

BAMBOO CAPITAL JOINT STOCK COMPANY



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CHARTER OF BAMBOO CAPITAL JOINT STOCK COMPANY

(The 17th Amendment and Supplement, May 6, 2022)

Ho Chi Minh City, May 2022

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FOREWORD

This Charter of Bamboo Capital Joint Stock Company is the legal basis for the entire operation of the Company, a Joint Stock Company incorporated and operating under the Enterprise Law. The Charter, resolutions of the General shareholders assembly, decisions of the Board of Directors and other decisions issued by the Company, if it is duly approved in accordance with relevant laws, will be the rules and binding regulations to conduct business activities of the Company.

This Charter consists of twenty-one (21) Chapters, forty-nine (49) Articles, effective from May 6, 2022.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms have the following meanings:
 - a. **“Company”** defined in this Charter is CONG TY CO PHAN BAMBOO CAPITAL; Company name written in English is: BAMBOO CAPITAL JOINT STOCK COMPANY; and is abbreviated as BCG.
 - b. **“Business Location”** means the geographical scope of the Company’s production and business activities, including within and outside the territory of Vietnam.
 - c. **“Authorized capital”** means the capital contributed by all Shareholders and mentioned in Article 5 of this Charter.
 - d. **“Enterprise Law”** means the Enterprise Law No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and effect from January 1, 2021.
 - e. **“Security Law”** means the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, effect from January 1, 2021.
 - f. **“Manager”** means the Chairman of the Board of Directors, a member of the Board of Directors, the General Director and the Chief Accountant.
 - g. **“Date of Incorporation”** means the date the Company is granted the Business Registration Certificate (Certificate of Business Registration) for the first time.
 - h. **“Law”** means all legal documents specified in Article 2 of the Law on Promulgation of the Legal Documents No. 80/2015/QH13 approved by the National Assembly on June 22, 2015. Effective from July 1, 2016.
 - i. **“Related Persons”** means any individual or organization that falls into one of the cases specified in Clause 23, Article 4 of the Enterprise Law, and Clause 46, Article 4 of the Securities Law.
 - j. **“Shareholders”** means all individuals or organizations named in (i) the Register of The Company’s shareholders; or (ii) a similar document as prescribed by the Securities Law for a listed company as a share holder.
 - k. **“Operating term”** means the Company’s operating term as specified in Article 2 of this Charter and may be changed through a resolution of the General shareholders assembly.
 - l. **“Vietnam”** means the Socialist Republic of Vietnam.

- m. **“Acquirer”** means: (i) The person representing the Organizational shareholder, (ii) the Shareholder being an individual or the representative of the Shareholder being an individual/organization, which Shareholder (organization or individual) holds or together with the Related Person specified at Point i, Clause 1, Article 1 of this Charter holds from twenty-five (25) % of total voting shares of the Company or more.
 - n. **“Authorized Representative”** means a person authorized by a Organizational shareholder/individual to exercise his Shareholders' rights in accordance with the Law.
 - o. **“Authorized Person to Attend Meetings”** means a person who is: (i) Shareholder (organization or individual); (ii) or Authorized Representative legally authorized to attend and vote at the General shareholders assembly.
 - p. **“Branch”** means the company’s affiliates, legally incorporated in the territory of Vietnam, responsible for performing all or part of the Company's functions, including the function of an authorized representative. The branch's line of business is suitable to the company’s business lines.
 - q. **“Representative Office”** means the company’s affiliates, with the task of representing authorized representatives for the interests of the Company and protecting those interests.
 - r. **“Business Location”** means the place where specific business activities of the Company are organized. The Business Location may be outside the registered address of the headquarters.
 - s. **“Subsidiary”** means an enterprise in one of the following cases: (a) The Company owns more than fifty (50)% of the Authorized capital or the total number of common shares issued of such enterprise; (b) The Company has the right to control such enterprise, through (i) the right to directly or indirectly appoint the majority or all the Board of Directors’ members, the Director or General Director of such enterprise; or (ii) the right to decide to amend and supplement the charter of that enterprise; or (iii) other rights as prescribed by the Enterprise Law.
 - t. **“Corporate Governance Regulations”** means a document that sets forth principles and regulations on operating and managing the Company issued according to its authority, procedures of the Company and in accordance with the provisions of the Law from time to time.
 - u. **“Competitor”** means any organization that is providing, or may in the future provide, products, services or trading in areas of similar interest (or better) for the target audience. Competitor is also more broadly understood as a competitor that has the ability to acquire ownership of the Company for the purpose of expanding its field of activity, gaining market share or increasing competitiveness.
2. In this Charter, any provision or document referenced shall include any amendments, supplements or replacements thereof.
 3. The headings (Chapters, Articles of this Charter) are included for convenience only and do not affect the nature of the content and structure of this Charter;
 4. Words or terms mentioned in the Enterprise Law, the Law on Securities (if they do not conflict with the subject or context) will have the same meaning in this Charter.

II. NAME, FORM, HEADQUARTERS, LEGAL REPRESENTATIVE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION AND OPERATING TERM

Article 2. Name, Form, Headquarters, Legal Representative, Branch, Representative Office, Business Location and Company's operating term

1. The legal name of the Company in Vietnamese is “**CONG TY CO PHAN BAMBOO CAPITAL**”. Company name written in English is “**BAMBOO CAPITAL JOINT STOCK COMPANY**”. The abbreviation is “**BCG**”. The company is a joint stock company with legal status in accordance with the current laws of Vietnam.
2. The Company is incorporated, organized and operated under the Enterprise Law. Accordingly, the Company has legal status from the Incorporation Date, and the Shareholders are only responsible for the debts and other property obligations of the Company to the extent of the capital contributed to the Company.
3. The Company's headquarters is located at:
Address : 27C Quoc Huong, Thao Dien Ward, Thu Duc City, Ho Chi Minh City, Vietnam
Telephone : 028. 62 680 680
Fax : 028. 62 991 188
Website : <http://www.bamboocap.com.vn>
4. The Chairman of the Board of Directors and the General Director are the legal representatives of the Company.
5. The Company may establish its Branches, Representative Offices and Business Locations (hereinafter referred to as “Affiliates”); division, separation and transformation of affiliates in the business area to achieve the Company's objectives in accordance with the provisions of the Law and this Charter.
6. Except for operation termination before the operating term according to Clause 2, Article 43 or Article 44 of this Charter, the company's operating term is unlimited from the date of incorporation.

III. THE COMPANY'S OBJECTIVES, BUSINESS AND OPERATION RANGE

Article 3. Company's operating objectives

1. Company's business lines:

No.	Name of industry and business	Code of industry, business line
1	Sawing, sawing, planing and preserving wood (not operating at the headquarters).	1610
2	Production of plywood, veneers, plywood and other thin boards (not operating at the headquarters).	1621
3	Production of construction furniture (not operating at the headquarters).	1622
4	Other retail sale of new goods in specialized stores Details: Retail fertilizer.	4773

No.	Name of industry and business	Code of industry, business line
5	Car and other motor vehicle dealers	4513
6	Iron ore mining (not operating at the headquarters)	0710
7	Mining uranium ore and thorium ore (not operating at the headquarters)	0721
8	Mining other metal ores that un-containing iron (not operating at the headquarters)	0722
9	Exploitation of stone, sand, gravel and clay (not operating at the headquarters)	0810
10	Wholesale of food Details: Wholesale of milk, dairy products, confectionery and products processed from cereals, flour, starch, coffee, cocoa (Exclusion: not carrying out distribution activities of goods that economic organizations with foreign investors are not authorized to distribute according to the provisions of the law from time to time) (operating at the headquarters).	4632
11	Wholesale of automobiles and other motor vehicles	4511
12	Wholesale of materials and other installation equipment in construction Details: Wholesale of wood, bamboo and cork. Wholesale of preliminarily processed wood products. Wholesale of building materials	4663
13	Organization of introduction and trade promotion (not operating in Ho Chi Minh City) (does not perform explosive effects and does not use explosives, inflammables, chemicals as props, tools for performing cultural programs, events, movies)	8230
14	Wholesale of other machinery, equipment and spare parts Details: Wholesale of other machinery, equipment and spare parts (Exclusion: not carrying out distribution activities of goods that economic organizations with foreign investors are not allowed to distribute according to the provisions of the law from time to time.)	4659
15	Computer Programming	6201
16	Computer consulting and computer system administration	6202
17	Activities of information technology services and other services related to computers	6209
18	Repair of computers and peripherals (except for mechanical processing, waste recycling, electroplating at the office)	9511
19	Data processing, leasing and related activities	6311
20	Trading in real estate, land use rights belonging to owners, users or renters Details: Real estate business (except: not doing the activity of "investing in the construction of cemetery and cemetery infrastructure	6810

No.	Name of industry and business	Code of industry, business line
	to transfer land use rights associated with infrastructure")	
21	Other uncatergorized specialized wholesale Details: Wholesale of rubber and fertilizer (not operating at the office). Wholesale of fertilizers, pesticides and chemicals used in agriculture.	4669
22	Producing animal, poultry and aquatic feed (not operating at the headquarters)	1080
23	Sale of spare parts and accessories for automobiles and other motor vehicles	4530
24	Sell motorcycles, motorcycle	4541
25	Sale of spare parts and auxiliary parts of motorbikes and motorbikes	4543
26	Motor vehicle rental Details: Car rental	7710
27	Maintenance and repair of cars and other motor vehicles (except for mechanical processing, waste recycling, electroplating at the office)	4520
28	Maintenance and repair of motorbikes and motorbikes (except for mechanical processing, waste recycling, electroplating at the office)	4542
29	Financial services support activities n.e.c Details: Investment consulting activities (except financial, accounting and legal consulting).	6619
30	Management consulting activities (except for financial, accounting and legal consulting)	7020 (Primary)
31	Prepare surface <i>Details: (Exclusion: not performing the activity "Blasting services" in Section 1, List A, Appendix I of Decree 31/2021/ND-CP).</i>	4312
32	Installation of other building systems (except for mechanical processing, waste recycling, electroplating at the office)	4329
33	Finishing the construction works	4330
34	Other specialized construction activities	4390
35	Demolition	4311
36	Retail of passenger cars (9 seats or less)	4512
37	Wholesale of fabrics, garments, shoes	4641
38	Agents, brokers, auctions of goods Details: Agents, brokers, auctions of goods (excluding: not carrying out distribution of goods that economic organizations with foreign investors are not entitled to distribute according to the provisions of the law from time to time).	4610
39	Building residential houses	4101
40	Building non-residential houses	4102

No.	Name of industry and business	Code of industry, business line
41	Construction of railway works	4211
42	Construction of road works	4212
43	Construction of other public works	4229
44	Construction of other civil engineering works	4299
45	Production of knitted fabrics, crocheted fabrics and other nonwovens	1391
46	Production of carpets, blankets and cushions	1393
47	Power production Details: Production of solar power and wind power (except for transmission, dispatching of the national power system and management of the distribution power grid, multi-purpose hydroelectricity, nuclear power).	3511
48	Power transmission and distribution Details: Selling electricity to users (except for transmission, dispatching of national power system and management of distribution power grid, multi-purpose hydroelectricity, nuclear power).	3512
49	Short-stay services Details: Hotels, tourist villas, tourist apartments, tourist motels, houses with rooms for tourists to rent.	5510
50	Enterprises must strictly comply with the provisions of the law on land, construction, fire prevention and fighting, environmental protection, and other provisions of the current law and business conditions for conditional business lines	Sectors and occupations that do not match the codes of Vietnam's economic system

2. Company's operating objectives: continuously develop investment, mergers and acquisitions, and production and business activities in order to: maximize the possible profits of the Company for Shareholders; enhance the Company's value; and constantly improve the living conditions, working conditions and incomes for employees; at the same time fulfill the obligation to pay the state budget.

Article 4. Company's business and operation range

1. The Company is allowed to plan and participate in all business activities according to the Company's lines which have been published on the National Business Registration Portal and this Charter, accordance with the provisions of the Law and take appropriate measures to achieve the objectives of the Company.
2. The Company may conduct business activities in other fields permitted by the Law and approved by the General shareholders assembly.

IV. AUTHORIZED CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 5. Authorized capital, Shares, Founding Shareholders

1. The Company's authorized capital is: VND 4,463,054,370,000 (Four thousand four hundred and sixty three billion zero hundred fifty four million three hundred and seventy thousand Vietnamese Dong). Par value of shares is 10,000 VND/share (Ten

thousand Vietnamese Dong per share). The total number of shares of the Company is equal to the Company's authorized capital divided by the par value of the shares.

2. The Company's shares on the ratification date of this Charter are all common shares. The rights and obligations attached to common shares are specified in Article 10 of this Charter.
3. The Company may increase or decrease its Authorized capital when it is approved by the General shareholders assembly in accordance with the provisions of the Law.
4. If approved by the General shareholders assembly, the Company may issue preferred shares in accordance with the provisions of the Law.
5. The Company can issue shares at a price that can be paid in installments. The installment maturity and periodic payment amount must be determined at the time of share issuance.
6. New common shares to be issued must be given priority to be offered to Shareholders in ratio to the ratio of common shares of each Shareholder in the Company, unless otherwise decided by the General shareholders assembly. The company must notify the offering, clearly stating the number of shares to be offered and a reasonable time limit (not less than twenty (20) days or other time limit as prescribed by Law), for Shareholders to purchase. The number of shares Shareholders who do not register to buy all will be decided by the Board of Directors. The Board of Directors may distribute such shares to the subjects according to the conditions and ways that the Board of Directors deems suitable, but may not sell such shares under more favorable conditions than those offered to existing Shareholders, except for the case that the shares are sold through the Stock Exchange by auction method.
7. The Company may purchase shares issued by the Company itself in the ways specified in this Charter and applicable Laws. Shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in a manner consistent with the provisions of this Charter, the Securities Law and relevant guiding documents.
8. The Company may issue other types of securities when approved by the General shareholders assembly and in accordance with the provisions of the Law.

Article 6. Stock certificates and other securities certificates

1. The Company's stocks of common shares must contain the main contents as prescribed in Article 121 of the Enterprise Law. Particularly for preferred shares (if any) of the Company, there are other contents as prescribed in Articles 116, 117 and 118 of the Enterprise Law.
2. The Company's shareholders will be granted a stock certificate corresponding to the number of shares and type of owned shares. Stock certificates must bear the seal of the Company and the signature of the Company's legal representative in accordance with the Enterprise Law. The stock certificate must clearly state the number and type of shares held by the Shareholder, the full name of the holder and other information in accordance with the Enterprise Law.
3. Any person named in the Register of Shareholders owning at least one (01) share of any type will be granted one (01) stock certificate free of charge (in case of issue) within two (02) months (or longer term as specified in the prescribed issue content) after purchase or assignment (in case of assignment).

