
Article 16. Variation of Rights	21
Article 17. Convening Meetings, Meeting Agenda and Notice of Invitation to the General Meeting of Shareholders.....	21
Article 18. Conditions for Conducting a Meeting of the General Meeting of Shareholders	23
Article 19. Procedures for Conducting Meetings and Voting at Meetings of the General Meeting of Shareholders.....	24
Article 20. Forms of Adoption of Resolutions of the General Meeting of Shareholders.....	26
Article 21. Conditions for Adoption of Resolutions of the General Meeting of Shareholders....	26
Article 22. Authority and Procedures for Collecting Written Opinions of Shareholders to Adopt Resolutions of the General Meeting of Shareholders.....	27
Article 23. Resolutions and Minutes of Meetings of the General Meeting of Shareholders	29
Article 24. Validity of Resolutions of the General Meeting of Shareholders	30
Article 25. Request for Annulment of Resolutions of the General Meeting of Shareholders.....	30
CHAPTER VII. BOARD OF DIRECTORS	30
Article 26. Candidacy and Nomination of Members of the Board of Directors	31
Article 27. Composition and Term of Office of Members of the Board of Directors.....	32
Article 28. Standards and Conditions for Membership of the Board of Directors; and Rights and Responsibilities of Members of the Board of Directors.....	33
Article 29. Powers and Obligations of the Board of Directors	34

Article 30.	Remuneration, Bonuses and Other Benefits of Members of the Board of Directors, the Chief Executive Officer and Other Company Managers	37
Article 31.	Chairperson of the Board of Directors	38
Article 32.	Meetings of the Board of Directors	40
Article 33.	Minutes of Meetings of the Board of Directors	43
Article 34.	Right of Members of the Board of Directors to Be Provided with Information	44
Article 35.	Removal from Office, Dismissal and Replacement of Members of the Board of Directors	44
Article 36.	Committees under the Board of Directors.....	45
Article 37.	Person in Charge of Corporate Governance.....	45
CHAPTER VIII.	CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES	46
Article 38.	Organization of the Management Apparatus	46
Article 39.	Executives	46
Article 40.	Appointment, Removal from Office, Duties and Powers of the Chief Executive Officer	47
CHAPTER IX.	RESPONSIBILITIES AND BENEFITS OF COMPANY MANAGERS	49
Article 41.	Responsibilities of Company Managers.....	49
Article 42.	Disclosure of Related Interests.....	50
Article 43.	Right to Institute Legal Action against Members of the Board of Directors and the Chief Executive Officer	51
Article 44.	Contracts and Transactions Requiring Approval by the General Meeting of Shareholders or the Board of Directors.....	52
CHAPTER X.	SUPERVISORY BOARD	53
Article 45.	Candidacy and Nomination of Members of the Supervisory Board	53
Article 46.	Composition of the Supervisory Board.....	53
Article 47.	Head of the Supervisory Board	53
Article 48.	Rights and Obligations of the Supervisory Board.....	53
Article 49.	Meetings of the Supervisory Board.....	55
Article 50.	Salaries, Remuneration, Bonuses and Other Benefits of Members of the Supervisory Board	55
Article 51.	Responsibilities of Members of the Supervisory Board.....	56
Article 52.	Removal from Office and Dismissal of Supervisors.....	56
CHAPTER XI.	RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES.....	57
Article 53.	Duty of Honesty and Avoidance of Conflicts of Interest.....	57
Article 54.	Liability for Damage and Indemnification.....	59
CHAPTER XII.	RIGHT TO INSPECT THE BOOKS AND RECORDS OF THE COMPANY	60
Article 55.	Right to Inspect Books and Records	60
CHAPTER XIII.	EMPLOYEES AND LABOR UNION.....	60
Article 56.	Employees and Labor Union.....	61
CHAPTER XIV.	DISTRIBUTION OF PROFITS	61
Article 57.	Distribution of Profits.....	61
CHAPTER XV.	BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING SYSTEM	62
Article 58.	Bank Accounts	62
Article 59.	Financial Year	62
Article 60.	Accounting System	62
CHAPTER XVI.	FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE OBLIGATIONS	63

Article 61.	Annual, Semi-Annual and Quarterly Financial Statements	63
Article 62.	Annual Report	63
Article 63.	Information Disclosure and Public Announcements.....	63
CHAPTER XVII. AUDIT OF THE COMPANY.....		63
Article 64.	Audit.....	63
CHAPTER XVIII. COMPANY SEAL AND CONFIDENTIALITY		64
Article 65.	Company Seal	64
Article 66.	Confidentiality.....	64
CHAPTER XIX. DISSOLUTION OF THE COMPANY		64
Article 67.	Dissolution of the Company.....	64
Article 68.	Extension of Operations	64
Article 69.	Liquidation	65
CHAPTER XX. RESOLUTION OF INTERNAL DISPUTES.....		65
Article 70.	Resolution of Internal Disputes.....	65
CHAPTER XXI. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER.....		66
Article 71.	Company Charter	66
CHAPTER XXII. EFFECTIVE DATE		66
Article 72.	Effective Date.....	66

CHAPTER I. DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Interpretation of Terms

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 superseding legal instrument then in effect;

- 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 superseding legal instrument then in effect;
- 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 register of shareholders 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. In this Charter, references to any provision or other document shall include any amendments thereto or documents replacing or superseding such provision or document.

3. The headings (including Chapter and Article headings) of this Charter are inserted for convenience of reference only and shall not affect the interpretation or contents of the provisions of this Charter.
4. Words or terms defined in the Law on Enterprises, the Law on Securities and other relevant laws and regulations (unless inconsistent with the subject matter or context) shall have the same meanings when used in this Charter.

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

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Operating Term of the Company

1. Company Name:
 - Vietnamese name: Công ty Cổ phần Dịch vụ Hàng không Sân Bay Tân Sơn Nhất
 - English name: Southern Airports Services Joint Stock Company
 - Abbreviated name: **SASCO**
2. The Company is a joint stock company having legal personality in accordance with the applicable laws of Vietnam.
3. The registered office of the Company is:
Head office address: Tan Son Nhat International Airport, Tan Son Hoa Ward, Ho Chi Minh City.
 - Tel: (028) 3 8448 358
 - Fax: (84-8) 3 8447 812
 - E-mail: sasco@sasco.com.vn
 - Website: www.sasco.com.vn
4. The Company may establish dependent units to carry out the Company's business objectives in accordance with resolutions of the Board of Directors and within the scope permitted by law.
5. Unless the Company is dissolved pursuant to Article 67 of this Charter, the term of operation of the Company shall be indefinite.

Article 3. Legal Representative of the Company

1. The Company shall have one (01) Legal Representative. The Chief Executive Officer shall be the Legal Representative of the Company.
2. Responsibilities of the Legal Representative of the Company:
 - a. A Legal Representative shall be liable for damages caused to the Company in accordance with civil laws and other relevant legal provisions.
 - b. A Legal Representative of the Company shall bear personal responsibility for damages suffered by the Company due to violations of the responsibilities of a Company Manager

as prescribed in Points b, c, and d, Clause 1, Article 41 of this Charter.

3. The Company must ensure that at least one Legal Representative is always residing in Vietnam. In the event that only one Legal Representative residing in Vietnam remains, such Legal Representative must, before departing from Vietnam, authorize in writing another individual residing in Vietnam to exercise the rights and perform the obligations of the Legal Representative. In such case, the Legal Representative shall remain responsible for the exercise of the delegated rights and performance of the delegated obligations.

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

Article 4. Objectives of the Company

1. The Company's business objectives are:
To conduct business profitably; to preserve and develop the equity capital invested in the Company; to ensure employment, income and living standards for its employees.
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:
 - a. Contributes ten percent (10%) or more of the Company's total consolidated net revenue in either of the two (02) most recent financial years, based on the Company's audited consolidated financial statements; or
 - b. Contributes ten percent (10%) or more of the Company's total consolidated gross profit (or profit before tax) in either of the two (02) most recent financial years, based on the Company's audited consolidated financial statements.
 - 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:

Other non-specialized retail sale:

4719 (Main)

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.

Spa and steam bath services 9623

- *Details: Spa services, steam bath services, massage, body massage, foot reflexology and mineral mud bath services.*

Real estate business and business of land use rights owned, used or leased by the owner or user 6810

- *Details: Real estate business. Warehouse and residential leasing; leasing of houses for business purposes. Office and residential leasing services.*

Postal and express delivery services 5320

- *Details: Postal and parcel services; express delivery services for goods..*

Passenger transport by road in urban and suburban areas (excluding bus transport) 4931

- *Details: Road transport agency services; tourist passenger transport; fixed-route passenger transport under contracts by taxi and bus.*

Manufacture of other products of wood; manufacture of products from bamboo, rattan, straw and plaiting materials 1629

- *Details: Wood processing and manufacture of products from wood, bamboo, rattan, straw and plaiting materials.*
(Not operating at the head office)

Fruit tree cultivation 0121

(Not operating at the head office)

Travel agency activities 7911

Advertising 7310

Market research and public opinion polling	7320
<i>(Excluding information prohibited by the State and investigation services)</i>	
Wired, wireless and satellite telecommunications activities	6110
Mining of minerals and fertilizer minerals	0891
<i>- Details: Mining and processing of mineral mud (Not operating at the head office)</i>	
Manufacture of other food products not elsewhere classified	1079
<i>- Details: Manufacture of seasonings, condiments and sauces (Not operating at the head office)</i>	
Manufacture of prepared meals and ready-to-eat food (not operating at the head office)	1075
Processing and preserving of fish, crustaceans and molluscs and products thereof	1020
Manufacture of wooden beds, cabinets, tables and chairs (not operating at the head office)	3101
Manufacture of metal beds, cabinets, tables and chairs (not operating at the head office)	3102
Manufacture of beds, cabinets, tables and chairs made of other materials (not operating at the head office)	3109
Warehousing and storage	5210
<i>(excluding warehousing business)</i>	
Organization of trade promotion and commercial promotion activities	8230
<i>(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)</i>	
Other business support service activities not elsewhere classified	8299
<i>Details: Import and export of goods traded by the Company</i>	

Completion of construction works	4330
Architectural and related technical consultancy activities	7110
<i>- Details: Architectural design of construction works. Architectural design of civil and industrial construction works. Supervision of construction of civil and industrial construction works.</i>	
Hotels and similar accommodation	5510
<i>- Details: Hotels (meeting star-rating standards and not operating at the head office)</i>	
Restaurants and mobile food service activities	5610
<i>- Details: Restaurants. Provision of in-flight catering services. Provision of food and beverage services under contracts.</i>	
Tour operation	7912
<i>- Details: Services supporting the promotion and organization of tours; domestic travel business; international travel business.</i>	
Other amusement and recreation activities	9329
<i>- Details: Operation of swimming beaches, discotheques and karaoke establishments (not operating in Ho Chi Minh City). Swimming, water sports, boating, yachting, air sports, parachuting, and activities of fitness, bodybuilding and aerobics clubs.</i>	
Hairdressing services	9621
<i>(excluding activities causing bleeding)</i>	
Marine aquaculture (excluding operations at the head office)	0321
Manufacture of non-alcoholic beverages and mineral water (excluding operations at the head office)	1105
Silviculture, forest care and forest tree nursery activities (excluding operations at the head office)	0210
Repair and maintenance of motorcycles	9532
Construction of residential buildings	4101
Construction of non-residential buildings	4102

- *Details: Construction of civil, industrial, technical and transportation works.*

Business management consultancy and other management consultancy activities 7020

- *Details: Bidding consultancy (excluding financial, accounting and legal consultancy)*

Other supporting activities for transportation 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).*

Pipeline transport (not operating at the head office) 4940

Other specialized wholesale 4671
(Wholesale of primary-form plastics)

Retail sale of automotive fuel 4730
(Excluding liquefied petroleum gas (LPG))

Urban bus passenger transport 4921

Bus passenger transport between urban and suburban areas and inter-provincial bus passenger transport 4922

Other bus passenger transport 4929

Other road passenger transport 4932
(Details: Intraprovincial and interprovincial passenger transport by trucks. Road passenger transport)

Service activities incidental to railway transportation 5221
(excluding gas liquefaction for transportation and excluding railway infrastructure business)

Service activities incidental to air transportation 5223
(Details: Service activities supporting air transportation)

Service activities incidental to road transportation 5225

Renting and leasing of motor vehicles	7710
Other credit granting activities	6495
- <i>Details: Foreign exchange agency services</i>	
Other tourism-related activities	7990
Other food service activities	5629
- <i>Details: Airline catering services and railway catering services.</i>	

Other business lines in accordance with the provisions of law.

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.
3. The Company is entitled to plan and carry out all business activities in accordance with the law and this Charter, and to take appropriate measures to achieve the Company's objectives.
4. The Company has the function of directly engaging in production and business and making financial investments in its Subsidiaries; and of managing, directing and controlling its Subsidiaries in proportion to its holding of the Charter Capital of such Subsidiaries in accordance with the law and this Charter.
5. The Company may conduct business activities in other sectors not prohibited by law, consistent with the Company's orientation and coordination and as approved by the General Meeting of Shareholders.

