VIETNAM RUBBER GROUP – JOINT STOCK COMPANY

CHARTER
ON ORGANIZATION AND OPERATION OF VIETNAM RUBBER GROUP – JOINT STOCK COMPANY

(10th Edition)

Ho Chi Minh City, June 2026

TABLE OF CONTENTS

PREAMBLE

This Charter was adopted by the General Meeting of Shareholders of Vietnam Rubber Group – Joint Stock Company at the Annual General Meeting of Shareholders held on 17/6/2026.

Chapter I
GENERAL PROVISIONS

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be construed as follows:

a) "Group" means Vietnam Rubber Group – Joint Stock Company;

b) "Charter Capital" means the total par value of issued shares fully paid by shareholders and specified in Article 7 of this Charter;

c) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on 17 June 2020, as amended and supplemented by Law No. 76/2025/QH15 dated 17 June 2025, together with the amendments, supplements, and implementing regulations applicable from time to time;

d) "Dependent Unit" means accounting-dependent units within the organizational structure of the Group;

e) "Subsidiary" means a company falling into one of the following cases: (i) the Group holds more than 50% of the charter capital or total voting shares; or (ii) the Group has the direct or indirect right to appoint the majority or all members of the Board of Directors/Members' Council and the General Director/Director; or (iii) the Group has the right to decide on amendments and supplements to the charter of such company;

f) "Associated Company" means a company in which the Group's shares or capital contribution are not at a controlling level and which is bound by rights and obligations with the Group according to the capital contribution ratio or pursuant to an affiliation agreement executed between the company and the Group. A company without any capital contribution from the Group may voluntarily participate in affiliation in the form of an affiliation agreement and maintain a long-term relationship with the Group in terms of economic interests, technology, market, and other services;

g) Member Units of the Group" (hereinafter referred to as "Member Units") means subsidiaries, dependent units, associated companies, and voluntarily affiliated companies;

h) "Controlling Shares or Controlling Capital Contribution of the Group" means shares or capital contribution of the Group accounting for more than 50% of the charter capital;

i) "Controlling Rights" of the Group over another enterprise include at least one of the following rights:

i. Sole ownership rights over the enterprise;

ii. Rights of the controlling shareholder or capital-contributing member of the enterprise;

iii. Direct or indirect rights to appoint the majority or all members of the Board of Directors or Members' Council and the General Director (Director) of the enterprise;

iv. Direct or indirect rights to decide on the approval, amendment, or supplementation of the charter of the enterprise;

v. Direct or indirect rights to decide on the strategy and business plans of the enterprise;

vi. Other controlling cases agreed upon between the Group and the controlled enterprise and recorded in the charter of the controlled enterprise.

j) "Capital Representative of the Group" (hereinafter referred to as the "Representative") means a person appointed by the Group to represent part or all of the Group's capital contribution in another enterprise in order to exercise all or part of the rights, responsibilities, and obligations of a shareholder or capital-contributing member in such enterprise in accordance with the law;

k) "Establishment Date" means the date on which the Group was first issued the Enterprise Registration Certificate;

l) "Enterprise Manager" means the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, Chief Accountant, and other managerial title holders authorized to enter into transactions on behalf of the Group;

m) "Executive Officer" means the General Director, Deputy General Directors, and Chief Accountant of the Group;

n) "Non-executive Member of the Board of Directors" means a member of the Board of Directors who is not the General Director, Deputy General Director, or Chief Accountant;

o) "Related Person" means an individual or organization having a direct or indirect relationship with the Group in the cases prescribed in Clause 23, Article 4 of the Law on Enterprises;

p) "Major Shareholder" means a shareholder directly or indirectly owning five percent (5%) or more of the voting shares of the Group;

q) "Law" means the Constitution, all laws, ordinances, decrees, resolutions, circulars, decisions, and other legal documents promulgated by competent Vietnamese State authorities from time to time relating to the operations of the Group;

r) "Vietnam" means the Socialist Republic of Vietnam;

s) "Family-related Person" means an individual having a relationship prescribed in Clause 22, Article 4 of the Law on Enterprises.

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

3. The headings (Chapters and Articles of this Charter) are used solely for convenience and shall not affect the interpretation or contents of the provisions of this Charter.

4. Terms defined in this Charter, unless otherwise inconsistent with the subject matter or context, shall bear the same meanings as prescribed in the Law on Enterprises.

Article 2. Name, Head Office Address, Branches, Representative Offices, and Duration of Operation of the Group

1. Name:

- Vietnamese name: TẬP ĐOÀN CÔNG NGHIỆP CAO SU VIỆT NAM – CÔNG TY CỔ PHẦN

- Vietnamese transaction name: TẬP ĐOÀN CÔNG NGHIỆP CAO SU VIỆT NAM

- English name: VIETNAM RUBBER GROUP - JOINT STOCK COMPANY

- English transaction name: VIETNAM RUBBER GROUP

- Abbreviation: VRG

- Logo and symbol:

The symbol of Vietnam Rubber Group was granted Trademark Registration Certificate No. 121481 by the Intellectual Property Office of Vietnam under Decision No. 5324/QĐ-SHTT dated 20 March 2009.

2. Type of enterprise: Joint Stock Company.

3. Head Office:

- Address: 236 Nam Ky Khoi Nghia Street, Xuan Hoa Ward, Ho Chi Minh City.
- Telephone: (+84) 028 39325234 Fax: (+84) 028 39327341.
- Email: vrg@vrg.vn
- Website: vrg.vn

4. Representative Offices

Domestic	**Address**

1. Representative Office in Hanoi	56 Nguyen Du Street, Cua Nam Ward, Hanoi City
Overseas	**Address**
1. Representative Office in the Kingdom of Cambodia	92 Norodom Boulevard, Duan Penh District, Phnom Penh Capital, Kingdom of Cambodia
2. Representative Office in the Lao PDR	123, Alley 3, Sisangvone Ward, Xaysettha District, Vientiane Capital, Lao PDR

5. Branch:

The Group may establish branches and representative offices in business areas to fulfill its operational objectives in accordance with the decisions of the Board of Directors and subject to applicable law.

6. Business Locations:

- Address: 177 Hai Ba Trung Street, Xuan Hoa Ward, Ho Chi Minh City.
- Address: 236 Nam Ky Khoi Nghia Street, Xuan Hoa Ward, Ho Chi Minh City.

7. Duration of operation: Unless terminated in accordance with **Article 66** of this Charter, the duration of operation of the Group shall be indefinite.

Article 3. Legal Representatives.

The Group shall have two (02) legal representatives, including:

1. The Chairperson of the Board of Directors;

2. The General Director.

3. Rights and obligations of the legal representatives:

a) To represent the enterprise in exercising rights and performing obligations arising from transactions of the enterprise; to represent the enterprise as requester for settlement of civil matters, plaintiff, defendant, person with related rights and obligations before Arbitration or the Court, and to exercise other rights and obligations in accordance with the law.

b) To exercise assigned rights and obligations honestly, prudently, and in the best manner to ensure the lawful interests of the Group;

c) To be loyal to the interests of the Group; not to use information, know-how, or business opportunities of the Group; not to abuse position, authority, or use assets of the Group for personal gain or for the benefit of other organizations or individuals;

d) To promptly, fully, and accurately notify the Board of Directors of the Group of any enterprises in which they and their related persons own shares or capital contributions;

e) To bear personal liability for any damage caused to the Group due to violations of the above responsibilities and obligations.

Article 4. Business Lines and Operational Objectives of the Group

1. Business lines:

The Group shall invest in and conduct business in the following sectors and business lines:

No.	Business Line	Code
1	Cultivation of rubber trees Details: planting, tending, and exploitation of rubber latex, rubber wood, and rubber firewood	0125
2	Manufacture of plastics and synthetic rubber in primary forms Details: processing and trading of rubber latex	2013
3	Forest planting, forest tending, and forestry seedling nurseries Details: forest planting and forest tending for timber production	0210
4	Manufacture of other wood products; manufacture of products from bamboo, rattan, straw, and plaiting materials Details: manufacture and trading of wood products (including raw timber and finished wood products)	1629
5	Organization of trade promotion and commercial introduction activities Details: organization of research, consultancy, and technology transfer in the production, processing, and trading of products derived from rubber trees and planted forests	8230
6	Other specialized wholesale not elsewhere classified Details: trading of rubber industrial products, raw materials and auxiliary materials for the rubber industry, and agricultural supplies	4669
7	Mechanical processing; treatment and coating of metals Details: mechanical engineering: steel casting and rolling; repair, assembly, manufacture, and trading of mechanical products and other industrial equipment (excluding casting, steel rolling, and manufacture of mechanical products and industrial equipment at the head office)	2592
8	Real estate business; land use rights under ownership, use rights, or lease Details: investment in and business operation of infrastructure and real estate; investment in, construction of, and leasing of office buildings, factories, warehouses, and storage facilities (based on the conversion of rubber plantation land use purposes in accordance with local planning)	6810
9	Support services for payment and credit activities Details: financial, credit, and financial services activities	8291

10	Electricity generation Details: power industry: investment in, operation of, and management of thermal power, hydropower, wind power, solar power, and other power plants; electricity trading in accordance with legal regulations	3511
11	Electricity transmission and distribution Details: power industry: investment in, operation of, and management of thermal power, hydropower, and wind power plants; electricity trading in accordance with legal regulations	3512
12	Urban and suburban passenger road transport (excluding bus transport) Details: road transport	4931
13	Inland waterway passenger transport Details: investment in development, organization, management, and operation of seaports, inland waterway ports, and waterway transport	5021
14	Other manufacturing not elsewhere classified Details: manufacture of construction materials and agricultural supplies (excluding manufacturing at the head office); industrial manufacturing	3290
15	Water collection, treatment, and supply Details: water supply	3600
16	Sewerage and wastewater treatment Details: wastewater treatment (excluding operation at the head office)	3700
17	Architectural and related technical consultancy activities Details: surveying, mapping, inspection, and cargo assessment	7110
18	Information technology service activities and other computer-related services Details: information technology services	6209
19	Printing (excluding metal packaging printing/coating and printing on textile, fiber, woven, sewn, or knitted products at the head office)	1811
20	hort-stay accommodation services Details: hotels (hotels must meet star-rating standards and may not operate at the head office); dormitories for foreign workers and other entities (not operating at the head office)	5590
21	Travel agency activities Details: tourism services	7911
22	Labor supply and management activities Details: labor export services	7830
23	Other livestock farming Details: livestock breeding (excluding operation at the head	0149

	office)	
24	Other professional, scientific, and technological activities not elsewhere classified Details: science and technology services, publishing, commercial activities, and environmental protection services	7490
25	Construction of other civil engineering works Details: investment in, construction, and operation of thermal power, hydropower, and wind power plants; electricity trading in accordance with legal regulations	4299
26	Wholesale of construction materials and other installation supplies Details: manufacture and trading of construction materials and agricultural supplies (excluding manufacturing at the head office)	4663
27	Other financial service support activities not elsewhere classified Details: investment consultancy (excluding financial and accounting consultancy)	6619
28	Cultivation of other perennial crops	0129
29	Cultivation of other annual crops	0119
30	Fruit growing	0121
31	Cultivation of spice crops, medicinal plants, and perennial aromatic plants	0128
32	Post-harvest service activities	0163
33	Crop production support activities	0161
34	Processing and preserving of fruits and vegetables	1030
35	Hospital and medical station activities (excluding operation at the head office)	8610
36	Activities of general, specialized, and dental clinics	8620
37	Other professional, scientific and technological activities not elsewhere classified Details: operation and maintenance services for power plants and industrial facilities; electrical and petrochemical testing services for the power industry and related sectors; mechanical, electrical, and non-electrical equipment testing and calibration services (pressure, temperature, flow rate, speed, time, gas concentration, travel, weight) at power plants, substations, and industrial plants; technical safety inspection services for electrical equipment, tools, and electrical safety devices	7490
38	Architectural and related technical consultancy activities Details: - Investment project management services and construction supervision consultancy for energy works, hydropower	7110

	projects, and systems within civil and industrial works. - Construction supervision consultancy for transmission lines and substations. - Topographic, site, and hydrogeological surveys; mapping of current land use and cadastral maps; deformation monitoring; reservoir sedimentation monitoring; consultancy on monitoring system design (for industrial, power, telecommunications, information, civil construction, and infrastructure works)	
39	Construction of power projects Details: construction of transmission lines and electrical substations \n(the enterprise does not provide goods or services subject to State monopoly in commercial activities under Decree No. 94/2017/NĐ-CP on goods and services subject to State monopoly)	4221
40	Construction of hydraulic works Details: construction of irrigation works, hydropower works, ports, bridges, and culverts	4291
41	Management consultancy activities Details: consultancy on management of hydropower project construction	7020
42	Repair of electrical equipment	3314
43	Electrical system installation	4321
44	Other specialized wholesale not elsewhere classified	4669
45	Installation of water supply, drainage, heating, and air-conditioning systems	4322
46	Other building installation activities	4329

2. Operational objectives

a) To develop the Group with advanced technology, modern management standards, and high specialization, serving as the core enterprise for the rapid and sustainable development of Vietnam’s rubber industry, enhancing competitiveness and international economic integration;

b) To combine production, business development, and investment activities with the tasks of maintaining security, political stability, national defense, and supporting social welfare in remote areas, border areas, and disadvantaged regions; to combine investment activities with the expansion of diplomatic relations within the Group’s production organization scope;

c) To make financial investments in other enterprises and conduct profitable business activities; to preserve and develop capital, generate profits for shareholders, and ensure employment as well as the material and spiritual well-being of employees.

Article 5. Scope of Business and Organization of Operations

1. The Group shall be entitled to formulate plans and conduct all business activities in accordance with the business lines of the Group as published on the National Enterprise Registration Portal and stipulated in this Charter, in compliance with applicable laws, and to implement appropriate measures to achieve the objectives of the Group.

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

3. The scope of business and operations of the Group shall extend both domestically and internationally.

4. The Group may establish subsidiaries wholly owned by the Group; participate in the establishment of, contribute capital to, or purchase shares in other subsidiaries and associated companies operating domestically and internationally.

Article 6. Party Organization and Socio-political Organizations within the Group

1. The Communist Party organization within the Group shall operate in accordance with the Constitution, laws, and the Charter of the Communist Party of Vietnam.

2. Socio-political organizations within the Group shall operate in accordance with the Constitution, laws, and the charters of the respective socio-political organizations in compliance with applicable laws.

3. The Group shall facilitate the operation of the Party organization, Trade Union organization, and other socio-political organizations within the Group in accordance with the law and the charters of such organizations.

Chapter II
CHARTER CAPITAL, SHARES

Article 7. Charter Capital of the Group

1. The charter capital of the Group at the time this Charter is adopted by the General Meeting of Shareholders is VND 40,000,000,000,000 (Forty trillion Vietnamese Dong).

The total charter capital of the Group is divided into 4,000,000,000 shares with a par value of VND 10,000 (Ten thousand Vietnamese Dong) per share.