4. In case only a number of registered shares are transferred in one (01) registered stock certificate, the old certificate will be canceled and a new one (01) recording the remaining shares will be issued free of charge. .
5. In case a stock certificate is damaged or erased or is lost, stolen or destroyed, owners of such shares may request a new stock certificate provided that proof of ownership of the shares is shown and pay all related expenses to the Company according to the decision of the Board of Directors.
6. The holder of an anonymous stock certificate is independently responsible for the maintenance of the certificate and the Company shall not be liable in any event where such certificates are lost or used for unlawful purposes.
7. The Company's bond certificates or other securities certificates (except for letters of offer, temporary certificates and similar documents) issued with the seal and signature of the Company's legal representative.
8. Within the framework of the Law provisions and the stock market, the Company may issue registered shares without certification and allow the shares to be registered (regardless of whether shares are issued in this form or not), are transferred without a written assignment; or from time to time the Board of Directors may issue other regulations to replace the corresponding provisions in this Charter on certification and transfer of shares.

Article 7. Transfer of shares

1. All shares are freely transferable unless this Charter and the Law provide otherwise. All shares listed on the Stock Exchange will be transferred according to the regulations of the State Securities Commission and the Stock Exchange.
2. The transfer of registered shares can be done in the form of: (i) transfer in writing in the usual way; or (ii) turn-by-turn; or (iii) in any other way approved by the Board of Directors. Listed shares must be transferred through the Stock Exchange in accordance with the regulations and regulations of the State Securities Commission and the Stock Exchange. The transfer papers are signed by the assignor and transferee (unless the shares have been paid in full). The transferor remains the owner of the relevant shares until the name of the transferee is recorded in the Register of Shareholders, unless the General shareholders assembly takes place during that time, the transferee has the right to participate on behalf of the Transferor for the transferred shares as prescribed in the Enterprise Law.
3. Shares that have not been paid in full are not transferable and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to buy new shares offered for sale.
4. Within three (03) years from the Establishment Date, the Founding Shareholders must jointly hold at least twenty (20)% of the total transferable common shares and in case of transferring these shares to persons who are not founding shareholders, the approval of the General shareholders assembly in the Company is required. Shareholders who intend to transfer shares do not have the right to vote on the transfer of such shares.
5. Founding Shareholders may not withdraw from their membership of the Company within the first two (02) fiscal years of the Company. The termination of membership must be requested in writing and sent by certified mail to the Board of Directors. In this case, the remaining Founding Shareholders will have the right to preemptively

purchase the shares of the above Founding Shareholders in ratio to the number of owned shares.

6. The Board of Directors has the absolute right to refuse to register to transfer for registered shares that have not been paid in full. Shares that have not been paid in full are not transferable and not entitled to dividends. Transfer registration procedures will be specified by the Board of Directors in a separate document or in the issuance plan.
7. In the event that an individual Shareholder dies; loss of capacity for civil acts; or has limited civil act capacity, the successors or lawful asset managers of that Shareholder will be the only person/persons recognized by the Company as having a right or interest in the shares; and this provision shall not be construed as dispensing the deceased Shareholder from all obligations attached to any shares held by such Shareholder.

Article 8. Recovery of shares

1. If a Shareholder fails to pay in full and on time the amount to be paid for the share purchase, the Board of Directors shall send a notice to that Shareholder at any time to request such payment and is responsible in ratio to the total par value of the shares registered to buy for the financial obligations of the Company arising from the failure to pay in full.
2. The above payment notice must clearly state the new payment term (at least seven (07) days from the date of sending the notice), the place of payment and the notice must clearly state the case of non-payment as required. , unpaid shares will be withdrawn.
3. If the requirements of any of the foregoing notices are not fulfilled, the Board of Directors may withdraw any shares mentioned in such notice at any time prior to the full payment of all payables. This forfeiture will include all declared dividends on the forfeited shares that have not been actually paid up to the time of withdrawal.
4. Forfeited shares are considered to be offered for sale. The Board of Directors can directly or authorize the sale, redistribution or settlement to the person who owns the withdrawn shares or other subjects according to the conditions and manner that the Board of Directors considers to be appropriate.
5. Shareholders holding forfeited shares will have to give up their Shareholder status for those shares but still be responsible for paying to the Company all amounts corresponding to the total par value of the shares registered to buy for the financial obligations of the Company arising at the time of withdrawal of such shares according to the decision of the Board of Directors from the date of withdrawal until the date of payment and the Board of Directors has the right to take measures to deduct or request competent State agencies to apply measures of coercive withdrawal in accordance with the provisions of the Law or may exempt or reduce the payment of part of the payment or the entire amount.
6. The notice of withdrawal is sent to the holder of the forfeited shares before the time of withdrawal. The revocation remains in effect even in the event of error or carelessness in the delivery of the notice.

V. GOVERNANCE, CONTROL AND MANAGEMENT STRUCTURE

Article 9. Governance, control and management structure

The Company's governance, control and management structure includes:

- a. General shareholders assembly;
- b. Administrative Council;
- c. Board of controllers;
- d. Executive Board

VI. SHAREHOLDERS AND GENERAL SHAREHOLDERS ASSEMBLY

Article 10. Rights of Shareholders

1. Shareholders who are the Company's owners, have rights and obligations corresponding to the number of shares and types of shares they own. Shareholders are only responsible for the debts and other property obligations of the Company to the extent of the capital contributed to the Company.
2. Holders of common shares have the following rights:
 - a. To attend and speak at the General shareholders assembly and exercise the right to vote directly at the General shareholders assembly or through the Authorized Person to attend the General shareholders assembly's meeting or remote voting or other forms in this Charter in accordance with the provisions of the Law. Each common share has one vote;
 - b. To receive dividends at the rate decided by the General shareholders assembly;
 - c. To freely transfer shares that have been paid in full to others, except in some cases where transfer is restricted according to the provisions of the Law, the Charter and the decision of the General shareholders assembly;
 - d. To be given priority to buy new shares offered for sale in ratio to the percentage of common shares they own;
 - e. To check the information related to that Shareholder in the list of Shareholders eligible to participate in the General shareholders assembly and request correction of incorrect information; to look up or copy this Charter, the book of minutes of the General shareholders assembly's meetings and the resolutions of the General shareholders assembly that have been posted on the electronic information page (website) of the Company;
 - f. In case the Company is dissolved, to receive the Company's assets in ratio to the percentage of shares that they own but only after the Company has paid off all debts and obligations and after the Shareholders own preferred shares;
 - g. To request the Company to redeem their shares in the cases specified in Article 132 of the Enterprise Law;
 - h. To be treated equally. Each share of the same class gives Shareholders equal rights, obligations and interests. In case the Company has types of preference shares, the rights and obligations attached to these types of preferred shares must be approved by the General shareholders assembly and fully disclosed to Shareholders;

- i. To have full access to periodical and extraordinary information published by the Company in accordance with the provisions of the Law;
 - j. To have their legitimate rights and interests protected; to request suspension or annulment of resolutions and decisions of the General shareholders assembly and the Board of Directors in accordance with the Enterprise Law; and
 - k. Other rights as provided for in this Charter and the Law.
3. A Shareholder or group of Shareholders owning five (5) percent or more of the total number of common shares has the following additional rights:
 - a. To review, search, extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of controllers, contracts, Transactions must be through the Board of Directors and other documents, except documents related to trade secrets and business secrets of the Company;
 - b. To request the Board of Directors to convene the General shareholders assembly according to the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law;
 - c. (i) To check and (ii) receive a copy or a quote of the list of Shareholders attending and voting at the General shareholders assembly after each the General shareholders assembly's meetings;
 - d. To request the Board of controllers to examine each specific issue related to the management and operation of the Company's operations when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual, for Shareholders who are individuals; name, enterprise code or number of legal papers of the organization, headquarters address, for Shareholders being organizations; the number of shares and the time of registration of shares of each Shareholder, the total number of shares of the whole group of Shareholders and the percentage of ownership in the total number of shares of the Company; the problem to be examined, the purpose of the test;
 - e. To propose the issues to be included in the agenda of the General shareholders assembly. Proposals must be in writing and sent to the Company at least 03 (three) working days before the opening date. The proposal must clearly state the name of the Shareholder, the number of shares of each type of the Shareholder, and the issues proposed to be included in the General shareholders assembly's meeting agenda.;
 - f. Other rights as prescribed by Law and this Charter.
4. A Shareholder or a group of Shareholders owning ten (10)% of the total number of common shares or more has the right to nominate a person to the Board of Directors. The Board of controllers according to the corresponding provisions in Clause 5, Article 20, and Clause 2, Article 28 of this Charter. A Shareholder or a group of Shareholders, when exercising the rights specified in Clause 4 of this Article, must provide a written certification of the securities company (or other documents equivalent and acceptable to the Company) on the number of shares, the percentage of shares held to prove that all of the corresponding conditions above are satisfied.

Article 11. Obligations of Shareholders

1. Shareholders have the following obligations:

- a. To comply with this Charter and the Corporate Governance Regulations; to comply with the resolutions of the General shareholders assembly and the decisions of the Board of Directors;
- b. To participate in the General shareholders assembly and exercise the right to vote directly or through the Authorized Person to attend the General shareholders assembly's meeting or perform remote voting or other forms in this Charter in accordance with the Law. Shareholders may authorize the Board of Directors' members to represent them at the General shareholders assembly;
- c. To pay for share purchase according to the number of shares registered to buy in full and on time according to prescribed procedures, be liable for the Company's debts and other property obligations to the extent of the capital contributed to the Company; may not withdraw the contributed capital from the Company in any form except in the case of shares being bought back by the Company or another person. In case a Shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such Shareholder shall and persons with related interests in the Company shall be jointly and severally liable for the debts and other property obligations of the Company to the extent the value of shares has been withdrawn and the damages incurred;
- d. To provide the correct address when registering to buy shares;
- e. To fulfill other obligations in accordance with current Laws;
- f. Confidentiality of the information provided by the Company in accordance with the provisions of the Company Charter and the Law; only use the information provided to exercise and protect their legitimate rights and interests; it is strictly forbidden to distribute, copy or send information provided by the Company to other organizations and individuals;
- g. To take personal responsibility when acting on behalf of the Company in any form to perform one of the following acts:
 - g1. Violating the Law;
 - g2. Conducting business and other transactions for self-interest or to serve the interests of other organizations and individuals;
 - g3. Payment of undue debts before possible financial risk to the Company.
- h. To take personal responsibility for expenses when directly or participating in the request to convene the General shareholders assembly with inappropriate reasons and causes.

2. Obligations of Major Shareholders:

- a. Major Shareholder means a Shareholder that directly or indirectly owns five (05)% or more of the Company's voting shares; Organizations and individuals becoming major The Company's shareholders must disclose information and send a written report to the Company, The State Securities Commission and the Stock Exchange where the Company's shares are listed within five (05) working days from the date of becoming a major shareholder.
- b. The report on ownership of a major shareholder includes the following contents::

- b1. Name, number of the Business Registration Certificate, Operation License or equivalent legal document, address, line of business, for the major organizational shareholder; full name, age, nationality, number of ID card/Passport/ID card, contact address, occupation for the major shareholder being an individual;
- b2. Number and percentage of owned shares by Shareholders or together with other organizations or individuals over the total number of outstanding shares.
- c. When there is an important change in the information stated in the report specified at Point b above or there is a change in the number of owned shares exceeding one (01) % of shares of the same class in circulation, within five (05) working days from the date of the above change, the major shareholder must submit an amended and supplemented report to the Company, The State Securities Commission and the Stock Exchange where the Company's shares are listed in accordance with this Charter and the Law.
- d. Major Shareholders are not allowed to take advantage of their advantages to affect the rights and interests of the Company and other Shareholders in accordance with the provisions of the Law and this Charter.
- e. The provisions at Points a, b and c above also apply to Related Persons, groups of foreign investors related to ownership from five (05) % or more of the voting shares of the Company.

Article 12. General shareholders assembly

1. The General shareholders assembly is the highest authority of the Company and all Shareholders with voting rights are entitled to attend. The Annual General shareholders assembly is held once a year and must be held within four (04) months from the end of the fiscal year; in necessary cases, the Board of Directors shall decide to extend the Annual General shareholders assembly, but not exceeding 06 months from the end of the fiscal year.
2. The Board of Directors shall convene the Annual General shareholders assembly and select an appropriate venue, but must be the place where the chair attends the General shareholders assembly's meeting and in the territory of Vietnam. The Annual General shareholders assembly decides on issues in accordance with the Law and this Charter, especially through the audited annual financial statements. In case the audit report of the annual financial statements of the Company contains material exceptions, a conflicting opinion or a disclaimer, the Company must invite a representative of an audit organization approved to audit the Company's financial statements to attend the Annual General shareholders assembly and the above-mentioned approved audit organization representative is responsible for attending the Company's Annual General shareholders assembly.
3. The Board of Directors must convene an extraordinary General shareholders assembly in the following cases:
 - a. The Board of Directors considers it necessary for the benefit of the Company. Convening is necessary if the independent auditors find that the General shareholders assembly's meeting is important to discuss the audit report or the Company's financial position and the Board of Directors finds it too;

- b. The annual balance sheet, the six (06) monthly or quarterly reports or the audit report of the fiscal year reflecting that the owner's equity has been lost by half (1/2) compared to the beginning of the period;
 - c. When the number of the Board of Directors' members, the Board of controllers is less than the number of members prescribed by Law or less than half of the members specified in this Charter;
 - d. A Shareholder or a group of Shareholders specified in Clause 3, Article 10 of this Charter requests to convene the General shareholders assembly with a written petition. The written petition to convene must include the following contents: full name, contact address, nationality, number of legal papers of the individual, for Shareholders being individuals; name, enterprise code or number of legal papers of the organization, headquarters address, for Shareholders being organizations; number of shares and time of share registration of each Shareholder, the total number of shares of the whole group of Shareholders and the percentage of ownership in the total number of shares of the Company, grounds and reasons for requesting the convening of the General shareholders assembly. Enclosed with the request to convene a meeting, there must be documents and evidences about the violations of the Board of Directors, the extent of the violations or the decisions beyond its competence. The written petition must be signed by the relevant Shareholders (the petition may be made in many copies to have the signatures of all the relevant Shareholders);
 - e. The Board of controllers requests to convene the General shareholders assembly in writing when the Board of controllers has reason to believe that: (i) any Manager has seriously breached their obligations under Article 165 of the Enterprise Law or (ii) the Board of Directors acts or intends to act outside of its jurisdiction; and
 - f. Other cases as prescribed by Law and this Charter.
4. Responsibility to convene an Extraordinary General shareholders assembly
- a. The Board of Directors must convene a the General shareholders assembly's meetings within thirty (30) days from the date on which the number of the Board of Directors' members or the Board of controllers fails to satisfy the provisions of Point c, Clause 3 of this Article, or receive the request mentioned in Point d Clause 3 or Point e Clause 3 of this Article. In case the Board of Directors fails to convene the General shareholders assembly as prescribed in Point a, Clause 4 of this Article, within the next thirty (30) days, The Board of controllers must replace the Board of Directors to convene the General shareholders assembly;
 - b. In case the Board of controllers fails to convene the General shareholders assembly as prescribed, the Board of controllers shall be responsible before the law and compensate for any damage incurred to the company in accordance with Clause 3, Article 140 of the Enterprise Law;
 - c. In case the Board of controllers fails to convene a meeting as prescribed at Point b, Clause 4 of this Article, within the next thirty (30) days, Shareholders, The group of Shareholders that make the request specified at Point d, Clause 3 of this Article has the right to replace the Board of Directors and the Board of controllers to convene the General shareholders assembly. In this case, if deemed necessary, a Shareholder or a group of Shareholders convening the General shareholders assembly may request the agency to issue a Certificate of Business Registration or

another agency as prescribed by law that is competent to supervise the order and procedures for convening, conducting meetings and making decisions of the General shareholders assembly;

- d. The convenor must make a list of Shareholders entitled to attend the General shareholders assembly, provide information and settle complaints related to the list of Shareholders, set up the agenda and contents of the General shareholders assembly's meeting, prepare documents, draft resolution of the General shareholders assembly according to the proposed content of the General shareholders assembly's meeting; list and detailed information of candidates in case of election of the Board of Directors' members, Supervisors, determination of time and place of meeting, sending notice of meeting invitation to each Shareholder entitled to attend the General shareholders assembly's meeting.
5. All costs of convening and conducting a General shareholders assembly shall be borne by the Company. These expenses will not include expenses incurred by Shareholders when attending the General shareholders assembly, including accommodation and travel expenses.