CHAPTER IV. CHARTER CAPITAL, SHARES, SHAREHOLDERS

Article 6. Charter Capital, Shares, 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, of which:
 - Ordinary shares: 133,481,310 shares
 - Preference shares: 0 shares

2. The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The shares of the Company as at the date of adoption of this Charter comprise ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are prescribed in Article 11 and Article 12 of this Charter.
4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law. A holder of preference shares is called a preference shareholder. Preference shares comprise: voting preference shares; dividend preference shares; redeemable preference shares; and other preference shares as prescribed by the General Meeting of Shareholders. A shareholder holding preference shares shall have the rights and obligations corresponding to each class of preference shares in accordance with the provisions of law.
5. The Company may purchase shares issued by the Company itself in the manner prescribed in this Charter and applicable law.
6. Each share of the same class confers upon its holder equal rights, obligations and interests within that class of shares. Where the Company has classes of preference shares, the rights and obligations attached to each class of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders.
7. Ordinary shares may not be converted into preference shares. Preference shares may be converted into ordinary shares by resolution of the General Meeting of Shareholders.
8. The Company may issue other classes of securities upon unanimous approval in writing by the General Meeting of Shareholders and in accordance with the laws on securities and the securities market.
9. The number of shares which the Company is authorized to offer is the total number of shares which the General Meeting of Shareholders resolves to offer for the purpose of raising capital from time to time, as 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 the offering or the latest book value of the shares, except in the following cases:
 - a. Shares offered to all shareholders in proportion to their existing shareholdings in the Company;
 - b. Shares offered to a securities broker or an underwriting organization/securities company, if any. In such case, the discount rate and the discount amount 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 pursuant to a resolution of the General Meeting of Shareholders.
10. When offering ordinary shares, the Company must first offer them to existing shareholders in proportion to their respective shareholdings. Where the Company

wishes to offer the shares in another manner, such offering must be approved by the General Meeting of Shareholders with the affirmative vote of at least sixty-five percent (65%) of the total votes of all shareholders attending and voting at the meeting. The Company must give written notice of the offering, specifying the number of shares, and allow shareholders a subscription period of at least twenty (20) working days.

With respect to the shares not fully subscribed by shareholders, the Board of Directors shall have the right to distribute such shares to other persons. However, the Board of Directors must first offer the remaining shares to the other shareholders of the Company before offering them to outsiders. The terms of such offering shall not be more favourable than those initially offered to the existing shareholders, unless approved by the General Meeting of Shareholders or unless the shares are sold through the Stock Exchange.

Article 7. Share Certificates and Shareholders Register

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.
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.
3. Within thirty (30) days from the date of full submission of the application file for transfer of share ownership in accordance with the Company's regulations, or within thirty (30) days from the date of full payment for the shares in accordance with the Company's share issuance plan (or such other time limit as prescribed in the issuance terms), the holder of the shares shall be issued a share certificate. The holder of the shares shall not be required to pay the Company the cost of printing the share certificate.
4. Where a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be re-issued a share certificate by the Company at such shareholder's request, provided that the shareholder produces evidence of ownership of the shares and pays all related costs to the Company. The shareholder's request must contain the following particulars:
 - a. Information on the share certificate that was lost, damaged or otherwise destroyed;
 - b. An undertaking to assume responsibility for any disputes arising from the re-issuance of the new share certificate.
5. Shareholders Register: The Company must establish and maintain a Shareholders Register from the date of issuance of its first Enterprise Registration Certificate. The Shareholders Register must be in writing and in an electronic data file containing 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 at the VSDC may be amended. The Company shall not be liable where the Company is unable to

contact and/or unable to deliver letters or documents to a shareholder because the shareholder's address does not exist, or is inaccurate or incomplete for the purposes of such contact and/or delivery. Any such failure to contact or to deliver letters or documents shall not affect the procedures for convening the General Meeting of Shareholders, collecting shareholders' opinions, delivering documents to shareholders, or the validity of resolutions of the General Meeting of Shareholders adopted in accordance with the law.

Article 8. Other Securities Certificates

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

Article 9. Transfer of Shares

1. All shares are freely transferable unless otherwise provided in this Charter or by law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
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 VSDC. Only shareholders whose names are recorded in the Shareholders Register shall be regarded as lawful shareholders of the Company.
4. Shares that have not been fully paid up may not be transferred and shall not carry the related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from owner's equity, the right to purchase newly offered shares, and other benefits prescribed by law.
5. A transfer shall be effected by contract or by transaction on the securities market. In the case of a transfer by contract, the transfer instrument must be signed by the transferor and the transferee or their authorized representatives. In the case of a transaction on the securities market, the order and procedures for the transfer shall be carried out in accordance with the laws on securities.

CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 10. Organizational Structure, Management and Supervision

1. The Company shall be organized, managed and operated under the following model: the General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Chief Executive Officer.
2. The management organizational structure of the Company comprises:
 - a. **General Meeting of Shareholders:** The General Meeting of Shareholders is the highest decision-making body of the Company and shall exercise all of its powers without being limited or affected by the powers of the Board of Directors under this Charter;

- b. **Board of Directors:** The Board of Directors is the management body of the Company, governed by the highest standards of corporate governance and administration, and is responsible for managing the Company in the best interests of all shareholders;
- c. **Supervisory Board:** The Supervisory Board is responsible for supervising the Board of Directors and the operation, management and administration of the Company, and is accountable to the General Meeting of Shareholders and to the law for the performance of its assigned rights and obligations.
- d. **Chief Executive Officer:** The Chief Executive Officer is responsible for managing the day-to-day business operations of the Company and is accountable to the Board of Directors and to the law for the performance of the assigned rights and obligations.

CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

- 1. Ordinary shareholders shall have the following rights:
 - a. Attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in such other form as prescribed by the Company Charter and by law. Each ordinary share carries one vote;
 - b. Receive dividends at the rate resolved by the General Meeting of Shareholders;
 - c. Have priority to purchase new shares in proportion to each shareholder's holding of ordinary shares in the Company;
 - 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;
 - e. Examine, search and extract information relating to names and contact addresses recorded in the list of shareholders with voting rights; request correction of inaccurate information relating to themselves;
 - f. Examine, search, extract or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - g. Upon dissolution or bankruptcy of the Company, receive a portion of the remaining assets in proportion to their shareholding in the Company;
 - h. Request the Company to redeem their shares in the cases prescribed in Article 132 of the Law on Enterprises;
 - i. Be treated equally. Each share of the same class confers upon the holding shareholder equal rights, obligations and interests. Where the Company has classes of preference shares, the rights and obligations attached to each class of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j. Have full access to periodic and extraordinary information disclosed by the Company in accordance with the provisions of law;

- k. Have their lawful rights and interests protected; request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
- l. Other rights as prescribed by law.
- 2. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:
 - 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 must contain the following particulars: the full name, contact address, nationality and legal document number of the individual, in the case of an individual shareholder; the name, enterprise code or legal document number of the organization and the address of its head office, in the case of a corporate shareholder; the number of shares and the date of share registration of each shareholder, the total number of shares of the group of shareholders and their percentage of ownership in the total shares of the Company; and the grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request must be accompanied by documents and evidence of the violations of the Board of Directors, the extent of such violations, or of decisions made beyond its authority. The shareholder or group of shareholders shall be fully liable before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders.
 - b. Examine, search and extract the minutes book and resolutions and decisions of the Board of Directors, half-year and annual financial statements, reports of the Supervisory Board, contracts and transactions requiring approval of the Board of Directors, and other documents, except documents relating to the trade secrets and business secrets of the Company;
 - 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 must contain the following particulars: the full name, contact address, nationality and legal document number of the individual, in the case of an individual shareholder; the name, enterprise code or legal document number of the organization and the address of its head office, in the case of a corporate shareholder; the number of shares and the date of share registration of each shareholder, the total number of shares of the group of shareholders and their percentage of ownership in the total shares of the Company; and the matters to be examined and the purpose of the examination;
 - d. Propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and be sent to the Company no later than seven (07) working days prior to the opening date. The proposal must specify the name of the shareholder, the number of shares of each class held by the shareholder, and the matters proposed for inclusion in the meeting agenda;

- e. Other rights as prescribed by law and this Charter.
- 3. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates to the Board of Directors and the Supervisory Board shall be carried out as follows:
 - a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting of the formation of such group before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Directors and the Supervisory Board, a shareholder or group of shareholders referred to in this Clause shall have the right to nominate one or more persons, as resolved by the General Meeting of Shareholders, as candidates to the Board of Directors and the Supervisory Board. Where the number of candidates nominated by a shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate as resolved by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.
 - c. Other rights as prescribed by law and this Charter.
- 4. A corporate 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 provisions of law; where there is more than one authorized representative, the specific number of shares for each authorized representative must be determined. Where a corporate shareholder does not determine the corresponding number of shares for each authorized representative, the shares shall be divided equally among all authorized representatives. The appointment, termination or replacement of an authorized representative must be notified to the Company and shall take effect only from the date on which the Company receives the written notice. The written instrument appointing an authorized representative must contain the following principal particulars:
 - a. The name, enterprise code and address of the head office of the shareholder;
 - b. The number of authorized representatives and the corresponding shareholding percentage of each authorized representative;
 - c. The full name, contact address, nationality and legal document number of each individual authorized representative;
 - d. The corresponding term of authorization of each authorized representative, specifying the commencement date of the authorization;
 - e. The full name and signature of the authorized representative and of the Legal Representative of such shareholder. Where a corporate shareholder has no representative, or where the representative of a corporate shareholder is unable to perform the authorized tasks, the Legal Representative of such corporate shareholder shall have the right to represent the corporate shareholder in exercising the rights of that corporate shareholder.

Article 12. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. Pay in full and on time for the shares they have undertaken to purchase.
2. Not withdraw capital contributed in ordinary shares from the Company in any form, except where the shares are redeemed by the Company or purchased by another person. Where a shareholder withdraws part or all of the contributed share capital in breach of this Clause, such shareholder and the persons having related interests in the Company shall be jointly liable for the debts and other property obligations of the Company up to the value of the shares withdrawn and the damage incurred.
3. Comply with the Company Charter and the Internal Management Regulations of the Company.
4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential the information provided by the Company in accordance with the Company Charter and the law; use the information provided solely for the purpose of exercising and protecting their lawful rights and interests; and strictly refrain from disseminating, copying or sending the information provided by the Company to any other organization or individual.
6. Attend meetings of the General Meeting of Shareholders and exercise voting rights in the following forms:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another individual or organization to attend and vote at the meeting;
 - c. Attending and voting via online conference, electronic voting or other electronic means;
 - d. Sending the voting ballot to the meeting by post, facsimile or email;
 - e. Sending the voting ballot to the Company by other means or in other forms.
7. Bear personal liability where, in the name of the Company in any form, they commit any of the following acts:
 - a. Violating the law;
 - b. Conducting business or other transactions for their own benefit or for the benefit of another organization or individual;
 - c. Paying debts that are not yet due in the face of financial risks to the Company.
8. Upon any change in personal information or contact address, a shareholder must notify such change accurately and promptly to the securities depository organization or to the Company (where the shares have not been deposited).
9. A major shareholder shall not abuse its position to adversely affect the rights and interests of the Company or of other shareholders in accordance with the provisions of law and the Company Charter; and shall be obliged to disclose information in accordance with the provisions of law.
10. Fulfil other obligations as prescribed by applicable law.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders having voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year, within four (04) months from the end of the financial year. The Board of Directors may resolve to extend the annual General Meeting of Shareholders where necessary, but by no more than six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide matters prescribed by law and the Company Charter, in particular 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 the event of force majeure preventing attendance, members of the Board of Directors and members of the Supervisory Board must report in writing to the Board of Directors and the Supervisory Board. Where the audit report on the Company's annual financial statements contains material qualifications, an adverse audit opinion or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative of the approved audit organization shall be responsible for attending the Company's annual General Meeting of Shareholders.

The annual General Meeting of Shareholders may be held online via the internet. Shareholders may register to attend the meeting and exercise their voting rights on the matters at the meeting via the internet in a convenient and effective manner.

A shareholder attending and voting online shall also be deemed to have attended the meeting in person. Accordingly, shareholders who log in to the Company's online meeting/voting system shall be deemed to be attending in person, and the voting results shall have the same validity as those of shareholders voting in person at the General Meeting of Shareholders.

- a. Shareholders shall attend the General Meeting of Shareholders by using the login code provided by the organizing committee of the General Meeting of Shareholders to log in to the system when the General Meeting of Shareholders is convened;
- b. The login code of a shareholder shall be prescribed by the organizing committee in accordance with the requirements of the online service provider at the time of holding the General Meeting of Shareholders;
- c. After a shareholder (or an authorized person) logs in to the online General Meeting of Shareholders system, the shareholder may exercise its rights in accordance with this Charter and the Law on Enterprises;
- d. The Company shall issue appropriate Regulations on the Online General Meeting of

Shareholders for each session of the General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary in the interests of the Company;
 - 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, or members of the Supervisory Board is fewer than the minimum number required by law;
 - c. At the request of a shareholder or group of shareholders referred to in Clause 2, Article 11 of the Company Charter; the request to convene a General Meeting of Shareholders must be made in writing, stating the reasons for and purpose of the meeting, and bearing the signatures of all relevant shareholders, or the written request may be made in multiple counterparts collectively bearing the signatures of all relevant shareholders;
 - d. At the request of the Supervisory Board;
 - e. The quarterly, six (06)-month or audited annual financial statements reflect that the owner's equity has decreased by one half (1/2) compared with the figure at the beginning of the period;
 - f. Other cases as prescribed by law and this Charter.
4. Convening an extraordinary General Meeting of Shareholders:
 - a. The Board of Directors must convene a General Meeting of Shareholders within 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 Supervisory Board falls below the level prescribed in Point b, Clause 3 of this Article, or from the date of receipt of a request prescribed in Point c and Point d, Clause 3 of this Article;
 - b. Where the Board of Directors fails to convene a General Meeting of Shareholders in accordance with Point a, Clause 4 of this Article, then within the following thirty (30) days, the Supervisory Board shall convene the General Meeting of Shareholders in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;
 - c. Where the Supervisory Board fails to convene a General Meeting of Shareholders in accordance with Point b, Clause 4 of this Article, the shareholder or group of shareholders referred to in Point c, Clause 3 of this Article shall have the right to request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;
 - d. In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening and conducting the meeting and for adopting resolutions of the General Meeting of Shareholders. All costs of convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses;

- e. The procedures for holding the General Meeting of Shareholders shall be as prescribed in Clause 5, Article 140 of the Law on Enterprises.