2. The total charter capital of the Group is divided into 4,000,000,000 shares with a par value of VND 10,000 (Ten thousand Vietnamese Dong) per share.

3. Forms of increase of the charter capital of the Group:

a) Issuance of shares to the public or private placement of shares to raise additional capital, including the issuance of shares for dividend payment;

b) Conversion of issued convertible bonds into shares (if any);

c) Transfer of capital surplus sources to supplement the charter capital in accordance with the law;

d) Other forms as decided by the General Meeting of Shareholders and in compliance with relevant laws.

4. Forms of decrease of the charter capital of the Group:

a) The Group repurchases and cancels a number of issued shares with a par value corresponding to the amount of capital proposed to be reduced;

b) Other forms in accordance with the law.

Article 8. Share Certificates

1. Shareholders of the Group shall be issued share certificates corresponding to the number and class of shares owned. A share certificate shall contain the following principal contents:

a) Name, enterprise code, and head office address of the Group;

b) Number of shares and class of shares;

c) Par value of each share and total par value of the shares stated in the share certificate;

d) Full name, contact address, nationality, and legal identification documents of an individual shareholder; name, enterprise code or establishment decision number, and head office address of an institutional shareholder;

e) Signature of the legal representative and seal of the Group (if any);

f) Registration number in the register of shareholders of the Group and issuance date of the share certificate;

g) Other contents as prescribed in Articles 116, 117, and 118 of the Law on Enterprises for share certificates of preference shares.

2. Within two (02) months from the date of submission of complete documents requesting the transfer of share ownership in accordance with the regulations of the Group, or within two (02) months or a longer period as prescribed in the issuance terms from the date of full payment for the shares in accordance with the issuance plan of the Group, the owner of such shares shall be issued a share certificate. The share owner shall not be required to pay printing costs for the share certificate to the Group.

3. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a share certificate by the Group upon request. Such request must include the following contents:

a) Information on the share certificate that has been lost, damaged, or otherwise destroyed;

b) A commitment to bear responsibility for any disputes arising from the re-issuance of the new share certificate.

For share certificates with a total par value exceeding ten million Vietnamese Dong, before accepting the request for re-issuance, the legal representative of the Group may require the owner of the share certificate to publish a notice regarding the loss, destruction, or damage of the share certificate, and after fifteen (15) days from the date of publication of such notice, request the Group to issue a new share certificate.

4. In the event of errors in the contents or form of share certificates issued by the Group, the rights and interests of the holders thereof shall not be affected. The legal representative of the Group shall be liable for any damage caused by such errors.

5. After the Group has been listed or registered for centralized depository, shares owned by shareholders shall be recorded in book-entry form. The issuance, transfer, and matters related to shares shall thereafter be implemented in accordance with the law.

Article 9. Other Securities Certificates

1. Bond certificates or other securities certificates of the Group (except offering letters, temporary certificates, or similar documents) shall be issued bearing the seal and signature of the legal representative of the Group, unless otherwise provided in the terms and conditions of issuance.

2. The Group shall have the right to issue bonds, convertible bonds, and other types of bonds in accordance with the law.

Article 10. Transfer of Shares

1. All shares may be freely transferred unless otherwise provided 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. Where the Charter of the Group contains restrictions on the transfer of shares, such restrictions shall only be valid if clearly stated in the corresponding share certificates.

2. Shares that have not been fully paid for shall not be transferred and shall not enjoy related rights and benefits such as the right to receive dividends, the right to receive bonus shares issued from owners' equity, the right to purchase newly offered shares, and other rights and benefits in accordance with the law.

Article 11. Recovery of Shares

1. In the event that a shareholder fails to fully and punctually pay the amount payable for subscribed shares, the Board of Directors shall issue a notice and may require such shareholder to pay the outstanding amount together with interest thereon and any expenses incurred due to such failure to make full payment.

2. The payment notice mentioned above must specify a new payment deadline (which shall be at least seven (07) days from the date of dispatch of the notice), the place of payment, and a statement that failure to comply with the payment request will result in the recovery of the unpaid shares.

3. The Board of Directors shall have the right to recover shares not fully and punctually paid for if the requirements specified in the above notice are not fulfilled. Such recovery shall include all declared dividends relating to the recovered shares that have not yet been actually paid prior to the recovery date.

4. Recovered shares shall be d`eemed shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale, re-allocation, or disposition of such recovered shares to the former holders or other persons under terms and conditions deemed appropriate by the Board of Directors.

5. Shareholders holding recovered shares shall cease to be shareholders in respect of such shares but shall remain liable to pay all related amounts together with interest at the rate announced by the State Bank of Vietnam at the time of recovery, as decided by the Board of Directors, from the recovery date until full payment is made. The Board of Directors shall have full authority to decide on the compulsory payment of the total value of shares at the time of recovery.

6. Notice of recovery shall be sent to the holder of the recovered shares prior to the recovery date at the registered address of such holder. The recovery shall remain valid notwithstanding any error or negligence in sending such notice.

Chapter III
ORGANIZATIONAL STRUCTURE, MANAGEMENT, ADMINISTRATION, AND SUPERVISION

Article 12. Organizational Structure, Management, Administration, and Supervision

1. The organizational structure for management, administration, and supervision of the Group shall comprise the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, the General Director, Deputy General Directors, and the Chief Accountant.

2. The supporting apparatus shall comprise specialized professional departments and other divisions. During the course of operation, the organizational structure of the management, supervision, and supporting apparatus of the Group may be adjusted to meet operational and business requirements.

Section 1
SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 13. Rights of Shareholders

1. Shareholders are the owners of the Group and shall have rights and obligations corresponding to the number and class of shares they own. Shareholders shall only be liable for debts and other property obligations of the Group within the amount of capital contributed to the Group.

2. Ordinary shareholders shall have the following rights:

a) To attend and speak at General Meetings of Shareholders and exercise voting rights directly at the General Meeting of Shareholders or through authorized representatives or other forms prescribed by the Charter and the law;

A shareholder shall be deemed to attend and vote at the General Meeting of Shareholders in the following cases:

i) Attending and voting directly at the meeting;

ii) Authorizing another person to attend and vote at the meeting;

iii) Attending and voting through online conferences, electronic voting, or other electronic means;

iv) Sending voting ballots to the meeting by post, fax, or email.

b) To receive dividends at the rate decided by the General Meeting of Shareholders;

c) To freely transfer their shares to others, except in cases prescribed in Clause 3, Article 120 of the Law on Enterprises and other relevant laws;

d) To be given priority to subscribe for newly offered shares in proportion to the ordinary shares owned by them;

e) To examine, access, and extract information relating to names and contact addresses in the list of shareholders entitled to vote; and request correction of inaccurate information concerning themselves;

f) To examine, access, extract, or copy the Charter of the Group, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) In the event of dissolution or bankruptcy of the Group, to receive a portion of the remaining assets corresponding to their shareholding ratio in the Group;

h) To request the Group to repurchase their shares in the cases prescribed in Article 132 of the Law on Enterprises;

i) The right to equal treatment. Each share of the same class shall confer equal rights, obligations, and benefits upon its holder. Where the Group has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) The right to full access to periodic and extraordinary information disclosed by the Group in accordance with the law;

l) Shareholders shall have the right to protect their lawful interests. In the event that a resolution of the General Meeting of Shareholders violates the law or this Charter, or a resolution of the Board of Directors is adopted in violation of the law or this Charter causing damage to the Group, shareholders shall have the right to request cancellation or suspension of such resolution in accordance with the Law on Enterprises;

m) Other rights as prescribed by this Charter and the law.

3. A shareholder or group of shareholders holding at least five percent (5%) of the total ordinary shares shall, in addition to the rights prescribed in Clause 2 of this Article, have the following rights:

a) To 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;

b) To examine, access, and extract minutes and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to the trade secrets and business secrets of the Group;

c) To request the Supervisory Board to examine specific matters related to the management and administration of the Group when deemed necessary. Such request must be made in writing and include: full name, permanent address, nationality, and legal identification document number in the case of individual shareholders; name, head office address, nationality, establishment decision number or enterprise registration number in the case of institutional shareholders; number of shares and date of share registration of each shareholder; total number of shares held by the group of shareholders and the ownership ratio in the total shares of the Group; the matter to be examined and the purpose of the examination;

d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Group no later than three (03) working days prior to 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 such shareholder, and the matter proposed for inclusion in the agenda;

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

4. A shareholder or group of shareholders holding at least ten percent (10%) of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination shall be conducted as follows:

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

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders referred to in this Clause shall have the right to nominate one or more candidates, as decided by the General Meeting of Shareholders. In case the number of candidates nominated by such shareholder(s) is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

5. Rights to designate authorized representatives of institutional shareholders:

a) An authorized representative of an institutional shareholder must be an individual authorized in writing to act on behalf of such shareholder in exercising rights and performing obligations in accordance with the law and the Charter of the Group.

b) An institutional shareholder holding from ten percent (10%) to under twenty percent (20%) of the total ordinary shares may designate a maximum of one (01) authorized representative; from twenty percent (20%) to under thirty percent (30%) may designate up to two (02) authorized representatives; from thirty percent (30%) to under forty percent (40%) may designate up to three (03) authorized representatives; from forty percent (40%) to under fifty percent (50%) may designate up to four (04) authorized representatives; from fifty percent (50%) to under sixty percent (60%) may designate up to five (05) authorized representatives; from sixty percent (60%) to under seventy percent (70%) may designate up to six (06) authorized representatives; from seventy percent (70%) to under eighty percent (80%) may designate up to seven (07) authorized representatives; from eighty percent (80%) to under ninety percent (90%) may designate up to eight (08) authorized representatives; and from ninety percent (90%) and above may designate up to nine (09) authorized representatives.

c) Where an institutional shareholder designates multiple authorized representatives, the number of shares represented by each authorized representative must be specifically identified. If the shareholder fails to specify the number of shares corresponding to each authorized representative, such shares shall be equally divided among all authorized representatives.

d) The form of authorization letter and the qualifications and conditions of authorized representatives shall comply with the Law on Enterprises and other relevant laws.

Article 14. Obligations of Shareholders

Shareholders shall have the following obligations:

1. To comply with the Charter and the Internal Regulations on Corporate Governance of the Group.

2. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

3. To fully pay for subscribed shares in accordance with regulations.

4. Not to withdraw contributed capital in the form of ordinary shares from the Group in any form, except where such shares are repurchased by the Group or another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and related

persons within the Group shall be jointly liable for the debts and other property obligations of the Group within the value of the withdrawn shares and for any damages incurred.

5. To provide an accurate address when registering for share subscription.

6. To perform other obligations in accordance with the law.

7. Ordinary shareholders shall bear personal liability when acting in the name of the Group in any form to carry out one of the following acts:

a) Violating the law;

b) Conducting business activities and other transactions for personal gain or for the benefit of other organizations or individuals;

c) Paying debts not yet due in the event of financial risks that may occur to the Group.

8. To attend General Meetings of Shareholders and exercise voting rights directly, through authorized representatives, or by remote voting. Shareholders may authorize members of the Board of Directors to represent them at the General Meeting of Shareholders.

9. Major shareholders shall not abuse their advantages to adversely affect the rights and interests of the Group and other shareholders in accordance with the law and this Charter.

10. Major shareholders shall have the obligation to disclose information in accordance with the law.

Article 15. General Meeting of Shareholders

1. The General Meeting of Shareholders shall comprise all shareholders having voting rights and shall be the highest decision-making body of the Group.

2. The General Meeting of Shareholders shall have the authority to discuss and approve the following matters:

a) Short-term and long-term development plans of the Group;

b) Decision on classes of shares and the total number of shares of each class authorized for offering; decision on the annual dividend rate for each class of shares;

c) Annual dividend payment levels for each class of shares in accordance with the Law on Enterprises and the rights attached to such class of shares. Such dividend level shall not exceed the level proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders;

d) Election, dismissal, removal, and replacement of members of the Board of Directors and Supervisors;

e) Number of members of the Board of Directors;

f) Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

g) Decision on investment transactions or sale of assets falling into one of the following cases (based on the lower threshold for determination):

+ Having a value equal to or greater than thirty-five percent (35%) of the total asset value recorded in the latest financial statements of the Group;

+ Having a value exceeding fifty percent (50%) of the owner's equity of the enterprise or exceeding fifty percent (50%) of the owner's invested capital where owner's equity is lower than the owner's invested capital, as determined in the latest financial statements of the Group;

+ Having a value of VND 5,000 billion or more.

h) Decision on amendments and supplements to the Charter of the Group;

i) Approval of annual financial statements;

j) Approval of the list of independent auditing companies; decision on the independent auditing company to audit the operations of the Group and dismissal of the independent auditor when deemed necessary;

k) Decision on repurchase of more than ten percent (10%) of the total sold shares of each class;

l) Review and handling of violations committed by members of the Board of Directors and Supervisors causing damage to the Group and its shareholders;

m) Division, separation, consolidation, merger, or conversion of the Group;

n) Reorganization and dissolution (liquidation) of the Group and appointment of liquidators;

o) Approval of annual investment and production and business plans of the Group;

p) Approval of contracts and transactions between the Group and the persons specified in Clause 1, Article 167 of the Law on Enterprises where the transaction value is equal to or greater than thirty-five percent (35%) of the total asset value of the Group recorded in the latest financial statements;

q) Approval of the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors and the Supervisory Board;

r) Other rights and obligations in accordance with the Law on Enterprises.

3. Shareholders shall not participate in voting in the following cases:

a) Approval of contracts specified in Clause 2 of this Article where such shareholder or a related person of such shareholder is a party to the contract;

b) Repurchase of shares of such shareholder or related persons thereof, except where the repurchase is conducted proportionally to the ownership ratio of all shareholders or through matched orders on the Stock Exchange or through a public tender offer in accordance with the law.

4. All matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authority to Convene the General Meeting of Shareholders

1. The General Meeting of Shareholders ("GMS") shall hold an Annual General Meeting once every year. In addition to the Annual General Meeting, the GMS may hold extraordinary meetings. The venue of the GMS shall be determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam. The GMS may be held in the form of an online meeting or a physical meeting combined with online participation, as decided by the Board of Directors of the Group in accordance with law. The GMS shall adopt resolutions within its authority by voting at the meeting or by collecting written opinions. The collection of written opinions shall apply to matters within the voting authority of the GMS, except for the matters specified at Points b, c, d, dd, e, and g, Clause 2, Article 147 of the Law on Enterprises (contents relating to amendments and supplements to the Charter and internal governance regulations of the Group may be adopted by way of written opinion collection).

2. The Annual General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year. The Board of Directors shall decide on the extension of the time for holding the Annual General Meeting in necessary cases, but not exceeding six (06) months from the end of the fiscal year.