Article 13. Rights and obligations of the General shareholders assembly

1. The General shareholders assembly has the right to discuss and approve the following issues:
 - a. The Company's annual business plan;
 - b. Audited annual financial statements;
 - c. Report of the Board of Directors on the management and operation results of the Board of Directors and each member of the Board of Directors;
 - d. The Board of controllers's report on the Company's business results, the performance results of the Board of Directors, the General Director and the report on self-assessment of the performance of the Board of controllers and Supervisors;
 - e. Report of the General Director;
 - f. Dividend rate for each share of each class; annual payment of dividends for each class of shares in accordance with the Enterprise Law and the rights attached to that class of shares. This dividend is not higher than the level proposed by the Board of Directors after consulting the Shareholders at the General shareholders assembly;
 - g. Number of the Board of Directors' members, the Board of controllers;
 - h. Short-term and long-term development plan of the Company.
 - i. Approving the list of approved audit firms; decide on the approved audit firm to inspect the Company's activities, dismiss the approved auditor when deeming it necessary;
 - j. Electing, removing, dismissing and replacing the Board of Directors' members and Board of controllers;
 - k. The total remuneration of the Board of Directors' members, the Board of controllers and the report on the remuneration of the Board of Directors and the Board of controllers;
 - l. Approving the policy of remuneration for the Board of Directors' members and the Board of controllers;
 - m. Supplementing and amending the Company's Charter;

- n. Approving the Company's business lines;
 - o. Deciding to change the Company's authorized capital, including the reduction of Authorized capital;
 - p. Type of shares and number of new shares to be issued for each class of shares entitled to be offered for sale;
 - q. Division, separation, consolidation, merger or transformation of the Company. Reorganize and dissolve (liquidation) the Company and appoint a liquidator;
 - r. Inspecting and handling the violations of the Board of Directors or the Board of controllers causing damage to the Company and Shareholders;
 - s. Investment decision or transaction to sell Company or Affiliate assets or purchase/sale/investment transaction valued at thirty-five (35)% or more of the total value of assets of the Company and its Affiliates recorded in the most recent financial statements;
 - t. The Company repurchases more than ten (10)% of a type of issued shares;
 - u. The Company or its Affiliates enter into contracts with the persons specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than thirty-five (35)% or more or a transaction that results in a total transaction value arising within twelve (12) months from the date of the first transaction with a value of thirty-five (35)% or more of the total asset value of the Company and its Affiliates as recorded in the most recent financial statements;
 - v. Contracts, transactions of borrowing and selling assets with a value greater than ten (10)% of the total value of assets recorded in the most recent financial statement between the Company and the Shareholders owning from fifty-one (51)% of the total number of voting shares or more or Related Persons of that Shareholder;
 - w. Issuance of convertible bonds and warrants allowing owners to buy shares at a predetermined price;
 - x. Approving the internal regulations on corporate governance, operating regulations of the Board of Directors, operating regulations of the Board of controllers;
 - y. Other issues as prescribed in this Charter, other regulations of the Company and the Law.
2. All resolutions and issues that have been included in the General shareholders assembly's meeting agenda must be discussed and voted on at the General shareholders assembly.

Article 14. Authorized Representative; Authorized Person to Attend Meetings

1. Shareholders are organizations that have the right to appoint one or several Authorized Representatives to exercise their Shareholders' rights in accordance with the provisions of the Law. In case more than one Authorized Representative is appointed, the number of votes for each representative must be specified. The appointment, termination or change of the Authorized Representative must be notified in writing to the Company as soon as possible.

The notice must contain the following principal contents:

- a. Name, headquarters address, nationality, establishment decision number or business registration number of the Shareholder;
- b. Number of shares, type of shares;

- c. Full name, contact address, nationality, number of Identity Card, Passport or other lawful personal identification of the Authorized Representative;
 - d. Number of Authorized Representative and share ownership ratio, number of shares authorized to represent;
 - e. Term of Authorized Representative, specifying the date of commencement of representation;
 - f. Full name, signature of the Authorized Representative and the legal representative of the Shareholder.
2. Shareholders have the right to attend the General shareholders assembly in accordance with the Law, can directly attend or authorize the Authorized Person to attend. The Authorized Person to attend the General shareholders assembly's meeting is not necessarily a Shareholder.
 3. The documents for appointing the Authorized Person to attend the General shareholders assembly's meeting must be made in writing according to the provisions of civil law, must clearly state the name of the authorized individual or organization, authorized number of shares and must be signed by the authorizing party and the authorized party. The Authorized Person to attend the General shareholders assembly must submit a written authorization when registering to attend the General shareholders assembly's meeting.
 4. In case of re-authorization, the Authorized Person to attend the General shareholders assembly's meeting must also present the original power of attorney or a valid copy of that authorization of the Shareholder, the Authorized Representative of the Organizational shareholder (if not previously registered with the Company). If this is not done, the appointment of an Authorized Person to the General shareholders assembly's meeting will be void.
 5. Voting forms of Authorized Persons to attend the General shareholders assembly's meeting within the scope of authorization are still valid in one of the following cases:
 - a. The principal has died, has limited civil act capacity or has lost his civil act capacity;
 - b. The principal has canceled the appointment of the authorization;
 - c. The authorizer has revoked the authority of the person performing the authorization. However, this Clause shall not apply in the event that the Company receives written notice of one of the foregoing events not later than twenty-four (24) hours before the opening time of the General shareholders assembly or before the General shareholders assembly's meeting is re-convened.

Article 15. Change of rights

1. The change or cancellation of special rights attached to a class of preferred shares takes effect when represented by a Shareholder from sixty-five (65)% of total votes or more of all Shareholders attending the General shareholders assembly's meeting approved. A resolution of the General shareholders assembly on the content that adversely changes the rights and obligations of a shareholder owning preferred shares may only be approved if the number of preferred shareholders of the same type attending the General shareholders assembly's meeting owns from seventy five (75) % of the total number of preferred shares of that class or more, or approved by the preferred Shareholders of the same class who own 75% or more of the total number of

preferred shares of that class, in the case of passing a resolution in the form of written questionnaire.

2. The organization of a meeting of Shareholders holding a type of preference share to approve the change of rights specified in Clause 1 of this Article is only valid when there are at least two (02) Shareholders (or their Authorized Person) and hold at least one-third (1/3) of the par value of the issued shares of such class. If there are not enough delegates as mentioned above, the General shareholders assembly's meeting shall be re-organized within thirty (30) days thereafter and the holders of shares of that type (regardless of the number of people and the number of shares) present in person or through the Authorized Person to attend the General shareholders assembly's meeting are considered to have the required number of delegates. At the General shareholders assembly's meetings of Shareholders holding preferred shares mentioned above, the holders of shares of such class who are present in person or through the Authorized Person to the General shareholders assembly's meeting may request secret ballot. Each share of the same class has equal voting rights at the above-mentioned meetings.
3. Procedures for conducting such separate meetings are similar to the provisions of Articles 17 and 18 of this Charter.
4. Except as otherwise provided in the terms of the issue of shares, special rights attached to classes of shares with preference for some or all matters relating to the distribution of profits or the Company's assets remain unchanged when the Company issues additional shares of the same class.

Article 16. Convening the General shareholders assembly, meeting agenda and notice of the General shareholders assembly

1. The Board of Directors will convene a General shareholders assembly, except for the cases specified at Points b and c, Clause 4, Article 12 of this Charter.
2. The convenor of General shareholders assembly's meetings must perform the following tasks:
 - a. Prepare a list of Shareholders eligible to participate and vote at the General shareholders assembly. The list of shareholders entitled to attend the General shareholders assembly shall be made no later than ten (10) days before the date of sending the notice of invitation to the General shareholders assembly. The Company must disclose information about making the list of Shareholders entitled to attend the General shareholders assembly at least twenty (20) days before the last registration date;
 - b. Preparing the agenda and contents of the General shareholders assembly's meeting;
 - c. Preparing the documents for the General shareholders assembly's meeting;
 - d. Drafting the resolution of the General shareholders assembly according to the proposed content of the General shareholders assembly's meeting;
 - e. Determining the time and place to hold the General shareholders assembly's meeting;
 - f. Notifying and sending the notice of the General shareholders assembly's meetings to all Shareholders;
 - g. Other works serving the General shareholders assembly's meeting.

3. The notice of the General shareholders assembly's meetings shall be sent to all Shareholders by a method to ensure that the contact address of the Shareholders is reached and at the same time published on the media of the State Securities Commission, Stock Exchange, on the Company's website. The notice of the General shareholders assembly must be sent at least twenty one (21) days before the opening date of the General shareholders assembly, counting from the date on which the notice is duly sent or transmitted. The agenda of the General shareholders assembly's meetings, documents related to the issues to be voted on at the General shareholders assembly's meeting are sent to the Shareholders and/or posted on the Company's website. In case the document is not attached to the notice of the General shareholders assembly's meetings, the notice of invitation must clearly state the link to all meeting documents so that the Shareholders can access.
4. Shareholders or groups of Shareholders mentioned in Clause 3, Article 10 of this Charter have the right to propose issues to be included in the agenda of the General shareholders assembly. The proposal must be made in writing and must be sent to the Company at least three (03) working days before the opening of the General shareholders assembly's meetings. The proposal must include: the name of the Shareholder, the number and type of shares he or she holds, and the content proposed to be included in the General shareholders assembly's meeting agenda.
5. The convenor of General shareholders assembly's meetings has the right to refuse proposals related to Clause 4 of this Article only if:
 - a. Proposals are not sent in accordance with Clause 4 of this Charter;
 - b. At the time of the proposal, the Shareholder or group of Shareholders does not hold five (5) percent or more of the common shares as prescribed in Clause 3, Article 10 of this Charter;
 - c. The proposal does not contain the necessary information specified in Clause 4 of this Article, point e, Clause 3, Article 10 of the Charter; and
 - d. The proposed issue is not within the competence of the General shareholders assembly to discuss and pass resolutions.
6. The convenor of General shareholders assembly's meetings must accept and include the recommendations specified in Clause 4 of this Article in the proposed agenda and contents of the General shareholders assembly's meeting, except for the case specified in Clause 5 of this Article; Proposals are officially added to the agenda and contents of the General shareholders assembly's meeting if approved by the General shareholders assembly.
7. The Board of Directors must prepare draft resolutions for the issues on the General shareholders assembly's meeting agenda.
8. In case all Shareholders representing one hundred (100)% of the voting shares directly attend or through the Authorized Representative at the General shareholders assembly, Decisions approved unanimously by the General shareholders assembly are considered legal and valid even if the order, the procedure for convening a meeting and passing such resolution violates the provisions of the Enterprise Law and this Charter.

Article 17. Conditions for conducting the General shareholders assembly's meetings and making minutes of the General shareholders assembly's meetings

1. The Chairman of the Board of Directors shall chair the General shareholders assembly convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members shall elect one of them to chair the General shareholders assembly's meeting. In other cases, the person who signs to convene the General shareholders assembly controls the General shareholders assembly to elect the Chair of the General shareholders assembly's meeting and the person with the highest number of votes shall be appointed to chair the General shareholders assembly's meeting. In case of election of a chair, the name of the nominated chair and the number of votes for the chair must be announced.

The chair appoints one or more people to act as secretary of the General shareholders assembly's meeting.

2. Except for the case specified in Clause 3 of this Article, Resolutions of the General shareholders assembly must be approved by a majority of Shareholders owning more than fifty (50)% of the total votes of the voting Shareholders present in person or through the Authorized Person to attend and vote at the General shareholders assembly to approve; or if it is approved by the number of Shareholders holding more than fifty (50)% of the total votes of all Shareholders with voting rights (in the case of collecting Shareholders' opinions in writing).
3. Resolution relating to the content of types of shares and the total number of shares of each class; changing professions and business fields; change the Company's organizational and management structure; transactions of buying and selling assets of the Company or its affiliates with a value of thirty-five (35)% or more of the total value of the Company's assets calculated according to the most recent financial statements; merger, reorganization and Company dissolution; may be approved if approved by the number of Shareholders representing sixty-five (65%) or more of the total votes of all Shareholders attending and voting at the General shareholders assembly's meetings.

Voting to elect the Board of Directors' members and Board of controllers must be done by cumulative voting, whereby each Shareholder has a total number of votes corresponding to the total number of owned shares multiplied by the number of elected the Board of Directors' members or the Board of controllers and the Shareholder has the right to pool all his or her total votes for one or several candidates.

The method of cumulative voting shall be established by the Board of Directors in the Corporate Governance Regulations.

The person elected to be a member of the Board of Directors or a member of the Board of controllers is determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached.

In case there are two (02) or more candidates with the same number of votes for the last member of the Board of Directors or the Board of controllers, the election will be re-elected from among the candidates with the same number of votes or selected according to the criteria in the election regulations or the Company's Charter.

