

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



CHARTER

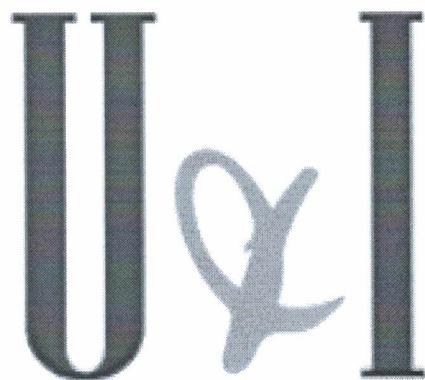
U&I Logistics Corporation

(Issued pursuant to the Resolution of the 2024
Annual General Meeting of Shareholders of U&I Logistics Corporation)

Binh Duong, March 1, 2024

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CLIENTS' INTERESTS FIRST

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INTRODUCTORY SECTION

This Charter is approved pursuant to the Resolution of the General Meeting of Shareholders No. 02/2024/NQ-ĐHĐCD dated March 1, 2024, replacing the Charter dated October 6, 2021, and the Appendix amending the Charter dated June 30, 2022.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be understood as follows:
 - a) *Charter Capital* is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and as stipulated in Article 6 of this Charter;
 - b) *Voting Capital* is the share capital, whereby the holder has the right to vote on matters within the authority of the General Meeting of Shareholders;
 - c) *Enterprise Law* is the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d) *Securities Law* is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e) *Vietnam* is the Socialist Republic of Vietnam;
 - f) *Date of Establishment* means the date on which the Company is first issued the Enterprise Registration Certificate (Business Registration Certificate and equivalent documents);
 - g) *Company Executive* is the General Director, Chief Accountant, and other executives as stipulated in the Company's Charter;
 - h) *Company Manager* is the company manager, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial positions as stipulated in the Company's Charter;
 - i) *Related Person* is an individual or organization as defined in Clause 46, Article 4 of the Securities Law;
 - j) *Shareholder* is an individual or organization owning at least one share of the joint stock company;
 - k) *Founding Shareholder* is a shareholder owning at least one common share and signing the list of founding shareholders of the joint stock company;
 - l) *Major Shareholder* is a shareholder as defined in Clause 18, Article 4 of the Securities Law;
 - m) *Term of Operation* The duration of the Company is stipulated in Article 2 of this Charter and any extension thereof (if applicable) as approved by the General Meeting of Shareholders of the Company;

- o) *Stock Exchange* refers to the Vietnam Stock Exchange and its subsidiaries.
- 2. In this Charter, references to one or more provisions or other documents include any amendments, supplements, or replacement documents.
- 3. The headings (Sections, Articles of this Charter) are used for convenience of understanding and do not affect the content of this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Name of the Company
 - Name of the Company in Vietnamese: **CÔNG TY CỔ PHẦN LOGISTICS U&I**
 - Name of the Company in a foreign language: **U&I LOGISTICS CORPORATION**
 - Abbreviated name of the Company: **U&I LOGISTICS**
2. The Company is a joint stock company with legal personality in accordance with the current laws of Vietnam.
3. Registered office of the Company:
 - Address of head office: No. 158, Ngo Gia Tu Street, Chanh Nghia Ward, Thu Dau Mot City, Binh Duong Province
 - Telephone: 0274 3816288/3822908
 - Fax: 0274 3816290
 - E-mail: info@unilogistics.vn
 - Website: www.unilogistics.vn
4. The Company may establish branches and representative offices in business locations to achieve the Company's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.
5. Unless terminated earlier as stipulated in Clause 2, Article 54, or extended as stipulated in Article 55 of this Charter, the duration of the Company's operation is 50 years from the date the business registration certificate is first issued by the business registration authority.

Article 3. Legal Representative of the Company

The Company has one legal representative. The General Director is the legal representative of the Company.

The rights and obligations of the legal representative are stipulated in Article 35 of this Charter.