The Annual General Meeting of Shareholders shall discuss and approve the following matters:

a) Annual investment and production and business plans of the Group;

b) Audited annual financial statements;

c) Reports of the Board of Directors;

d) Reports of the Board of Supervisors;

e) Dividend rate for each share of each class of shares;

f) Other matters falling within its authority.

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

a) The Board of Directors deems it necessary for the interests of the Group;

b) The quarterly, semi-annual, or audited annual financial statements reflect that the owner's equity has decreased by one-half (1/2) compared to the beginning of the period;

c) The number of members of the Board of Directors, independent members of the Board of Directors, or Supervisors is fewer than the number prescribed by law, or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in this Charter;

d) Upon request of shareholders or a group of shareholders;

e) A request for convening the GMS must clearly state the reasons and purposes of the meeting, bear full signatures of the relevant shareholders, or be made in multiple copies, each of which must bear the signature of at least one relevant shareholder;

f) The Board of Supervisors requests in writing the convening of the meeting if it considers that members of the Board of Directors or managers seriously violate their obligations and responsibilities under Article 165 of the Law on Enterprises, or the Board of Directors acts or intends to act beyond its authority;

g) Other cases as prescribed by law.

4. The Board of Directors must convene a GMS within thirty (30) days from the date the remaining number of members of the Board of Directors, independent members of the Board of Directors, or Supervisors falls below the number prescribed at Point c, Clause 3 of this Article, or from the date of receipt of the requests specified at Points d and e, Clause 3 of this Article.

Where the Board of Directors fails to convene the GMS in accordance with regulations, the Chairman of the Board of Directors and members of the Board of Directors shall be liable before law and compensate for any damages incurred by the Group.

5. Where the Board of Directors fails to convene the GMS in accordance with Clause 4 of this Article, then within the following thirty (30) days, the Board of Supervisors shall replace the Board of Directors in convening the GMS. Where the Board of Supervisors fails to convene the GMS in accordance with regulations, the Board of Supervisors shall be liable before law and compensate for any damages incurred by the Group.

6. Where the Board of Supervisors fails to convene the GMS in accordance with Clause 5 of this Article, the requesting shareholder or group of shareholders shall have the right to replace the Board of Directors and the Board of Supervisors in convening the GMS in accordance with regulations.

In such case, the shareholder or group of shareholders convening the GMS may request the Business Registration Authority to supervise the order, procedures for convening, conducting the meeting, and issuing resolutions of the GMS. All expenses for convening and conducting the GMS shall be reimbursed by the Group. Such expenses shall not include expenses incurred by shareholders when attending the GMS, including accommodation and travel expenses.

7. The convener must perform the following tasks to organize the GMS:

a) Prepare the list of shareholders entitled to attend and vote at the GMS. The list of shareholders entitled to attend the GMS shall be prepared no more than ten (10) days before the date of sending the invitation notice to the GMS;

b) Provide information and settle complaints relating to the list of shareholders;

c) Prepare the agenda and contents of the meeting;

d) Prepare documents for the meeting;

e) Prepare draft resolutions of the GMS according to the expected contents of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors or Supervisors;

f) Determine the time and venue of the meeting;

g) Send invitation notices to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;

h) Other tasks serving the meeting.

8. Expenses for convening and conducting the GMS as prescribed in Clauses 4, 5, and 6 of this Article shall be reimbursed by the Group. Such expenses shall not include expenses incurred by shareholders when attending the GMS, including accommodation and travel expenses.

Article 17. Exercise of the Right to Attend the General Meeting of Shareholders

1. Shareholders entitled to attend the GMS in accordance with law and the Charter may attend in person, authorize another person in writing to attend the meeting, or attend through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises. The authorized representative is not necessarily a shareholder. The person authorized by a shareholder may not re-authorize another person and may not act beyond the scope of authorization. In case more than one (01) authorized representative is appointed, the number of shares and voting rights of each representative must be specifically determined.

2. An institutional shareholder has the right to authorize one or more individuals or organizations to attend the GMS in accordance with regulations.

3. The authorization of a representative to attend the GMS must be made in writing in the form prescribed by the Group and bear signatures as follows:

a) Where the authorizing shareholder is an individual, the authorization document must bear the signatures of such shareholder and the authorized attendee;

b) Where the authorized representative of an institutional shareholder is the authorizing person, the authorization document must bear the signatures of the authorized representative, the legal representative of the shareholder, and the authorized attendee;

c) In other cases, the authorization document must bear the signatures of the legal representative of the shareholder and the authorized attendee;

d) The authorized attendee of the GMS must submit the authorization document before entering the meeting room;

e) Where a lawyer signs the appointment letter of a representative on behalf of the authorizing person, such appointment shall only be deemed valid if the appointment letter is presented together with the power of attorney granted to the lawyer (unless previously registered with the Group).

4. Except for the case specified in Clause 3 of this Article, the voting ballot of the authorized attendee within the scope of authorization shall remain valid even in any of the following cases:

a) The authorizing person has died, has limited legal capacity, or has lost legal capacity;

b) The authorizing person has revoked the authorization appointment;

c) The authorizing person has revoked the authority of the person carrying out the authorization.

This provision shall not apply where the Group receives notice of one of the above events before the opening time of the GMS or before the reconvened meeting is held.

Article 18. Agenda and Contents of the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders ("GMS") must prepare the agenda and contents of the meeting.

2. A shareholder or group of shareholders has the right to propose matters to be included in the agenda of the GMS. Such proposal must be made in writing and sent to the Group no later than five (05) working days before the opening date of the meeting. The proposal must include the full name of the shareholder, contact address, nationality, and legal document number in respect of an individual shareholder; the name, enterprise code or establishment decision number, and head office address in respect of an institutional shareholder; the number and class of shares held by such shareholder; and the contents proposed to be included in the meeting agenda.

3. The person convening the GMS has the right to reject the proposal specified in Clause 2 of this Article and, no later than two (02) working days before the opening date of the GMS, must respond in writing and clearly state the reasons for rejecting the proposal if it falls into one of the following cases:

a) The proposal is not submitted within the prescribed time limit or does not contain sufficient or proper contents;

b) The shareholder or group of shareholders does not hold at least 5% of ordinary shares;

c) The proposed matter does not fall within the decision-making authority of the GMS.

4. The person convening the GMS must accept and include the proposal specified in Clause 2 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 3 of this Article; the proposal

shall be officially added to the agenda and contents of the meeting if approved by the GMS.

5. The person convening the GMS must send the invitation notice to all shareholders in the List of Shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the GMS (calculated from the date the notice is validly sent or dispatched, postage prepaid, or placed in the mailbox). The invitation notice must include the name, head office address, enterprise code; name and contact address of the shareholder; time and venue of the meeting; and other requirements applicable to attendees.

6. The notice shall be sent by a method ensuring delivery to the shareholder's contact address; and simultaneously posted on the Group's website and published in a central or local daily newspaper where deemed necessary.

7. he invitation notice must be accompanied by the following documents:

a) Meeting agenda and documents to be used at the meeting;

b) List and detailed information of candidates in the case of election of members of the Board of Directors or Supervisors;

c) Draft resolutions for each matter in the meeting agenda;

d) Voting ballots;

e) Form for appointment of authorized representatives to attend the meeting.

8. The delivery of meeting documents enclosed with the invitation notice as prescribed in Clause 7 of this Article may be replaced by posting such documents on the Group's website. In such case, the invitation notice must clearly state the location and method for downloading the documents, and the Group must send the meeting documents to shareholders upon written request.

Article 19. Conditions for Conducting the General Meeting of Shareholders

1. The GMS shall be conducted when the attending shareholders represent more than 50% of the total voting shares.

2. In the event that the conditions for conducting the meeting prescribed in Clause 1 of this Article are not satisfied, within thirty (30) minutes from the scheduled opening time of the Meeting, the person convening the Meeting has the right to cancel the meeting. The second GMS must be convened within thirty (30) days from the intended date of the first GMS. The second meeting shall only be conducted when the attending shareholders and authorized representatives represent at least thirty-three percent (33%) of the total voting shares.

3. In the event that the second meeting fails to satisfy the conditions for conducting the meeting prescribed in Clause 2 of this Article, the third GMS shall be convened within twenty (20) days from the intended date of the second meeting. In this case, the GMS shall be conducted regardless of the total voting shares

represented by the attending shareholders and shall be deemed valid and competent to decide all matters expected to be approved at the first GMS.

4. Only the GMS has the right to decide on amendments to the meeting agenda enclosed with the invitation notice.

Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Group must conduct shareholder registration procedures and continue registration until all attending shareholders entitled to participate have completed registration. Upon shareholder registration, the Group shall issue to each shareholder or authorized representative entitled to vote a voting card stating the registration number, full name of the shareholder, full name of the authorized representative, and number of voting shares of such shareholder. During voting at the meeting, the cards approving the resolution shall be collected first, followed by the cards opposing the resolution, and finally the total number of approving or opposing votes shall be counted to determine the result. The total number of approving votes, opposing votes, blank votes, or invalid votes for each matter shall be announced by the Chairperson immediately after voting on such matter. The Meeting shall elect persons responsible for vote counting or supervising 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 ("GMS") based on the proposal of the Chairperson of the meeting.

2. In the case where the GMS is organized in online form, the Group must ensure that the information technology system satisfies conditions enabling shareholders to access the system, register as shareholders, participate in electronic voting, and discuss matters. Procedures for conducting meetings and voting at an online GMS shall be prescribed in the Regulations on Organization of Online General Meetings of Shareholders decided by the Board of Directors of the Group and sent together with the meeting agenda, contents, and documents to shareholders.

3. The election of the Chairperson, secretary, and vote-counting committee of the GMS shall be conducted as follows:

a) The Chairman of the Board of Directors shall act as Chairperson of meetings convened by the Board of Directors; where the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of themselves as Chairperson of the meeting based on the majority principle; where no Chairperson can be elected, the Head of the Board of Supervisors shall preside over the election of the Chairperson by the GMS from among the attendees, and the person receiving the highest number of votes shall act as Chairperson of the meeting. In other cases, the person signing the decision to convene the GMS shall preside over the election of the Chairperson by the GMS, and the person receiving the highest number of votes shall act as Chairperson of the meeting;

b) The Chairperson shall appoint one or more persons as secretaries to prepare the minutes of the GMS;

c) The GMS shall elect one or more persons to the vote-counting committee at the proposal of the Chairperson of the meeting.

4. The meeting agenda and contents must be approved by the GMS immediately at the opening session. The agenda must clearly and specifically determine the time allocated for each matter in the meeting agenda.

5. Shareholders or authorized representatives attending the meeting after the opening of the meeting may still register and have the right to participate in voting immediately after registration; the Chairperson may not suspend the meeting to allow late attendees to register. In such case, the validity of previously voted matters shall remain unchanged.

6. The GMS shall discuss and vote on each matter in the meeting agenda. Voting shall be conducted by collecting voting cards approving the resolution, then collecting voting cards disapproving the resolution, and finally counting the total number of approving votes, disapproving votes, and abstentions. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting.

7. The person convening the GMS has the right to:

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

b) Request competent authorities to maintain order at the meeting; expel persons who fail to comply with the Chairperson’s authority, intentionally disturb order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements from the GMS.

8. The Chairperson of the meeting may carry out necessary activities to conduct the GMS in a lawful and orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attending delegates. Decisions of the Chairperson regarding order, procedures, or events arising outside the agenda of the GMS shall be final and binding.

9. The Chairperson has the right to postpone a GMS that has satisfied the quorum requirements to another time or change the meeting venue in the following cases:

a) The meeting venue does not have sufficient seating capacity for all attendees;

b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

c) There are attendees obstructing or disturbing order, creating a risk that the meeting cannot be conducted fairly and lawfully.

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

10. Where the Chairperson postpones or suspends the GMS contrary to the provisions of Clause 9 of this Article, the GMS shall elect another person from among the attendees to replace the Chairperson in conducting the meeting until its conclusion, and the validity of resolutions adopted at such meeting shall not be affected.

11. After careful consideration, the person convening the GMS may implement appropriate measures to:

a) Arrange seating at the GMS venue;

b) Ensure safety for all persons present at the meeting venues;

c) Facilitate shareholders' attendance (or continued attendance) at the meeting.

The Board of Directors shall have full authority to change the above measures and apply all measures as deemed necessary by the Board of Directors. Such measures may include issuance of admission cards or use of other selection methods.

The Group shall hold the GMS at least once every year. The Annual General Meeting of Shareholders shall not be organized in the form of collecting written opinions.

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

1. Resolutions on the following matters shall be adopted if approved by shareholders representing sixty-five percent (65%) or more of the total voting shares of shareholders attending the General Meeting of Shareholders ("GMS") in person or through authorized representatives:

a) Classes of shares and total number of shares of each class;

b) Reorganization or dissolution of the Group;

c) Investment projects or sale of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the latest financial statements of the Group, or valued at more than fifty percent (50%) of the owner's equity of the enterprise, or more than fifty percent (50%) of the owner's invested capital in cases where the owner's equity is lower than the owner's invested capital as determined in the latest financial statements of the Group, or having a value of VND 5,000 billion or more (determined based on the lowest value);

d) Changes to business lines, trades, and sectors;

e) Changes to the organizational and management structure of the Group.

2. Other resolutions shall be adopted when approved by shareholders representing more than fifty percent (50%) of the total voting shares of all

attending shareholders, except for the cases specified in Clauses 1, 3, and 4 of this Article.

3. The election of members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting method, whereby each shareholder shall have the total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and shareholders shall have the right to cumulate all of their votes for one or several candidates.

Elected members of the Board of Directors or the Board of Supervisors shall be determined in descending order of votes, starting from the candidate receiving the highest number of votes until the number of members prescribed in this Charter is filled. In the event that two or more candidates receive the same number of votes for the final position of the Board of Directors or the Board of Supervisors, a re-election shall be conducted among the candidates with equal votes, or selection shall be made according to the criteria set out in the election regulations.

4. Amendment of rights:

a) A resolution of the GMS on matters adversely changing the rights and obligations of shareholders owning preference shares shall only be adopted if approved by shareholders attending the meeting representing at least seventy-five percent (75%) of the total preference shares of the same class, or by shareholders owning at least seventy-five percent (75%) of the total preference shares of the same class in the case where the resolution is adopted by collection of written opinions. A meeting of shareholders holding a class of preference shares to approve such amendment of rights shall only be valid if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of such class. If the required quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and holders of such class of shares attending in person or through authorized representatives, regardless of the number of attendees and shares held, shall be deemed sufficient to constitute a quorum. At meetings of holders of the aforesaid preference shares, holders attending in person or through representatives may request voting by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

b) Procedures for conducting such separate meetings shall be implemented similarly to the provisions of Article 19 and Article 20 of this Charter.

c) Unless otherwise provided in the terms of issuance of shares, special rights attached to classes of preference shares regarding certain or all matters relating to distribution of profits or assets of the Group shall not be altered when the Group issues additional shares of the same class.