If there are not enough the Board of Directors' members or the Board of controllers, the General shareholders assembly's meeting will re-elect until the number of members is sufficient.

Voting forms can be sent by registered mail to the Board of Directors, the head of the vote counting committee has the right to open, this vote has legal effect even if it is not conformable in terms of form.

4. Minutes of the General shareholders assembly's meetings, the appendix to the list of shareholders registered to attend the General shareholders assembly's meeting, the approved resolutions and relevant documents enclosed with the General shareholders assembly's meeting invitation notice (if any) must be disclosed in accordance with the law on disclosure of information on the stock market and kept at the headquarters of the Company. Minutes of the General shareholders assembly's meetings must be published on the website of the Company within twenty-four (24) hours and sent to all Shareholders by email or fax within fifteen (15) days from the end of the General shareholders assembly. These minutes are considered as authentic proofs of the work carried out at that General shareholders assembly unless an objection is validly raised on the content of the minutes within ten (ten) days from the date of dispatch of such minutes. The General shareholders assembly's meeting minutes will be made in Vietnamese, signed for certification by the chair of the General shareholders assembly and signed by the secretary, and made in accordance with the provisions of the Enterprise Law and this Charter. In case the chair or secretary refuses to sign the General shareholders assembly's meeting minutes, the minutes will take effect if all other the Board of Directors' members attend the General shareholders assembly's meeting and agree to approve the General shareholders assembly's meeting minutes, signed and fully contained in accordance with the provisions of the Enterprise Law and this Charter. The General shareholders assembly's meeting minutes clearly state the refusal of the chair and secretary to sign the General shareholders assembly's meeting minutes. The person who signs the General shareholders assembly's meeting minutes is jointly responsible for the accuracy and truthfulness of the content of the General shareholders assembly's meeting minutes of the Board of Directors. The chair, the person taking the minutes is personally responsible for damage caused to the enterprise due to the refusal to sign the General shareholders assembly's meeting minutes in accordance with this Law, the company's charter and relevant laws. The records, minutes, signature book of the Shareholders attending the General shareholders assembly's meeting and the written authorization to attend must be kept at the headquarters of the Company.
5. To conduct the General shareholders assembly's meetings and to approve the decisions, a minimum number of delegates is required. The minimum number of delegates attending the General shareholders assembly's meeting as prescribed is the number of Shareholders and the Authorized Persons present at the General shareholders assembly's meetings representing more than fifty (50)% of the total voting shares. If the required number of delegates is not available within thirty (30) minutes from the time fixed for the opening of the General shareholders assembly's meeting, the General shareholders assembly's meeting convenor shall cancel the General shareholders assembly's meeting. The General shareholders assembly's meetings must be re-convened within thirty (30) days from the intended date of holding the first General shareholders assembly. The re-convened General shareholders assembly's meetings may only be conducted when the attending members are the Shareholders and the Authorized Persons representing from thirty-

three (33)% of the voting shares. In the event that the Second General shareholders assembly's meetings is not conducted due to insufficient number of delegates required within thirty (30) minutes from the time fixed for opening the General shareholders assembly's meeting, The third General shareholders assembly's meeting may be convened within twenty (20) days from the intended date of the second General shareholders assembly's meeting and in this case the General shareholders assembly's meeting is conducted regardless of the number of Shareholders or Authorized Person to attend the General shareholders assembly's meeting and is considered valid and has the right to decide on all issues expected to be approved at the first General shareholders assembly's meeting.

6. On the date of holding the General shareholders assembly's meeting, the Company must carry out the procedures for registration of Shareholders and must carry out the registration until all Shareholders who have the right to attend the General shareholders assembly's meeting are present.

Shareholders are considered to attend and vote at the General shareholders assembly's meeting in the following cases:

- a. Attending and voting directly at the General shareholders assembly's meeting;
- b. Authorizing another person to attend and vote at the General shareholders assembly's meeting;
- c. Attending and voting through videoconferences, electronic voting or other electronic means;

Attendance, voting and exercise of other rights and obligations of Shareholders at the General shareholders assembly's meeting through online conference will be carried out in accordance with detailed provisions in the Regulation on organization of the General shareholders assembly's meeting and other relevant internal documents.

- d. Sending the votes to the General shareholders assembly's meeting via mail, fax, email.
7. When conducting Shareholder registration, the Company shall issue to each Shareholder or Authorized Person who has the right to vote a voting card, on which is written the registration number, full name of the Shareholder, full name of the Authorized Person to attend the General shareholders assembly's meeting (if any) and the number of votes of that Shareholder. When voting at the General shareholders assembly's meeting, the number of cards in favor of the resolution is collected first, the number of cards against the resolution is collected later, and finally, the total number of votes for or against to make a decision is counted. The total number of votes for, against, abstention or invalidity of each issue shall be announced by the Chair immediately after voting on that issue. The General shareholders assembly's meeting elects the persons responsible for counting votes or supervising the counting of votes at the proposal of the chair. The number of members of the vote counting committee shall be decided by the General shareholders assembly based on the proposal of the chair, but shall not exceed the number of persons prescribed by current law. In order to ensure that the vote counting committee performs its duties and rights, the vote counting committee may set up a department to assist it.
 8. Shareholders or Authorized Persons who arrive at the General shareholders assembly's meetings later than the opening time of the General shareholders assembly's meeting have the right to register immediately and then have the right to

participate and vote at the General shareholders assembly. The Chair is not responsible for stopping the General shareholders assembly's meeting to allow the Late Shareholders or Authorized Persons to register and take effect of the voting sessions conducted before the Shareholders or Authorized Attendees who arrive late to the General shareholders assembly's meeting will not be affected.

9. The Chair is the person who has the right to decide on the order, procedures and events arising outside the agenda of the General shareholders assembly.
10. Without consulting the General shareholders assembly, at any time, the Chair of the General shareholders assembly may postpone the General shareholders assembly's meetings with the required number of delegates, no more than three (03) working days from the date the General shareholders assembly's meeting is intended to open and may only postpone the General shareholders assembly's meeting or change the General shareholders assembly's meeting place to another time and at a different location decided by the chair if it is found that one of the following cases exists: (a) the attending members cannot have convenient seats at the venue of the General shareholders assembly; (b) the conduct of those present obstructs, disrupts order, and threatens to prevent the General shareholders assembly's meeting from being conducted in a fair and lawful manner; or (c) the media at the General shareholders assembly's meeting place does not guarantee the Shareholders attending the General shareholders assembly's meeting to participate, discuss and vote. The adjourned General shareholders assembly will not consider any further issues other than those that should have been legally resolved at the previously adjourned General shareholders assembly.

In case the Chair suspends or postpones the General shareholders assembly's meeting contrary to the provisions of this Clause, the General shareholders assembly's meeting elects another person from among the attending members to replace the chair to run the General shareholders assembly's meeting until the end and the validity of votes at that meeting shall not be affected. The method of electing the Chair of the General shareholders assembly is carried out in the order specified in Clause 1 of this Article.

11. The Chair of the General shareholders assembly's meeting has the right to conduct necessary and reasonable activities to control the General shareholders assembly in a valid and orderly manner, in accordance with the approved program and for the General shareholders assembly's meeting to reflect the wishes of the majority of participants:
 - a. Arranging the seats at the venue of the General shareholders assembly's meetings;
 - b. Ensuring the safety of everyone present at the General shareholders assembly's meeting venue;
 - c. Creating conditions for Shareholders to attend (or continue to attend) the General shareholders assembly's meeting. The convenor of General shareholders assembly's meetings has the full right to change the above measures and apply all necessary measures. Measures may be to issue a pass or use other options.
12. The convenor of the General shareholders assembly's meeting or the Chair of the General shareholders assembly's meeting has the right to require the Shareholders or the Authorized Persons to attend the General shareholders assembly to be subject to inspection or legal and reasonable security measures. In case a Shareholder or Authorized Person does not comply with the above regulations on inspection or security measures, The person convening the General shareholders assembly's meeting or the Chair of the General shareholders assembly's meeting may, after

careful consideration, refuse or expel the above Shareholder or Authorized Person to attend the General shareholders assembly's meeting and/or request the competent authority to maintain the order of the General shareholders assembly's meeting.

13. In the event that the above-mentioned measures are applied at the General shareholders assembly, the Chair or the convenor of the General shareholders assembly's meeting after determining the location of the General shareholders assembly's meeting may:
 - a. Announce the General shareholders assembly's meeting shall be conducted at the place stated in the notice and the Chair of the General shareholders assembly's meeting is present there (the "main venue of the General shareholders assembly's meeting");
 - b. Arrange and organize so that Shareholders or Authorized Persons cannot attend the General shareholders assembly's meeting in accordance with this Article or those who wish to attend at a location other than the main venue of the General shareholders assembly's meeting can concurrently attend the General shareholders assembly.
 - c. The notice of holding the General shareholders assembly's meeting should not detail the organization measures under this Article.
14. In this Charter (unless the circumstances require otherwise), all Shareholders and Authorized Persons to attend the General shareholders assembly's meeting (if any) are considered to attend the General shareholders assembly's meeting at the main venue of the General shareholders assembly's meeting.
15. The Company holds General shareholders assembly's meeting at least one (01) time each year. The Annual General shareholders assembly's meeting may not be held in the form of collecting written opinions.
16. The General shareholders assembly approves decisions under its authority by voting at the General shareholders assembly's meeting or collecting written opinions or through electronic voting or other electronic forms in accordance with the Enterprise Law and the Company's Charter. In case the Company applies modern technology to organize the General shareholders assembly via online meeting, the Company is responsible for ensuring that Shareholders or Authorized Persons attend the General shareholders assembly's meeting, vote by electronic voting or other electronic forms as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 18. Authority and procedure to collect written opinions of Shareholders to approve the decisions of the General shareholders assembly

The authority and method to collect written opinions of Shareholders in order to pass a decision of the General shareholders assembly shall comply with the following provisions:

1. The Board of Directors has the right to collect opinions of Shareholders in writing to pass a decision of the General shareholders assembly at any time if it is deemed necessary for the benefit of the Company in all matters mentioned in Clause 1, Article 13 of the Charter. Specifically:
 - a. Approving the annual financial statements;
 - b. The annual dividend payment for each class of shares is consistent with the Enterprise Law and the rights attached to that class of shares. The Board of

- Directors is responsible for proposing a specific dividend rate when collecting written opinions of the General shareholders assembly;
- c. Number of the Board of Directors' members, the Board of controllers;
 - e. Selection of independent auditing organizations; Approving the list of approved audit firms; decide on an approved audit firm to inspect the Company's activities when it is deemed necessary;
 - f. Electing, removing, dismissing and replacing the Board of Directors' members and Board of controllers;
 - g. Total remuneration of the Board of Directors' members, the Board of controllers and the report on the remuneration of the Board of Directors and the Board of controllers;
 - h. Approving the policy of remuneration for the Board of Directors' members and the Board of controllers;
 - i. Supplementing and amending the Company's Charter;
 - j. Approving the Company's business lines;
 - k. Deciding to change the Company's authorized capital, including the reduction of Authorized capital;
 - l. Type of shares and number of new shares to be issued for each class of shares;
 - m. Division, separation, consolidation, merger or transformation of the Company;
 - n. Reorganizing and dissolving (liquidation) the Company and appoint a liquidator;
 - o. Inspecting and handling the violations of the Board of Directors or the Board of controllers causing damage to the Company;
 - p. Deciding on a transaction to sell the Company's or a Branch's assets or a purchase or sale transaction/investment valued at thirty-five (35)% or more of the total value of assets of the Company and its Affiliates as recorded in the most recent financial statements;
 - q. The Company repurchases more than ten (10)% of a type of issued shares;
 - r. The Company or its Affiliates enter into contracts with the persons specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than thirty-five (35)% or a transaction that results in a total transaction value arising within twelve (12) months from the date of the first transaction with a value of thirty-five (35)% or more of the total value of assets of the Company and its Affiliates recorded in the most recent financial statements;
 - s. Contracts, transactions of borrowing and selling assets with a value greater than ten (10)% of the total value of assets recorded in the most recent financial statement between the Company and the Shareholders owning from fifty-one (51)% of the total number of voting shares or more or Related Persons of that Shareholder;
 - t. Issuance of convertible bonds and warrants allowing owners to buy shares at a predetermined price;
 - u. Other issues as provided for in this Charter and other regulations of the Company.
2. The Board of Directors must prepare the questionnaire, the draft resolution of the General shareholders assembly and documents explaining the draft resolution. The questionnaire enclosed with the draft resolution and explanatory documents must be sent by a secure method to the registered address of each Shareholder. The Board of Directors must ensure to send and announce documents to the Shareholders within a reasonable time for consideration and voting and must be sent at least ten (10) days before the deadline for receiving the questionnaire. The request and method of

sending the questionnaire and accompanying documents shall comply with the provisions of Clause 3, Article 16 of this Charter.

3. The questionnaire must contain the following principal contents:
 - a. Name, headquarters address, business code, place of business registration of Bamboo Capital Joint Stock Company;
 - b. Purpose of consultation;
 - c. Full name, contact address, nationality, number of citizen identification card, people's identity card, passport or other lawful personal identification of shareholders being individuals; name, enterprise identification number or establishment decision number or business registration number of an organization shareholder or full name, contact address, nationality, number of citizen identification card, people's identity card, Passport or other lawful personal identification of the authorized representative of the organizational shareholder; the number of shares of each class and the number of votes of shareholders;
 - d. Issues requiring consultation to approve a decision;
 - e. Voting options include agreeing, disagreeing and abstaining for each issue for opinion;
 - f. The time limit for sending the answered questionnaire to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors.
4. Shareholders can send their answered questionnaires to the Company in one of the following forms:
 - a. Mailing. The answered questionnaires must be signed by the shareholder being an individual, the authorized representative or the legal representative of the organizational shareholder. The questionnaires sent to Bamboo Capital Joint Stock Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
 - b. Sending fax or email. The questionnaire sent to the company via fax or email must be kept confidential until the time of counting of votes;
 - c. The questionnaires sent to the company after the time limit specified in the questionnaire or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid. Questionnaires that are not sent back are considered as non-voting ballots.
5. Shareholders can vote through written form or electronic voting form. When deeming it is necessary, the convener of General shareholders assembly's meetings has the right to deploy either of the above two forms or a combination of the two forms by voting or other forms of collecting shareholders' opinions provided that: in accordance with the actual situation, complying with the law, complying with the Charter, ensuring the principles of publicity and transparency, and ensuring the legitimate rights and interests of shareholders.
6. The Board of Directors counts the votes and makes a minutes of the vote counting in the presence of the Board of controllers or Shareholders who do not hold managerial positions in the Company. The vote counting report must contain the following principal contents:
 - a. Name, headquarters address, number and date of issuance of the Certificate of Business Registration, place of business registration;
 - b. Purpose and issues to be consulted for approval;

- c. Number of Shareholders with the total number of votes that participated in the vote, in which the number of valid votes is distinguished and the number of invalid votes, enclosed with an appendix of the list of Shareholders participating in voting;
- d. Total number of votes for, against and abstention for each issue;
- e. The decisions that have been approved and the ratio of approved votes;
- f. Full name and signature of the Chairman of the Board of Directors, the person supervising the counting of votes and the person counting the votes.