Article 14. Rights and Obligations of the General Meeting of Shareholders

- 1. The General Meeting of Shareholders shall have the following rights and obligations:
 - a. Approve the development orientation of the Company;
 - b. Decide on the classes of shares and the total number of shares of each class authorized to be offered; decide on the annual dividend rate for each class of shares;
 - c. Determine the number of members of the Board of Directors and the Supervisory Board; elect, remove from office and dismiss members of the Board of Directors and members of the Supervisory Board;
 - d. Decide on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
 - e. Decide on amendments and supplements to the Company Charter;
 - f. Decide on the redemption of more than ten percent (10%) of the total number of sold shares of each class;
 - g. Review and deal with violations committed by members of the Board of Directors or members of the Supervisory Board that cause damage to the Company and its Shareholders;
 - h. Decide on the reorganization and dissolution (liquidation) of the Company and appoint the liquidator;
 - i. Decide on the budget or the total amount of remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
 - j. Approve the Internal Corporate Governance Regulations and the Regulations on the Operation of the Board of Directors and the Supervisory Board;
 - k. Approve the list of approved audit firms; decide on the approved audit firm to audit the Company's operations; and dismiss the approved auditor where deemed necessary;
 - l. Approve the execution of contracts and transactions with related parties as prescribed in Clause 10, Article 53 of this Charter;
 - m. The annual business plan of the Company;
 - n. Approve the annual financial statements;
 - o. The report of the Board of Directors on the governance and the results of the operations of the Board of Directors and of each member of the Board of Directors;
 - p. The report of the Supervisory Board on the business results of the Company and on the results of the operations of the Board of Directors and the Chief Executive Officer;
 - q. The self-assessment report on the results of the operations of the Supervisory Board and of the Supervisors;
 - r. The dividend rate for each share of each class;

- s. Other matters as prescribed by law and this Charter.
2. The annual General Meeting of Shareholders shall discuss and approve the matters prescribed in Points m, n, o, p, q and r of Clause 1 of this Article and other matters within its authority.
3. All resolutions and matters included in the meeting agenda must be brought to discussion and vote at the meeting of the General Meeting of Shareholders.
4. With respect to matters approved under previous resolutions of the General Meeting of Shareholders that have not yet been implemented, the Board of Directors must report to the General Meeting of Shareholders at its next meeting. Where there is any change to matters falling within the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit such change to the General Meeting of Shareholders at its next meeting for approval prior to implementation.

Article 15. Authorization to Attend the General Meeting of Shareholders

1. A shareholder, or the authorized representative of a corporate shareholder, may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of an individual or organization to attend the General Meeting of Shareholders as a representative in accordance with Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content and scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.

A person authorized to attend the General Meeting of Shareholders must submit the power of attorney upon registration for the meeting 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 before the General Meeting of Shareholders is held. In the case of sub-authorization, the person attending the meeting must additionally produce the original power of attorney of the shareholder or of the authorized representative of the corporate shareholder (if not previously registered with the Company).

3. The voting ballot of a person authorized to attend the meeting within the scope of the authorization shall remain valid upon the occurrence of any of the following events, except where:
 - a. The authorizing person has died, has had their legal capacity restricted, or has lost their legal capacity;
 - b. The authorizing person has revoked the appointment under the authorization;
 - c. The authorizing person has revoked the authority of the person exercising the authorization.

This provision shall not apply where the Company receives notice of any of the above

events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 16. Variation of Rights

1. Any variation or cancellation of the special rights attached to a class of preference shares shall take effect upon approval by shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on any matter that adversely varies the rights and obligations of shareholders holding preference shares shall be adopted only if approved by shareholders holding preference shares of the same class attending the meeting who hold seventy-five percent (75%) or more of the total preference shares of that class, or by shareholders holding preference shares of the same class holding seventy-five percent (75%) or more of the total preference shares of that class where the resolution is adopted by way of written opinion.
2. A meeting of shareholders holding a class of preference shares to approve the above variation of rights shall be valid only where there are at least two (02) shareholders (or their authorized representatives) holding at least one third (1/3) of the par value of the issued shares of that class. Where the above quorum is not met, the meeting shall be reconvened within the following thirty (30) days, and the holders of shares of that class (irrespective of the number of persons and the number of shares) present in person or through authorized representatives shall be deemed to constitute the required quorum. At such meetings of shareholders holding preference shares, the holders of shares of that class present in person or through representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.
3. The procedures for conducting such separate meetings shall be carried out in a manner similar to the provisions of Article 18 through Article 21 of this Charter.
4. Unless the terms of issuance of the shares provide otherwise, the special rights attached to classes of shares carrying preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be varied where the Company issues additional shares of the same class.

Article 17. Convening Meetings, Meeting Agenda and Notice of Invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 13 of this Charter.
2. The person convening the General Meeting of Shareholders must carry out the following tasks:
 - a. List of shareholders: The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared on the basis of the Shareholders Register and the register of securities holders of the Company;
 - Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of dispatch of

the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the record date.

- The list of shareholders entitled to attend the General Meeting of Shareholders must contain the full name, permanent address, nationality and number of the citizen identity card, identity certificate, passport or other lawful personal identification of individual shareholders; the name, enterprise code or establishment decision number and address of the head office of corporate shareholders; and the number of shares of each class and the number and date of shareholder registration of each shareholder.
 - Shareholders shall have the right to inspect, search, extract and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; and to request correction of inaccurate information or supplementation of necessary information concerning themselves in such list. Company Managers must promptly provide the information in the Shareholders Register and correct or supplement inaccurate information at the request of shareholders; and shall be liable to compensate for damage arising from any failure to provide, or any untimely or inaccurate provision of, the information in the Shareholders Register as requested.
 - The order and procedures for requesting the provision of information in the Shareholders Register shall be carried out in accordance with the provisions of law.
- b. Prepare the agenda and contents of the meeting;
 - c. Prepare the documents for the meeting;
 - d. Prepare draft resolutions of the General Meeting of Shareholders in accordance with the intended contents of the meeting;
 - e. Determine the time and venue of the meeting;
 - f. Notify and send the notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend;
 - g. Other tasks in support of the meeting.
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 the meeting by email, the email address of the shareholder receiving the notice shall be the address stored and provided by the VSDC, or the email address registered by the shareholder with the Company.

At the same time, the notice shall be published on the website of the Company and of the State Securities Commission, and of the Stock Exchange on which 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 on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting. The agenda of the General Meeting of Shareholders and the documents relating to the matters to be voted on at the meeting shall be sent to the shareholders or posted on the website of the Company. Where the documents are not

enclosed with the notice of the General Meeting of Shareholders, the notice of invitation must clearly state the link to all meeting documents so that shareholders may access them, including:

- a. The meeting agenda and the documents to be used at the meeting;
 - b. The list and detailed information of the candidates, in the case of the election of members of the Board of Directors or members of the Supervisory Board;
 - c. Voting ballots;
 - d. Draft resolutions in respect of each matter on the meeting agenda.
4. A shareholder or group of shareholders referred to in Clause 2, Article 11 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and must be sent to the Company no later than seven (07) working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held by the shareholder, and the matter proposed for inclusion in the meeting agenda.
5. The person convening the General Meeting of Shareholders shall have the right to reject a proposal referred to in Clause 4 of this Article in any of the following cases:
- a. The proposal is not submitted in accordance with Clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as prescribed in Clause 2, Article 11 of this Charter;
 - c. The matter proposed does not fall within the decision-making authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and this Charter.
6. The person convening the General Meeting of Shareholders must accept and include a proposal referred to in Clause 4 of this Article in the intended agenda and contents of the meeting, except in the cases prescribed in Clause 5 of this Article; a proposal shall be formally added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 18. Conditions for Conducting a Meeting of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted where the shareholders attending represent more than fifty percent (50%) of the total votes.
2. Where the first meeting does not satisfy the conditions for being conducted as prescribed in Clause 1 of this Article, the person convening the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall be conducted only where the attendees are shareholders and authorized representatives attending the meeting representing at least thirty-three percent (33%) of the total votes.

3. Where the second meeting does not satisfy the conditions for being conducted as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted irrespective of the total number of votes of the shareholders attending.
4. Only the General Meeting of Shareholders shall have the right to change the meeting agenda enclosed with the notice of invitation as prescribed in Article 17 of this Charter.

Article 19. Procedures for Conducting Meetings and Voting at Meetings of the General Meeting of Shareholders

1. Before the opening of the meeting, the registration of shareholders attending the General Meeting of Shareholders must be carried out.
2. Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative having voting rights a voting card/voting ballot/election ballot, bearing the registration number, the full name of the shareholder, the 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 on the agenda. Voting shall be conducted by voting in favour, against, or abstaining. The vote counting results shall be announced by the Chairperson/the Vote Counting Committee immediately before the closing of the meeting. The meeting shall elect the persons responsible for counting the votes or supervising the vote counting at 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 a corporate shareholder, or an authorized person arriving after the meeting has opened shall have the right to register immediately and thereafter to participate and vote at the meeting immediately upon registration. The Chairperson shall not be responsible for suspending the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on shall not be affected.

3. The election of the Chairperson, the secretary and the vote counting committee shall be as follows:
 - a. The Chairperson of the Board of Directors shall act as Chairperson, or shall authorize another member of the Board of Directors to act as Chairperson of meetings convened by the Board of Directors; where the Chairperson is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of their number as Chairperson of the meeting on a majority basis; where no Chairperson can be elected, the Head of the Supervisory Board shall preside so that the General Meeting of Shareholders elects the Chairperson of the meeting, and the person receiving the highest number of votes shall act as Chairperson of the meeting;
 - b. In other cases, the person signing the notice convening the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders elects the Chairperson of the meeting, and the person receiving the highest number of votes shall act as Chairperson of the meeting;

- c. The Chairperson shall appoint one or more persons as secretary of the meeting, and a Committee for Verification of Shareholder/Delegate Credentials to serve the meeting;
- d. The General Meeting of Shareholders shall elect one or more persons to the vote counting committee at the proposal of the Chairperson of the meeting.
- 4. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically determine the time allocated to each matter in the contents of the meeting agenda.
- 5. The Chairperson shall have the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of the attendees.
- 6. The General Meeting of Shareholders shall discuss and vote on each matter in the contents of the agenda by the following means:
 - a. Raising voting cards;
 - b. Collecting voting cards;
 - c. Such other means as decided by the Working Regulations of the General Meeting of Shareholders.

The voting results shall be announced by the Chairperson to the General Meeting of Shareholders before the closing of the meeting.

- 7. A shareholder or an authorized person attending the meeting who arrives after the meeting has opened may still register and shall have the right to participate in voting immediately upon registration. In such case, the validity of matters already voted on shall not be affected.
- 8. The person convening the General Meeting of Shareholders shall have the right to:
 - a. Require all attendees to submit to inspection or such other lawful and reasonable security measures;
 - b. Request the competent authority to maintain order at the meeting; and expel from the General Meeting of Shareholders any person who fails to comply with the Chairperson's authority to conduct the meeting, deliberately causes disorder, obstructs the normal progress of the meeting, or fails to comply with security inspection requirements;
- 9. The decision of the Chairperson on the order and procedures, or on events arising outside the agenda of the General Meeting of Shareholders, shall be final and conclusive.
- 10. The person convening the meeting or the Chairperson of the meeting of the General Meeting of Shareholders shall have the right to adjourn a General Meeting of Shareholders that has the required number of registered attendees to another time, or to change the venue of the meeting, in the following cases:
 - a. The meeting venue does not have sufficient convenient seating for all attendees;
 - b. The communication facilities at the meeting venue do not ensure that attending shareholders are able to participate, discuss and vote;
 - c. An attendee obstructs or causes disorder, giving rise to a risk that the meeting will not

be conducted fairly and lawfully;

The maximum period of adjournment shall not exceed three (03) days from the intended opening date of the meeting.

11. Where the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to Clause 10 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson in conducting the meeting until its conclusion; and all resolutions adopted at such meeting shall be valid and enforceable.
12. Where the Company applies modern technology to hold the General Meeting of Shareholders by way of an online meeting, the Company shall be responsible for ensuring that shareholders are able to attend and vote by electronic ballot 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.

Article 20. Forms of Adoption of Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt decisions within its authority by way of voting at a meeting or by way of collecting written opinions.
2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by way of voting at a meeting of the General Meeting of Shareholders:
 - a. Amendment and supplementation of the Company Charter;
 - b. Approval of the development orientation of the Company;
 - c. Decisions on the classes of shares and the total number of shares of each class authorized to be offered;
 - d. Election, removal from office and dismissal of members of the Board of Directors and of the Supervisory Board;
 - e. Decisions on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
 - f. Approval of the annual financial statements;
 - g. Reorganization or dissolution of the Company.

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 votes of all shareholders attending and voting at the meeting, except in the cases prescribed in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:
 - a. The classes of shares and the total number of shares of each class;
 - b. Changes to the business lines and business sectors;
 - c. Changes to the management organizational structure of the Company;

- d. Investment projects 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;
 - e. Reorganization or dissolution of the Company;
 - f. Amendment and supplementation of the Company Charter;
2. Resolutions shall be adopted where approved by shareholders holding fifty-one percent (51%) or more of the total votes of all shareholders attending and voting at the meeting, except in the cases prescribed in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.
 3. The election of members of the Board of Directors and of the Supervisory Board must be carried out by 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 the shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of adoption; where the Company has a website, the sending of the resolutions may be replaced by posting them on the Company's website.

Article 22. Authority and Procedures for Collecting Written Opinions of Shareholders to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

1. The Board of Directors shall have the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders where it deems necessary in the interests of the Company, except in the cases prescribed in Clause 2, Article 20 of this Charter.
2. The Board of Directors must prepare the opinion poll forms, the draft resolutions of the General Meeting of Shareholders and the documents explaining the draft resolutions, and send them to all shareholders having voting rights no later than ten (10) days before the deadline for returning the opinion poll forms. The preparation of the list of shareholders to whom opinion poll forms are sent shall be carried out in accordance with Point a, Clause 2, Article 17 of this Charter. The requirements and the manner of sending the opinion poll forms shall follow the method of sending notices of invitation to meetings prescribed in Clause 3, Article 17 of this Charter. The documents relating to the matters on which opinions are sought shall be posted on the Company's website.
3. The opinion poll form must contain the following principal particulars:
 - a. The name, address of the head office and enterprise code;
 - b. The purpose of collecting opinions;
 - c. The full name, contact address, nationality and legal document number of individual shareholders; the name, enterprise code or legal document number and address of the head office of corporate shareholders; or the full name, contact address, nationality and legal document number of the representative of a corporate shareholder; and the number

of shares of each class and the number of votes of the shareholder;

- d. The matters on which opinions are sought for the adoption of a decision;
 - e. The voting options, comprising in favour, against and abstain;
 - f. The deadline for returning the completed opinion poll form to the Company;
 - g. The full name and signature of the Chairperson of the Board of Directors.
4. A shareholder may return the completed opinion poll form to the Company by one of the following means:
- a. By post. The completed opinion poll form must bear the signature of the individual shareholder, of the authorized representative, or of the Legal Representative of a corporate shareholder. The opinion poll form returned to the Company must be enclosed in a sealed envelope, and no person shall have the right to open it before the counting of votes;
 - b. By fax or email. An opinion poll form returned to the Company by fax or email must be kept confidential until the time of the counting of votes.