5. In the case where resolutions are adopted by collection of written opinions, resolutions of the GMS shall be adopted if approved by shareholders owning more than fifty percent (50%) of the total voting shares of all shareholders entitled to vote, except for the matters specified in Clauses 1 and 4 of this Article.

6. Resolutions of the GMS must be notified to shareholders entitled to attend the GMS within fifteen (15) days from the date such resolutions or decisions are adopted; the delivery of resolutions may be replaced by posting them on the Group's website.

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

The authority and procedures for collecting written opinions of shareholders for adoption of resolutions of the General Meeting of Shareholders ("GMS") shall be implemented as follows:

1. The Board of Directors shall have the right to collect written opinions of shareholders for adoption of resolutions of the GMS on all matters within the voting authority of the GMS whenever deemed necessary for the interests of the Group, except for the cases specified in Clause 1, Article 16 of this Charter.

2. The Board of Directors shall prepare opinion collection ballots, draft resolutions of the GMS, explanatory documents for the draft resolutions, and send them to all voting shareholders no later than ten (10) days before the deadline for return of the opinion ballots. The preparation of the list of shareholders to receive opinion ballots shall comply with Clauses 1 and 2, Article 141 of the Law on Enterprises. Requirements and methods for sending opinion ballots and enclosed documents shall comply with Clauses 5, 6, and 7, Article 18 of this Charter.

3. An opinion collection ballot must contain the following principal contents:

a) Name, head office address, and enterprise code;

b) Purpose of opinion collection;

c) Full name, contact address, nationality, and legal document number of an individual shareholder; name, enterprise code or establishment decision number, and head office address of an institutional shareholder; or full name, contact address, nationality, and legal document number of the authorized representative of an institutional shareholder; number of shares of each class and number of voting shares of the shareholder;

d) Matters requiring opinion collection for adoption;

e) Voting options including approval, disapproval, and abstention for each matter subject to opinion collection;

f) Deadline for returning the completed opinion ballot to the Group;

g) Full name and signatures of the Chairman of the Board of Directors and the Legal Representative of the Group.

4. A completed opinion collection ballot must bear the signature of the shareholder being an individual, or the legal representative of the shareholder being an organization or individual, or the legal representative of the authorized organization.

5. Shareholders may send completed opinion collection ballots to the Group by one of the following methods:

a) By post: Opinion ballots sent to the Group must be enclosed in sealed envelopes and no person shall have the right to open them before vote counting;

b) By fax or electronic mail: Opinion ballots sent to the Group by fax or electronic mail must be kept confidential until the time of vote counting.

Opinion ballots received by the Group after the prescribed deadline stated in the ballot, or ballots opened in the case of postal delivery or disclosed in the case of fax or electronic mail, shall be invalid. Opinion ballots not returned to the Group shall be deemed abstentions.

6. The Board of Directors shall organize vote counting and prepare the vote-counting minutes under the supervision of the Board of Supervisors or shareholders who are not executive officers of the enterprise. The vote-counting minutes must contain the following principal contents:

a) Name, head office address, and enterprise code;

b) Purpose and matters requiring opinion collection for adoption of resolutions;

c) Number of shareholders and total voting shares participating in the voting, clearly specifying valid and invalid voting shares and methods of submission, enclosed with an appendix listing participating shareholders;

d) Total number of votes approving, disapproving, and abstaining for each matter;

e) Matters adopted;

f) Full names and signatures of the Chairman of the Board of Directors, the Legal Representative of the Group, vote-counting supervisors, and vote counters.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall jointly bear responsibility for the truthfulness and accuracy of the vote-counting minutes and jointly bear liability for damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

7. Vote-counting minutes and resolutions must be sent to shareholders within fifteen (15) days from the date of completion of vote counting. Where the Group has a website, the sending of vote-counting minutes may be replaced by posting them on the Group's website within twenty-four (24) hours from the completion of vote counting.

8. Completed opinion collection ballots, vote-counting minutes, adopted resolutions, and relevant documents enclosed with the opinion collection ballots shall be archived at the head office of the Group.

9. Resolutions adopted by collection of written opinions of shareholders shall have the same validity as resolutions adopted at meetings of the GMS.

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

1. Meetings of the General Meeting of Shareholders ("GMS") must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and must contain the following principal contents:

a) Name, head office address, number and date of issuance of the Enterprise Registration Certificate, and place of business registration;

b) Time and venue of the GMS;

c) Agenda and contents of the meeting;

d) Chairperson and secretary;

e) Summary of the meeting proceedings and opinions expressed at the GMS regarding each matter in the meeting agenda;

f) Number of shareholders and total voting shares of attending shareholders; appendix listing registered shareholders and shareholder representatives attending the meeting, together with the corresponding number of shares and voting rights;

g) Total number of votes for each matter put to vote, clearly specifying the voting method, total number of valid votes, invalid votes, approving votes, disapproving votes, and abstentions; and the corresponding percentage of the total voting shares of attending shareholders;

h) Resolutions adopted and the corresponding approval voting ratio;

i) Full names and signatures of the Chairperson and secretary.

Where the Chairperson or secretary refuses to sign the meeting minutes, such minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all contents prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson or secretary to sign the minutes.

Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

2. The minutes of the GMS must be completed and approved before the closing of the meeting.

3. The Chairperson and secretary of the meeting or other persons signing the meeting minutes shall jointly bear responsibility for the truthfulness and accuracy of the contents of the minutes.

4. Minutes of the GMS must be sent to all shareholders within fifteen (15) days from the closing date of the meeting; the sending of vote-counting minutes may be replaced by posting them on the Group's website.

5. Minutes of the GMS shall be deemed authentic evidence of matters conducted at the GMS unless objections to the contents of the minutes are raised in accordance with prescribed procedures within ten (10) days from the date the minutes are sent.

6. Minutes of the GMS, appendices listing shareholders registered to attend the meeting, adopted resolutions, and relevant documents enclosed with the invitation notice must be archived at the head office of the Group.

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

1. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders ("GMS") or the vote-counting minutes of the written opinion collection of the GMS, a shareholder or group of shareholders shall have the right to request the Court or Arbitration to review and cancel a resolution or part of the contents of a resolution of the GMS in the following cases:

a) The order and procedures for convening the meeting and adopting resolutions of the GMS are not implemented in accordance with the Law on Enterprises and this Charter, except for the case specified in Clause 2 of this Article;

b) The contents of the resolution violate the law or this Charter.

2. Resolutions of the GMS adopted by one hundred percent (100%) of the total voting shares shall be lawful and immediately effective even if the order and procedures for adoption of such resolutions are not properly implemented as prescribed.

3. In the event that a resolution of the GMS is cancelled pursuant to a decision of the Court or Arbitration, the person convening the cancelled GMS may consider reconvening the GMS within thirty (30) days in accordance with the order and procedures prescribed in the Law on Enterprises and this Charter.

4. In the event that a shareholder or group of shareholders requests the Court or Arbitration to cancel a resolution of the GMS in accordance with Clause 1 of this Article, such resolutions shall remain effective and enforceable until the Court or Arbitration issues a different decision, except where interim emergency measures are applied pursuant to a decision of the competent authority.

Section 2
BOARD OF DIRECTORS

Article 25. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors is the management body of the Group and has full authority, on behalf of the Group, to decide and exercise the rights and obligations of the Group that do not fall within the authority of the General Meeting of Shareholders ("GMS").

2. The number of members of the Board of Directors of the Group shall be decided by the GMS, with a minimum of three (03) members and a maximum of nine (09) members. The structure of the Board of Directors must ensure a balance among members having knowledge and experience in law, finance, and the business sectors of the Group. The term of office of a member of the Board of Directors shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. The total number of independent members of the Board of Directors shall comply with prevailing regulations.

The structure of the Board of Directors of the Group must ensure a balance between executive members and non-executive members. At least one-third (1/3) of the total number of members of the Board of Directors must be non-executive members in order to ensure the independence of the Board of Directors.

3. In the event that all members of the Board of Directors simultaneously expire their terms of office, such members shall continue to act as members of the Board of Directors until new members are elected to replace them and take over the duties.

4. Shareholders holding voting shares shall have the right to aggregate their voting rights to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares shall be entitled to nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%) may nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) may nominate up to five (05) candidates; from sixty percent (60%) to less than seventy percent (70%) may nominate up to six (06) candidates; from seventy percent (70%) to less than eighty percent (80%) may nominate up to seven (07) candidates; from eighty percent (80%) to less than ninety percent (90%) may nominate up to eight (08) candidates; and from ninety percent (90%) or more may nominate a sufficient number of candidates.

5. In the event that the number of candidates for the Board of Directors nominated and self-nominated remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the mechanism prescribed in the Internal Regulations on Corporate Governance of the Group. Any additional candidates nominated by the Board of Directors must be clearly disclosed before the GMS votes to elect members of the Board of Directors in accordance with law.

6. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of law.

7. Members of the Board of Directors are not necessarily required to be shareholders of the Group.

Article 26. Standards and Conditions for Members of the Board of Directors

1. A member of the Board of Directors must satisfy the following standards and conditions:

a) Having full civil act capacity and not falling into the cases prohibited from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Holding a university degree or higher, possessing managerial and business administration capability, and having practical experience in business administration or in the business sectors and lines of the Group;

c) A member of the Board of Directors of the Group may concurrently serve as a member of the Board of Directors of another company, but may not concurrently serve as a member of the Board of Directors in more than three (03) other companies;

d) A member of the Board of Directors must not be a family-related person of the General Director or other managers of the Group; or of managers of the parent company or persons having authority to appoint managers of the parent company;

e) Having never been dismissed from the position of Chairman of the Members' Council, member of the Members' Council, Chairman, Director, Deputy Director, General Director, or Deputy General Director of a state-owned enterprise;

f) Having good health, good moral character, honesty, integrity, knowledge, and awareness of compliance with the law.

2. An independent member of the Board of Directors is a member of the Board of Directors satisfying the conditions prescribed in Clause 2, Article 155 of the Law on Enterprises:

a) Not being a person currently working for the Group or a subsidiary of the Group; and not having worked for the Group or a subsidiary of the Group for at least the preceding three (03) consecutive years;

b) Not being a person currently receiving salary or remuneration from the Group, except for allowances to which members of the Board of Directors are entitled in accordance with regulations;

c) Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological sibling is a major shareholder of the Group; or a manager of the Group or a subsidiary of the Group;

d) Not directly or indirectly owning at least one percent (01%) of the total voting shares of the Group;

e) Not having served as a member of the Board of Directors or the Board of Supervisors of the Group for at least the preceding five (05) consecutive years, except where such person has been continuously appointed for two consecutive terms.

3. An independent member of the Board of Directors must notify the Board of Directors upon no longer satisfying the conditions prescribed in Clause 2 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date such conditions are no longer satisfied. The Board of Directors must notify the nearest General Meeting of Shareholders ("GMS") of the case where an independent member of the Board of Directors no longer satisfies the conditions, or convene a GMS to elect an additional or replacement independent member of the Board of Directors within six (06) months from the date of receipt of the notification from the relevant independent member of the Board of Directors.

4. Nomination and candidacy for members of the Board of Directors:

Where candidates have been identified in advance, information relating to candidates for the Board of Directors must be included in the meeting materials of the GMS and disclosed on the Group's website at least ten (10) days before the opening date of the GMS so that shareholders may review information on such candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the disclosed personal information and must undertake to perform their duties honestly if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include at least the following contents:

a) Full name, date of birth;

b) Educational qualifications;

c) Professional qualifications;

d) Employment history;

e) Companies in which the candidate is currently holding the position of member of the Board of Directors and other managerial positions;

f) Report assessing the candidate's contributions to the Group, where such candidate is currently a member of the Board of Directors of the Group;

g) Interests related to the Group (if any);

h) Full name of the shareholder or group of shareholders nominating such candidate (if any);

i) Other information (if any).

Article 27. Rights and Obligations of the Board of Directors

1. The business operations and affairs of the Group shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the body having full authority to exercise the rights and obligations of the Group that do not fall within the authority of the General Meeting of Shareholders ("GMS").

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Charter of the Group, and the GMS. Specifically, the Board of Directors shall have the following rights and obligations:

a) To decide on the strategy, medium-term development plan, and annual business plan of the Group;

b) To recommend the classes of shares and the total number of shares of each class authorized for offering;

c) To decide on the sale of unsold shares within the number of shares authorized for offering of each class; and to decide on other forms of capital mobilization;

d) To decide on the selling price of shares and bonds of the Group;

e) To decide on share repurchase in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

f) To decide on investment plans and investment projects within the authority and limits prescribed by law;

g) To decide on solutions for market development, marketing, and technology;

h) To approve contracts for purchase, sale, borrowing, lending, and other contracts having a value equal to or greater than ten percent (10%) of the total asset value recorded in the latest financial statements of the Group. This provision shall not apply to contracts and transactions specified in Clauses 1 and 3, Article 39 of this Charter;

i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into contracts with, and terminate contracts with the General Director, Deputy General Directors, Chief Accountant, and other managers of the Group; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or GMS of other companies and decide on remuneration and other benefits of such representatives;

j) To supervise and direct the General Director and other managers in the daily business operations of the Group;

k) To decide on the organizational structure and internal management regulations of the Group; to decide on the establishment of subsidiaries, branches, and representative offices, and on capital contribution to and purchase of shares in other enterprises;

l) To approve the agenda, contents, and documents serving meetings of the GMS; to convene meetings of the GMS or collect written opinions for the GMS to adopt resolutions;

m) To submit the audited annual financial statements to the GMS;

n) To recommend dividend rates; to decide on the time limit and procedures for dividend payment or handling of losses arising in business operations;

o) To recommend the reorganization or dissolution of the Group; and to request bankruptcy of the Group;

p) To decide on the issuance of the Regulations on Operation of the Board of Directors and the Internal Regulations on Corporate Governance of the Group after approval by the GMS; and to decide on the issuance of the Information Disclosure Regulations of the Group;

q) To decide on plans for sale of assets valued at less than thirty-five percent (35%) of the total asset value recorded in the latest financial statements of the Group, or not exceeding fifty percent (50%) of the owner's equity of the enterprise, or not exceeding fifty percent (50%) of the owner's invested capital in cases where the owner's equity is lower than the owner's invested capital as determined in the latest financial statements of the Group, or valued at less than VND 5,000 billion, determined based on the lowest value, except for cases falling within the authority of the GMS;

r) To decide on guarantees for loans borrowed by member companies in which the Group holds more than fifty percent (50%) of the charter capital from credit institutions, provided that the total value of guarantees does not exceed the actual contributed capital value of the enterprise at the time the guarantee is granted;

s) To decide on loans granted to member companies in which the Group holds more than fifty percent (50%) of the charter capital, provided that the total value of such loans does not exceed the actual contributed capital value of the Group at the time of lending, except for contracts and transactions specified in Clauses 1 and 3, Article 39 of this Charter.

t) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and other internal governance regulations of the Group.

3. The Board of Directors must report to the GMS on operational results in accordance with the Law on Enterprises, the Law on Securities, and other relevant laws.