The Board of Directors' members, the vote counting persons and the vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting report; jointly responsible for damages arising from decisions approved due to dishonest and inaccurate counting of votes.

- 7. The report of vote counting results must be sent to the Shareholders within 15 days from the date of completion of the counting of votes. In case Bamboo Capital Joint Stock Company has a website, the submission of the vote counting report may be replaced by posting on the website of Bamboo Capital Joint Stock Company within twenty-four (24) hours from the time of counting the votes.
- 8. The answered questionnaire, the vote counting report, the full text of the approved resolution and relevant documents enclosed with the questionnaire must all be kept at the headquarters of the Company.
- 9. Resolutions approved in the form of collecting written opinions of Shareholders must be approved by the number of Shareholders owning more than fifty (50)% of the total number of voting shares and has the same validity as the resolution approved at the General shareholders assembly.

Article 19. Request for annulment of a decision of the General shareholders assembly

Within ninety (90) days from the date of receipt of the minutes of the General shareholders assembly's meetings or the report of vote counting results to collect opinions of the General shareholders assembly, Shareholders, The Group of Shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request a Court or Arbitrator to consider and annul a resolution or part of a resolution of the General shareholders assembly in the following cases:

- 1. The order and procedures for convening meetings and making decisions of the General shareholders assembly did not comply with the provisions of the Enterprise Law and the Charter of Bamboo Capital Joint Stock Company, except for the case specified in Clause 8, Article 16 of this Charter.
- 2. The content of the Resolution violates the Law or the Charter of Bamboo Capital Joint Stock Company.

In case the decision of the General shareholders assembly's meeting is annulled according to the decision of the Court or Arbitration, the person who convenes the canceled General shareholders assembly may consider to re-organize the General shareholders assembly's meeting within thirty (30) days according to the order and procedures specified in the Enterprise Law and this Charter.

VII. BOARD OF DIRECTORS

Article 20. Components and office term of the Board of Directors' members

1. The number of the Board of Directors' members is at least five (05) people and at most eleven (11) people. The office term of the Board of Directors' members shall not exceed five (05) years; The Board of Directors' members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Company's Board of Directors for no more than 02 consecutive terms. In case all the Board of Directors' members end their terms at the same time, those members will continue to be the Board of Directors' members until a new member is elected to replace and take over the job.
2. The structure of the Company's Board of Directors must ensure that at least one third (1/3) of the total number of the Board of Directors' members are non-executive members.
3. The total number of the Board of Directors' independent members must ensure the following provisions:
 - a. There is at least one (01) independent member in case the Company has between 03 and 05 the Board of Directors' members;
 - b. There are at least two (02) independent members in case the Company has from 06 to 08 the Board of Directors' members;
 - c. There are at least three (03) independent members in case the Company has between 09 and 11 the Board of Directors' members.

The Board of Directors' independent members must fully satisfy the conditions as prescribed by Law. The Board of Directors' members may not be The Company's shareholders, do not hold Vietnamese nationality and/or do not reside in Vietnam.

4. Standards and conditions of the Board of Directors' members

Any person who is both an Collector but at the same time a Competitor or a representative of a Competitor of the Company may not be nominated for election to the Board of Directors.

A member of the Board of Directors must not concurrently be a member of the Board of Directors of more than five (05) other companies.

Individuals/organizations to be elected to the Board of Directors must satisfy the following conditions:

- a. Having full civil act capacity, not being banned from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Enterprise Law;
- b. Having a minimum professional qualification at university level (bachelor's degree), having experience in business management, having held senior management positions (Deputy General Director, General Director, President of the Company) in enterprises with total assets of over 200 billion VND, with a minimum duration of 5 years, and are over 30 years old.
- c. Healthy personal financial situation, no bad debts or potential bad debts arising in the next 12 months from the time of candidacy for a member of the Board of Directors, do not use debt to invest in BCG shares for the purpose of acquiring businesses.
- d. Not related to past "hostile takeover" transactions of other businesses.

- e. Not involve in "stock manipulation" practices.
5. To be a candidate and nominate the Board of Directors' members. A Shareholder or a Group of Shareholders owning ten (10)% of the total number of common shares or more has the right to combine the number of voting rights of each person together to nominate candidates for election to the Board of Directors.

A Shareholder or a group of Shareholders owning from ten (10)% to less than twenty (20)% of common shares may nominate one (01) member to be elected to the Board of Directors; from twenty (20)% to less than thirty (30)% of common shares may nominate up to two (02) candidates; from thirty (30)% to less than forty (40)% of common shares may nominate up to three (03) candidates; from forty (40)% to less than fifty (50)% of the common shares may nominate up to four (04) candidates; from fifty (50)% to less than sixty (60)% of common shares may nominate up to five (05) candidates; from sixty (60)% to less than seventy (70)% of common shares may nominate up to six (06) candidates; from seventy (70)% to eighty (80)% of the common shares may nominate a maximum of seven (07) candidates; and from eighty (80)% to less than ninety (90)% of the common shares may nominate up to eight (08) candidates.

The order and procedures for the election of the Board of Directors are carried out in accordance with the Company's election regulations.

In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough of the necessary number, The incumbent Board of Directors may nominate additional candidates or organize the nomination according to the mechanism prescribed by the Company in the Corporate Governance Regulations. The nomination mechanism or the way in which the incumbent Board of Directors nominate candidates for the Board of Directors must be clearly announced and must be approved by the General shareholders assembly before the nomination is made.

6. A member of the Board of Directors will no longer be a member of the Board of Directors in the following cases:
- a. Such member is not eligible to be a member of the Board of Directors under the provisions of the Enterprise Law or is prohibited by law from being a member of the Board of Directors;
 - b. That member submits a written resignation to the Company's headquarters and is approved;
 - c. That member (i) loses or has limited civil act capacity; (ii) have committed violations of the Law and are detained or detained by competent State agencies in accordance with the Criminal Procedure Law; and (iii) other the Board of Directors' members unanimously decide to terminate their membership of the Board of Directors;
 - d. That member is absent, not attend meetings of the Board of Directors continuously for six (06) consecutive months without the approval of the Board of Directors and the Board of Directors has decided that this person's position is vacant;
 - e. Such member is dismissed or dismissed as a member of the Board of Directors according to the resolution of the General shareholders assembly;
 - f. Such Member when/at the time is an Acquirer but is also a Competitor or representative of a Company's Competitor;

- g. Providing false personal information when sending to the Company as a candidate for the Board of Directors.
7. The appointment of the Board of Directors' members must be disclosed in accordance with the provisions of the Law on securities and securities market.

Article 21. Rights and duties of the Board of Directors

1. The Company's business activities and affairs are subject to the supervision and direction of the Board of Directors. The Board of Directors is an agency with full power to decide and exercise all rights and obligations on behalf of the Company, except for those belonging to the General shareholders assembly.
A shareholder means an individual or an organization whose ownership representative is the Chairman of the Board of Directors, a member of the Board of Directors, the Head of the Board of controllers and the Board of controllers, the General Director, Chief Executive Officer (or Deputy General Director), Chief Accountant and equivalent managerial positions elected by the General shareholders assembly or appointed by the Board of Directors and major shareholders who are Related Persons of the above subjects must commit to continue holding one hundred (100)% of owned shares by him for a period of six (06) months from the first trading date of the shares on the Stock Exchange and fifty (50)% of these shares within a period of six (06) the next month.
2. The Board of Directors is responsible for supervising the General Director and senior managers under its authority according to the mechanism mentioned in the Corporate Governance Regulations.
3. The Rights and obligations of the Board of Directors are stipulated by the Law, the Charter, the Corporate Governance Regulations and the resolutions of the General shareholders assembly. Specifically, the Board of Directors has the following powers and duties:
 - a. To decide on strategies, medium-term development plans and production and business development plans and annual budgets;
 - b. To determine operational objectives on the basis of strategic objectives approved by the General shareholders assembly;
 - c. To elect, dismiss and remove the Chairman of the Board of Directors; Appointment, lay off, dismissal, signing, termination of labor contracts for (i) the General Director or, (ii) any senior Manager of the Company at the request of the General Director; to determine the salary, remuneration, bonus and other benefits of such Managers. To decide on the appointment, dismissal, and dismissal of the Authorized Representative to exercise ownership of shares or capital contributions in other organizations/enterprises, to decide on the remuneration and other benefits of such persons;
 - d. To approve the program, content of documents in service of the General shareholders assembly, convening the General shareholders assembly or collecting opinions for the General shareholders assembly to pass a resolution;
 - e. To decide on the issuance of bonds;
 - f. To decide to sell unsold shares within the number of shares authorized to be offered for sale of each class; decide to raise additional capital in other forms;

- g. To resolve the Company's complaints against the Manager as well as decide on the selection of the Company's representative to resolve issues related to legal proceedings against that Manager;
- h. To propose the types of shares to be issued and the total number of shares to be offered for sale of each type;
- i. To propose the issuance of convertible bonds and warrants allowing owners to buy shares at a predetermined price;
- j. To decide on offering prices for bonds, stocks and convertible securities;
- k. To decide on investments with a value lower than thirty-five (35)% of the total value of the Company's assets, based on the most recent financial statement data;
- l. Proposed annual dividend rate; organize the payment of dividends; decide on the time limit and procedures for paying dividends or dealing with losses arising in the course of business;
- m. To propose the restructuring or dissolution or requesting bankruptcy of the Company.
- n. Disclosure of benefits. A member of the Board of Directors who, in one way or another, directly or indirectly benefits from a contract or transaction that has been entered into or is expected to be concluded with the Company, must disclose the nature, the content of that interest in the General shareholders assembly's meeting at which the Board of Directors first considers the issue of signing the contract, this transaction if then this member has already known that he has an interest in it or this member may disclose it at the first meeting of the Board of Directors held after this member knows that he has an interest or will have an interest in the relevant transaction or contract.
- o. To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment, merger, separation, consolidation, transformation and dissolution of the Subsidiaries, establishment of branches, representative offices and capital contribution and share purchase of other enterprises;
- p. Within the scope specified in Clause 2, Article 153 of the Enterprise Law and except for the case specified in Clause 3, Article 167 of the Enterprise Law, which must be approved by the General shareholders assembly, the Board of Directors shall, from time to time, decide on the implementation of the Enterprise Law, amending and canceling major contracts of the Company or its Branches, Subsidiaries (including contracts of purchase, sale, merger, acquisition of the Company and joint ventures with a value from fifty (50)% of the total value of assets recorded in the Company's most recent financial statements or more);
- q. To appoint and dismiss the persons authorized by the Company as commercial representatives and Lawyers of the Company;
- r. All (i) borrowings, debts and (ii) performance of any security and indemnification by the Company to the extent set forth in the Corporate Governance Regulations;
- s. To decide on investment plans and investment projects within its competence and within the limits prescribed by Law;
- t. To approve the contracts to buy, sell, borrow, lend and other transactions with a value of thirty-five (35%) or more of the total value of assets recorded in the Company's most recent financial statements, except for contracts and transactions under the decision-making authority of the General shareholders assembly as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Enterprise Law;

- u. Valuation of assets contributed to the Company other than cash related to the issuance of shares or bonds by the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
 - v. The Company's purchase or withdrawal of no more than ten (10)% of each class of shares sold within a period of twelve (12) months. Decide the price to buy or withdraw shares of the Company;
 - w. Any other business or transaction issue that the Board of Directors decides requires approval within the scope of its powers and responsibilities, as mentioned in the Corporate Governance Regulations;
 - x. To submit the audited annual financial statements to the General shareholders assembly; and
 - y. Other rights and obligations as prescribed by the Enterprise Law, the Law on Securities, other provisions of the Law and this Charter.
4. z. *To have the right to change the capital use plan, the proceeds from the offering, the issuance with the change in value less than 50% of the capital, the proceeds from the offering, the issuance when it is authorized by the General shareholders assembly, except for the offering of non-convertible bonds without warrants under the plan approved by the Board of Directors.* The Board of Directors must report to the General shareholders assembly on its activities according to the provisions of Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, including the supervision of the Board of Directors of the General Director and senior managers in the fiscal year.
5. Unless otherwise provided by the Law and the Charter, the Board of Directors may authorize the Representative Manager to handle the affairs on behalf of the Company.
6. The Board of Directors' members are entitled to receive remuneration for their work as the Board of Directors' members. The total remuneration for the Board of Directors shall be decided by the General shareholders assembly. This remuneration will be divided among the Board of Directors' members in accordance with the Regulations on Corporate Governance.
- The remuneration of the Board of Directors' members is included in the business expenses of the Company in accordance with the provisions of the Law on corporate income tax and must be shown in a separate section in the Company's annual financial statements.
- The total amount paid to each member of the Board of Directors includes remuneration, expenses, commissions, right to buy shares and other benefits enjoyed from the Company, its Subsidiaries, and its affiliates and Other companies in which the Board of Directors' members are representatives of the contributed capital must be disclosed in detail in the the Company's annual report.
7. The Board of Directors' members hold executive positions or the Board of Directors' members work at the Boards, Committee of the Board of Directors or perform other tasks which, according to the Board of Directors, are beyond the scope of normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum salary, salary, commission, percentage of profit or in other forms according to the Company's remuneration policy for the Board of Directors' members.
8. The Board of Directors' members have the right to be paid all travel expenses, meals, accommodation and other reasonable expenses that they had to pay when performing

their responsibilities as the Board of Directors' members, including expenses incurred in attending meetings of the Board of Directors, or the Councils, Committees of the Board of Directors or the General shareholders assembly.