Opinion poll forms returned to the Company after the deadline specified in the opinion poll form, or which have been opened in the case of delivery by post or disclosed in the case of delivery by fax or email, shall be invalid. An opinion poll form that is not returned shall be deemed a non-participating vote;

5. The Board of Directors shall organize the counting of votes and prepare a vote counting minutes in the presence of the Supervisory Board or of a shareholder not holding a managerial position in the Company.

The vote counting minutes must contain the following principal particulars:

- a. The name, address of the head office and enterprise code;
- b. The purpose of, and the matters on which opinions were sought for, the adoption of the resolution;
- c. The number of shareholders, with the total number of votes, that participated in the voting, distinguishing between the number of valid votes and the number of invalid votes, and the voting method, together with an appendix listing the shareholders that participated in the voting;
- d. The total number of votes in favour, against and abstaining in respect of each matter;
- e. The matters that have been adopted;
- f. The full names and signatures of the Chairperson of the Board of Directors, the Legal Representative of the Company, the person supervising the counting of votes and the person counting the votes.

The members of the Board of Directors, the Legal Representative of the Company, the person counting the votes and the person supervising the counting of votes shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and shall be jointly liable for any damage arising from decisions adopted as a result of dishonest or inaccurate vote counting;

6. The minutes of the vote counting results must be sent to the shareholders within fifteen (15) days from the date of completion of the counting of votes. Where the Company posts the vote counting results on its website, it must do so within twenty-four (24) hours from the time of completion of the counting of votes.
7. The completed opinion poll forms, the vote counting minutes, the adopted resolutions and the related documents enclosed with the opinion poll forms must all be retained at the head office of the Company.
8. A resolution adopted by way of collecting written opinions of shareholders, if approved by shareholders holding fifty-one percent (51%) or more of the total votes of all shareholders having voting rights, shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

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

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and retained in other electronic form. The minutes must be prepared in Vietnamese, may additionally be prepared in a foreign language, and must contain the following principal particulars:
 - a. The name, address of the head office and enterprise code;
 - b. The time and venue of the meeting of the General Meeting of Shareholders;
 - c. The meeting agenda and the contents of the meeting;
 - d. The full names of the Chairperson and the secretary;
 - e. A summary of the proceedings of the meeting and of the opinions expressed at the meeting of the General Meeting of Shareholders in respect of each matter on the meeting agenda;
 - f. The number of shareholders and the total number of votes of the shareholders attending the meeting, together with an appendix listing the registered shareholders and shareholder representatives attending the meeting with their corresponding numbers of shares and votes;
 - g. The total number of votes in respect of each matter voted on, clearly stating the voting method and the total number of valid votes, invalid votes, votes in favour, votes against and abstentions, and the corresponding percentages of the total number of votes of the shareholders attending the meeting;
 - h. The matters that have been adopted and the corresponding percentages of votes by which they were adopted;
 - i. The full names and signatures of the Chairperson and the secretary. Where the Chairperson or the secretary refuses to sign the minutes of the meeting, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and if they contain all the particulars prescribed in this Clause. The minutes of the meeting shall clearly record the refusal of the Chairperson or the secretary to sign the minutes.

2. The minutes of the meeting of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairperson and the secretary of the meeting, or any other person signing the minutes of the meeting, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. Where there is any discrepancy in content between the Vietnamese minutes and the foreign-language minutes, the content of the Vietnamese minutes shall prevail.
4. The resolutions and minutes of meetings of the General Meeting of Shareholders, the appendix listing the shareholders registered to attend the meeting together with the shareholders' signatures, the powers of attorney to attend the meeting, all documents attached to the minutes (if any), and the related documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the laws on information disclosure on the securities market and must be retained at the head office of the Company.

Article 24. Validity of Resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders shall take effect from the date of adoption or from the effective time stated in such resolution.
2. Resolutions of the General Meeting of Shareholders adopted by one hundred percent (100%) of the total shares carrying voting rights shall be lawful and valid even where the order and procedures for adopting such resolutions were not duly complied with.
3. Where a shareholder or group of shareholders requests a Court or an Arbitration to annul a resolution of the General Meeting of Shareholders in accordance with Article 25 of this Charter, such resolution shall remain valid and enforceable until the Court or the Arbitration decides otherwise, except where provisional emergency measures are applied pursuant to a decision of the competent authority.

Article 25. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of a resolution or minutes of a meeting of the General Meeting of Shareholders, or of the minutes of the results of the counting of votes on the collection of opinions of the General Meeting of Shareholders, a shareholder or group of shareholders referred to in Clause 2, Article 11 of this Charter shall have the right to request a Court or an Arbitration to consider and annul a resolution, or part of the contents of a resolution, of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and for the decision-making of the General Meeting of Shareholders were not duly complied with in accordance with the Law on Enterprises and the Company Charter, except in the cases prescribed in Clause 2, Article 24 of this Charter.
2. The contents of the resolution violate the law or the Company Charter.

CHAPTER VII. BOARD OF DIRECTORS

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

1. Where the candidates for the Board of Directors have been determined, the Company must disclose information relating to the candidates on the Company's website at least ten (10) days before the opening date of the meeting of the General Meeting of Shareholders so that shareholders may learn about such candidates before voting. Candidates for the Board of Directors must provide a written undertaking as to the truthfulness and accuracy of the personal information disclosed, and must undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. The information relating to candidates for the Board of Directors to be disclosed shall include:
 - a. Full name and date of birth;
 - b. Professional qualifications;
 - c. Work history;
 - d. Other managerial positions held (including positions on the board of directors of other companies);
 - e. Interests related to the Company and to the related parties of the Company;
 - f. The Company shall be responsible for disclosing information on the companies in which the candidate holds the position of member of the board of directors, on other managerial positions held, and on the interests of the candidate for the Board of Directors related to the company (if any).
2. A shareholder or group of shareholders holding the following percentages of shares carrying voting rights shall have the right to nominate candidates for the Board of Directors as follows:
 - a. From ten percent (10%) to less than twenty percent (20%) of the voting shares: entitled to nominate a maximum of 01 (one) candidate;
 - b. From twenty percent (20%) to less than thirty percent (30%) of the voting shares: entitled to nominate a maximum of 02 (two) candidates;
 - c. From thirty percent (30%) to less than forty percent (40%) of the voting shares: entitled to nominate a maximum of 03 (three) candidates;
 - d. From forty percent (40%) to less than fifty percent (50%) of the voting shares: entitled to nominate a maximum of 04 (four) candidates;
 - e. From fifty percent (50%) to less than sixty percent (60%) of the voting shares: entitled to nominate a maximum of 05 (five) candidates;
 - f. From sixty percent (60%) to less than seventy percent (70%) of the voting shares: entitled to nominate a maximum of 06 (six) candidates;
 - g. From seventy percent (70%) or more of the voting shares: entitled to nominate a maximum of 07 (seven) candidates.
3. Where the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient to meet the required number under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional

candidates or organize nominations in accordance with the Company Charter, the Internal Corporate Governance Regulations and the Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors, in accordance with the provisions of law.

4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2 of Article 155 of the Law on Enterprises and in Article 28 of this Charter.

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

1. The number of members of the Board of Directors shall be five (05).
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Board of Directors of a single company (in the case of a listed company) for no more than two (02) consecutive terms. Where the terms of office of all members of the Board of Directors expire at the same time, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and to take over their work.

3. The composition of the Board of Directors shall be as follows:

The composition of the Board of Directors must ensure at least one (01) non-executive member where the Company has from three (03) to five (05) members of the Board of Directors.

In the case of a listed company, the number of independent members of the Board of Directors of the listed company must satisfy the following requirements:

- a. At least one (01) independent member where the Company has from three (03) to five (05) members of the Board of Directors;
- b. At least two (02) independent members where the Company has from six (06) to eight (08) members of the Board of Directors;
- c. At least three (03) independent members where the Company has from nine (09) to eleven (11) members of the Board of Directors.

The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall cease to hold the capacity of member of the Board of Directors where such member is removed from office, dismissed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure on the securities market.

Article 28. Standards 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 standards and conditions:
 - a. Having full legal capacity, and not falling within the categories of persons prohibited from managing an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b. Having professional qualifications and experience in the business management of the Company, and not necessarily being a shareholder of the Company;
 - 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 need not 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 standards and conditions:
 - a. Not being a person currently working for the Company, the parent company or a subsidiary of the Company; and not being a person who has worked for the Company, the parent company or a subsidiary of the Company within at least the three (03) immediately preceding years;
 - b. Not being a person currently receiving salary or remuneration from the Company, other than the allowances to which members of the Board of Directors are entitled under the applicable regulations;
 - c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, natural sibling is a Major Shareholder of the Company, or a Company Manager of the Company or of a subsidiary of the Company;
 - d. Not being a person who directly or indirectly holds at least one percent (1%) of the total shares carrying voting rights of the Company;
 - e. Not being a person who has served as a member of the Board of Directors or of the Supervisory Board of the Company within at least the five (05) immediately preceding years, except where appointed for two (02) consecutive terms.
4. Rights and obligations of members of the Board of Directors
 - a. Members of the Board of Directors shall have all the rights prescribed by the Law on Securities, the relevant legislation and the Company Charter, including the right to be provided with information and documents on the financial position and business operations of the Company and of the units within the Company.
 - b. Members of the Board of Directors shall have the obligations prescribed in the Company Charter and the following obligations:
 - (i) To perform their duties honestly and prudently, in the best interests of the shareholders and of the Company;
 - (ii) To attend all meetings of the Board of Directors and to express their opinions on the matters brought to discussion;

- (iii) To report promptly and fully to the Board of Directors any remuneration received from Subsidiaries, affiliated companies and other organizations;
- (iv) To make information disclosures when carrying out transactions in the Company's shares in accordance with the provisions of law;
- (v) To be loyal to the interests of the Company and its shareholders; and not to abuse their position or office, or to use the information, know-how, business opportunities or other assets of the Company, for personal gain or to serve the interests of any other organization or individual.

Each independent member of the Board of Directors (in the case of a listed company) must prepare an assessment report on the operations of the Board of Directors.

Article 29. Powers and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority to act in the name of the Company to decide and exercise the rights and obligations of the Company that do not fall within the authority of the General Meeting of Shareholders.
2. The Board of Directors shall have the following rights and duties:
 - 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 immediately preceding year or 31 January of that year.
 - b. Provide direction and make decisions on strategies and policy frameworks relating to sustainability development, digital transformation, and risk management regulations appropriate to the Company's development context;
 - c. Recommend the classes of shares and the total number of shares of each class authorized to be offered;
 - d. Decide on the sale of unsold shares within the number of shares of each class authorized to be offered; and decide on the raising of additional capital by other means;
 - e. Decide on the selling price of the shares and bonds of the Company;
 - f. Decide on the redemption of shares in accordance with Clauses 1 and 2 of Article 133 of the Law on Enterprises;
 - g. Decide on investments or the sale of assets with a value of less than thirty-five percent (35%) of the total value of the enterprise's assets recorded in the Company's most recent financial statements;
 - h. Decide on solutions for market development, marketing and technology;
 - i. Approve purchase, sale, borrowing, lending and contracts with a value equal to or greater than thirty-five percent (35%) of the total value of the enterprise's assets 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 prescribed in Article 14 and Article 44 of this Charter and under the provisions of law.

- j. Elect, remove from office and dismiss the Chairperson of the Board of Directors; appoint and remove from office, enter into and terminate contracts with the Executive Board, the Person in Charge of Corporate Governance, the Chief Accountant, the members of the committees under the Board of Directors and other key Company Managers; decide on the salaries and other benefits of such Company Managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and decide on the remuneration and other benefits of such persons;
 - k. Supervise and direct the Chief Executive Officer and other Company Managers in conducting the day-to-day business of the Company;
 - 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.
 - m. Approve the agenda and the contents of the documents for meetings of the General Meeting of Shareholders; convene meetings of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to adopt decisions;
 - n. Submit the annual financial settlement report to the General Meeting of Shareholders;
 - o. Recommend the dividend rate to be paid; decide on the time limit and procedures for the payment of dividends or for dealing with losses arising in the course of business;
 - p. Recommend the reorganization or dissolution of, or a petition for bankruptcy of, the Company;
 - q. Decide on the issuance of the Regulations on the Operation of the Board of Directors and the Internal Corporate Governance Regulations after their approval by the General Meeting of Shareholders; and of the Company's Regulations on Information Disclosure;
 - r. Core business activities: according to the criteria and as decided by the Board of Directors, including but not limited to the expansion or contraction of core business activities, and changes to the business model or mode of operation;
 - s. Salaries, bonuses, remuneration and expenses of the committees and the assisting bodies under the Board of Directors;
 - t. Other rights and duties as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.
3. The Board of Directors shall adopt decisions by voting at a meeting or by collecting written opinions. Each member of the Board of Directors shall have one vote.
 4. In performing its functions, rights and obligations, the Board of Directors shall strictly comply with the provisions of law, the Company Charter and the decisions of the General Meeting of Shareholders. Where a resolution or decision adopted by the Board of Directors contravenes the provisions of law, a resolution of the General Meeting of Shareholders or the Company Charter and causes damage to the Company, the members who voted in favour of such resolution or decision shall be jointly and personally liable for such resolution or decision and must compensate the Company for the damage; members who voted against such resolution or decision shall be exempted from liability.

In such case, shareholders of the Company shall have the right to request a Court or an Arbitration to suspend the implementation of, or to annul, such resolution or decision.