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

Article 4. Objectives of the Company's Operations

1. Industry and business lines of the Company:

No.	Industry Name	Industry Code
1	Other supporting services related to transportation: Details: Freight forwarding; Arranging or organizing rail, road, and sea transport activities; Import-export cargo handling; Collection and issuance of transport documents and bills of lading; Customs brokerage activities (only upon satisfaction of the applicable licensing and operational conditions of customs brokerage); Activities of sea and air freight forwarding agents; Ship and aircraft charter brokerage; Packaging services (excluding pesticide packaging); Shipping agency services; Sea freight forwarding agency services;	5229 (main)
2	Road freight transport	4933
3	Inland water freight transport	5022
4	Warehousing and storage of goods (excluding coal and scrap)	5210
5	Direct supporting services for water transportation	5222
6	Cargo handling (excluding cargo handling at airports)	5224
7	Insurance agency and brokerage activities Details: Multimodal transport cargo insurance brokerage.	6622
8	Wholesale of automobiles and other motor vehicles	4511
9	Maintenance and repair of automobiles and other motor vehicles	4520
10	Sale of parts and accessories for automobiles and other motor vehicles	4530
11	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, and rattan) and live animals Details: Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, rattan, rice, sugarcane, and beet sugar) and live animals (excluding the trade of wild plants and animals, including live specimens and processed parts, listed in international treaties to which Vietnam is a member, and rare plants and animals listed as prohibited for exploitation and use)	4620
12	Wholesale of construction materials and other installation equipment Details: Wholesale of construction materials (excluding inland waterway activities); sanitary equipment; bamboo, rattan, timber, and processed wood; hardware	4663
13	Wholesale of food products Details: Excluding rice, cane sugar, and beet sugar	4632
14	Wholesale of textiles, ready-made garments, and footwear	4641
15	Wholesale of other household goods	4649

	Details: Wholesale of perfumes, cosmetics, and sanitary products; ceramic, porcelain, and glassware; household electrical appliances, lamps, and lighting fixtures; beds, wardrobes, tables, chairs, and similar furniture	
16	Wholesale of electronic and telecommunications equipment and components	4652
17	Wholesale of computers, peripheral equipment, and software	4651
18	Wholesale of agricultural machinery, equipment, and spare parts	4653
19	Wholesale of other machinery, equipment, and spare parts Details: Wholesale of mining, construction machinery, equipment, and spare parts; electrical machinery, equipment, and materials; textile, garment, leather, and footwear machinery, equipment, and spare parts; office machinery, equipment, and spare parts (excluding computers and peripheral equipment); computer-controlled machine tools; all types of machine tools for all materials.	4659
20	Wholesale of metals and metal ores Details: Wholesale of iron, steel, and other metals (excluding precious metals).	4662
21	Wholesale of other specialized goods not elsewhere classified Details: Wholesale of industrial chemicals (excluding pesticides and chemicals listed in Schedule 1 of the International Convention); primary form plastics; rubber; textile fibers; pulp; metal and non-metal scrap, waste, and recyclable materials	4669
22	Real estate business, land use rights of owners, users, or leased land (implemented according to planning)	6810
23	Mechanical processing; metal treatment and coating Details: Manufacture of iron pallets	2592
24	Rental of motor vehicles	7710
25	Software publishing	5820
26	Computer programming	6201
27	Computer consultancy and computer system management	6202
28	Information technology services and other related services	6209
29	Data processing, hosting, and related activities	6311
30	Specialized design activities (<i>Details: Website design</i>)	7410
31	Direct support services for road transportation	5225
32	Direct support services for railway transportation.	5221
33	Agency, brokerage, and auction of goods <i>Details: Agency and brokerage of goods</i>	4610
34	Electricity production <i>Details: Solar power</i>	3511
	<i>(Enterprises with foreign investment must comply with the international treaties and WTO agreements to which Vietnam is a member regarding capital contribution ratios, forms of investment, and market opening schedules; must carry out investment procedures in accordance with</i>	Industries not yet matched with the Vietnam

	<i>investment law; Enterprises must strictly adhere to legal regulations on land, construction, fire prevention and fighting, environmental protection, and business conditions for conditional business sectors)</i>	Standard Industrial Classification System
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2. Objectives of the Company's Operations: The Company is established for the purpose of conducting lawful profit-making business, increasing the value of shareholders' shares; creating jobs and stable income for employees, participating in local socio-economic development activities, and engaging in business operations in compliance with the law, with the mission to:

- Provide logistics solutions that meet the specific needs of each customer.
- Become the most efficient logistics service provider in Vietnam.
- Serve as the core connecting element forming the largest logistics network in Vietnam.