Article 22. Chairman of the Board of Directors

1. The Board of Directors selects from among its members to elect one (01) Chairman. The election of the Chairman is done in accordance with the Regulations on Corporate Governance. The Chairman of the Board of Directors shall not concurrently hold the position of the Company's General Director.
2. Rights and duties of the Chairman of the Board of Directors:
 - a. To formulate the program and plan of activities of the Board of Directors;
 - b. To prepare or organize the preparation of agenda, content and documents for the General shareholders assembly's meeting; convene and chair the General shareholders assembly and the Board of Directors' meetings;
 - c. The Chairman of the Board of Directors must be responsible for ensuring that the Board of Directors sends annual financial statements, reports on the operation of the Company, audit report and inspection report of the Board of Directors to Shareholders at the General shareholders assembly.
 - d. To sign the resolutions/Decisions of the Board of Directors on behalf of the Board of Directors;
 - e. To monitor and inspect the implementation of resolutions and decisions of the Board of Directors;
 - f. To propose the Board of Directors on the appointment, removal and dismissal of the General Director. On behalf of the Board of Directors to sign a labor contract with the General Director;
 - g. In case of necessity, the Chairman of the Board of Directors may temporarily suspend the decisions of the General Director to limit losses and then must report in writing to the Board of Directors for an official decision on the suspension or cancel such suspension decision within fifteen (15) days from the date of issuance of such suspension decision;
 - h. To organize the approval of resolutions and decisions of the Board of Directors;
 - i. Other Rights and obligations as prescribed in the Enterprise Law and this Charter.
3. The Chairman of the Board of Directors must convene and preside over the General shareholders assembly and the Board of Directors' meetings. In case the Chairman has notified the Board of Directors that he is absent or must be absent due to force majeure reasons or lose the ability to fulfill their duties, a member of the Board of Directors authorized by the Chairman of the Board of Directors will exercise the Rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person, the Board of Directors may elect another person from among them to perform the duties of the Chairman according to the majority rule.
4. In case the Chairman of the Board of Directors resigns or is dismissed, is fired off, the Board of Directors must elect a replacement within ten (10) days from the date on which the Company receives the letter of resignation or from the date the Board of Directors approves the decision on removal from office, dismiss the Chairman of the Board of Directors.

Article 23. Meetings and Councils and Committees of the Board of Directors

A- Meetings of the Board of Directors

1. The first meeting of the term of the Board of Directors: In case the Board of Directors elects the Chairman, the first meeting of the term of the Board of Directors to elect the Chairman and make other decisions within its competence must be conducted within seven (07) working days, from the date of closing the election of the Board of Directors for that term. This meeting is convened by the member with the highest number of votes. In case there are more than one (01) member with the same highest number of votes, these members elect one of them to convene the Board of Directors' meetings on the principle of majority.
2. Ordinary meetings of the Board of Directors: The Chairman of the Board of Directors must convene ordinary meetings of the Board of Directors, set the agenda, time and place of the General shareholders assembly's meeting at least five (05) days before the scheduled meeting date. The Chairman may convene a meeting whenever he considers it necessary, but at least once a quarter must be held once (01).
3. Board of Directors's extraordinary meeting: The Chairman must convene the Board of Directors' meetings, which must not be delayed without a valid reason, when one of the following subjects proposes in writing to present the purpose of the General shareholders assembly's meeting and issues to be discussed:
 - a. At the request of the Board of controllers or the Board of Directors' independent members;
 - b. At the request of the General Director of the Company or at least five (05) other managers;
 - c. At the request of at least two (02) executive the Board of Directors' members;
 - d. At the request of the independent auditor to discuss the audit report and the Company's situation.
4. The Chairman of the Board of Directors must convene the Board of Directors' meetings within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case the Chairman fails to convene the Board of Directors' meetings at the request, the Chairman shall be responsible for any damage caused to the Company; The applicant has the right to replace the Board of Directors to convene the Board of Directors' meetings.
5. Meeting venue: The Board of Directors' meetings specified in Clause 1, Clause 2 and Clause 3 of this Article are conducted at the Company's headquarters address or other addresses located in Vietnam or abroad according to proposed by the Chairman of the Board of Directors and approved by the Board of Directors.
6. Notice and agenda of The Board of Directors' meetings: The notice of The Board of Directors' meetings must be sent in advance to the Board of Directors' members, at least three (03) working days before holding a meeting, the Board of Directors' members may refuse the notice of meeting invitation in writing and this refusal may take effect retroactively. The Board of Directors' meetings's meeting invitation notice must specify the time and place of the Board of Directors' meetings's meeting, the agenda, issues for discussion and decisions. The Board of Directors' meetings's meeting invitation notice must be enclosed with documents to be used at the Board of Directors' meetings's meeting and voting sheets of members.

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

7. The Board of Directors' meetings is conducted when three quarters (3/4) of the total number of members attend The Board of Directors' meetings. In case a meeting convened in accordance with this Clause does not have enough members to attend The Board of Directors' meetings as prescribed, it may be convened a second time within seven (07) days from the intended date of the first meeting. In this case, The Board of Directors' meetings will be conducted if more than half (1/2) of the Board of Directors' members attend the Board of Directors' meetings.

The Board of Directors' members are considered to attend and vote at the Board of Directors' meetings in the following cases:

- a. Attending and voting directly at The Board of Directors' meetings;
- b. Authorizing another person to attend The Board of Directors' meetings if it is approved by a majority of the Board of Directors' members.
- c. Attending and voing via videoconferences, electronic voting or other similar means;
- d. Sending the votes to The Board of Directors' meetings via mail, fax, email.

8. Voting:

- a. Except as prescribed at Point b of this Clause, each member of the Board of Directors or an authorized person present in person at the Board of Directors' meetings has one (01) vote;
- b. The Board of Directors' members may not vote on contracts or transactions or proposals that such member or the Person Related to that member has an interest and that interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors is not included in the minimum number of delegates required to be present to be able to hold the Board of Directors' meetings on decisions for which such member does not have the right to vote;

Any member of the Board of Directors who benefits from a contract or transaction specified in Clause 4, Article 30 of this Charter shall be deemed to have a significant interest in such contract or transaction.

- c. According to the provisions of Point b of this Clause, when an issue arises in the Board of Directors' meetings related to the interests of a member of the Board of Directors, or related to the voting right of a member, such matters are not resolved by voluntarily giving up the voting right of the relevant member of the Board of Directors, The arising issues are transferred to the chair of the Board of Directors' meetings for decision. The decision of the Chair regarding this issue is final unless the nature or scope of interests of the relevant Board members has not been fully disclosed.
9. Vote on resolutions/decisions. The Board of Directors approves the resolutions and makes decisions by following the consent of the majority of the Board of Directors' members present (over 50%). If the number of agreed and disagreed votes is equal, the final decision will belong to the side with the opinion of the Chairman of the Board of Directors or the person authorized by the Chairman of the Board of Directors to participate in voting at the Board of Directors' meetings.

10. Disclosure of benefits; The Board of Directors' members directly or indirectly benefit from the contract or transaction that have been signed or expected to be signed with the Company and know that he/she is a person with an interest in which he/she is responsible to publicize the nature and content of that interest in the General shareholders assembly's meeting at which the Board of Directors first considers the issue of signing this contract or transaction. In case a member of the Board of Directors does not know that he and a related person have interests at the time a contract or transaction is signed with the Company, this member of the Board of Directors must disclose related interests at The first meeting of the Board of Directors is held after this member knows that he or she has an interest or will have an interest in the relevant transaction or contract.
11. Voting of the persons who are absent at the Board of Directors' meetings. The persons who are absent from the Board of Directors may vote on resolutions/decisions of the Board of Directors by way of voting in writing. Voting forms must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening time. Voting forms may only be opened in the presence of all attendees.
12. Meeting by phone or other forms: Meetings of the Board of Directors may be held in the form of a meeting between the Board of Directors' members when all or several members are in different places provided that each member attending the General shareholders assembly's meeting can:
- a. Listen to each other member of the Board of Directors speaking at the General shareholders assembly's meeting;
 - b. Speak to all other participants simultaneously.
- The communication between members can be done directly by phone or by other means of communication (including the use of this means at the time of approval of the Charter or later) or is a combination of all these methods. The Board of Directors' members participating in such a meeting are considered "present" at such meeting. The General shareholders assembly's meeting place to be held in accordance with this regulation is the place where the largest group of the Board of Directors' members gathers, or if there is no such group, the place where the chair of the Board of Directors's meeting is present.
- The decisions approved in a properly organized and conducted teleconference take effect immediately upon conclusion of the Board of Directors' meeting but must be confirmed by the signatures in the minutes of all the Board of Directors' members attending this meeting.
13. Written resolution: A resolution in the form of collecting written opinions is approved on the basis of the consent of the majority of the Board of Directors' members with voting rights. This resolution has the same effect and validity as the resolution approved by the Board of Directors' members at the Board of Directors' meeting convened and held as usual.
14. Meeting minutes: The Secretary of the Company is responsible for transferring the Board of Directors' meeting minutes to the members and such minutes shall be regarded as corroborating evidence of the work carried out in such meetings unless an objection to the content of the minutes is raised within ten (10) days from moving out. Minutes are made in Vietnamese and must be signed by all the Board of Directors' members and the minutes recorders attending the Board of Directors' meetings. In case there is a member of the Board of Directors who cannot speak Vietnamese, the

Board of Directors' meeting minutes may be translated into English and that member must sign both the minutes in English and Vietnamese. The content approved by the majority of members attending the Board of Directors' meeting must be made into a resolution for approval.

The time limit for storing the Board of Directors' meeting minutes complies with the Corporate Governance Regulations.

15. Persons invited to attend the Board of Directors' meeting minutes: The Chairman of the Board of Directors or the convenor shall send the notice of meeting invitation and accompanying documents to the members of the Board of controllers as for the Board of Directors' members. Members of the Board of controllers have the right to attend meetings of the Board of Directors, and have the right to discuss but not to vote. The General Director, senior managers and experts may attend meetings of the Board of Directors at the invitation of the Board of Directors, but may not vote.

B- Boards and Committees of the Board of Directors

1. The Board of Directors establishes the Human Resources Committee, the Investment Council, and a number of other Councils and Committees based on actual needs to support the operation of the Board of Directors.
2. The Board of Directors may establish special Councils and Committees after having resolutions approved by the General shareholders assembly.
3. The Board of Directors may authorize the Councils and Committees specified in Clauses 1 and 2 of this Article to act and make decisions on matters falling within the competence of the Board of Directors.

Members of the Board, the Committee may include one or more the Board of Directors' members and one or more outside members as decided by the Board of Directors. In the process of exercising their delegated powers, the Councils and Committees must comply with the regulations set forth by the Board of Directors. These regulations may regulate or allow the admission of non-the Board of Directors' members to the Boards, The above Committee and permitting such person to vote as a member of the Council, the Committee but (i) must ensure that the number of outside members is not more than half of the total number of members of the Council, The Committee and (ii) the resolutions of the Councils, the Committee shall only take effect when the members attending and voting at the Board of Directors' meeting minutes have more than fifty (50)% of the Board of Directors' members of such Councils, committees.

4. The implementation of decisions of the Councils, committees under the Board of Directors or of the person holding the status of a member of the councils, committees under the Board of Directors is considered to be valid even if the appointment of the Board of Directors' members, committees may have errors.
5. The Board of Directors shall detail the establishment and responsibilities of the Councils and Committees and the responsibilities of each member.

VIII. COMPANY'S GENERAL DIRECTOR, SENIOR MANAGERS AND SECRETARY

Article 24. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is directly under the leadership of the Board of Directors. The Company has one (01) General Director and several Executive Directors (or Deputy General Directors) and one (01) Chief Financial Officer (CFO) appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be done by a resolution of the Board of Directors duly approved. Accordingly:

1. The Executive Director (or Deputy General Director) is the person who helps the General Director with one or several tasks as assigned and authorized by the General Director; be responsible to the General Director, the Board of Directors and the Law for the scope of work assigned and authorized.
2. Chief accountant is the person who helps the General Director to direct and uniformly perform the work of investment, accounting, financial management and statistics; be responsible for the Company's financial and accounting management in accordance with the provisions of the Law.

Article 25. Senior managers

1. At the proposal of the General Director and the approval of the Board of Directors, The Company will have a certain number and positions of Senior Managers necessary and appropriate to the organizational structure and management practices of the Company as decided by the Board of Directors from time to time.
2. The salary, remuneration, benefits and other terms in the labor contract for the General Director shall be decided by the Board of Directors and contracts of senior managers will be decided by the Board of Directors after consulting the General Director.

Article 26. Appointment, removal, dismissal, duties and rights of the General Director

1. Appointment: The Board of Directors will appoint one member of the Board or another person as the General Director and will sign a contract stipulating the salary, remuneration, benefits and other terms related to employment. Information on salary, allowance, benefits of the General Director must be reported at the Annual General shareholders assembly and stated in the Company's annual report.
2. Conditions and standards:
 - a. The General Director must not be a person who is prohibited by law from holding this position specified in Clause 2, Article 17 of the Enterprise Law, ie: (i) minors, people who have lost or restricted their civil act capacity; (ii) a person who has been sentenced to prison, who is serving a prison sentence; (iii) employees of the armed forces, State officials and employees and (iv) persons banned from working as business managers during the period of prohibition, cooperatives under a decision of the state appropriate authorities, including the owner of a private enterprise, general partners of a partnership, the Director (General Director), The chairman and members of the Board of Directors, the Members' Board of the enterprise, The chairman and members of the Board of Directors of the

cooperative have been declared bankrupt, except for the case where the enterprise, such cooperative is declared bankrupt due to force majeure;

- b. Must not be a family member of the Manager, Controller of the Company; the representative of the state capital contribution, the representative of the enterprise's capital contribution at the Company;
- c. Owning professional qualifications and experience in business administration of the Company.

Term: The office term of the General Director is five (05) years and can be re-appointed. The appointment may expire based on the provisions of the labor contract.

3. Rights and duties: The General Director has the following rights and duties:
 - a. To organize the implementation of the resolutions and the decisions approved by the Board of Directors and the General shareholders assembly;
 - b. To decide on issues related to the day-to-day business of the Company that are not under the authority of the Board of Directors;
 - c. To propose the number and management positions that the Company needs to recruit for the Board of Directors to appoint or lay off or remove when necessary for the positions under the authority of the Board of Directors; Recommend organizational structure plan, internal management regulations of the Company and advise the Board of Directors to decide salary, remuneration, the benefits and other terms of the employment contract of the Senior Manager;
 - d. To consult with the Board of Directors to decide the number of employees, salary, allowance, benefits, appointment, dismissal and other terms related to their labor contract; To appoint, relieve from duty and dismiss managerial positions in the Company, except for those under the authority of the Board of Directors and the General shareholders assembly;
 - e. On November 30 of each year, the General Director must submit to the Board of Directors for approval the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget;
 - f. To organize the implementation of the Company's annual business plan and investment plan approved by the General shareholders assembly and the Board of Directors;
 - g. To propose the measures to improve the Company operation and management;
 - h. To prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) for long-term, annual and quarterly management activities of the Company according to the business plan. Annual budget (including balance sheet, statement of business performance and expected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations issued by the Board of Directors;
 - i. To propose a plan to pay dividends or deal with business losses;
 - j. The General Director will be the Company's representative or authorize the Senior Manager to perform the recruitment and sign labor contracts. Decide salary and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

- k. Within the scope of his duties and rights, the General Director may authorize other individuals and/or organizations to perform tasks related to his/her duties and rights depending on demand from time to time;
- l. To manage the Company's daily business in accordance with the provisions of the Law, this Charter and the regulations of the Company issued by the Board of Directors, resolutions of the Board of Directors, labor contract signed with the Company.