5. No member of the Board of Directors shall be jointly liable for any act or liability of any Company Manager merely by reason of the fact that such Company Manager was appointed or designated by the Board of Directors, and/or was nominated or designated by that member of the Board of Directors, and/or that such Company Manager is a related person of that member of the Board of Directors.
6. The Board of Directors must report to the General Meeting of Shareholders on its operations, specifically:
 - a. The report of the Board of Directors on the governance and the results of the operations of the Board of Directors and of each member of the Board of Directors;
 - b. The remuneration, operating expenses and other benefits of the Board of Directors and of each member of the Board of Directors in accordance with Clause 3, Article 163 of the Law on Enterprises and Clause 4, Article 30 of this Charter;
 - c. A summary of the meetings of the Board of Directors and of the decisions of the Board of Directors;
 - d. A report on transactions between the Company and its Subsidiaries, on the one hand, and members of the Board of Directors and their related persons, on the other; and on transactions between the Company and any company in which a member of the Board of Directors is a founding member or has been a Company Manager within the three (03) years immediately preceding the time of the transaction;
 - e. The activities of the independent members of the Board of Directors and the results of each independent member's assessment of the operations of the Board of Directors (for a listed company);
 - f. The activities of the other committees under the Board of Directors (if any);
 - g. The results of the supervision of the Chief Executive Officer;
 - h. The results of the supervision of other Executives;
 - i. Future plans.
7. In addition, the Board of Directors shall have the following responsibilities:
 - a. To be accountable to the shareholders for the operations of the Company.
 - b. To treat all shareholders equally and to respect the interests of persons having interests related to the Company.
 - c. To ensure that the operations of the Company comply with the provisions of law, the Charter and the internal regulations of the Company.
 - d. To develop the Regulations on the Operation of the Board of Directors, submit them to the General Meeting of Shareholders for approval, and publish them on the Company's website.
 - e. To supervise and prevent conflicts of interest of members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Company

Managers, including the improper use of the Company's assets and the abuse of related-party transactions.

- f. To 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.
- g. To organize training and coaching on corporate governance and the necessary skills for members of the Board of Directors, the Chief Executive Officer, the Person in Charge of Corporate Governance and other Company Managers.
- h. To pay dividends to shareholders in accordance with the provisions of law after approval by the annual General Meeting of Shareholders.

Article 30. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors, the Chief Executive Officer and Other Company Managers

1. The Company shall have 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 Company Managers, based on business results and performance.
2. Members of the Board of Directors shall be entitled to work remuneration and bonuses. Work remuneration shall be calculated on the basis of the number of working days necessary to complete the duties of a member of the Board of Directors and the daily rate of remuneration. The Board of Directors shall estimate the remuneration for each member on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.
3. The Chief Executive Officer shall be paid a salary and bonuses. The salary and bonuses 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 of the committees of the Board of Directors, and the salaries of the Chief Executive Officer and other Company Managers, shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at its annual meeting.
5. A member of the Board of Directors who holds an executive position, or a member of the Board of Directors who serves on the committees of the Board of Directors (if any), or who performs other work 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 fee per engagement, a salary, commission, a percentage of profits, or in such other form as resolved by the Board of Directors;
6. Members of the Board of Directors shall have the right to be reimbursed for all travel, meal, accommodation and other reasonable expenses that they have incurred in discharging their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, of the Board of Directors or of the committees of the Board of Directors.

7. Members of the Board of Directors may have liability insurance purchased for them by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover the liabilities of members of the Board of Directors arising from breaches of the law and of the Company Charter.

Article 31. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, removed from office and dismissed by the Board of Directors from among the members of the Board of Directors.
2. The Chairperson of the Board of Directors may not concurrently serve as the Chief Executive Officer.
3. The Chairperson of the Board of Directors shall have the following rights and obligations:
 - a. To establish the programme and operating plans of the Board of Directors;
 - b. To ensure that the Board of Directors sends the annual financial statements, the report on the operations of the Company, the audit report and the inspection report of the Board of Directors to the shareholders at the General Meeting of Shareholders;
 - c. To prepare the agenda, contents and documents for meetings; to convene, preside over and act as Chairperson of meetings of the Board of Directors;
 - d. To organize the adoption of resolutions and decisions of the Board of Directors;
 - e. To decide on the collection of written opinions of the members of the Board of Directors for the adoption of matters falling within the decision-making authority of the Board of Directors under this Charter, in cases where it is deemed unnecessary to convene an extraordinary meeting of the Board of Directors. To approve the form and content of the voting ballots.
 - f. To supervise and urge the organization of the implementation of the resolutions and decisions of the Board of Directors and of the committees under the Board of Directors (if any);
 - g. To act as Chairperson of meetings of the General Meeting of Shareholders;
 - h. To sign the labour contract with the Chief Executive Officer on behalf of the Board of Directors.
 - i. To sign, on behalf of the Board of Directors, the decisions and other documents of the Board of Directors after obtaining the agreement of more than 50% of the total members of the Board of Directors (expressed directly through the adoption of a resolution at a meeting or through the collection of written opinions) in respect of matters falling within the decision-making authority of the Board of Directors;
 - j. To assign members of the Board of Directors to perform duties within the corporate governance function of the Company; to monitor and urge members of the Board of Directors in the course of performing their corporate governance duties; to assess the performance of each member, of the committees (if any) and of the councils of the Board of Directors at least once a year, and to confirm to the General Meeting of Shareholders

that the Board of Directors' assessment results are satisfactory prior to reappointment or removal from office;

- k. Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
- 4. Where the Chairperson of the Board of Directors submits a letter of resignation or is removed from office or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the letter of resignation or of the removal from office or dismissal.
- 5. Where the Chairperson of the Board of Directors is absent or unable to perform their duties, the Chairperson must authorize another member in writing to exercise the rights and obligations of the Chairperson of the Board of Directors. Where there is no authorized person, or where the Chairperson of the Board of Directors dies, is missing, is held in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification establishment or compulsory education establishment, has absconded from their place of residence, has limited or lost legal capacity, has difficulty in cognition or in controlling their conduct, or is prohibited by a Court from holding office, practising a profession or performing certain work, the remaining members shall elect one of their number to hold the office of Chairperson of the Board of Directors on the principle of approval by a majority of the remaining members, until a new decision of the Board of Directors is made.
- 6. Where 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 of the Board of Directors in performing the obligations within their authority in accordance with the provisions of law and the Company Charter. The company secretary shall have the following rights and obligations:
 - a. To assist in organizing the convening of meetings of the General Meeting of Shareholders and of the Board of Directors; and to take the minutes of meetings;
 - b. To assist the members of the Board of Directors in exercising the rights and performing the obligations assigned to them;
 - c. To assist the Board of Directors in applying and implementing corporate governance principles;
 - d. To assist the Company in developing shareholder relations and in protecting the lawful rights and interests of shareholders;
 - e. To assist the Company in duly complying with its obligations to provide information, to disclose information and to carry out administrative procedures;
 - f. The company secretary shall be responsible for keeping information confidential in accordance with the provisions of law and the Company Charter.
 - g. Other rights and obligations as prescribed in the Company Charter.
- 7. Where deemed necessary and not in breach of any prohibition of law, the Chairperson of the Board of Directors may grant a case-by-case or standing authorization, or delegate authority, to (an)other member(s) of the Board of Directors to sign documents and

materials on behalf of the Chairperson of the Board of Directors and to exercise certain powers, responsibilities and duties of the Chairperson of the Board of Directors. The authorized member(s) of the Board of Directors shall be accountable to the Chairperson of the Board of Directors for the performance of the authorized work.

Article 32. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the term of the Board of Directors, within seven (07) working days from the date of conclusion of the election of the Board of Directors for that term. Such meeting shall be convened and presided over by the member receiving the highest number of votes or the highest percentage of votes. Where more than one member receives the highest and equal number or percentage of votes, the members shall vote on a majority basis to select one (01) of their number to convene the meeting of the Board of Directors.
2. The Board of Directors may hold periodic or extraordinary meetings. Meetings of the Board of Directors shall be held at the head office of the Company or at another location.
3. Meetings of the Board of Directors shall be convened by the Chairperson of the Board of Directors where deemed necessary, but at least one meeting must be held each quarter.
4. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors in any of the following cases:
 - a. Upon the proposal of the Supervisory Board or of an independent member of the Board of Directors (in the case of a listed company);
 - b. Upon the proposal of the Chief Executive Officer or of at least five (05) other Company Managers;
 - c. Upon the proposal of at least two (02) members of the Board of Directors;
The proposal must be made in writing and must clearly state the purpose, the matters to be discussed and the decisions falling within the authority of the Board of Directors;
 - d. Where the independent audit firm performing the audit of the Company's financial statements so requests, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the situation of the Company;
 - e. Other cases as prescribed by the Company Charter.
5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a proposal prescribed in Clause 4 of this Article. Where the Chairperson fails to convene a meeting of the Board of Directors upon such proposal, the Chairperson shall be liable for any damage caused to the Company; and the proposing person shall have the right to convene the meeting of the Board of Directors in place of the Chairperson of the Board of Directors.
6. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of invitation no later than three (03) working days before the date of the meeting. The notice of invitation must specifically state the time and venue of the meeting, the agenda, and the matters to be discussed and decided.

The notice of invitation must be accompanied by the documents to be used at the meeting and the member's voting ballot.

The notice of invitation shall be sent by post, fax, email or other means, but must ensure delivery to the contact address of each member of the Board of Directors registered with the Company.

7. The Chairperson of the Board of Directors or the convening person shall send the notice of invitation and the accompanying documents to the Supervisors and to the Chief Executive Officer who is not a member of the Board of Directors in the same manner as to the members of the Board of Directors. Supervisors shall have the right to attend meetings of the Board of Directors and to participate in discussions, but shall not have the right to vote.

8. A meeting of the Board of Directors shall be conducted where three quarters (3/4) or more of the total number of members attend.

Where a meeting convened in accordance with this Clause does not have the required number of attending members, a second meeting may be convened within seven (07) days from the intended date of the first meeting. In such case, the meeting shall be conducted if more than one half (1/2) of the members of the Board of Directors attend.

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

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend the meeting in accordance with Clause 10 of this Article;
- c. Attending and voting by way of an online conference or other similar form;
- d. Sending a voting ballot to the meeting by post, fax or email.

Where a voting ballot is sent to the meeting by post, the voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors no later than one hour before the opening of the meeting. Voting ballots shall be opened only in the presence of all attendees of the meeting.

A resolution of the Board of Directors shall be adopted where more than 50% of the total number of members attending the meeting vote in favour; in the event of a tie, the final decision shall rest with the side supported by the opinion of the Chairperson of the Board of Directors.

10. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend a meeting if approved by a majority of the members of the Board of Directors.

11. Voting.

- a. Each member of the Board of Directors, or authorized person, present in person in an individual capacity at a meeting of the Board of Directors shall have one vote. A member of the Board of Directors may not vote on any contract, transaction or proposal in which

such member or a person related to such member has an interest and where that interest conflicts, or may conflict, with the interests of the Company;

- b. Subject to Point c, Clause 11 of this Article, where a matter arises at a meeting of the Board of Directors concerning the extent of the interest of a member of the Board of Directors or concerning the voting right of a member, and such matter is not resolved by the voluntary waiver of the voting right by that member of the Board of Directors, such matter shall be referred to the Chairperson of the meeting, and the ruling of the Chairperson in relation to all other members of the Board of Directors shall be final, except where the nature or scope of the interest of the member of the Board of Directors concerned has not been properly disclosed;
 - c. A member of the Board of Directors who benefits from a contract prescribed in Article 53 of this Charter shall be deemed to have a material interest in such contract.
- 12. Members of the Supervisory Board and the Chief Executive Officer who are not members of the Board of Directors shall have the right to attend meetings of the Board of Directors and to participate in discussions, but shall not have the right to vote.
 - 13. Disclosure of interests: A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into, or is intended to be entered into, with the Company, and who knows that they have an interest therein, must disclose the nature and content of such interest at the meeting at which the Board of Directors first considers the matter of entering into such contract or transaction. Where a member of the Board of Directors is unaware that they or a related person has an interest at the time the contract or transaction is entered into with the Company, such member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after such member becomes aware that they have or will have an interest in the transaction or contract concerned.
 - 14. Voting: The Board of Directors shall adopt resolutions and make decisions by following the affirmative opinion of a majority of the members of the Board of Directors present (more than 50%). In the event that the votes in favour and against are equal, the vote of the Chairperson of the Board of Directors shall be the deciding vote.
 - 15. Meetings by telephone or other means: A meeting of the Board of Directors may be held in the form of deliberations among the members of the Board of Directors where all or some of the members are in different locations, provided that each member participating in the meeting is able to:
 - Hear each of the other members of the Board of Directors participating in the meeting when they speak;
 - If they so wish, address all other attending members simultaneously.

Communication among the members may be affected directly by telephone or by other means of communication (whether the use of such means occurs at the time of adoption of this Charter or thereafter), or by a combination of all such methods. For the purposes of this Charter, a member of the Board of Directors participating in such a meeting shall be deemed to be "present" at that meeting. The venue of a meeting held in accordance

with this provision shall be the location at which the largest group of members of the Board of Directors is assembled, or, if there is no such group, the location at which the Chairperson of the meeting is present.

Decisions adopted at a telephone meeting duly organized and conducted shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending such meeting.

16. Collection of written opinions of members of the Board of Directors: Where necessary, the Chairperson of the Board of Directors may collect the written opinions of the members of the Board of Directors in order to adopt matters within its authority, in accordance with the following procedures:
 - a. Send the opinion poll form, together with the related documents and the draft resolution, to the members of the Board of Directors;
 - b. The members of the Board of Directors shall vote as requested by the Chairperson of the Board of Directors and shall return the completed opinion poll form within the time limit stated in the opinion poll form;
 - c. The Chairperson of the Board of Directors shall appoint a Vote Counting Committee to verify the voting results of the members of the Board of Directors and to prepare the vote counting minutes;
 - d. On the basis of the vote counting results, the Chairperson of the Board of Directors shall, on behalf of the Board of Directors, sign and issue the resolution of the Board of Directors on the matters approved by the members of the Board of Directors. A resolution of the Board of Directors adopted by way of collecting written opinions shall have the same effect and validity as a resolution adopted by the members of the Board of Directors at a duly convened and duly held meeting.