4. In performing its functions, duties, and powers, the Board of Directors must comply with the law, this Charter, and resolutions of the GMS. Where a resolution or decision adopted by the Board of Directors is contrary to law or this Charter and causes damage to the Group, members voting in favor of such resolution shall jointly bear personal liability for such resolution and must

compensate the Group for damages; members opposing such resolution shall be exempt from liability. In such case, shareholders of the Group shall have the right to request the Court to suspend implementation of or cancel such resolution or decision.

5. Committees under the Board of Directors:

a) The Board of Directors may establish subordinate committees in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of committee members shall be decided by the Board of Directors and must be at least three (03) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority of committee members, and one of such members shall be appointed as Head of the Committee by decision of the Board of Directors. The operation of committees must comply with regulations of the Board of Directors. Resolutions of a committee shall only be effective when approved by a majority of attending members voting at the committee meeting.

b) The implementation of resolutions and decisions of the Board of Directors or committees under the Board of Directors must comply with prevailing laws, the Charter of the Group, and the Internal Regulations on Corporate Governance of the Group.

Article 28. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members. ~~*The Chairman of the Board of Directors must have at least three (03) years of experience in managing and operating enterprises in the principal business lines or business lines related to the principal business lines of the Group*~~.

- The Chairman of the Board of Directors shall be the Legal Representative of the Group.

- The Chairman of the Board of Directors must not concurrently hold the position of General Director of the Group.

2. The Chairman of the Board of Directors shall have the following rights and obligations:

a) To formulate programs and plans for operation of the Board of Directors;

b) To prepare or organize the preparation of programs, contents, and documents for meetings; to convene and chair meetings of the Board of Directors;

c) To organize the adoption of resolutions and decisions of the Board of Directors;

d) To organize the monitoring and supervision of implementation of resolutions and decisions of the General Meeting of Shareholders (“GMS”) and the Board of Directors; and to have the right, on behalf of the Board of Directors, to suspend decisions of the General Director of the Group that are contrary to resolutions and decisions of the GMS or the Board of Directors;

e) To chair meetings of the GMS;

f) To organize supervision, directly supervise, and evaluate the implementation of strategic objectives, operational results of the Group, and management and administration results of the General Director of the Group;

g) To sign and promulgate the Internal Regulations on Corporate Governance of the Group and the Regulations on Operation of the Board of Directors after approval by the GMS;

h) Other rights in accordance with this Charter, delegation and authorization by the Board of Directors, and relevant laws.

3. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. Where no authorization is granted, the remaining members shall elect one among themselves to temporarily act as Chairman of the Board of Directors based on the majority approval of the remaining members until a new decision of the Board of Directors is issued.

4. In the event that the Chairman of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within ten (10) days from the date of the decision on removal or approval of resignation by the Board of Directors.

5. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors sends the audited annual financial statements, reports on activities of the Group, and other documents to shareholders at meetings of the GMS.

6. The Board of Directors shall appoint at least one (01) person to perform the duties of the Person in Charge of Corporate Governance in order to support effective corporate governance activities of the Group. The term of office of the Person in Charge of Corporate Governance shall not exceed five (05) years. The Person in Charge of Corporate Governance must be knowledgeable about the law and must not concurrently work for the independent auditing company currently auditing the financial statements of the Group. The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that such dismissal is not contrary to prevailing labor laws. The Person in Charge of Corporate Governance shall have the following rights and obligations:

a) To advise the Board of Directors on organizing meetings of the GMS in accordance with regulations and on matters relating to the relationship between the Group and shareholders;

b) To prepare meetings of the Board of Directors, the Board of Supervisors, and the GMS at the request of the Board of Directors or the Board of Supervisors;

c) To advise on procedures for meetings;

d) To attend meetings;

e) To advise on procedures for preparation of resolutions and decisions of the Board of Directors in compliance with law;

f) To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and Supervisors;

g) To supervise and report to the Board of Directors on information disclosure activities of the Group;

h) To maintain confidentiality of information in accordance with the provisions of law and this Charter;

i) To act as the contact point with stakeholders;

j) Other rights and obligations as prescribed by law.

Article 29. Meetings of the Board of Directors

1. In the event that the Board of Directors elects a Chairman, the Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the completion date of the election of such Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting ratio. In the event that more than one member receives the same highest number of votes or voting ratio, the members shall elect, based on the majority principle, one among them 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 Group or at another location in Vietnam as decided by the Chairman of the Board of Directors and approved by the Board of Directors.

3. The Chairman of the Board of Directors must convene periodic and extraordinary meetings of the Board of Directors and determine the agenda, time, and venue of the meeting at least five (05) working days before the meeting date. The Chairman may convene meetings whenever deemed necessary, provided that the Board of Directors shall meet at least once every quarter.

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors without unreasonable delay upon written request of one of the following persons clearly stating the purpose of the meeting and matters to be discussed:

a) The Board of Supervisors;

b) The General Director or at least five (05) other managers;

c) An independent member of the Board of Directors;

d) At least two (02) executive members of the Board of Directors;

e) Other cases as prescribed by the Charter of the Group.

5. The Chairman 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 request specified in Clause 4 of this Article. Where the Chairman fails to convene the meeting upon request, the Chairman shall be liable for damages incurred by the Group; the requesting person shall have the right to replace the Board of Directors in convening the meeting of the Board of Directors.

6. Notices of meetings of the Board of Directors must be sent to members of the Board of Directors and Supervisors at least five (05) working days before the meeting date. A member of the Board of Directors may waive the meeting notice in writing, and such waiver may be changed or revoked in writing by that member. Notices of meetings of the Board of Directors must be made in writing in Vietnamese and must fully specify the time, venue, agenda, and matters to be discussed, enclosed with necessary documents relating to matters to be discussed and voted on at the meeting and voting ballots of members.

Meeting notices may be sent by post, fax, electronic mail, or other means, provided that they are delivered to the registered contact address of each member of the Board of Directors and each Supervisor registered with the Group.

7. The Chairman of the Board of Directors or the convener shall send meeting notices and enclosed documents to Supervisors in the same manner as to members of the Board of Directors.

Supervisors shall have the right to attend meetings of the Board of Directors and participate in discussions but shall not have voting rights.

8. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members of the Board of Directors are present in person or through representatives (authorized persons), if approved by the majority of members of the Board of Directors. In the event that a meeting convened in accordance with this Clause does not satisfy the quorum requirement, a second meeting shall 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 of the members of the Board of Directors attend the meeting.

9. Meetings of the Board of Directors may be organized in the form of online conferences among members of the Board of Directors when all or some members are in different locations, provided that each participating member is able to:

a) Hear every other participating member speaking during the meeting;

b) Speak simultaneously with all other participating members. Discussions among members may be conducted directly by telephone or through other communication means, or a combination thereof. Members of the Board of Directors participating in such meetings shall be deemed “present” at such meetings. The venue of meetings organized in accordance with this provision shall be the location where the largest number of members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

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

10. Members of the Board of Directors may send voting ballots to the meeting by post, fax, or electronic mail. In the case of voting ballots sent by post, the ballots must be enclosed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.

11. Voting:

a) Except for the case specified at Point b, Clause 11 of this Article, each member of the Board of Directors or authorized representative personally attending the meeting of the Board of Directors in his/her own capacity shall have one (01) vote;

b) Members of the Board of Directors shall not vote on contracts, transactions, or proposals in which such members or their related persons have interests that conflict or may conflict with the interests of the Group. Such members shall not be counted toward the minimum quorum required for meetings of the Board of Directors concerning decisions on matters in which they are not entitled to vote;

c) Where issues arising at a meeting relate to the interests or voting rights of a member of the Board of Directors and such member does not voluntarily waive his/her voting rights, the ruling of the Chairperson shall be the final decision, except where the nature or scope of the interests of such member has not been fully disclosed.

12. Members of the Board of Directors directly or indirectly benefiting from a contract or transaction already signed or proposed to be signed with the Group, and who know that they have interests therein, shall be responsible for disclosing such interests at the first meeting of the Board of Directors discussing the execution of such contract or transaction. Where a member of the Board of Directors does not know that he/she or his/her related person has interests at the time the contract or transaction is signed with the Group, such member must disclose the relevant interests at the first meeting of the Board of Directors held after such member becomes aware that he/she has or will have interests in such transaction or contract.

13. The Board of Directors shall adopt decisions and issue resolutions based on the approval of the majority of attending members of the Board of Directors. In the event of an equal number of approving and opposing votes, the vote of the Chairman of the Board of Directors shall be the casting vote.

14. Resolutions adopted in the form of written opinion collection shall be approved based on the majority approval of members of the Board of Directors having voting rights. Such resolutions shall have the same validity and effect as resolutions adopted at meetings.

15. The Chairman of the Board of Directors shall be responsible for sending minutes of meetings of the Board of Directors to members, and such minutes shall constitute authentic evidence of matters conducted at the meeting unless objections to the contents of the minutes are raised within ten (10) days from the date of sending. Minutes of meetings of the Board of Directors shall be prepared in Vietnamese and may additionally be prepared in English. The minutes must bear the signatures of the Chairperson and the minute-taker.

16. Annually, each independent member of the Board of Directors must prepare an evaluation report on the activities of the Board of Directors, and such evaluation report may be disclosed at the Annual General Meeting of Shareholders.

17. Upon request of the independent auditing company conducting the audit of the financial statements of the Group, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the situation of the Group.

Article 30. 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 stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. Minutes of meetings of the Board of Directors must be completed and approved before the conclusion of the meeting. The minutes must contain the following principal contents:

a) Name, head office address, and enterprise code;

b) Time and venue of the meeting;

c) Purpose, agenda, and contents of the meeting;

d) Full names of each attending member or authorized representative attending the meeting and the method of attendance; full names of members absent from the meeting and reasons for absence;

e) Matters discussed and voted on at the meeting;

f) Summary of opinions expressed by each attending member in chronological order of the meeting proceedings;

g) Voting results, clearly stating members voting in favor, against, and abstaining;

h) Matters adopted and the corresponding approval voting ratios;

i) Full names and signatures of the Chairperson and the minute-taker, except for the following case:

Where the Chairperson or the minute-taker refuses to sign the meeting minutes, but all other attending members of the Board of Directors sign and approve the meeting minutes and the minutes contain all contents prescribed at Points a, b, c, d, e, f, g, and h, Clause 1 of this Article, such minutes shall remain valid. The meeting minutes must clearly state the refusal of the Chairperson and the minute-taker to sign the minutes. Persons signing the meeting minutes shall jointly bear responsibility for the accuracy and truthfulness of the contents of the minutes of meetings of the Board of Directors. The Chairperson and the minute-taker shall bear personal responsibility for damages caused to the Group due to refusal to sign the meeting minutes in accordance with law and this Charter.

The Chairperson, the minute-taker, and persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of meetings of the Board of Directors.

2. Minutes of meetings of the Board of Directors and documents used at the meetings must be archived at the head office of the Group.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal validity. In the event of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

Article 31. 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 request the General Director, Deputy General Directors, and other managers within the Group to provide information and documents relating to the financial status and business operations of the Group and member units of the Group.

2. Persons requested to provide information must provide timely, complete, and accurate information and documents as requested by members of the Board of Directors, unless otherwise decided by the Board of Directors.

Article 32. Dismissal, Removal, and Supplementation of Members of the Board of Directors

1. A member of the Board of Directors shall be dismissed or removed in the following cases:

a) Failing to satisfy the standards and conditions prescribed in Article 26 of this Charter;

b) Failing to participate in activities of the Board of Directors for six (06) consecutive months without approval of the Board of Directors, except in cases of force majeure;

c) Submitting a written resignation letter to the head office of the Group and having such resignation accepted;

d) Lacking sufficient health or no longer having sufficient reputation to hold the position of member of the Board of Directors;

e) Suffering from mental disorder and another member of the Board of Directors has professional evidence proving that such person no longer has legal capacity;

f) Being removed pursuant to a resolution of the General Meeting of Shareholders (“GMS”);

g) Being prosecuted and declared guilty by the Court;

h) Acting dishonestly in exercising rights and obligations, or abusing position and authority, using assets of the Group for personal gain or for the benefit of other organizations or individuals; or dishonestly reporting the financial status and business results of the Group;

i) Providing inaccurate personal information to the Group in the capacity as a candidate for the Board of Directors;

j) Other cases as prescribed by law.

2. The Board of Directors must convene a meeting of the GMS to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors decreases by more than one-third compared to the number prescribed in the Charter of the Group. In such case, the Board of Directors must convene a meeting of the GMS within sixty (60) days from the date the number of members decreases by more than one-third;

b) In other cases, at the nearest meeting, the GMS shall elect new members to replace members of the Board of Directors who have been dismissed or removed.

Section 3
GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 33. Organizational Structure and Executive Officers of the Enterprise

1. Organizational structure: The management system of the Group must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Group. The Group shall have one (01) General Director, Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforesaid positions must be approved by resolutions or decisions of the Board of Directors.

2. Executive officers of the Group:

a) Upon proposal of the General Director and approval of the Board of Directors, the Group may recruit other executive officers in numbers and with standards suitable to the organizational structure and management regulations of the Group as prescribed by the Board of Directors. Executive officers of the enterprise must perform their duties diligently in order to support the Group in achieving its operational and organizational objectives.

b) Remuneration, salary, benefits, and other terms of the labor contract applicable to the General Director shall be decided by the Board of Directors, and contracts with other executive officers shall be decided by the Board of Directors after consultation with the General Director.

Article 34. General Director, Criteria and Conditions of the General Director

1. The Board of Directors shall appoint one member of the Board of Directors or another person as the General Director; and shall enter into an agreement providing for remuneration, salary, other benefits, and other terms and conditions relating to the employment. The remuneration, salary, and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, presented as a separate item in the annual financial statements, and stated in the Group's Annual Report.

2. The General Director shall be the Legal Representative, responsible for the day-to-day management and operation of the Group, and for directing the business coordination plan in accordance with the objectives and plans consistent with the Charter of the Group and the resolutions and decisions of the Board of Directors; shall be subject to the supervision of the Board of Directors and shall be accountable to the Board of Directors and before law for the performance of the assigned rights and duties.

3. The term of office of the General Director shall not exceed five (05) years and he/she may be re-appointed for an unlimited number of terms. The appointment may terminate in accordance with the provisions of the labor contract.

4. The General Director must satisfy the following criteria and conditionss:

a) Possessing a university degree or higher; having management and business administration capability; possessing professional qualifications and practical experience in business administration or in the business sectors and trades of the Group~~*; and having at least three (03) years of experience in management and administration of enterprises operating in the principal business lines or business lines related to the principal business lines of the Group*~~;

b) Having full legal capacity and not being prohibited from enterprise management in accordance with the provisions of the Law on Enterprises;

c) Having good health, good moral character, honesty, integrity, knowledge of law, and a high sense of compliance with law;

d) Not being a family-related person of the enterprise manager, Supervisor of the Group, or the representative of state capital in the Group;

e) Not concurrently holding the position of Director or General Director of another enterprise.