Article 5. Scope of Business and Operations of the Company

The Company is authorized to conduct business activities in the sectors specified in this Charter, which have been registered, notified of changes in registration content with the business registration authority, and disclosed on the National Business Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

1. The Company's charter capital is VND 600,000,000,000 (*in words: Six hundred billion Vietnamese Dong*)

The total charter capital of the Company is divided into 60,000,000 shares with a par value of VND 10,000 per share.

2. The Company may alter its charter capital upon approval by the General Meeting of Shareholders and in accordance with legal regulations.

3. The shares of the Company as of the date of adoption of this Charter include common shares. The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of this Charter.

4. The Company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in accordance with legal regulations.

5. Common shares must be offered preferentially to existing shareholders in proportion to their ownership of common shares in the Company. Unless otherwise decided by the General Meeting of Shareholders, the shares not fully subscribed by shareholders will be decided by the Board of Directors. The Board of Directors may allocate such shares to shareholders and others under conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares it has issued in the manner prescribed in this Charter and applicable laws.

7. The Company may issue other types of securities in accordance with legal regulations.

Article 7. Share Certificates

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

2. A share is a security evidencing the lawful rights and interests of the holder in a portion of the share capital of the issuing organization. Shares must contain all the contents as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within thirty (30) days from the date of full submission of the application for transfer of share ownership as prescribed by the Company, or within sixty (60) days from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan (or another period as specified in the issuance terms), the holder of the shares shall be issued a share certificate. The shareholder shall not be charged by the Company for the printing costs of the share certificate.

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

- a) Information about the share certificate that was lost, damaged, or destroyed in another form;
- b) Commitment to bear responsibility for any disputes arising from the issuance of a new share certificate.

Article 8. Other Securities Certificates

Bond certificates or other securities of the Company are issued with the signature of the legal representative and the Company's seal.

Article 9. Transfer of Shares

1. All shares are freely transferable unless otherwise stipulated by this Charter and the law; listed shares and shares registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of securities and stock market laws.

2. Shares that have not been fully paid for must not be transferred and are not entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other benefits as prescribed by law.

Article 10. Redeem of Shares (in the case of enterprise registration)

1. In the event that a shareholder fails to fully and timely pay the amount due for purchasing shares, the Board of Directors shall notify and have the right to require the shareholder to pay the remaining amount and be liable corresponding to the total par value of the shares registered for purchase concerning the Company's financial obligations arising from non-payment.

2. The aforementioned payment notice must specify the new payment deadline (at least 7 days from the date of sending the notice), the payment location, and must state that if payment is not made as required, the unpaid shares will be recovered.
3. The Board of Directors has the right to redeem shares that have not been fully and timely paid in the event that the requirements in the aforementioned notice are not fulfilled.
4. Redeemed shares are considered shares eligible for offering as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale, redistribution under conditions and methods deemed appropriate by the Board of Directors.
5. Shareholders holding redeemed shares must relinquish their shareholder status concerning those shares, but remain liable corresponding to the total par value of the shares registered for purchase concerning the Company's financial obligations arising at the time of recovery as decided by the Board of Directors from the date of recovery until the date of payment. The Board of Directors has full authority to enforce the payment of the entire value of the shares at the time of recovery.
6. The recovery notice is sent to the holder of the recovered shares prior to the recovery date. The recovery remains effective even in the event of errors or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL

Article 11. Organizational Structure, Management, and Control

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

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

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Common shareholders have the following rights:

- a) Attend, speak at the General Meeting of Shareholders, and exercise voting rights directly or through an authorized representative or other forms as provided by the Company's Charter and the law. Each common share carries one vote;
- b) Receive dividends at the rate determined by the General Meeting of Shareholders;
- c) Have priority in purchasing new shares corresponding to the ownership ratio of common shares of each shareholder in the Company;