Article 33. Minutes of Meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or recorded and retained in other electronic form. The Chairperson of the Board of Directors shall be responsible for sending the minutes of meetings of the Board of Directors to the members, and such minutes shall constitute authentic evidence of the business conducted at the meeting unless an objection to the contents of the minutes is raised within ten (10) days from the date of dispatch.
2. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and must contain the following principal particulars:
 - a. The name, address of the head office and enterprise code;
 - b. The purpose, agenda and contents of the meeting;
 - c. The time and venue of the meeting;
 - d. The full name of each member attending the meeting or of each person authorized to attend the meeting; and the full names of the members not attending and the reasons therefor;
 - e. The matters discussed and voted on at the meeting;

- f. A summary of the opinions expressed by each member attending the meeting, in the order of the proceedings of the meeting;
 - g. The voting results, clearly recording the members voting in favour, against and abstaining;
 - h. The matters that have been adopted;
 - i. The full names and signatures of the Chairperson and of the person taking the minutes, except in the cases prescribed in Clause 4 of this Article.
3. The Chairperson and the person taking the minutes shall be liable for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.
 4. Where the Chairperson or the person taking the minutes refuses to sign the minutes of the meeting, such minutes shall nevertheless be valid if signed by all other members of the Board of Directors who attended and agreed to approve the minutes, and if they contain all the particulars prescribed in Clause 2 of this Article. The minutes of the meeting shall clearly record the refusal of the Chairperson or of the person taking the minutes to sign the minutes. The persons signing the minutes of the meeting 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 person taking the minutes shall be personally liable for any damage caused to the enterprise as a result of their refusal to sign the minutes of the meeting, in accordance with the Law on Enterprises, this Charter and the relevant legislation.
 5. The minutes of meetings of the Board of Directors and the documents used at the meetings must be retained at the head office of the Company.
 6. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. Where there is any discrepancy in content between the Vietnamese minutes and the foreign-language minutes, the content of the Vietnamese minutes shall prevail.
 7. Any matter approved by more than 50% of the total number of members attending the meeting, as recorded in the minutes of the meeting of the Board of Directors, must be embodied in a resolution for adoption.

Article 34. Right of Members of the Board of Directors to Be Provided with Information

1. Members of the Board of Directors shall have the right to require the Chief Executive Officer, the Deputy General Managers, or the managers of the units within the Company to provide and explain information and documents on the financial position and business operations of the Company and of the units within the Company.
2. The Company Manager so required must provide the information and documents requested by the member of the Board of Directors in a timely, complete and accurate manner.

Article 35. Removal from Office, Dismissal and Replacement of Members of the Board of Directors

1. The General Meeting of Shareholders shall remove a member of the Board of Directors from office in the following cases:

- a. The member does not satisfy the standards and conditions prescribed in Article 28 of this Charter;
- b. The member has submitted a letter of resignation which has been accepted.
2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors where such member fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
3. Where deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors, or to remove from office or dismiss a member of the Board of Directors, in cases other than those prescribed in Clauses 1 and 2 of this Article.

Article 36. Committees under the Board of Directors

1. The Board of Directors may establish subordinate committees to be responsible for development policy, human resources, remuneration and bonuses, internal audit and risk management. The number of members of a committee shall be decided by the Board of Directors and shall be at least three (03) persons, comprising members of the Board of Directors and external members. Independent members of the Board of Directors (in the case of a listed company) and/or non-executive members of the Board of Directors should constitute a majority of the committee, and one of such members shall be appointed as Head of the Committee by decision of the Board of Directors. The activities of a committee must comply with the regulations and directions of the Board of Directors. A resolution of a committee shall be valid only where a majority of its members attend and vote in favour at a meeting of the committee.
2. The implementation of decisions of the Board of Directors, or of a committee subordinate to the Board of Directors, must be consistent with the applicable provisions of law and with the provisions of the Company Charter and the Internal Corporate Governance Regulations.

Article 37. Person in Charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support corporate governance work at the enterprise. The Person in Charge of Corporate Governance may concurrently serve as company secretary in accordance with Clause 5, Article 156 of the Law on Enterprises. The activities of the Person in Charge of Corporate Governance must be in accordance with the regulations and directions of the Board of Directors.
2. The Person in Charge of Corporate Governance may not concurrently work for the approved audit organization performing the audit of the Company's financial statements.
3. The Person in Charge of Corporate Governance shall have the following rights and obligations:
 - a. To advise the Board of Directors on the organization of meetings of the General Meeting of Shareholders in accordance with the applicable regulations, and on related matters between the Company and its shareholders;

- b. To prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c. To advise on the procedures for meetings;
- d. To attend meetings;
- e. To advise on the procedures for preparing resolutions of the Board of Directors in accordance with the provisions of law;
- f. To provide financial information, copies of the minutes of meetings of the Board of Directors and other information to the members of the Board of Directors and the members of the Supervisory Board;
- g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
- h. To act as the focal point of contact with stakeholders;
- i. To keep information confidential in accordance with the provisions of law;
- j. To be accountable to the Board of Directors for the results of their work;
- k. Other rights and obligations as prescribed by law.

CHAPTER VIII. CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 38. Organization of the Management Apparatus

The management and executive apparatus of the Company comprises the Chief Executive Officer, the Deputy General Managers and the Chief Accountant, appointed by the Board of Directors. The Chief Executive Officer and the Deputy General Managers may concurrently be members of the Board of Directors, and shall be appointed or dismissed by the Board of Directors by a resolution duly adopted in accordance with the provisions of law.

The management and executive apparatus of the Company shall be accountable to, and under the leadership of, the Board of Directors of the Company.

Article 39. Executives

1. Executives comprise the Chief Executive Officer, the Deputy General Managers, the Chief Accountant and such other executives as decided by the Board of Directors on the proposal of the Chief Executive Officer, as prescribed in Point r, Clause 1, Article 1 of this Charter.
2. On the proposal of the Chief Executive Officer and with the approval of the Board of Directors, the Company may recruit other Executives in such numbers and to such standards as are consistent with the Company's structure and management regulations prescribed by the Board of Directors. Executives of the enterprise shall be responsible for supporting the Company in achieving the objectives set for its operations and organization.

3. The Chief Executive Officer shall be paid a salary and bonuses. The salary and bonuses of the Chief Executive Officer shall be decided by the Board of Directors.
4. The salaries of Executives shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at its annual meeting.

Article 40. Appointment, Removal from Office, Duties and Powers of the Chief Executive Officer

1. The Board of Directors shall appoint one of its members, or engage another person, as Chief Executive Officer, and shall sign a contract stipulating the salary, remuneration, benefits and other terms relating to the employment.
2. The term of office of the Chief Executive Officer shall be five (05) years and the Chief Executive Officer may be reappointed for an unlimited number of terms. The appointment may cease to be effective pursuant to the provisions of the labour contract. The Chief Executive Officer must not be a person prohibited by law from holding such position.
3. The Chief Executive Officer is the person who manages the day-to-day business of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the performance of the rights and obligations assigned. The Chief Executive Officer must at all times act in good faith and in the interests of the Company in making decisions on matters relating to the day-to-day business operations of the Company.
4. The Chief Executive Officer must satisfy the following standards and conditions:
 - a. Having full legal capacity and full civil act capacity, and not falling within the categories of persons not permitted to manage an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b. Having professional qualifications and experience in the business administration of the Company.
 - c. Not being a person having a family relationship with a Company Manager or Supervisor of the Company or of the parent company; or with a representative of the State capital portion or a representative of an enterprise's capital portion at the Company or the parent company.
 - d. The Chief Executive Officer must not be a related person of a Company Manager or Supervisor of the Company or of the parent company, or of a representative of the State capital portion or a representative of an enterprise's capital portion at the Company or the parent company.
 - e. Other standards as prescribed by law.
5. The Chief Executive Officer shall have the following rights and obligations:
 - a. To decide on matters relating to the day-to-day business 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 shall have the right to issue internal

management regulations on the day-to-day business of the Chief Executive Officer in order to delegate authority appropriately;

- b. To manage the business operations of the Company in accordance with the matters approved by the General Meeting of Shareholders and/or the Board of Directors regarding the Development Orientation, the Strategic Decisions, and the medium-term development plans and annual business plans of the Company;
 - c. To decide to apply measures beyond their authority in cases of force majeure or emergency (such as natural disaster, fire or incident) where there is a risk to human life or health, or damage of up to 35% of the total value of the Company's assets recorded in the most recent financial statements, and to be responsible for such decisions, while reporting to the Board of Directors within twenty-four (24) hours for further resolution;
 - d. To organize the implementation of, and to comply with, the resolutions and decisions of the Board of Directors and of the General Meeting of Shareholders; and to ensure the implementation of the directions and supervision of the Board of Directors;
 - e. To organize the implementation of the business plans and investment plans of the Company;
 - f. To recommend plans for the organizational structure and internal management regulations of the Company; and to exercise the authority to issue internal management documents in accordance with the delegation set out in the internal management regulations issued by the Board of Directors; to issue internal management regulations for the operation of the Company's executive organization system consistent with the regulations and the scope of delegation prescribed by the Board of Directors;
 - g. To appoint, remove from office and dismiss managerial positions within the Company, other than those positions falling within the authority of the Board of Directors;
 - h. To decide on the salaries and other benefits of employees of the Company, including Company Managers falling within the appointment authority of the Chief Executive Officer;
 - i. To recruit employees;
 - j. To recommend the number and identity of the Executives that the Company needs to recruit, for appointment or removal from office by the Board of Directors in accordance with the internal regulations, and to recommend the remuneration, salaries and other benefits of the Executives for decision by the Board of Directors;
 - k. To recommend plans for the payment of dividends or for dealing with business losses;
 - l. To seek the approval of the Board of Directors in respect of framework contracts / master contracts that do not specify a particular value, and contracts falling outside the core business activities (including any type of contract or business model that the Board of Directors has not previously permitted to be applied), before entering into and performing such contracts.
 - m. Other rights and obligations as prescribed by law and by the resolutions and decisions of the Board of Directors.
6. The Chief Executive Officer must manage the day-to-day business of the Company in

accordance with the provisions of law, the Company Charter, the labour contract signed and the appointment decision with the Company, and the resolutions and decisions of the Board of Directors. Where the Chief Executive Officer manages the business contrary to these provisions and thereby causes damage to the Company, the Chief Executive Officer shall be liable before the law and must compensate the Company for the damage.

7. The capacity of Chief Executive Officer of the Company shall cease in the following cases:
 - a. Removal from office, dismissal or termination of the contract. The Board of Directors may dismiss the Chief Executive Officer where two thirds (2/3) or more of the members of the Board of Directors vote in favour (in which case the vote of the Chief Executive Officer themselves shall not be counted), and may appoint a new Chief Executive Officer as replacement;
 - b. The person no longer satisfies the conditions for serving as Chief Executive Officer prescribed in Clause 4 of this Article;
 - c. The person has submitted a letter of resignation which has been accepted by the Board of Directors;
 - d. The person has lost or has limited civil act capacity pursuant to a decision of a Court;
 - e. Other cases as prescribed by law.
8. Where the Chief Executive Officer is removed from office, the Board of Directors must temporarily designate a person to assume the duties of the Chief Executive Officer. Within thirty (30) working days, the Board of Directors must carry out the procedures for appointing a new Chief Executive Officer.
9. The Chief Executive Officer may authorize the Deputy General Managers or other officers of the Company in writing to deal with or carry out certain specified work on their behalf, but the Chief Executive Officer shall remain responsible for such authorization.
10. A person authorized by the Chief Executive Officer shall be accountable to the Chief Executive Officer and to the law for the work performed under the authorization.

CHAPTER IX. RESPONSIBILITIES AND BENEFITS OF COMPANY MANAGERS

Article 41. Responsibilities of Company Managers

1. Members of the Board of Directors, the Chief Executive Officer and other Company Managers shall have the following responsibilities:
 - 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 of the Board of Directors;
 - b. Exercise the assigned rights and duties honestly, prudently and to the best of their ability so as to ensure the maximum lawful interests of the Company and of its shareholders;
 - c. Be loyal to the interests of the Company and of its shareholders; not use the information,

know-how or business opportunities of the Company, and not abuse their position, office or the assets of the Company, for personal gain or to serve the interests of any other organization or individual;

- d. Notify the Company promptly, fully and accurately of the enterprises which they and their related persons own or in which they hold a controlling capital contribution or shareholding; such notification shall be posted at the head office and branches of the Company.
 - e. Other obligations as prescribed by the Company Charter and by law.
2. Members of the Board of Directors, the Chief Executive Officer and other Company Managers who breach the provisions of Clause 1 of this Article shall be personally or jointly liable to compensate for the interests lost, to return the interests received, and to pay full compensation for the damage to the Company and to third parties in accordance with the provisions of law and, if applicable, this Charter.