If operating contrary to the above provisions causes damage to the Company, the General Director must be responsible before the Law (if any) and must compensate the Company for damage.

4. To report to the Board of Directors and Shareholders. The General Director is responsible before the Board of Directors and the General shareholders assembly for the performance of assigned tasks and powers and must report to these agencies when it is required.
5. Resignation, dismissal. The Board of Directors may remove or dismiss the General Director with at least two-thirds (2/3) of the Board members voting in favor and appoint a new General Director to replace.

The General Director may be dismissed by the Board of Directors in the following cases:

- a. As the business needs, transfer and rotation of the Company's personnel;
- b. As the health is not guaranteed to continue working.

The General Director may be dismissed by the Board of Directors in the following cases:

- a. Failing to complete tasks or violating the Company's rules and regulations;
- b. Violating the Law but not to the extent of being prosecuted for criminal liability or forced to terminate the labor contract.

Article 27. Company Secretary

1. The Board of Directors will appoint one (01) or more Company Secretary with the term and terms as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary at any time, but not contrary to the provisions of current labor laws. The roles and responsibilities of the Company Secretary and the person in charge of corporate governance include:
 - a. Advising the Board of Directors in organizing the General shareholders assembly according to regulations and related work between the Company and Shareholders;
 - b. Preparing and organizing the Board of Directors' meetings, the Board of controllers and the General shareholders assembly at the request of the Chairman of the Board of Directors or the Board of controllers;
 - c. Attending and taking the minutes of meetings;
 - d. Advising on the procedure of meetings;
 - e. Providing financial information, copies of the Board of Directors' meeting minutes and other information to the Board of Directors' members and the Board of controllers;
 - f. Monitoring and reporting to the Board of Directors on the Company's information disclosure activities; and

- g. Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of the Law;
 - h. Acting as a contact point for stakeholders;
 - i. Ensuring the resolutions of the Board of Directors in accordance with the Law.
2. The Company Secretary is responsible for keeping information confidential in accordance with the provisions of the Law and the Charter.

IX. BOARD OF CONTROLLERS

Article 28. Board of controllers

1. The Board of controllers and its members will have the powers and responsibilities as prescribed in Article 170 of the Enterprise Law and this Charter, mainly the following responsibilities and powers:
 - a. The Board of controllers supervises the Company's financial situation, the compliance with the law by the Board of Directors, the General Director and senior managers in the Company's management and administration; takes responsibility before the General shareholders assembly for the performance of assigned tasks;
 - b. Checking the reasonableness, lawfulness, honesty and prudence in the management and administration of business activities, in the organization of accounting, statistical and financial statements;
 - c. Valuating the completeness, legitimacy and truthfulness of the Company's business reports, annual, six-monthly and quarterly financial statements, and reports on management evaluation of the Board of Directors. Submitting the valuation report of financial statements, annual business situation report of the Company and report on management evaluation of the Board of Directors to the General shareholders assembly at the annual meeting; Reviewing the contracts, transactions with Related Persons under the approval authority of the Board of Directors or the General shareholders assembly and preparing the recommendations on contracts, the transaction requires approval of the Board of Directors or the General shareholders assembly;
 - d. Reviewing, checking and evaluating the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems;
 - e. Reviewing the accounting books and other documents of the Company, the management and administration of the Company's operations whenever it is necessary or at the decision of the General shareholders assembly or at the request of a Shareholder or a group of Shareholders specified in Clause 3, Article 10 of this Charter;
 - f. At the request of a Shareholder or a group of Shareholders specified in Clause 3, Article 10 of this Charter, the Board of controllers shall carry out and conduct an inspection within seven (07) working days, from the date of receipt of the request. Within fifteen (15) working days from the date of completion of the inspection, the Board of controllers must report and explain the matters requested to be examined to the Board of Directors and Shareholders or a group of shareholders with request. The inspection by the Board of controllers as prescribed in this

Clause must not interfere with the normal operation of the Board of Directors, nor disrupt the Company's business operations;

- g. Proposing the Board of Directors measures to amend, supplement and improve the organizational structure of the Company;
 - h. When detecting a member of the Board of Directors, the General Director violates the obligations of the Company's manager as prescribed in the Enterprise Law, Article 29 and Article 30 of this Charter, it must immediately notify in writing to the Board of Directors within forty-eight (48) hours, request the violator to stop the violation and take solutions to remedy the consequences;
 - i. The Board of controllers is entitled to use independent consultants, the internal audit department of the Company to perform the assigned tasks;
 - j. In accounting and auditing the Company's activities, the Board of controllers will have the following powers and responsibilities:
 - j1. Proposing the selection of an independent auditing company, the audit fee and all related issues; deciding on an approved audit organization to inspect the Company's operations, dismissing the approved auditor when deeming it necessary;
 - j2. Discussing with the independent auditor the nature and extent of the audit prior to initiating the audit;
 - j3. Discussing difficult issues and outstanding findings from the mid-term or final audit results as well as any issues that the independent auditor wishes to discuss;
 - j4. Reviewing the management letter of the independent auditor and the feedback of the Company's management;
 - k. Controllers have the right to attend meetings of the Board of Directors; have the right to discuss but not vote;
 - l. The Board of controllers may consult the Board of Directors before submitting reports, conclusions and recommendations to the General shareholders assembly;
 - m. Reporting at the General shareholders assembly according to the provisions of Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
 - n. Ensuring the coordination with the Board of Directors, General Director and Shareholders;
 - o. Having the right to access the Company's files and documents kept at the headquarters, branches and other locations; have the right to go to the workplace of managers and employees of the Company during working hours;
Performing other rights and duties as prescribed in this Charter, Article 170, Article 171 and Article 173 and other provisions of the Enterprise Law and Article 288 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.
2. Being candidating and nominating the members of the Board of controllers. A Shareholder or a group of Shareholders owning ten (10)% of the common shares or more has the right to combine the number of voting rights to nominate and stand for election to the Board of controllers.

A Shareholder or a group of Shareholders holding from ten (10)% to less than twenty (20)% of the total voting shares may nominate one (01) candidate; from twenty (20)% to less than (30)% can nominate up to two (02) candidates; from thirty (30)% to less than forty (40)% can nominate up to three (03) candidates; from forty (40)% to less than fifty (50)% can nominate up to four (04) candidates; from fifty (50)% to less than sixty (60)% can nominate up to five (05) candidates.

The order and procedures for election of the Board of controllers shall comply with the Company's election regulations.

In case the number of candidates for the Board of controllers through nomination and candidacy is still not enough of the required number, The incumbent Board of controllers may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in the Corporate Governance Regulations. The mechanism by the incumbent Board of controllers to nominate candidates for the Board of controllers must be clearly announced and must be approved by the General shareholders assembly before the nomination is carried out.

The Board of Directors' members, General Director and other managers must provide all information and documents related to the Company's operations at the request of the Board of controllers. The Company Secretary must ensure that all copies of financial information, other information provided to the Board of Directors' members and copies of meeting minutes of the Board of Directors must be provided to members of the Board of controllers at the same time they are provided to the Board of Directors.

3. The Board of controllers must not have less than three (03) members and more than five (05) members, the specific number will be presented by the Board of Directors and approved by the General shareholders assembly according to the provisions of Point g, Clause 1, Article 13 of this Charter. Members of the Board of controllers must meet the standards and conditions prescribed in Article 169 of the Enterprise Law, Article 286 of the Decree No. 155/2020/ND-CP and the provisions of this Charter. The members of the Board of controllers are not people in the Company's accounting and finance department and are not shareholders, a member with a contributed capital or an employee of an independent auditing company who has made the financial statements of the Company in the previous three (03) years. The Board of controllers must have at least one (01) member who is an accountant or auditor. The members of the Board of controllers are not related to the Company's Board of Directors' members, General Director and senior managers. The Members of the Board of controllers may not hold Vietnamese nationality and/or do not reside in Vietnam, but they must ensure that more than half of the Board of controllers members reside in Vietnam. The Board of controllers elects one (01) of them to be the Head of the Board of controllers. The head of the Board of controllers must be a person with accounting expertise and must work full-time at the company. The Head of the Board of controllers has the following rights and responsibilities:
 - a. Convening a meeting of the Board of controllers and act as the Chair of the General shareholders assembly's meeting;
 - b. Requesting the Board of Directors, General Director and senior managers to provide relevant information to report to the Board of controllers; and
 - c. Preparing and signing the report of the Board of controllers after consulting the Board of Directors to submit to the General shareholders assembly.
4. The total remuneration of the Board of controllers will be decided by the General shareholders assembly. The members of the Board of controllers are entitled to

reasonable payment for travel, hotel and other expenses incurred when they attend meetings of the Board of controllers or perform other activities of the Board of controllers.

5. After consulting the Board of Directors, the Board of controllers may issue regulations on organization and operation of the Board of controllers. The Board of controllers must meet at least two (02) times a year and the number of members attending the General shareholders assembly's meeting is at least two thirds (2/3) of the members of the Board of controllers. The minutes of the Board of controllers meeting are detailed and clear. The person recording the minutes and members of the Board of controllers attending the General shareholders assembly's meeting must sign the General shareholders assembly's meeting minutes. The General shareholders assembly's meeting minutes of the Board of controllers must be kept in order to determine the responsibilities of each member of the Board of controllers.
6. The members of the Board of controllers are elected by the General shareholders assembly, have a maximum term of five (05) years and can be re-elected for an unlimited number of terms.
7. A member of the Board of controllers is no longer a member in the following cases:
 - a. Such member is prohibited by the Law from being a member of the Board of controllers;
 - b. That member resigns by a written notice sent to the Company's headquarters and approved;
 - c. That member suffers from a mental disorder and other members of the Board of controllers have professional evidences to prove that he or she has lost the capacity for civil acts;
 - d. Such member is absent and does not attend the meetings of the Board of controllers continuously for six (06) consecutive months without the approval of the Board of controllers and the Board of controllers decides that this person's position is vacant;
 - e. Such member shall be dismissed as a member of the Board of controllers according to a decision of the General shareholders assembly.

X. RESPONSIBILITIES OF THE BOARD OF DIRECTORS' MEMBERS, MEMBERS OF THE BOARD OF CONTROLLERS, THE GENERAL DIRECTOR AND SENIOR MANAGERS

Article 29. Careful responsibility

The Board of Directors' members, members of the Board of controllers, the General Director and senior managers are responsible for performing their duties, including those as members of the Boards, Committee of the Board of Directors, honestly and in the best interest of the Company with a degree of care that a prudent person must exercise in a similar position and under similar circumstances.

Article 30. Responsibility being honest and avoiding conflicts of interest

1. The Board of Directors' members, members of the Board of controllers, the General Director and senior managers are not allowed to use business opportunities that can bring benefits to the Company for personal purposes; not use the information obtained through his or her position for personal gain or to serve the interests of any other

organization or individual; at the same time must publicize relevant interests in accordance with the provisions of the Enterprise Law and relevant legal documents.

2. The Board of Directors' members, members of the Board of controllers, the General Director and senior managers are obliged to notify in writing the Board of Directors and the Board of controllers of all interests that may cause conflicts with the Company's interests that they may enjoy through other economic entities, transactions or individuals, including those between the Company, Subsidiaries, companies in which the Company holds control over 50% or more of the authorized capital with the Manager himself or with their Related Persons in accordance with the Law. For transactions approved by the General shareholders assembly or the Board of Directors, The Company must disclose information about these resolutions in accordance with the securities law on information disclosure. The content of the notice includes:
 - a. Name, headquarters address, line of business, number and date of issuance of the Certificate of Business Registration, place of business registration of the enterprise in which they own the contributed capital or shares; rate and time of ownership of such contributed capital or shares.
 - b. Name, headquarters address, line of business, number and date of issuance of the Certificate of Business Registration, place of business registration of the enterprise in which their Related Persons jointly own or own shares or capital contribution of more than ten (10)% of Authorized capital.

The declaration as prescribed in this clause must be made within seven (07) working days from the date on which the relevant interest arises; the amendments and supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendments and supplements.

The declaration prescribed in this clause must be notified to the General shareholders assembly at the annual meeting and posted and kept at the headquarters of the Company. Shareholders, Authorized Representatives of Shareholders, the Board of Directors' members, members of the Board of controllers, the General Director have the right to review the declared contents at any time if necessary.

The Board of Directors' members, members of the Board of controllers, the General Director in their own name or in the name of others to perform work in any form within the scope of the Company's business must explain the nature of the Company's business activities, the content of that work before the Board of Directors, The Board of controllers and may only do so when approved by the majority of the remaining the Board of Directors' members; if performed without declaration or without the approval of the Board of Directors, all income from such activities belongs to the Company.

3. The Company does not grant loans or guarantees to the Board of Directors' members, members of the Board of controllers, the General Director, Senior managers are not Shareholders and their Related Persons or any legal entity in which they have a financial interest, except for (i) Companies and organizations related to this member are companies in the same Group or companies operating under groups of companies, including parent companies - subsidiaries, economic groups; (ii) Approved by the General shareholders assembly; (iii) other provisions of specialized law.

4. According to Article 167 of the Enterprise Law, a contract or transaction between the Company and the following entities:
 - 4.1. Shareholders, Authorized Representative of Shareholders owning more than ten (10)% of the total number of common shares of the Company and their Related Persons; or
 - 4.2. The Board of Directors' members, General Director and their Related Persons; or
 - 4.3. The Enterprises that the Board of Directors' members, members of the Board of controllers, the General Director and senior managers must declare according to the provisions of Clause 2, Article 164 of the Enterprise Law.
 - 4.4. Transactions between the Company and the Board of Directors' members, members of the Board of controllers, General Director and senior managers and their Related Persons will not be disabled, if:
 - a. For contracts or transactions with a small value of thirty-five (35)% of the total value of assets of the Company and the Branch recorded in the most recent financial statements and the contents of the contract or the main contents of that transaction have been announced and approved and permitted by the Board of Directors to perform;
 - b. For contracts or transactions valued at thirty-five (35)% of the total value of the Company and Affiliate's assets or more, or contracts, transactions resulting in a total transaction value arising within twelve (12) months from the date of the first transaction with a value of thirty-five (35)% or more of the total value of assets recorded in the most recent financial statement and other contracts or transactions that are not under the authority of the Board of Directors and the contents of the contract or the main contents of such transaction have been announced and approved and permitted by the General shareholders assembly.