- d) Freely transfer their shares to others, except as provided in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law, and other relevant legal provisions;
- e) Review, search, and extract information regarding names and contact details in the list of shareholders with voting rights; request amendments to incorrect personal information;
- f) Review, search, extract, or copy the Company Charter, Meeting Minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
- g) Upon the dissolution or bankruptcy of the Company, receive a portion of the remaining assets corresponding to the shareholding ratio in the Company;
- h) Request the Company to repurchase shares in cases stipulated in Article 132 of the Enterprise Law;
- i) Be treated equally. Each share of the same type confers equal rights, obligations, and benefits to the shareholder. In cases where the Company has preferred shares, the rights and obligations attached to the preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) Have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
- l) Be protected in their legitimate rights and interests; propose the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Enterprise Law;
- m) Other rights as prescribed by law and this Charter.

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

- a) Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115, and Article 140 of the Enterprise Law;
- b) Review, search, and extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring Board of Directors' approval, and other documents, except those related to the Company's trade secrets;
- c) Request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and include the following details: full name, contact address, nationality, legal identification number for individual shareholders; name, enterprise code or legal document number, head office address for organizational shareholders; number of shares and registration date of each shareholder, total number of shares of the entire group of shareholders, and ownership ratio in the total shares of the Company; the issue to be examined, purpose of the examination;
- d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than three working days before

the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the issue proposed for inclusion in the agenda;

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

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

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

b) Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders as stipulated in this clause are entitled to nominate one or more individuals as candidates for the Board of Directors and the Supervisory Board in accordance with Clause 2, Article 25 of this Company Charter. In the event that the number of candidates nominated by shareholders or groups of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Obligations of Shareholders

Common shareholders have the following obligations:

1. To pay in full and on time for the shares they have committed to purchase.

2. Not to withdraw capital contributed in the form of common shares from the Company in any manner, except in cases where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, that shareholder and any related parties within the Company shall be jointly liable for the Company's debts and other asset obligations within the value of the withdrawn shares and any resulting damages.

3. To comply with the Company Charter and the Company's internal management regulations.

4. To adhere to the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To maintain the confidentiality of information provided by the Company as stipulated in the Company Charter and by law; to use the information provided solely to exercise and protect their legitimate rights and interests; it is strictly prohibited to disseminate or copy, send the information provided by the Company to other organizations or individuals.

6. To attend the General Meeting of Shareholders and exercise voting/election rights through the following forms:

a) Attend and vote/elect directly at the meeting;

- b) Authorize another individual or organization to attend and vote/elect at the meeting;
- c) Attend and vote/elect through online conferencing, electronic voting, or other electronic forms;
- d) Send voting/election ballots to the meeting via mail, fax, or email.

7. To bear personal responsibility when acting on behalf of the Company in any form to perform the following acts:

- a) Violating the law;
- b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- c) Settling debts not yet due in anticipation of financial risks to the Company.

8. To promptly notify the Company in the event of a change in the shareholder's contact address. The Company shall not be liable for any failure to contact the shareholder due to the shareholder's failure to notify the change of contact address.

9. To fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene annually once a year and within four (4) months from the end of the fiscal year. Unless otherwise stipulated in the Company Charter, the Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding six (6) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the Chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the 2025 Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company Charter, particularly the approval of the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite a representative from the approved auditing organization that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative from the approved auditing organization is required to attend the Company's Annual General Meeting of Shareholders.

3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:

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

- b) The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;
- c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders, or the written request must be made in multiple copies and collectively bear the signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- e) Other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board remains as specified in Point b, Clause 3 of this Article, or upon receipt of the request as stipulated in Points c and d, Clause 3 of this Article;
- b) In the event that the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Point a, Clause 4 of this Article, then within the following 30 days, the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Enterprise Law;
- c) In the event that the Supervisory Board does not convene the General Meeting of Shareholders as stipulated in Point b, Clause 4 of this Article, the shareholder or group of shareholders stipulated in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders as stipulated in the Enterprise Law;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order, procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d) Procedures for organizing the General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Enterprise Law.