Article 42. Disclosure of Related Interests

Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Company Managers must disclose their related interests in accordance with the Law on Enterprises and the relevant legal instruments. The disclosure of interests and of the related persons of the Company shall be carried out in accordance with the following provisions:

1. The Company must compile and update the list of related persons of the Company in accordance with Point p, Clause 1, Article 1 of this Charter, together with their respective transactions with the Company;
2. Members of the Board of Directors, Supervisors, the Chief Executive Officer and other Company Managers must declare to the Company their related interests, including:
 - a. The name, enterprise code, address of the head office and business lines of any enterprise in which they hold a capital contribution or shares; and the percentage and time of ownership of such capital contribution or shares;
 - b. The name, enterprise code, address of the head office and business lines of any enterprise in which their related persons jointly or individually hold a capital contribution or shares exceeding ten percent (10%) of the Charter Capital;
3. The declaration prescribed in Clause 2 of this Article must be made within seven (07) working days from the date on which the related interest arises; any amendment or supplementation must be notified to the Company within seven (07) working days from the date of the respective amendment or supplementation;
4. The disclosure, review, extraction and copying of the list of related persons and of the related interests declared under Clauses 1 and 2 of this Article shall be carried out as follows:
 - a. The Company must notify the list of related persons and related interests to the General Meeting of Shareholders at its annual meeting;
 - b. The list of related persons and related interests shall be retained at the head office of the Company; where necessary, part or all of the contents of such list may be retained at the branches of the Company;

- c. Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Supervisory Board, the Chief Executive Officer and other Company Managers shall have the right to review, extract and copy part or all of the contents of the declaration during working hours;
- d. The Company must facilitate access by the persons prescribed in Point c of this Clause to review, extract and copy the list of related persons of the Company and other contents in the fastest and most convenient manner; and must not obstruct or create difficulties for them in exercising this right. The order and procedures for reviewing, extracting and copying the contents of the declaration of related persons and related interests shall be carried out in accordance with the provisions of law.
- 5. Members of the Board of Directors and the Chief Executive Officer who, in their own name or in the name of another person, perform work in any form within the scope of the business of the Company must explain the nature and content of such work to the Board of Directors and the Supervisory Board, and may perform such work only with the approval of more than 50% of the total remaining members of the Board of Directors; where such work is performed without declaration or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Article 43. Right to Institute Legal Action against Members of the Board of Directors and the Chief Executive Officer

- 1. A shareholder or group of shareholders holding at least one percent (1%) of the total ordinary shares shall have the right, in their own name or in the name of the Company (where authorized by the Company), to institute legal action for personal liability or joint liability against a member of the Board of Directors or the Chief Executive Officer in the following cases:
 - a. Breach of the obligations of a Company Manager as prescribed in Article 41 of this Charter;
 - b. Failure to duly exercise the rights and perform the duties assigned; failure to implement, or incomplete or untimely implementation of, resolutions of the Board of Directors;
 - c. Exercising the rights and performing the duties assigned contrary to the provisions of law, the Company Charter or resolutions of the General Meeting of Shareholders;
 - d. Using the information, know-how or business opportunities of the Company for personal gain or to serve the interests of another organization or individual;
 - e. Using their position or office, and using the assets of the Company, for personal gain or to serve the interests of another organization or individual;
 - f. Other cases as prescribed by law.
- 2. The order and procedures for instituting legal action shall be carried out in accordance with the corresponding provisions of the law on civil procedure. Where a shareholder or group of shareholders institutes legal action in the name of the Company, the costs of the action shall be accounted for as costs of the Company, except where the claim of the member instituting the action is dismissed.

3. A shareholder or group of shareholders referred to in this Article shall have the right to review, search and extract the necessary information pursuant to a decision of the Court or the Arbitration, before or in the course of the legal action. The shareholder or group of shareholders must maintain the condition set out in Clause 1 of Article 43 of this Charter.

Article 44. Contracts and Transactions Requiring Approval by the General Meeting of Shareholders or the Board of Directors

1. Contracts and transactions between the Company and the following persons must be approved by the General Meeting of Shareholders or the Board of Directors:
 - a. Shareholders, and authorized representatives of shareholders, holding more than ten percent (10%) of the total ordinary shares of the Company, and their related persons;
 - b. Members of the Board of Directors, the Chief Executive Officer, and their related persons;
 - c. Enterprises prescribed in Clause 2 of Article 42 of this Charter.
2. The contracts and transactions referred to 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. Where the matter falls within the authority of the Board of Directors, the representative of the Company signing the contract must notify the members of the Board of Directors and the Supervisors of the related persons in respect of such contract or transaction, enclosing the draft contract or the principal contents of the transaction. The Board of Directors shall decide whether to approve the contract or transaction within fifteen (15) days from the date of receipt of the notice; members having a related interest shall not have the right to vote.

Where the matter falls within the authority of the General Meeting of Shareholders, the representative of the Company signing the contract must notify the Board of Directors and the Supervisors of the related persons in respect of such contract or transaction, enclosing the draft contract or an explanation of the principal contents of the transaction. The Board of Directors shall submit the draft contract or the explanation of the principal contents of the transaction to a meeting of the General Meeting of Shareholders or shall collect the written opinions of the shareholders. In such case, shareholders having a related interest shall not have the right to vote; the contract or transaction shall be approved in accordance with Clauses 1 and 4 of Article 148 of the Law on Enterprises.

3. A contract or transaction shall be invalid pursuant to a decision of the Court and shall be dealt with in accordance with the provisions of law where it is entered into otherwise than in accordance with this Article and causes damage to the Company; the person signing the contract or transaction, and the shareholders, members of the Board of Directors and the Chief Executive Officer concerned, shall be jointly liable to compensate for the damage arising and to return to the Company the profits derived from the performance of such contract or transaction.
4. The Company must disclose related contracts and transactions in accordance with the relevant provisions of law.

CHAPTER X. SUPERVISORY BOARD

Article 45. Candidacy and Nomination of Members of the Supervisory Board

1. The candidacy and nomination of members of the Supervisory Board shall be carried out in the same manner as prescribed in Clauses 1 and 2 of Article 26 of this Charter.
2. Where the number of candidates for the Supervisory Board, through nomination and candidacy, is insufficient to meet the required number, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Corporate Governance Regulations and the Regulations on the Operation of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board, in accordance with the provisions of law.

Article 46. Composition of the Supervisory Board

1. The number of members of the Supervisory Board of the Company shall be three (03). The term of office of a member of the Supervisory Board shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall within the following categories:
 - a. Persons working in the accounting or finance department of the Company;
 - b. Persons who are members or employees of the independent audit firm that performed the audit of the Company's financial statements within the three (03) immediately preceding years.

Article 47. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among the members of the Supervisory Board; the election, removal from office and dismissal shall be on a majority basis. More than one half of the members of the Supervisory Board must be permanently resident in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or a discipline related to the business operations of the enterprise.
2. Rights and obligations of the Head of the Supervisory Board:
 - a. To convene meetings of the Supervisory Board;
 - b. To require the Board of Directors, the Chief Executive Officer and other Executives to provide relevant information for reporting to the Supervisory Board;
 - c. To prepare and sign the report of the Supervisory Board, after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

Article 48. Rights and Obligations of the Supervisory Board

The Supervisory Board shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and in the Company Charter, together with the following rights

and obligations:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved audit organizations to perform the audit of the Company's financial statements; to decide on the approved audit organization to perform the examination of the Company's operations; and to dismiss the approved auditor where deemed necessary.
2. To be accountable to the shareholders for its supervisory activities.
3. To supervise the financial position of the Company and compliance with the law in the activities of members of the Board of Directors, the Chief Executive Officer and other Company Managers.
4. To ensure coordination of its activities with the Board of Directors, the Chief Executive Officer and the shareholders.
5. Where the Supervisory Board discovers any act in breach of the law or of the Company Charter by a member of the Board of Directors, the Chief Executive Officer or another Executive of the enterprise, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, requiring the person committing the breach to cease the breach and to provide remedial measures.
6. To develop the Regulations on the Operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP of the Government dated 31 December 2020.
8. To have the right to access the records and documents of the Company retained at the head office, branches and other locations; and to have the right to attend the workplaces of Company Managers and employees of the Company during working hours.
9. To discuss with the independent auditors the nature and scope of the audit before the audit commences.
10. To seek independent professional or legal advice and to ensure the participation of experts from outside the Company with appropriate experience and professional qualifications in the work of the Company where deemed necessary.
11. To discuss the difficulties and outstanding issues identified from the results of interim or year-end audits, as well as any matters that the independent auditors wish to discuss.
12. To review the management letter of the audit firm and the responses of the Company's management.
13. To review the Company's report on its internal control systems before approval by the Board of Directors.
14. To review the results of internal investigations and the responses of management.
15. To have the right to require the Board of Directors, members of the Board of Directors, the Chief Executive Officer and other Company Managers to provide full, accurate and timely information and documents on the management, administration and business operations of the Company.

16. The information and documents which the Supervisory Board is permitted to access and collect are described as follows:
 - a. Where access to information of the Company is required, a member of the Supervisory Board shall be obliged to state the reasons in the written request for provision, and must maintain absolute confidentiality of the information and documents collected in the course of supervising the activities of the Company. Disclosure of such information and documents shall be permitted only at the request of a competent authority, in which case the Board of Directors must be notified before provision, or in such other cases as prescribed by law.
 - b. The information and documents referred to above include:
 - (i) Notices of invitation to meetings together with the related documents, and the opinion poll forms of members of the Board of Directors;
 - (ii) Minutes and resolutions of the Board of Directors;
 - (iii) Reports of the Chief Executive Officer;
 - (iv) Records and documents relating to the business operations and the financial statements of the Company (including at Company level, business division level, business unit level and Subsidiary level);
 - (v) Reports assessing the management work of the Board of Directors;
 - (vi) Other relevant documents.
 - c. The Chief Executive Officer shall be responsible for arranging the provision of the documents and information requested by the Supervisory Board;
17. To exercise such other rights and perform such other duties as prescribed by the Company Charter and by decisions of the General Meeting of Shareholders.

Article 49. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice (02) a year, and the number of members attending a meeting must be at least two thirds (2/3) of the members of the Supervisory Board. The minutes of meetings of the Supervisory Board shall be prepared in detail and clearly. The person taking the minutes and the members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Supervisory Board must be retained in order to determine the responsibility of each member of the Supervisory Board.
2. The Supervisory Board shall have the right to require members of the Board of Directors, the Chief Executive Officer and the representative of the approved audit organization to attend and to answer matters requiring clarification.

Article 50. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Supervisory Board

1. Supervisors shall be paid salaries or remuneration and shall be entitled to other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries and remuneration and the annual operating budget of the Supervisory Board.

2. Supervisors shall be reimbursed for meal, accommodation and travel expenses, and for the costs of using independent advisory services, at reasonable levels. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salaries and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax and the relevant legislation, and must be presented as a separate item in the Company's annual financial statements.

Article 51. Responsibilities of Members of the Supervisory Board

1. To comply strictly with the law, the Company Charter, resolutions of the General Meeting of Shareholders and professional ethics in exercising the rights and performing the duties assigned.
2. To exercise the rights and perform the duties assigned honestly, prudently and to the best of their ability so as to ensure the maximum lawful interests of the Company and of its shareholders.
3. To be loyal to the interests of the Company and of its shareholders; not to use the information, know-how or business opportunities of the Company, and not to abuse their position, office or the assets of the Company, for personal gain or to serve the interests of any other organization or individual.
4. Other obligations as prescribed by law.
5. Where a member of the Supervisory Board breaches the obligations prescribed in Clauses 1, 2, 3 and 4 of this Article and thereby causes damage to the Company or to another person, such member shall be personally or jointly liable to compensate for such damage.
6. All income and other benefits obtained by a Supervisor as a result of a breach must be returned to the Company.
7. Where a Supervisor is discovered to have committed a breach in exercising the rights and performing the obligations assigned, the person making the discovery must notify the Board of Directors and the Supervisory Board in writing, and must require the person committing the breach to cease the breach and to provide remedial measures.

Article 52. Removal from Office and Dismissal of Supervisors

1. The General Meeting of Shareholders shall remove a Supervisor from office in the following cases:
 - a. The person no longer satisfies the standards and conditions for serving as a Supervisor prescribed in Clause 2 of Article 46 of this Charter;
 - b. The person has submitted a letter of resignation which has been accepted.
2. The General Meeting of Shareholders shall dismiss a Supervisor in the following cases:
 - a. Failure to complete the duties or work assigned;
 - b. Failure to exercise their rights and perform their obligations for six (06) consecutive months, except in cases of force majeure;

- c. Repeated breaches, or serious breach, of the obligations of a Supervisor as prescribed by the Law on Enterprises and the Company Charter;
- d. Other cases pursuant to a resolution of the General Meeting of Shareholders.

CHAPTER XI. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Executives shall be responsible for performing their duties, including duties in their capacity as members of the committees of the Board of Directors, honestly and prudently in the interests of the Company.

Article 53. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Company Managers shall not be permitted to use business opportunities that may benefit the Company for personal purposes; nor shall they use information obtained by virtue of their office for personal gain or to serve the interests of any other organization or individual, but shall use it solely to serve the interests of the Company.
2. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Company Managers shall be obliged to notify the Board of Directors of all interests that may conflict with the interests of the Company and from which they may benefit through economic legal entities, transactions or other individuals. The aforesaid persons may use such opportunities only where the members of the Board of Directors having no related interest have resolved not to pursue the matter.
3. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Company Managers shall be obliged to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its Subsidiaries and other companies in which the public company holds more than fifty percent (50%) of the Charter Capital, on the one hand, and such persons themselves or their related persons, on the other, in accordance with the provisions of law. With respect to the aforesaid transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the securities laws on information disclosure.
4. Members of the Board of Directors shall not vote on any transaction that confers a benefit on such member or on a related person of such member, in accordance with the Law on Enterprise and the Company Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Company Managers, and their related persons, shall not use or disclose to others any inside information in order to carry out related transactions.