The members of the Board of Directors, members of the Supervisory Board, the General Director, Senior Managers and Persons Related to the above members are not allowed to use information that has not been authorized to be disclosed by the Company or disclosed to others to make relevant transactions.
5. No member of the Board of Directors, General Director, Senior Manager or their Related Person is allowed to buy or sell or trade in any other way the Company's shares or Subsidiaries at any time, when they have information that will certainly affect the price of those shares and other Shareholders are not aware of this information.

Article 31. Responsibility for damage and compensation

1. The Board of Directors' members, members of the Board of controllers, the General Director and senior managers violate their obligations and responsibilities to be honest and prudent, fails to fulfill its obligations with diligence and professional competence as provided for in this Charter and the Corporate Governance Regulations shall be responsible for the damages caused by its violations.
2. The Company compensates those who have been, are or may become a party involved in complaints, lawsuits and prosecutions (including civil cases, administrative proceedings and not lawsuits filed by the Company) if that person was or is a member of the Board of Directors, a member of the Board of controllers, the General Director,

Senior Managers, employees or is an authorized representative of the Company or that person has been or is acting at the request of the Company as a member of the Board of Directors, a member of the Board of controllers, The General Director, Senior Managers, employees or authorized representatives of the Company provided that such person has acted honestly, prudently, diligently for the benefit or not against the best interests of the Company, on the basis of compliance with the Law and without corroborating evidence that the person has breached his or her responsibilities. When executing the function, perform tasks or perform tasks as authorized by the Company, the Board of Directors' members, members of the Board of controllers, General Director, senior managers, employees or authorized representatives of the Company are indemnified by the Company when becoming a related party in complaints, lawsuits, prosecute (except for lawsuits filed by the Company) in the following cases:

- a. Acting honestly, prudently, diligently in the interests of and not in conflict with the interests of the Company;
 - b. Complying with the Law and have no proof of failure to fulfill its responsibilities.
3. Compensation costs include incurred costs (including attorneys' fees), judgment costs, fines, payables arising in reality or considered reasonable when settling these cases within the framework permitted by the Law.

The Company may purchase liability insurance for the persons specified in Clause 2 of this Article to avoid the above-mentioned indemnification liabilities according to the following provisions:

- a. The General shareholders assembly approves the purchase of liability insurance for the Board of Directors' members and members of the Board of controllers;
- b. The Board of Directors approves the purchase of liability insurance for the General Director and senior managers; and
- c. The General Director shall decide on the purchase of liability insurance for cases not specified at Points a and b of this Clause.

XI. RIGHT FOR INVESTIGATING THE COMPANY'S BOOKS AND RECORDS

Article 32. Right for investigating the books and records

1. Common shareholders have the right to look up books and records, specifically as follows:
 - a. Common shareholders have the right to review, look up and extract information about names and contact addresses in the list of voting shareholders; request correction of his incorrect information; consider, look up, extract or copy the company's charter, minutes of the General shareholders assembly's meetings and resolutions of the General shareholders assembly;
 - b. A shareholder or a group of Shareholders owning five (5) percent of the total number of common shares has the right to review, search, and extract minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of controllers, contracts, transactions must be approved by the Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company;

- c. The request for inspection by the authorized representative of the Shareholder must be accompanied by the power of attorney of the Shareholder that he or she represents or a notarized copy of this power of attorney.
2. The Board of Directors' members, members of the Board of controllers, the General Director and senior managers have the right to check the Register of The Company's shareholders, list of Shareholders and other books and records of the Company for purposes related to their positions provided that such information is kept confidential.
3. The Company will have to keep this Charter and its amendments and supplements, the Business Registration Certificate, regulations, documents proving property ownership, resolutions, minutes of the General shareholders assembly's meetings and the Board of Directors, reports of the Board of Directors, reports of the Board of controllers, annual financial statements, accounting books and any other papers according to regulations of the Law at the headquarters of the Company.
4. The Charter must be published on the Company's website.

XII. WORKERS AND TRADE UNIONS

Article 33. Workers and trade unions

1. The General Director must make a plan for the Board of Directors to approve issues related to recruitment, termination of employees, salary, social insurance, welfare, reward and discipline employees and senior managers.
2. The General Director must make a plan for the Board of Directors to approve issues related to the Company's relations with trade unions in accordance with the best management standards, practices and policies, and policies specified in this Charter, the regulations of the Company and the provisions of the Law.

XIII. PROFIT DISTRIBUTION

Article 34. Profit distribution

1. The General shareholders assembly decides on the level of dividend payment and the form of annual dividend payment from retained earnings of the Company.
2. According to the provisions of the Enterprise Law, the Board of Directors may decide to advance a mid-term dividend if it deems that this payment is suitable with the profitability of the Company.
3. The Company does not pay interest on dividends or payments related to a class of shares.
4. The Board of Directors may recommend the General shareholders assembly to approve the payment of all or part of dividends in shares and the Board of Directors is the agency to implement this decision.
5. Where dividends or other payments related to a stock are paid in cash, the Company must pay in Vietnamese Dong. The payment can be made directly or through banks on the basis of detailed bank information provided by Shareholders. In case the Company has transferred the money according to the bank details provided by the Shareholder but that Shareholder does not receive the money, the Company is not responsible for the money transferred by the Company to the beneficiary Shareholder.

6. As approved by Shareholders at the General shareholders assembly, the Board of Directors may decide and announce that the holders of common stock have the option to receive dividends in the form of common shares in lieu of cash dividends. These additional shares are recorded as shares in which the purchase price has been paid in full on the basis that the value of the additional common shares in lieu of the cash dividend shall be equivalent to the cash amount of the dividend under the most accurate calculation.
7. Pursuant to the Enterprise Law and the Law on Securities, the Board of Directors approved a resolution to determine a specific date to close the list of Shareholders. Pursuant to that date, persons who register as Shareholders or holders of other securities are entitled to receive dividends, interest, profit distribution, shares, notices or other documents.
8. Other issues related to the distribution of profits shall be carried out in accordance with the provisions of the Law.

XIV. BANK ACCOUNT, FUND SETTING, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 35. Bank accounts

1. The Company will open an account at one or more Vietnamese banks or at branches of foreign banks authorized to operate in Vietnam.
2. With the prior approval of the competent authority, the Company may open a bank account abroad in accordance with the provisions of the Law, if necessary.
3. The Company will conduct all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 36. Fund raising

Annually, the Board of Directors will decide the level of appropriation of funds from the Company's after-tax profits, including: (i) an amount deducted into the financial reserve fund. This amount cannot exceed five (05)% of the Company's after-tax profit and will only continue to be deducted until the Financial Provision Fund equals ten (10)% of the Company's Authorized capital; (ii) 15% to set up Bonus and Welfare Fund. The percentage (%) of appropriating funds may be changed at the recommendation of the Board of Directors and approved by the General shareholders assembly.

Article 37. Fiscal year

The Company's fiscal year begins on the first day of January each year and ends on the thirty-first day (31) of December of the same year. The first fiscal year begins on the Incorporation Date and ends on the thirty-first day (31) of December of that year, as permitted by Law.

Article 38. Accounting mode

1. The accounting system used by the Company is the Vietnamese accounting system (VAS) or another accounting system approved by the Ministry of Finance.

2. The company will have to make accounting books in Vietnamese. The Company will keep accounting records according to the type of business activities in which the Company is engaged. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as the currency used in accounting.

XV. ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE, PUBLIC ANNOUNCEMENT

Article 39. Annual, six-month and quarterly financial statements

1. The Company will have to prepare an annual financial statement in accordance with the Law as well as the regulations of the State Securities Commission and must be audited according to the provisions of Article 41 of this Charter, and within ninety (90) days from the end of each fiscal year, to submit the annual financial statements approved by the General shareholders assembly to the competent tax authorities, State Securities Commission, Stock Exchange and business registration agency.
2. The annual financial statements must include a report on production and business results that honestly and objectively reflect the situation on profits and loss of the Company for the fiscal year and a Balance Sheet which gives a true and objective view of the Company's activities up to the reporting date. Statement of cash flows and notes to the financial statements. If the Company is a Parent Company, the annual financial statements must also include the Company's separate financial statements and the Consolidated Financial Statements on the Company's operations and its Subsidiaries at the end of each fiscal year.
3. The Company must make and publish the six-monthly and quarterly reports in accordance with the regulations of the State Securities Commission, the Stock Exchange and submit them to the relevant tax authorities and business registration agencies in accordance with the provisions of the Law on Investment and Taxation of the Enterprise Law.
4. The audited financial statements (including the auditor's opinion), the Company's six-month and quarterly reports must be published on the Company's website.

Article 40. Information disclosure and public announcement

The Company's information disclosure and public announcement are made in accordance with the provisions of the Law.

XVI. COMPANY AUDIT

Article 41. Auditing

1. The Annual General shareholders assembly appoints an independent audit firm or approves a list of independent auditing firms and authorize the Board of Directors to decide to select one of these units to conduct audit activities of the Company for the next fiscal year based on the terms and conditions agreed with the Board of Directors.

The independent auditing companies that perform the audit for the Company must be the auditing companies approved by the State Securities Commission.

2. The Company must prepare and submit the annual financial statements to the independent audit firm after the end of the fiscal year.

3. The independent auditing company examines, confirms and reports on the annual financial statements reflecting the revenues and expenditures of the Company, prepares an audit report and submits that report to the Board of Directors within two (02) months from the end of the fiscal year.
4. A copy of the audit report is attached to the Company's annual financial statements.
5. The representative of the independent audit firm performing the audit for the Company is invited to attend the General shareholders assembly and is entitled to receive notices and other information related to the General shareholders assembly that the Shareholders are entitled to receive and express their opinions at the General shareholders assembly's meeting on issues related to audit.

XVII. SEAL

Article 42. Seal

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions;
2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, its branches and representative offices;
3. The Board of Directors, the General Director use and manage the seal in accordance with the provisions of current Laws and the Regulations on Corporate Governance.

XVIII. TERMINATION AND LIQUIDATION

Article 43. Company dissolution

1. The Company may be dissolved or terminated in the following cases:
 - a. At the end of the Company's Operating term without a decision to extend;
 - b. The jurisdiction court of Vietnam declares the Company bankrupt in accordance with current Laws;
 - c. Early dissolution according to resolutions and decisions of the General shareholders assembly;
 - d. The Certificate of Business Registration is revoked, unless otherwise provided by the Law on Tax Administration;
 - e. Other cases as prescribed by Law.
2. The early Company dissolution (including the extended time limit) shall be decided by the General shareholders assembly and implemented by the Board of Directors. This dissolution decision must be notified or approved by the appropriate authority (if required) according to regulations.
3. The Board of Directors convenes the General shareholders assembly at least seven (07) monthS before the end of the operating term so that Shareholders can vote on the extension of the Company's operation at the request of the Board of Directors;
4. The operating term is extended when the number of Shareholders representing at least sixty-five (65%) or more of the total votes of all Shareholders attending the General shareholders assembly agrees.

Article 44. In case of deadlock between the Board of Directors' members and Shareholders

Shareholders holding half of the outstanding shares having the right to vote in the election of the Board of Directors' members have the right to file a complaint with the Court to request Company dissolution when one or more of the following situations:

1. The Board of Directors' members did not agree in the management of the Company's affairs, leading to the situation of not reaching the required number of votes as prescribed for the Board of Directors to act.
2. The Shareholders did not agree, so they could not obtain the required number of votes as prescribed to conduct the election of the Board of Directors' members.
3. There are internal disagreements and two or more factions of the Shareholders are divided, resulting in the dissolution the most beneficial option for all Shareholders.

Article 45. Liquidation

1. At least six (06) months before there is a decision to dissolve the Company, the Board of Directors must establish a liquidation committee consisting of three (03) members. Two members are appointed by the General shareholders assembly and one member is appointed by the Board of Directors from an independent auditing company. The liquidation board will prepare its operating regulations. The members of the liquidation committee may be selected from among Company's employees or independent experts. All expenses related to liquidation will be prioritized by the Company to be paid before other debts of the Company.
2. The liquidation board is responsible for reporting to the business registration office on the date of establishment and the commencement date of operation. Thence, the liquidation committee will represent the Company in all work related to the Company liquidation before the Courts and administrative agencies.
3. Proceeds from the liquidation will be paid in the following order:
 - a. Liquidation costs;
 - b. Salary and insurance costs for employees;
 - c. Taxes and payments to the State;
 - d. Loans (if any);
 - e. Other debts of the Company;
 - f. The balance after paying all debts from (a) to (e) above will be distributed to Shareholders. Preference shares are paid first (if any).

XIX. INTERNAL DISPUTE RESOLUTION

Article 46. Settlement of internal disputes

1. When a dispute or claim arises in connection with the affairs of the Company or the rights of the Shareholders arising from this Charter or from any or obligations under the Enterprise Law or other laws or administrative regulations, between:
 - a. Shareholders with the Company; or
 - b. Shareholders with the Board of Directors, the Board of controllers, the General Director or the Senior Managers;

then the parties concerned will attempt to resolve the dispute through conciliation. Except for the case of disputes related to the Board of Directors or the Chairman of

the Board of Directors, The Chairman of the Board of Directors will preside over the settlement of the dispute and will require each party to present the facts relevant to the dispute within ten (10) working days from the date the dispute arises. If the dispute involves 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 settlement process.

2. If no mediation decision is reached within six (06) weeks from the start of the mediation process or if the mediator's decision is not accepted by the parties, any party can bring such dispute to a competent Court.
3. Each party shall bear its own costs related to the negotiation and conciliation proceedings. The costs of the Court shall be borne by the Court, which shall be borne by the Court.

XX. SUPPLEMENT AND AMENDMENT TO THE CHARTER

Article 47. Supplementing and amending the Charter

1. Amendments and supplements to this Charter must be considered and decided by the General shareholders assembly.
2. In case there are provisions of the law related to the Company's activities not mentioned in this Charter or in case there are new provisions of the law different from those in this Charter, those provisions of the law will automatically apply and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 48. Effective date

1. This Charter consists of twenty-one (21) Chapters, forty-nine (49) Articles, effective from May 6, 2022.
2. This Charter is made into ten (10) originals with equal validity, in which:
 - a. One (01) original submitted at the local State notary office;
 - b. Five (05) originals of registration at the authorities according to the regulations of the People's Committee of Ho Chi Minh City;
 - c. Four (04) originals are kept at the Company's headquarters;
3. This Charter is the sole and official of the Company.
4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least half (1/2) of the total number of the Board of Directors' members.

Article 49. Signature of the legal representative

**LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF DIRECTORS**

Nguyen Ho Nam