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

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

- a) Approve the Company's development orientation;

- b) Decide on the types of shares and the total number of shares of each type authorized for sale; decide on the dividend rate and the form of dividend payment annually for each type of share;
- c) Elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
- d) Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- e) Decision to amend or supplement the Company Charter;
- f) Approval of the annual financial statements;
- g) Decision to repurchase over 10% of the total shares sold of each type;
- h) Review and address violations by members of the Board of Directors and members of the Supervisory Board causing damage to the Company and its shareholders;
- i) Decision on reorganization or dissolution of the Company;
- k) Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l) Approval of the Internal Governance Regulations; Regulations on the operation of the Board of Directors and the Supervisory Board;
- m) Approval of the list of approved auditing firms; decision on the approved auditing firm to conduct audits of the Company's operations, and dismissal of approved auditors when deemed necessary;
- n) Other rights and obligations as prescribed by law.

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

- a) The Company's annual business plan;
- b) The annual audited financial statements;
- c) Report of the Board of Directors on governance and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors, and the General Director;
- e) Self-assessment report on the performance of the Supervisory Board and its members;
- f) Dividend rate and form of dividend payment for each type of share;
- g) Number of members of the Board of Directors and the Supervisory Board;

- h) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- i) Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approval of the list of approved auditing firms; decision on the approved auditing firm to conduct audits of the Company's operations when deemed necessary;
- l) Amendment and supplementation of the Company Charter;
- m) Type of shares and number of new shares to be issued for each type of share and the transfer of shares by founding members within the first three years from the date of establishment;
- n) Division, separation, consolidation, merger, or conversion of the Company;
- o) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
- p) Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- q) Decision to repurchase over 10% of the total shares sold of each type;
- r) The Company enters into contracts or transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statements;
- s) Approval of transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- t) Approval of the Internal Regulations on Corporate Governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Supervisory Board;
- u) Other matters as prescribed by law and this Charter.

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

Article 16. Authorization to Attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of organizational shareholders may directly attend the meeting or authorize one or more individuals or other organizations to attend the meeting or attend the meeting through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law.
2. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The authorization document must be prepared in accordance with civil law and must clearly state

the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document when registering for the meeting. In the case of re-authorization, the attendee must also present the original authorization document of the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company).

3. The Voting Ballot/Election Ballot of the authorized representative attending the meeting within the scope of authorization remains valid in the following cases:

- a) The authorizing person has died, has limited civil capacity, or has lost civil capacity;
- b) The authorizing person has revoked the authorization appointment;
- c) The authorizing person has revoked the authority of the person executing the authorization.

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

Article 17. Changes to Rights

1. Changes or cancellations of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing 65% or more of the total voting rights of all attending shareholders. A resolution of the General Meeting of Shareholders on matters adversely affecting the rights and obligations of preferred shareholders shall only be passed if approved by shareholders holding 75% or more of the total preferred shares of that class attending the meeting or by shareholders holding 75% or more of the total preferred shares of that class in the case of a resolution passed by written consent.

2. The convening of a meeting of shareholders holding a class of preferred shares to approve the aforementioned changes in rights shall be valid only when there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. In the event that the required number of delegates is not met, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of persons and shares) present in person or through an authorized representative shall be deemed to meet the required number of delegates. At such meetings of holders of preferred shares, those holding shares of that class present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

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

4. Unless otherwise stipulated in the terms of share issuance, the special rights attached to classes of shares with preferential rights regarding certain or all matters related to the

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

Article 18. Convening, Meeting Agenda, and Notice of Meeting of the General Meeting of Shareholders

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meetings. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

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

a) Prepare the list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the Notice of Meeting of the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the Final Registration Date;

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e) Determine the time and venue for the meeting;

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

g) Other tasks serving the meeting.

3. The Notice of Meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholder's contact address, and simultaneously published on the Company's website and the website of the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the Notice of Meeting to all shareholders on the List of shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (calculated from the date the notice is sent or duly dispatched). The agenda of the General Meeting of Shareholders, documents related to the matters to be voted on at the meeting, shall be sent to shareholders and/or posted on the Company's website. In the event that documents are not sent with the Notice of Meeting of the General Meeting of Shareholders, the Notice of Meeting must specify the link to all meeting documents for shareholders to access, including:

a) Meeting agenda, documents utilized during the meeting;

b) List and detailed information of candidates in the event of election of members to the Board of Directors and members of the Supervisory Board;

c) Voting/election ballots;

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

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than three working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, contact address, nationality, identity card number, citizen identification card, passport, or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and type of shares held by the shareholder and the issue proposed to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject proposals stipulated in Clause 4 of this Article if they fall under one of the following cases:

a) The proposal is not sent in accordance with Clause 4 of this Article;

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

c) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;

d) Other cases as stipulated by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposals stipulated in Clause 4 of this Article in the anticipated agenda and content of the meeting, except in cases stipulated in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

7. In the event that the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Clauses 3 and 4, Article 14, the Board of Directors must compensate for any damages incurred by the company.