Article 35. Rights and Obligations of the General Director

1. To implement the resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, the business plans and investment plans of the Group approved by the Board of Directors and the General Meeting of Shareholders;

2. To decide on matters not requiring decisions of the Board of Directors, including entering into financial and commercial contracts on behalf of the Group, organizing and administering the daily business operations of the Group in accordance with best management practices;

3. To propose to the Board of Directors plans for the organizational structure and internal management regulations of the Group;

4. To propose measures for improving the operations and management of the Group;

5. To recommend the number of enterprise executive officers that the Group needs to recruit for appointment or dismissal by the Board of Directors in accordance with internal regulations, and to recommend remuneration, salary, and other benefits for enterprise executive officers for decision by the Board of Directors;

6. To seek opinions from the Board of Directors in deciding the number of employees, as well as the appointment, dismissal, salary, allowances, benefits, and other terms relating to their labor contracts;

7. No later than the first quarter of the planning year, to submit to the Board of Directors for approval a detailed business plan for the planned fiscal year on the basis of satisfying the requirements of the appropriate budget as well as the five (05)-year financial plan;

8. To prepare long-term, annual, and quarterly estimates of the Group (hereinafter referred to as the "estimates") serving the long-term, annual, and quarterly management activities of the Group in accordance with the business plan. The annual estimates (including the projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include information as prescribed in the regulations of the Group;

9. To organize the formulation of the Group's development strategy; development planning for projects in the sectors and trades in which the Group conducts business; long-term plans, annual plans, and business coordination plans within the Group; preparation of investment projects, organizational and management schemes; draft Charter and draft amendments to the Charter of the Group; draft Regulations on Financial Management of the Group, and other regulations and rules of the Group; development plans for human resources;

establishment of technological indicator systems, product standards, economic and technical norms, and salary unit prices; preparation of economic contracts, civil contracts, risk prevention plans, capital mobilization and utilization plans; preparation of periodic reports, statistical reports, separate financial statements of the Group, consolidated financial statements of the Group, and other schemes and projects.

10. To draft the Internal Regulations on Corporate Governance of the Group for submission by the Board of Directors to the General Meeting of Shareholders for approval.

11. To submit to the Board of Directors for consideration and decision matters falling within the authority of the Board of Directors or for submission by the Board of Directors to competent authorities for decision.

12. To decide on investment projects, contracts for purchase and sale of assets, loan and lending contracts of the Group in accordance with the decentralization or authorization of the Board of Directors of the Group. To execute contracts in the name of the Group.

13. To decide on the assignment of duties to the Deputy General Directors of the Group.

14. To decide on the appointment, re-appointment, resignation, dismissal, transfer, rotation, commendation, discipline, termination of employment, and retirement of Heads of Departments, Chief of Office, and Heads of dependent units after obtaining written approval from the Board of Directors.

15. To decide on the appointment, re-appointment, resignation, dismissal, transfer, rotation, commendation, discipline, termination of employment, and retirement of Deputy Heads of Departments, Deputy Chief of Office, and Deputy Heads of dependent units at the proposal of the Heads of Departments, Chief of Office, and Heads of dependent units.

16. To decide on matters assigned or authorized by the Board of Directors of the Group in accordance with this Charter, the Internal Management Regulations of the Group, and relevant legal documents.

17. To decide on plans for the use of the Group's capital and assets to contribute capital to or purchase shares in domestic companies within the value limits delegated or authorized by the Board of Directors and in accordance with other provisions of law.

18. To decide on recruitment, execution and termination of labor contracts, or decisions on appointment, dismissal, commendation, discipline, salary levels, and allowances for managerial positions in accordance with the decentralization of the Board of Directors.

19. To propose to the Board of Directors of the Group decisions on planning, appointment, re-appointment, resignation, dismissal, transfer, rotation,

commendation, discipline, termination of employment, and retirement for the positions of Deputy General Directors and Chief Accountant of the Group; members of the Members' Council, Chairperson of the Members' Council or President of the Company, and Supervisors of subsidiaries being one-member limited liability companies of which the Group holds 100% of the charter capital.

20. To propose to the Board of Directors decisions on the appointment of representatives of the Group's contributed capital in other enterprises and the nomination of personnel to participate in the Board of Directors, Members' Council, or Board of Supervisors of other enterprises.

21. To organize and administer business plans, investment plans, and daily operations; business coordination plans within the Group; inspection, examination, and protection activities; to decide on solutions for market development, marketing, technology, and other activities in order to effectively implement the resolutions and decisions of the Board of Directors and the General Meeting of Shareholders; and to administer the Group's operations for implementation of the resolutions and decisions of the Board of Directors.

22. To carry out monitoring, inspection, and supervision of the operations of member enterprises.

23. To report to the Board of Directors on the business performance of the Group; and to carry out information disclosure and publication of financial statements in accordance with law.

24. To be subject to inspection and supervision by the Board of Directors and the Board of Supervisors regarding the performance of functions and duties in accordance with this Charter and the law.

25. To apply necessary measures in emergency cases and immediately report to the Board of Directors.

26. To submit to the Board of Directors for approval plans for dividend payment or handling business losses.

27. The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of the assigned duties and powers and must report to these bodies upon request; and shall have other rights and obligations as prescribed by law, this Charter, and the resolutions and decisions of the Board of Directors.

Article 36. Dismissal and Replacement of the General Director

1. The General Director of the Group shall be dismissed or replaced in the following cases:

a) Being dismissed, removed from office, relieved of position, or having the labor contract terminated. The Board of Directors may dismiss the General Director if approved by at least one-half (1/2) of the total members of the Board of

Directors voting in favor (excluding the vote of the General Director concerned), and appoint a new General Director as replacement;

b) No longer satisfying the conditions for serving as the General Director as prescribed in Clause 4 of Article 34 of this Charter;

c) Submitting a resignation letter and obtaining approval from the Board of Directors;

d) Losing or having restricted civil act capacity pursuant to a decision of the Court;

e) The Group falling into bankruptcy but failing to file a petition for bankruptcy in accordance with the law on bankruptcy;

f) Failing to fulfill the duties or targets assigned by the Board of Directors (except in force majeure circumstances);

g) Acting dishonestly in the exercise of powers or abusing position and authority for personal gain or for the benefit of others; or dishonestly reporting the financial status of the Group;

h) Lacking the qualifications and capability required to satisfy the development strategy and new business plans of the enterprise;

i) The enterprise violating the law or conducting business activities contrary to the provisions of law.

2. In the event that the General Director is dismissed, the Board of Directors must appoint an acting person to assume the duties of the General Director on an interim basis. Within thirty (30) working days, the Board of Directors must carry out procedures for the appointment of a new General Director.

Article 37. Deputy General Directors, Chief Accountant, and Professional and Functional Departments

1. The Group shall have Deputy General Directors appointed, re-appointed, dismissed, replaced, relieved from office, commended, or disciplined by the Board of Directors at the proposal of the General Director.

The number of Deputy General Directors shall be decided by the Board of Directors in accordance with the management needs of the Group.

2. The Deputy General Directors shall assist the General Director in managing and operating the Group; perform duties and exercise powers assigned by the General Director in accordance with this Charter; and shall be accountable to the General Director and before law for the assigned duties and powers. Any authorization relating to the execution of contracts or the use of the Group’s seal must be made in writing.

3. The Chief Accountant shall be appointed, re-appointed, dismissed, replaced, relieved from office, commended, or disciplined by the Board of Directors at the proposal of the General Director.

4. The Chief Accountant shall be responsible for organizing the accounting and statistical work of the Group; assisting the General Director in supervising the financial affairs of the Group in accordance with the laws on finance and accounting; and shall be accountable to the General Director, the Board of Directors, and before law for the performance of the assigned or delegated duties and powers.

5. The term of office of the Deputy General Directors and the Chief Accountant shall not exceed five (05) years and they may be re-appointed for an unlimited number of terms.

6. The salary regime, responsibility allowances, and bonuses of the Deputy General Directors and the Chief Accountant shall comply with the provisions of law and the regulations of the Group.

7. The Office and the professional and functional departments shall have the function of advising, inspecting, and assisting the Board of Directors and the General Director in the management and operation of the Group, as well as in exercising the rights, functions, duties, and powers of the owner, shareholder, capital contributor, or joint venture party in other enterprises.

8. The establishment, organizational structure, functions, duties, and powers of the Office and the professional and functional departments shall be decided by the General Director after obtaining approval from the Board of Directors.

Section 4
OBLIGATIONS AND BENEFITS OF THE GROUP’S MANAGERS

Article 38. Obligations of Managers.

1. To perform the assigned rights and duties in accordance with the provisions of the Law on Enterprises, relevant laws, the Charter, and resolutions of the General Meeting of Shareholders.

2. To perform the assigned rights and duties honestly, prudently, and to the best of their ability in order to ensure the maximum legitimate interests of the Group and its shareholders.

3. To be loyal to the interests of the Group and its shareholders; not to use information, know-how, business opportunities of the Group, or abuse their position, title, and assets of the Group for personal gain or for the interests of other organizations or individuals.

4. To promptly, fully, and accurately notify the Group of enterprises in which they and their related persons are owners or hold controlling capital contributions

or controlling shareholdings; such notifications shall be posted at the head office and branches of the Group.

5. To perform other obligations as prescribed by law.

Article 39. Contracts and Transactions with Related Persons Subject to Approval by the General Meeting of Shareholders or the Board of Directors

1. Contracts and transactions between the Group 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 owning more than ten percent (10%) of the total ordinary shares of the Group, and their related persons;

b) Members of the Board of Directors, the General Director, and their related persons;

c) Enterprises in which members of the Board of Directors, Supervisors, Directors or General Directors, and other managers of the company are required to declare their interests in accordance with Clause 2 of Article 164 of the Law on Enterprises.

2. The Board of Directors shall approve contracts and transactions having a value of less than thirty-five percent (35%) of the total asset value of the enterprise as stated in the most recent financial statements. In such case, the representative of the Group signing the contract must notify the members of the Board of Directors and the Supervisors of the persons related to such contract or transaction, together with the draft contract or the principal contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receipt of the notice; members having related interests shall not have voting rights.

3. The General Meeting of Shareholders shall approve contracts and transactions other than those specified in Clause 2 of this Article. In such case, the representative of the Group signing the contract must notify the Board of Directors and the Supervisors of the persons related to such contract or transaction, together with the draft contract or notice of the principal contents of the transaction. The Board of Directors shall submit the draft contract or explanation of the principal contents of the transaction at the meeting of the General Meeting of Shareholders or seek shareholders' opinions in writing. In this case, shareholders having related interests shall not have voting rights; the contract or transaction shall be approved when shareholders representing sixty-five percent (65%) of the remaining voting votes vote in favor.

4. Any contract or transaction shall be invalid and handled in accordance with the provisions of law if it is entered into or implemented without approval as prescribed in Clauses 2 and 3 of this Article, thereby causing damage to the Group; the person signing the contract, the shareholder, the member of the Board of

Directors, or the General Director concerned must jointly compensate for the damage incurred and refund to the Group any benefits obtained from the performance of such contract or transaction.

Article 40. Remuneration, Salary, and Other Benefits of Members of the Board of Directors and the General Director

1. The Group shall have the right to pay remuneration to Managers based on business results and operational efficiency.

2. The remuneration, salary, and other benefits of members of the Board of Directors and the General Director shall be paid in accordance with the following provisions:

a) Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated on a monthly basis corresponding to the performance of duties by each member of the Board of Directors. The Board of Directors shall determine the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses of members of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting based on the proposal of the Board of Directors.

b) Members of the Board of Directors shall be entitled to reimbursement of accommodation, meal, travel, and other reasonable expenses incurred in the performance of their assigned duties;

c) The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

3. The remuneration of members of the Board of Directors, the salary of full-time members of the Board of Directors, the salary of the General Director, and other managers shall be accounted for as business expenses of the Group in accordance with the laws on corporate income tax, shall be separately presented in the annual financial statements of the Group, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 41. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Supervisors, the General Director, and other executive officers must disclose related interests in accordance with Article 164 of the Law on Enterprises and other provisions of law.

2. Members of the Board of Directors, Supervisors, the General Director, and other managers shall not be permitted to use business opportunities that may bring benefits to the Group for personal purposes; and shall not use information obtained by virtue of their position for personal gain or for the benefit of other organizations or individuals.

3. Members of the Board of Directors, Supervisors, the General Director, and other managers shall be obliged to notify the Board of Directors of all interests that

may give rise to conflicts with the interests of the Group which they may enjoy through economic entities, transactions, or other individuals.

4. The Group shall not provide loans or guarantees to members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons, or to legal entities in which such persons have financial interests, unless such loans or guarantees have been approved by the General Meeting of Shareholders.

5. Contracts or transactions between the Group and one or more members of the Board of Directors, Supervisors, the General Director, other executive officers, and organizations or individuals related to them; or between the Group and partners, associations, or organizations in which members of the Board of Directors, Supervisors, the General Director, other executive officers, or their related persons are members or have related financial interests, shall not be invalidated in the following cases:

a) For contracts having a value of less than ten percent (10%) of the total asset value recorded in the most recent financial statements, the material contents of the contract or transaction, together with the relationships and interests of the members of the Board of Directors, Supervisors, the General Director, or other executive officers, have been reported to the Board of Directors. At the same time, the Board of Directors has approved the implementation of such contract or transaction honestly by a majority vote of the members of the Board of Directors having no related interests;

b) For contracts having a value equal to or greater than ten percent (10%) of the total asset value recorded in the most recent financial statements, the material contents of such contract or transaction, together with the relationships and interests of the members of the Board of Directors, Supervisors, the General Director, or other executive officers, have been disclosed to shareholders having no related interests and entitled to vote on such matter, and such shareholders have approved such contract or transaction;

c) Such contract or transaction is considered by an independent consulting organization to be fair and reasonable in all aspects relating to the shareholders of the Group at the time such transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Supervisors, the General Director, other executive officers, and organizations and individuals related to the aforesaid persons shall not use undisclosed information of the Group or disclose such information to others in order to carry out related transactions.

Article 42. Liability for Damages and Indemnification

1. Members of the Board of Directors, the General Director, and managers who breach their obligation to act honestly, or fail to perform their duties with due care, diligence, and professional competence, shall be liable for damages caused by their violations.

2. The Group shall indemnify persons who have been, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil and administrative cases and cases other than lawsuits initiated by the Group) if such persons have been or are members of the Board of Directors, managers, employees, or authorized representatives of the Group, or have been or are acting at the request of the Group as members of the Board of Directors, managers, employees, or authorized representatives of the Group, provided that such persons have acted honestly, prudently, and diligently for the interests, or not contrary to the best interests, of the Group, on the basis of compliance with law, and there is no evidence confirming that such persons have breached their responsibilities.