6. When entering into transactions with related persons, the Company must execute a written contract on the principles of equality and voluntariness. The Company shall apply the necessary measures to prevent shareholders and their related persons from carrying out transactions that result in the loss of capital, assets or other resources of the Company.
7. The Company shall not provide loans or guarantees to individual shareholders or to the individual related persons of such shareholders.
8. The Company shall not provide loans or guarantees to corporate shareholders or to the individual related persons of such shareholders, except where the shareholder is a Subsidiary which has no State-held shares or capital contribution and which contributed capital to, or acquired shares in, the Company before 1 July 2015.
9. The Company shall not provide loans or guarantees to the related persons of corporate shareholders, except where the Company and the organization that is a related person of the shareholder are companies within the same group or companies operating as a group of companies, including a parent company–subsidiary structure or an economic group; and such transaction must be approved by the General Meeting of Shareholders if the value of the transaction is thirty-five percent (35%) or more of the total value of assets recorded in the Company's most recent financial statements, or must be approved by the Board of Directors if the value of the transaction is less than thirty-five percent (35%) of the total value of assets recorded in the Company's most recent financial statements; and provided further that the organization that is a related person is not a shareholder of the Company as prescribed in Clause 9 of this Article.
10. The Company may carry out the following transactions only where they have been approved by the General Meeting of Shareholders:
 - a. The provision of loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer or other Company Managers who are not shareholders, and to the individuals and organizations related to such persons. Where loans or guarantees are provided to an organization related to a member of the Board of Directors, a member of the Supervisory Board, the Chief Executive Officer or another Company Manager, and the Company and that organization (other than 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 as a group of companies, including a parent company–subsidiary structure or an economic group, the General Meeting of Shareholders shall approve transactions with a value of thirty-five percent (35%) or more of the total value of assets recorded in the Company's most recent financial statements;
 - b. A transaction with a value of thirty-five percent (35%) or more, or a transaction resulting in an aggregate transaction value arising within 12 months from the date of the first transaction of thirty-five percent (35%) or more of the total value of assets recorded in the most recent financial statements, between the Company and any of the following persons:

- (i) Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, other Company Managers, and the related persons of such persons;
 - (ii) Shareholders, and authorized representatives of shareholders, holding more than ten percent (10%) of the total ordinary share capital of the Company, and their related persons;
 - (iii) Enterprises related to the persons prescribed in Clause 2 of Article 164 of the Law on Enterprises.
- c. Contracts and transactions for borrowing, lending or the sale of assets with a value greater than ten percent (10%) of the total value of assets recorded in the most recent financial statements, between the Company and a shareholder holding fifty-one percent (51%) or more of the total shares carrying voting rights, or a related person of such shareholder.
11. The Company may carry out the following transactions only where they have been approved by the Board of Directors:
- a. Loans or guarantees prescribed in Point a, Clause 10 of this Article that do not fall within the authority of the General Meeting of Shareholders;
 - b. Contracts and transactions prescribed in Point b, Clause 10 of this Article with a value of less than thirty-five percent (35%) of the total value of assets recorded in the Company's most recent financial statements;
 - c. Contracts and transactions for borrowing, lending or the sale of assets prescribed in Point c, Clause 10 of this Article with a value equal to or less than ten percent (10%) of the total value of assets recorded in the Company's most recent financial statements.
12. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Company Managers, and their related persons, shall not be permitted to purchase, sell or otherwise deal in any form in the shares of the Company or of a Subsidiary of the Company at a time when they possess information that will certainly affect the price of such shares and that is not known to other shareholders.

Article 54. Liability for Damage and Indemnification

- 1. Members of the Board of Directors, Supervisors, the Chief Executive Officer and other Executives who breach their obligations and their duties of honesty and prudence, or who fail to perform their obligations, shall be liable for the damage caused by their breach.
- 2. The Company shall indemnify any person who has been, is or may become a party to any claim, action or prosecution (including civil and administrative matters, but excluding actions in which the Company is the plaintiff) where such person has been or is a member of the Board of Directors, a Supervisor, the Chief Executive Officer, another Executive, an employee or an authorized representative of the Company, has performed or is performing duties under the authorization of the Company, has acted honestly and prudently in the interests of the Company in compliance with the law, and there is no evidence establishing that such person has breached their responsibilities.

3. The indemnifiable costs include the costs of judgments, fines and amounts actually payable (including legal fees) in resolving such matters within the limits permitted by law. The Company may purchase insurance for such persons in order to avoid the aforesaid indemnification liabilities.

CHAPTER XII. RIGHT TO INSPECT THE BOOKS AND RECORDS OF THE COMPANY

Article 55. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect books and records, specifically as follows:
 - 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, the minutes of meetings of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders;
 - 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, the semi-annual and annual financial statements, the reports of the Supervisory Board, contracts and transactions requiring approval by the Board of Directors, and other documents, other than documents relating to the trade secrets and business secrets of the Company;
 - 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.
2. Members of the Board of Directors, Supervisors, the Chief Executive Officer and other Executives shall have the right to inspect the Shareholders Register of the Company, the list of shareholders, and other books and records of the Company for purposes related to their office, provided that such information is kept confidential.
3. The Company shall retain this Charter and any amendments and supplements to the Charter, the Enterprise Registration Certificate, the regulations, the documents evidencing title to assets, the minutes and resolutions of meetings of the General Meeting of Shareholders and of the Board of Directors, the reports of the Board of Directors and of the Supervisory Board, the annual financial statements, the accounting books and any other documents required by law, at the head office or at another location, provided that the shareholders and the business registration authority are notified of the place where such documents are retained.
4. Shareholders shall have the right to be provided with one copy of the Company Charter by the Company free of charge. This Charter must be published on the Company's website.

CHAPTER XIII. EMPLOYEES AND LABOR UNION

Article 56. Employees and Labor Union

1. The Chief Executive Officer must prepare plans and report to the Board of Directors, upon request, on matters relating to the recruitment, dismissal, salaries, social insurance, welfare, rewards and discipline of employees and of the Executives of the Company.
2. The Chief Executive Officer must prepare plans for approval by the Board of Directors on matters relating to the Company's relationship with the Labor Union organization, in accordance with best management standards, practices and policies, the practices and policies prescribed in this Charter, the regulations of the Company and the applicable provisions of law.

CHAPTER XIV. DISTRIBUTION OF PROFITS

Article 57. Distribution of Profits

1. Each year, the Company shall use its after-tax profits as follows:
 - a. To offset losses of previous years (if any);
 - b. To appropriate to the development investment fund;
 - c. To appropriate to the reward and welfare fund;
 - d. To appropriate to the bonus fund for the Board of Directors, the Supervisory Board and the Board of Management, and to such other funds as decided by the General Meeting of Shareholders;
 - e. To pay dividends to shareholders in accordance with this Charter.
2. The rates of appropriation to the above funds shall be decided by the General Meeting of Shareholders on the proposal of the Board of Directors, in accordance with the provisions of law.
3. The General Meeting of Shareholders shall decide the annual rate and form of dividend payment out of the retained profits of the Company.
4. The Company shall not pay interest on any dividend payment or on any payment relating to a class of shares.
5. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of the dividend in shares, and the Board of Directors shall be the body implementing such decision. Where approved by the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares are to receive dividends in ordinary shares in lieu of cash dividends. The additional shares issued for such dividend payment shall be recorded as fully paid shares on the basis that the value of the shares paid as dividend must be equivalent to the amount of the cash dividend.
6. Where dividends or other amounts relating to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks on the basis of the bank account details provided by the shareholder. Where the Company has made a transfer in accordance with the bank details provided by the shareholder and that shareholder does not receive the money, the Company shall not be

liable for the amount that the Company has transferred to such shareholder. The payment of dividends in respect of shares listed or registered for trading on the Stock Exchange may be carried out through a securities company or the Vietnam Securities Depository and Clearing Corporation.

7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision determining a specific date as the record date for finalizing the list of shareholders. As at that date, the persons registered as shareholders or as holders of other securities shall be entitled to receive dividends in cash or in shares, and to receive notices or other documents.
8. Other matters relating to the distribution of profits shall be carried out in accordance with the relevant provisions of law.

CHAPTER XV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 58. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. With the prior approval of the competent authority, where necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company shall carry out all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks with which the Company has opened accounts.

Article 59. Financial Year

The financial year of the Company shall commence on 1 January each year and end on 31 December of the same year. The first financial year shall commence on the date on which the business registration authority issues the Enterprise Registration Certificate and end on 31 December of the year in which such Enterprise Registration Certificate is issued.

Article 60. Accounting System

1. The accounting system used by the Company shall be the Vietnamese Accounting Standards (VAS) or such other accounting system as approved by the Ministry of Finance.
2. The Company shall keep its accounting books in Vietnamese. The Company shall retain accounting records according to the types of business activities in which the Company engages. Such records must be accurate, up to date, systematic and sufficient to evidence and explain the transactions of the Company.
3. The Company shall use the Vietnamese Dong as its accounting currency unit.
4. All material accounting and financial documents and reports required by law and/or requested by the Board of Directors must be approved and signed by the Chief Executive Officer and the Chief Accountant.

CHAPTER XVI. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE OBLIGATIONS

Article 61. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in accordance with the laws on information disclosure on the securities market and shall submit them to the competent State authority.
2. The annual financial statements must include all reports, appendices and notes required by the laws on corporate accounting. The annual financial statements must reflect truthfully and objectively the operating situation of the Company.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure on the securities market, and must submit them to the competent State authority.

Article 62. Annual Report

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

Article 63. Information Disclosure and Public Announcements

1. The Company must make full, accurate and timely periodic and extraordinary information disclosures in accordance with the Law on Securities, the regulations of the Stock Exchange and the relevant legal instruments.
2. The manner of information disclosure shall be carried out in accordance with the securities laws so as to ensure that shareholders and the investing public have fair access. The language used in information disclosure must be clear, easy to understand and must avoid causing misunderstanding among shareholders and the investing public.

CHAPTER XVII. AUDIT OF THE COMPANY

Article 64. Audit

1. The General Meeting of Shareholders shall appoint an independent audit firm, or approve a list of independent audit firms and authorize the Board of Directors to decide on the selection of one of them, to perform the audit of the Company's financial statements for the following financial year on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the annual financial statements of the Company.
3. The independent auditor performing the audit of the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, to receive the notices and other information relating to meetings of the General Meeting of Shareholders, and to express opinions at the meeting on matters relating to the audit of the Company's financial statements.

CHAPTER XVIII. COMPANY SEAL AND CONFIDENTIALITY

Article 65. Company Seal

1. The seal of the Company comprises a seal made at a seal-engraving establishment (one (01) seal) or a seal in the form of a digital signature in accordance with the laws on electronic transactions. The seal of the Company and of its branches and representative offices (if any) shall be circular in shape, shall use red ink and shall contain the particulars prescribed by law.
2. The seal shall be kept at the head office of the Company and at the offices of its branches and representative offices (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 applicable provisions of law.

Article 66. Confidentiality

Without the prior written consent of the Board of Directors, no member of the Board of Directors or of the Supervisory Board, no Company Manager or Executive, and no shareholder or related person, shall be permitted to disclose any information relating to the Company or to the business operations of the Company, other than the provision of information to shareholders, Company Managers, Executives, the Supervisory Board, auditors and other individuals and organizations in compliance with the provisions of law and at the request of the competent State authority.

CHAPTER XIX. DISSOLUTION OF THE COMPANY

Article 67. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a. Expiry of the Operating Term stated in the Company Charter without a decision to extend it;
 - b. Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c. Revocation of the Enterprise Registration Certificate, unless the Law on Tax Administration provides otherwise;
 - d. Other cases as prescribed by law.
2. The dissolution of the Company before the expiry of its term (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to, or approved by, the competent authority (where mandatory) in accordance with the applicable regulations.

Article 68. Extension of Operations

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months before the expiry of the Operating Term so that shareholders may vote on the extension of the Company's operations at the proposal of the Board of Directors.

2. The Operating Term shall be extended where shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending the meeting of the General Meeting of Shareholders vote in favour.

Article 69. Liquidation

1. At least six (06) months before the expiry of the Operating Term of the Company, or after a decision to dissolve the Company has been made, the Board of Directors must establish a Liquidation Committee comprising three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. The members of the Liquidation Committee may be selected from among the employees of the Company or from independent experts. All costs relating to the liquidation shall be paid by the Company in priority to the other debts of the Company.
2. The Liquidation Committee shall be responsible for reporting to the business registration authority the date of its establishment and the date of commencement of its operations. From that time, the Liquidation Committee shall act on behalf of the Company in all matters relating to the liquidation of the Company before the Court and the administrative authorities.
3. The proceeds from the liquidation shall be applied in the following order of priority:
 - a. The liquidation costs;
 - b. Salaries, severance allowances, insurance and other entitlements of employees under the collective labour agreement and the labour contracts entered into;
 - c. Taxes and payments of a tax nature payable by the Company to the State;
 - d. Loans (if any);
 - e. Other debts of the Company;
 - f. The balance remaining after payment of all the debts referred to in Points a through e of Clause 3 of this Article shall be distributed to the shareholders. Preference shares (if any) shall be paid in priority.

CHAPTER XX. RESOLUTION OF INTERNAL DISPUTES

Article 70. Resolution of Internal Disputes

1. Where any dispute or claim arises in relation to the operations of the Company or to the rights of shareholders, arising out of this Charter or out of any right or obligation prescribed by the Law on Enterprises, other laws or administrative regulations, between:
 - a. a shareholder and the Company; or
 - b. a shareholder and the Board of Directors, the Supervisory Board, the Chief Executive Officer or another Executive.
 - c. The parties concerned shall endeavour to resolve such dispute through negotiation and conciliation. Except where the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall



preside over the resolution of the dispute and shall require each party to present the factual elements relating to the dispute within thirty (30) working days from the date on which the dispute arose. Where the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, either party may request the appointment of an independent expert to act as arbitrator for the dispute resolution process.

2. Where no conciliation decision is reached within six (06) weeks from the commencement of the conciliation process, or where the decision of the conciliator is not accepted by the parties, either party may refer the dispute for resolution to the competent People's Court.
3. Each party shall bear its own costs relating to the negotiation and conciliation procedures. The costs of the Court shall be borne by the party determined by the Court.

CHAPTER XXI. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER

Article 71. Company Charter

1. Any amendment or supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
2. Where the law contains provisions relating to the operations of the Company that are not addressed in this Charter, or where new provisions of law differ from the provisions of this Charter, such provisions shall apply to govern the operations of the Company.
3. In the event 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 be effective to the extent permitted by law and shall be void to the extent of the conflict, without affecting the remaining provisions of this Charter.

CHAPTER XXII. EFFECTIVE DATE

Article 72. Effective Date

1. This Charter, comprising 22 chapters and 72 articles, was unanimously adopted by the General Meeting of Shareholders of Southern Airports Services Joint Stock Company on October 8, 2026, and the shareholders jointly approved the full effect of this Charter.
2. This Charter is the sole and official charter of the Company.
3. Copies or extracts of the Company Charter shall be valid where signed by the Chairperson of the Board of Directors or by at least one half (1/2) of the total members of the Board of Directors.

LEGAL REPRESENTATIVE
TỔNG GIÁM ĐỐC



DƯ KIM THĂNG