3. When performing functions, duties, or work under authorization of the Group, members of the Board of Directors, Supervisors, managers, employees, or authorized representatives of the Group shall be indemnified by the Group when they become a related party in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Group) in the following cases:

a) Having acted honestly, prudently, and diligently for the interests of, and not in conflict with the interests of, the Group;

b) Having complied with the law and there being no evidence confirming failure to perform their responsibilities.

4. Indemnification expenses shall include incurred expenses (including attorneys' fees), judgment expenses, fines, and amounts actually payable or considered reasonable in resolving such matters within the scope permitted by law. The Group may purchase insurance for such persons against the aforesaid indemnification liabilities.

Section 5
BOARD OF SUPERVISORS

Article 43. Board of Supervisors

1. The Board of Supervisors shall consist of from three (03) to five (05) members. The term of office of a Supervisor shall not exceed five (05) years and Supervisors may be re-elected for an unlimited number of terms.

2. The Supervisors shall elect one of themselves as the Head of the Board of Supervisors based on the majority principle. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the Group, and must work on a full-time basis for the Group. More than one-half of the members of the Board of Supervisors must permanently reside in Vietnam. The Board of Supervisors shall have at least one (01) full-time member.

3. In the event that the Supervisors have the same expiry date of their term of office but the new-term Supervisors have not yet been elected, the outgoing

Supervisors shall continue to exercise their rights and perform their obligations until the new-term Supervisors are elected and assume their duties.

4. Shareholders holding voting shares shall have the right to aggregate their voting rights to nominate candidates to the Board of Supervisors. A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares shall be entitled to nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%) shall be entitled to nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) shall be entitled to nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) shall be entitled to nominate up to four (04) candidates; and from fifty percent (50%) or more shall be entitled to nominate a sufficient number of candidates. In the event that the number of candidates for the Board of Supervisors nominated or self-nominated is insufficient as required, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the mechanism prescribed in the Internal Regulations on Corporate Governance of the Group.

5. The Board of Supervisors may promulgate regulations on meetings of the Board of Supervisors and the operation thereof. The Board of Supervisors shall meet at least twice a year; the minimum number of attending members shall be two-thirds (2/3) of the total number of Supervisors. Minutes of meetings of the Board of Supervisors must be prepared in detail and clearly. The secretary of the meeting (if any) and the attending Supervisors must sign the meeting minutes. The minutes of meetings of the Board of Supervisors must be retained in order to determine the responsibility of each Supervisor.

6. The Board of Supervisors shall have the right to request members of the Board of Directors, the General Director, and representatives of the independent auditing company to attend meetings and answer matters of concern to the Supervisors.

Article 44. Criteria and Conditions for Serving as a Supervisor

1. Not falling within the cases specified in Clause 2 of Article 17 of the Law on Enterprises..

2. Supervisors must be trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the Group; the Head of the Board of Supervisors and the Supervisors may serve on a full-time or concurrent basis. The Head of the Board of Supervisors must work on a full-time basis for the Group, while the other Supervisors may serve on either a full-time or part-time basis.

3. Supervisors must not be members or employees of an auditing organization approved to audit the financial statements of the Group during the preceding three (03) consecutive years;

4. Supervisors must not work in the accounting or finance department of the Group;

5. Not being a family-related person of the managers of the Group, the capital representatives of the Group, or the representatives of state capital in the Parent Company of the Group;

6. Not being managers of the Group; and not necessarily being shareholders or employees of the Group;

7. Satisfying other criteria and conditions as prescribed by relevant laws.

Article 45. Rights and Obligations of the Board of Supervisors

The Board of Supervisors shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To supervise the financial status of the Group, the legality of activities conducted by members of the Board of Directors, the General Director, and other managers, and the coordination of activities between the Board of Supervisors, the Board of Directors, the General Director, and shareholders;

2. The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and operation of the Group; and shall be accountable to the General Meeting of Shareholders for the performance of assigned duties.

3. To inspect the reasonableness, legality, honesty, and prudence in the management and operation of business activities; the systematic nature, consistency, and appropriateness of accounting, statistics, and preparation of financial statements. To review contracts and transactions with related persons falling within the approval authority of the Board of Directors or the General Meeting of Shareholders, and to provide recommendations on contracts and transactions requiring approval of the Board of Directors or the General Meeting of Shareholders.

4. To appraise the completeness, legality, and truthfulness of reports on business performance, annual and semi-annual financial statements of the Group, and reports assessing the management activities of the Board of Directors, and to submit appraisal reports at the annual meeting of the General Meeting of Shareholders.

5. To review, inspect, and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning system of the Group.

6. To examine accounting books, accounting records, and other documents of the Group, as well as management and operational activities of the Group whenever deemed necessary or pursuant to resolutions or decisions of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders.

7. Upon request of a shareholder or group of shareholders, the Board of Supervisors shall conduct an inspection within seven (07) working days from the date of receipt of the request. Within fifteen (15) days from the completion of the

inspection, the Board of Supervisors must submit an explanatory report on the inspected matters to the Board of Directors and the requesting shareholder or group of shareholders.

The inspection conducted by the Board of Supervisors as prescribed in this Clause must not obstruct the normal operation of the Board of Directors or interrupt the business operations of the Group.

8. To recommend to the Board of Directors or the General Meeting of Shareholders measures for amendment, supplementation, and improvement of the organizational structure for management, supervision, and operation of the business activities of the Group.

9. Upon discovering that a member of the Board of Directors, the General Director, or another manager has violated the provisions of Clause 1 of Article 165 of the Law on Enterprises, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to terminate the violating act, and provide remedies for the consequences.

10. To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Group.

11. To have the right to use independent consultants and the internal audit department of the Group in performing assigned duties.

12. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

13. To propose and recommend that the General Meeting of Shareholders approve an independent auditing organization to audit the financial statements of the Group;

14. In the event of detecting violations of law or violations of the Charter of the Group by members of the Board of Directors, the General Director, or other managers, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and provide remedies for the consequences;

15. To report to the General Meeting of Shareholders in accordance with law;

16. Right to be provided with information, specifically:

a) Notices of invitation to meetings, ballots for obtaining opinions of members of the Board of Directors, and accompanying documents shall be sent to the Supervisors at the same time and in the same manner as those sent to members of the Board of Directors.

b) Resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors shall be sent to the Supervisors at the same time and in the same manner as those sent to shareholders and members of the Board of Directors.

c) Reports of the General Director submitted to the Board of Directors and other documents issued by the Group shall be sent to the Supervisors at the same time and in the same manner as those sent to members of the Board of Directors.

d) Supervisors shall have the right to access the records and documents of the Group kept at its head office, branches and other locations; and shall have the right to visit the workplaces of managers and employees of the Group during working hours.

e) The Board of Directors, members of the Board of Directors, the General Director and other managers shall provide complete, accurate and timely information and documents relating to the management, administration and business operations of the Group at the request of a Supervisor or the Board of Supervisors. The person in charge of corporate governance of the Group shall ensure that all copies of resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, and other information and documents provided to shareholders and members of the Board of Directors are also provided to the Supervisors at the same time and in the same manner as those provided to shareholders and members of the Board of Directors.

17. To exercise other rights and perform other obligations in accordance with the Law on Enterprises, this Charter, and resolutions of the General Meeting of Shareholders.

Article 46. Rights and Obligations of the Head of the Board of Supervisors

In addition to the rights and obligations prescribed in Article 45 of this Charter, the Head of the Board of Supervisors shall have the following rights and obligations:

1. To convene and chair meetings of the Board of Supervisors;

2. To request the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Board of Supervisors;

3. To prepare and sign reports of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders;

4. To exercise other rights and perform other obligations in accordance with the provisions of law.

Article 47. Remuneration, Salary, and Other Benefits of Supervisors

1. Supervisors shall be paid salaries or remuneration and shall enjoy other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total salary, remuneration, and annual operating budget of the Board of Supervisors.

2. Supervisors shall be reimbursed for accommodation, meal, travel expenses, and expenses for the use of independent consulting services at reasonable levels. The total remuneration and such expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Supervisors shall enjoy incentive regimes, welfare benefits, and participation in activities of the Group in the same manner as other employees and workers of the Group.

4. Salaries and operating expenses of the Board of Supervisors shall be accounted for as business expenses of the Group in accordance with the laws on corporate income tax and other relevant laws, and must be separately presented in the annual financial statements of the Group.

Article 48. Responsibilities of Supervisors

1. To comply with the law, the Charter of the Group, decisions of the General Meeting of Shareholders, and professional ethics in performing the assigned rights and duties.

2. To perform the assigned rights and duties honestly, prudently, and to the best of their ability in order to ensure the maximum legitimate interests of the Group and its shareholders.

3. To be loyal to the interests of the Group and its shareholders; not to use information, know-how, or business opportunities of the Group, or abuse their position, title, and assets of the Group for personal gain or for the benefit of other organizations or individuals.

4. To perform other duties in accordance with the Law on Enterprises and this Charter.

5. In the event of violating the obligations prescribed in Clauses 1, 2, 3, and 4 of this Article and thereby causing damage to the Group or other persons, the Supervisors shall bear personal or joint liability for compensation of such damage.

Any income and other benefits directly or indirectly obtained by the Supervisors as a result of violating the obligations prescribed in this Article must be returned to the Group.

6. In the event of discovering that a Supervisor has violated obligations in the performance of assigned rights and duties, the Board of Directors must notify the Board of Supervisors in writing; request the violating person to terminate the violating act and provide remedies for the consequences.

Article 49. Dismissal and Removal of Supervisors

1. The General Meeting of Shareholders shall dismiss a Supervisor in the following cases:

a) No longer satisfying the Criteria and Conditions for Serving as a Supervisor as prescribed in Article 169 of the Law on Enterprises and Article 44 of this Charter;

b) Submitting a resignation letter and obtaining approval thereof;

c) Submitting a resignation letter and obtaining approval thereof;

2. The General Meeting of Shareholders shall remove a Supervisor from office in the following cases:

a) Failure to complete assigned duties and tasks;

b) Failure to exercise rights and perform obligations continuously for six (06) months, except in cases of force majeure;

c) Repeated violations or serious violations of the obligations of Supervisors as prescribed in the Law on Enterprises and this Charter;

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

Chapter IV
RIGHT TO INSPECT BOOKS AND RECORDS

Article 50. Right to Inspect Books and Records

1. Shareholders or groups of shareholders shall have the right, directly or through authorized representatives, to submit written requests to inspect during working hours and at the principal place of business of the Group the list of shareholders, minutes of meetings of the General Meeting of Shareholders, and to copy or extract such records. Requests for inspection made by authorized representatives of shareholders must be accompanied by the authorization letter of the shareholder represented by such person or a notarized copy thereof.

2. Supervisors and Managers shall have the right to inspect the shareholder register of the Group, the list of shareholders, and other books and records of the Group for purposes related to their positions, provided that such information must be kept confidential.

3. The Group must retain this Charter and amendments and supplements thereto, the Enterprise Registration Certificate, regulations, documents evidencing ownership rights over assets, resolutions of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the business registration authority are notified of the location where such documents are kept.

4. The Charter of the Group must be published on the electronic information website of the Group.

Chapter V
EMPLOYEES AND TRADE UNION

Article 51. Employees and Trade Union

1. The General Director must formulate plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, commendation, and discipline applicable to employees and managers.

2. The General Director must formulate plans for submission to the Board of Directors for approval on matters relating to the relationship between the Group and trade union organizations in accordance with the best standards, practices, and management policies, the practices and policies prescribed in this Charter, the regulations of the Group, and the applicable provisions of law.

Chapter VI
RELATIONSHIP BETWEEN THE GROUP AND ITS MEMBER UNITS

Article 52. Relationship Between the Group and the Member Units of the Group

The Group shall manage companies in which the Group holds 100% of the charter capital and manage the capital contributions of the Group in joint stock companies and multi-member limited liability companies through representatives of the enterprise’s capital. The Group shall exercise management through representatives of the Group’s capital in accordance with the laws on enterprises, the company charter, and the regulations on operation of representatives of the Group’s capital.

1. With respect to subsidiaries wholly owned by the Group (100% of charter capital): the Group shall be the owner of such companies. The Board of Directors of the Group shall exercise the rights and obligations of the owner with respect to such subsidiaries.

a) To provide opinions on the promulgation of the financial regulations of the company;

b) To approve plans for investment activities, purchase, hire-purchase, sale of fixed assets, transfer of investment projects, and transfer of investment capital exceeding fifty percent (50%) of the owner’s equity or exceeding fifty percent (50%) of the owner’s investment capital in cases where the owner’s equity is lower than the owner’s investment capital, or another lower ratio as prescribed in the company charter. The owner’s equity and owner’s investment capital referred to in this point shall be determined based on the quarterly or annual financial statements of the company at the time closest to the approval date;

c) Guarantees and loans shall be implemented in accordance with current regulations;

d) Transfer of investment projects and investment capital shall be implemented in accordance with current regulations.

2. With respect to other subsidiaries: such subsidiaries are joint stock companies, joint venture companies, or multi-member limited liability companies established, organized, and operated in accordance with laws corresponding to the legal form of each type of company.

The Group shall be the owner of the Group's contributed capital in such companies. The Board of Directors of the Group shall exercise the rights and obligations of the owner with respect to the capital invested by the Group in such subsidiaries.

a) To decide, or submit to competent authorities for decision, matters relating to increase, decrease, or transfer of the investment capital of the enterprise in joint stock companies and multi-member limited liability companies in accordance with law and the company charter;

b) To prescribe standards and decide the appointment, removal, dismissal, commendation, and discipline of representatives of the enterprise's capital in accordance with regulations, and to promulgate regulations on representatives of the enterprise's capital;

c) To request representatives of the enterprise's capital to provide opinions on profit distribution and dividend distribution of joint stock companies and multi-member limited liability companies;

d) To request representatives of the enterprise's capital to make periodic or extraordinary reports on the financial status and production and business operations of joint stock companies and multi-member limited liability companies in accordance with law and the company charter;

đ) To inspect and supervise the activities of representatives of the enterprise's capital in order to promptly prevent and handle shortcomings and weaknesses of such representatives.

3. The relationship between the Group and its subsidiaries shall be based on the principles of equality and independence between legal entities. Contracts, transactions, and other relationships between the Group and its subsidiaries must be established and implemented independently and equally under conditions applicable to independent legal entities.

4. The Board of Directors shall appoint one or more representatives of the Group to exercise the rights of the Group as owner with respect to subsidiaries wholly owned by the Group and the rights of the owner of capital invested by the Group in subsidiaries being joint stock companies, joint venture companies, and multi-member limited liability companies in accordance with the Law on Enterprises, relevant laws, this Charter, and the charters of the subsidiaries.

The appointment of representatives of the Group's contributed capital must be made in writing. The qualifications, rights, and obligations of representatives of the

Group's contributed capital in subsidiaries shall be decided by the Board of Directors in accordance with the Law on Enterprises, relevant laws, this Charter, the Regulations on Operation of Representatives of the Group's Capital, and the charters of the subsidiaries.

5. With respect to dependent units: such units shall be recorded in the accounting books of the Group, conduct business and operational activities, maintain their accounting books, organize their operations, manage human resources, and conduct other activities in accordance with the regulations of the Group and the regulations on organization and operation of the unit. The Group shall be responsible for financial obligations arising in the name of such dependent units.

Chapter VII
PROFIT DISTRIBUTION

Article 53. Profit Distribution

1. Dividend means the net profit paid for each share in cash or other assets.

2. Dividends paid for preference shares shall be implemented in accordance with the specific conditions applicable to each type of preference share.

3. Dividends paid for ordinary shares shall be determined based on the realized net profits and dividend payments shall be appropriated from the retained earnings of the Group. The Group may only pay dividends on ordinary shares when all of the following conditions are satisfied:

a) The Group has fulfilled its tax obligations and other financial obligations in accordance with law;

b) The Group has appropriated funds and fully offset previous losses in accordance with law and the Charter of the Group;

c) Immediately after payment of all determined dividends, the Group still ensures payment of all due debts and other property obligations.

4. Dividends may be paid in cash or in shares of the Group. If paid in cash, such payment must be made in Vietnamese Dong and may be made by cheque, bank transfer, or payment order sent by post to the permanent address or contact address of the shareholder.

5. Dividends must be fully paid within six (06) months from the end date of the Annual General Meeting of Shareholders. The Board of Directors shall prepare the list of shareholders entitled to receive dividends, determine the dividend amount payable for each share, the time limit, and method of payment no later than thirty (30) days before each dividend payment. Notice of dividend payment shall be sent by guaranteed delivery method to shareholders at the addresses registered in the shareholder register no later than fifteen (15) days before the dividend payment date. Such notice must contain the following contents:

a) Name of the Group and address of its head office;

b) Full name, contact address, nationality, and legal document number of individual shareholders;

c) Name, enterprise code or establishment decision number, and head office address of organizational shareholders;

d) Number of shares of each type held by the shareholder; dividend amount payable for each share and the total dividend amount receivable by such shareholder;

e) Time and method of dividend payment;

f) Full name and signature of the Chairman of the Board of Directors and the Legal Representative of the Group.

6. In the event that a shareholder transfers his/her shares during the period between the closing date of the shareholder list and the dividend payment date, the transferor shall be the person entitled to receive dividends from the Group.

7. In the event that dividends are paid in shares, the Group shall not be required to carry out procedures for offering shares in accordance with Articles 123, 124, and 125 of the Law on Enterprises. The Group must register the increase of charter capital corresponding to the total par value of the shares used for dividend payment within ten (10) days from the completion date of the dividend payment.

8. The General Meeting of Shareholders shall decide the annual dividend payment level and method of dividend payment from the retained earnings of the Group.

9. The Group shall not pay interest on dividend amounts or other amounts payable relating to a class of shares.

10. The Board of Directors may propose to the General Meeting of Shareholders for approval the payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for implementing such decision.

11. In the event that dividends or other amounts relating to a class of shares are paid in cash, the Group must make payment in Vietnamese Dong. Payment may be made directly or through banks based on detailed bank account information provided by shareholders. In the event that the Group has made payment by bank transfer in accordance with the bank details provided by the shareholder but such shareholder does not receive the money, the Group shall not be liable for the amount transferred to such shareholder. Dividend payment for shares listed/registered for trading on the stock exchange shall be conducted through securities companies or the Vietnam Securities Depository Center.

12. Pursuant to the Law on Enterprises and the Securities Law, the Board of Directors shall adopt a resolution determining a specific record date. Based on such

date, persons registered as shareholders or owners of other securities shall be entitled to receive dividends, shares, notices, or other documents.

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

Article 54. Allocation to Funds

1. The Group shall establish funds and provisions in accordance with the provisions of law. Annually, the Group shall use its after-tax profits as follows:

a) To allocate to the reward and welfare fund and other funds as decided by the General Meeting of Shareholders;

b) To pay dividends to shareholders;

c) To allocate to other funds as required by law.

2. The allocation ratios for the above funds shall be decided by the General Meeting of Shareholders in accordance with the provisions of law.

Chapter VIII
FINANCIAL MECHANISM, BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 55. Financial Mechanism

1. The Group shall comply with the financial mechanism in accordance with the provisions of law. The management of capital, assets, revenue, expenses, costs, profits and profit distribution, appropriation and use of funds shall be implemented in accordance with the provisions of law and specified in the Financial Management Regulations of the Group.

2. The contents of the Financial Management Regulations of the Group shall be developed based on the principle of management applicable to joint stock companies in which the State holds controlling interest. The Board of Directors shall be responsible for formulating and promulgating the Financial Management Regulations of the Group.

The Financial Management Regulations must at least include the following contents:

a) Mechanism for management and use of capital;

b) Mechanism for management and use of assets;

c) Mechanism for management of revenue, expenses, and business operation results of the Group;

d) Mechanism for profit distribution; funds and purposes of use of funds of the Group;

e) Mechanism for management of financial plans; accounting, statistics, and auditing regimes;

f) Powers, obligations, and responsibilities of the Board of Directors and the General Director in the financial management of the Group;

g) Financial relationship between the Group and its subsidiaries and Associated Companies.

Article 56. Bank Accounts

1. The Group shall open accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.

2. Subject to prior approval of the competent authority, where necessary, the Group may open bank accounts overseas in accordance with the provisions of law.

3. The Group shall conduct all payments and accounting transactions through Vietnam Dong or foreign currency accounts opened by the Group at banks in accordance with the provisions of law.

Article 57. Financial Year

The financial year of the Group shall follow the calendar year, commencing on the first day of January each year and ending on the thirty-first (31st) day of December of the same year.

The first financial year from the date of issuance of the Enterprise Registration Certificate (following conversion from a wholly state-owned company) shall end on the thirty-first (31st) day of December of the same year.

Article 58. Accounting Regime

1. The accounting regime applied by the Group shall be the Vietnamese Accounting Standards (VAS), the enterprise accounting regime, or another specific accounting regime promulgated by competent authorities and approved by the Ministry of Finance.

2. The Group shall prepare accounting books and records in Vietnamese. The Group shall maintain accounting records in accordance with the types of business activities in which the Group engages. Such records must be accurate, updated, systematic, and sufficient to evidence and explain the transactions of the Group.

3. The Group shall use Vietnam Dong as the accounting currency unit. In the event that the Group’s principal economic transactions arise mainly in a foreign currency, the Group may select such foreign currency as the accounting currency unit, shall be legally responsible for such selection, and shall notify the directly managing tax authority thereof.

4. All important accounting documents and financial reports as prescribed by law and/or required by the Board of Directors must be approved and signed by the General Director and the Chief Accountant.

Chapter IX
ANNUAL REPORTS, INFORMATION DISCLOSURE RESPONSIBILITIES, AND PUBLIC ANNOUNCEMENTS

Article 59. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Group must prepare annual financial statements in accordance with the provisions of law and the regulations of the State Securities Commission. Such financial statements must be audited in accordance with Article 62 of this Charter, and within ninety (90) days from the end of each financial year, the annual financial statements approved by the General Meeting of Shareholders must be submitted to the competent tax authority, the State Securities Commission, the Stock Exchange, and the Business Registration Authority.

2. The annual financial statements must include business operation reports truthfully and objectively reflecting the profit and loss situation of the Group during the financial year, and the balance sheet truthfully and objectively reflecting the operational status of the Group up to the reporting date, together with the cash flow statement and explanatory notes to the financial statements.

3. The Group must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and the Stock Exchange, and submit them to the relevant tax authority and the Business Registration Authority in accordance with the provisions of the Law on Enterprises.

4. Audited annual financial statements (including auditors' opinions), reviewed semi-annual financial statements, and quarterly financial statements must be published on the electronic information website of the Group.

Article 60. Information Disclosure and Public Announcements

Annual financial statements and other supporting documents must be publicly disclosed in accordance with the regulations of the State Securities Commission and submitted to the relevant tax authority and the Business Registration Authority in accordance with the provisions of the Law on Enterprises and relevant legal documents.

The Group shall disclose and publicize information in accordance with the provisions of law and current regulations.

Article 61. Annual Report

The Group shall prepare and disclose annual reports in accordance with the provisions of the laws on securities and the securities market.

Chapter X
AUDIT, SEAL, AND CONFIDENTIALITY

Article 62. Independent Audit

1. The Annual General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on the selection of one of such entities to conduct audit activities for the Group for the following financial year based on terms and conditions agreed upon with the Board of Directors. The Group must prepare and submit the annual financial statements to the independent auditing company after the end of the financial year.

2. The independent auditing company shall inspect, certify, and report on the annual financial statements reflecting the revenues and expenditures of the Group, prepare an audit report, and submit such report to the Board of Directors within two (02) months from the end of the financial year.

3. The audit report shall be attached to the annual financial statements of the Group.

4. Independent auditors conducting audits for the Group shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information relating to meetings of the General Meeting of Shareholders that shareholders are entitled to receive, and express opinions at such meetings on matters relating to the audit of the financial statements of the Group.

Article 63. Internal Control

The Group shall organize and direct the implementation of:

1. Internal control activities in accordance with the provisions of law in order to serve the management activities of the General Director and the supervision and inspection activities of the Board of Supervisors and the Board of Directors over affiliated units and subsidiaries of the Group.

2. The Board of Directors may establish an Internal Control Department to directly perform internal control functions serving the management activities of the Group.

Article 64. Seal

1. The seal of the Group includes seals made by seal engraving establishments and seals in the form of digital signatures in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the official seal, type of seal, quantity, form, and contents of the seal of the Group.

3. The Board of Directors, the General Director, and the Board of Supervisors shall use and manage the seal in accordance with current provisions of law.

Article 65. Confidentiality

Without prior written consent of the Board of Directors, no member of the Board of Directors, Board of Supervisors, manager, shareholder, or related person shall be permitted to disclose any information relating to the Group or the business activities of the Group where such information has not been published or cannot be readily inferred from publicly available information, except where the recipient of such information falls into one of the following cases:

1. Subsidiaries of the Group.

2. Shareholders as prescribed in this Charter or as decided by the General Meeting of Shareholders.

3. Managers and employees of the Group, or auditors and consultants, where such persons need to know the information in order to perform their work directly or indirectly relating to the business activities of the Group. However, in such cases, the recipients of information must keep the received information confidential and must not disclose it to any other person.

4. Shareholders or representatives of institutional shareholders and/or consultants and/or service providers of shareholders, provided that such persons undertake in writing to keep the received information confidential and not disclose it to any other person.

5. A certain number of potential investors seeking opportunities to purchase, directly or indirectly, any shares in the Group, provided that such persons undertake in writing to keep the received information confidential and not disclose it to any other person.

6. Cases where information disclosure is required under provisions of law, regulations on securities transactions, or orders or requests of a court or competent state authority.

7. Tax authorities upon reasonable request and for purposes of tax declaration and payment relating to the relevant shareholders.

Chapter XI
TERMINATION OF OPERATION, LIQUIDATION, AND DISPUTE RESOLUTION

Article 66. Termination of Operation

1. The Group may be dissolved or cease operations in the following cases:

a) The Court declares the Group bankrupt in accordance with current provisions of law;

b) Early dissolution pursuant to a decision of the General Meeting of Shareholders;

c) Revocation of the Enterprise Registration Certificate;

d) Other cases as prescribed by law.

2. In the event of early dissolution of the Group as decided by the General Meeting of Shareholders, the Board of Directors shall implement such decision. The dissolution decision must be notified to or approved by competent authorities (if required) in accordance with regulations. Such notification must be made in compliance with the provisions of the Law on Enterprises.

Article 67. Liquidation

1. At least six (06) months before the expiry of the operation term of the Group or after a decision on dissolution of the Group, 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 company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among employees of the Group or independent experts. All expenses relating to liquidation shall be prioritized for payment by the Group before other debts of the Group.

2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority the establishment date and commencement date of operation. From such time, the Liquidation Committee shall represent the Group in all matters relating to liquidation of the Group before the Court and administrative authorities.

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

a) Liquidation expenses;

b) Salary debts, severance allowances, social insurance, health insurance for employees, other benefits under labor contracts and signed collective labor agreements;

c) Tax debts; financial obligations to the State; unsecured debts payable to creditors in the list of creditors; secured debts not fully paid due to insufficient value of secured assets;

d) Other debts of the Group;

e) The remaining balance after payment of all debts from Points a to d of Clause 3 of this Article shall be distributed to shareholders. Preference shares (if any) shall be given priority in payment.

Article 68. Dispute Resolution

1. In the event of disputes or complaints arising in relation to the operation of the Group, or the rights and obligations of shareholders under the Law on Enterprises, other provisions of law, the Charter of the Group, and regulations between:

a) Shareholders and the Group;

b) Shareholders and the Board of Directors, the Board of Supervisors, the General Director, or other executive officers.

The relevant parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes relating to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over dispute resolution and request each party to present factual elements relating to the dispute within thirty (30) working days from the date the dispute arises. In the event of disputes relating to the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as arbitrator for the dispute resolution process.

2. In the event that no mediation decision is reached with respect to disputes prescribed in Clause 1 of this Article within six (06) weeks from commencement of the mediation process, or if the mediation decision is not accepted by the parties, either party may refer such dispute to Economic Arbitration or the Economic Court.

3. The parties shall bear their own costs relating to negotiation and mediation procedures. Court fees and expenses shall be borne by the party as decided by the Court.

Chapter XII
GENERAL PROVISIONS

Article 69. Supplementation and Amendment of the Charter

1. Any supplementation or amendment to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In the event that provisions of law relating to the operation of the Group are not referred to in this Charter, or in the event that new provisions of law differ from the provisions of this Charter, such legal provisions shall automatically apply immediately upon taking effect and govern the operation of the Group.

Article 70. Effectiveness Date

1. This Charter consists of twelve (12) Chapters and seventy (70) Articles and was unanimously adopted by the Annual General Meeting of Shareholders of Vietnam Rubber Group - Joint Stock Company on … 2026 at Hoa Sen Hall, 236 Nam Ky Khoi Nghia, Xuan Hoa Ward, Ho Chi Minh City, and the full text of this Charter is hereby approved to take effect.

2. This Charter is the sole and official charter of the Group.

3. This Charter is made in ten (10) original copies in Vietnamese, all having equal legal validity, and shall be retained and submitted to competent state authorities in accordance with law. In the event that the Charter is translated and

notarized into a foreign language, the Vietnamese version and the foreign language version shall have equal legal validity and effect. If there is any inconsistency between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

4. Copies or extracts of the Charter of the Group shall only be valid when bearing the signature of the Chairman of the Board of Directors, the General Director, or the Chief of Office of the Group../.

LEGAL REPRESENTATIVE

GENERAL DIRECTOR	**CHAIRMAN OF THE BOARD OF DIRECTORS**