Article 19. Conditions for Conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when shareholders representing more than 50% of the total voting rights are present.

2. In the event that the first meeting does not meet the conditions for proceeding as stipulated in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when shareholders representing at least 33% of the total voting rights are present.

3. In the event that the second meeting does not meet the conditions for proceeding as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting rights of the shareholders present.

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

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend have registered in the following order:

a) During shareholder registration, the Company shall issue each shareholder or authorized representative with voting rights a voting card/voting ballot/election ballot, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting ballots/election ballots of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by means of approval, disapproval, and abstention. At the Meeting, the number of cards approving the resolution shall be collected first, followed by the collection of cards disapproving the resolution, and finally, the total number of approval or disapproval votes shall be counted to make a decision. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting. The Meeting shall elect individuals responsible for vote counting or supervising the vote counting as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be determined by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b) Shareholders, authorized representatives of organizational shareholders, or authorized individuals arriving after the meeting has commenced shall have the right to register immediately and thereafter have the right to participate and vote/elect at the meeting immediately after registration. The Chairperson shall not be obliged to pause the meeting for late-arriving shareholders to register, and the validity of matters already voted/elected upon shall remain unchanged.

2. The election of the Chairperson, secretary, and Vote Counting Committee shall be regulated as follows:

a) The Chairperson of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In the event the Chairperson is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one among them to chair the meeting by majority vote. If no Chairperson is elected, the Head of the Supervisory Board shall preside over the election of a Chairperson for the meeting from among the attendees, and the individual with the highest number of votes shall act as Chairperson of the meeting;

b) Except as provided in point a of this clause, the individual signing the convening notice of the General Meeting of Shareholders shall preside over the election of a Chairperson for the meeting, and the individual with the highest number of votes shall act as Chairperson of the meeting;

c) The Chairperson shall appoint one or more individuals to serve as secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or more individuals to the Vote Counting Committee as proposed by the Chairperson of the meeting.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically allocate time for each issue within the meeting content.

4. The Chairperson of the meeting shall have the authority to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.

a) Arrange seating at the venue of the General Meeting of Shareholders;

b) Ensure the safety of all individuals present at the meeting venues;

c) Facilitate shareholder attendance (or continued attendance) at the meeting. The convener of the General Meeting of Shareholders shall have full authority to alter the aforementioned measures and apply all necessary measures. The measures applied may include issuing entry passes or utilizing other selected forms.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by means of approval, disapproval, and abstention. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized representatives arriving after the meeting has commenced shall still be registered and have the right to participate in voting immediately upon registration; in such cases, the validity of the matters previously voted upon shall remain unchanged.

7. The convener of the meeting or the Chairperson of the General Meeting of Shareholders shall have the following rights:

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

b) To request competent authorities to maintain order during the meeting; to expel those who do not comply with the Chairperson's authority, intentionally disrupt order, impede the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

8. The Chairperson shall have the right to postpone the General Meeting of Shareholders, which has sufficient registered attendees, for a maximum of three working days from the scheduled opening date and may only postpone the meeting or change the meeting venue in the following cases:

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

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

c) Attendees obstruct, disrupt order, or pose a risk of preventing the meeting from being conducted fairly and lawfully.

9. In the event that the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson in conducting the meeting until its conclusion; all resolutions adopted at such meeting shall be effective.

10. In the event that the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall ensure that shareholders can attend and vote by electronic voting or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law.

Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be Adopted

1. A resolution on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting shares of all attending shareholders, except as provided in Clauses 3 of this Article and Clauses 4 and 6 of Article 148 of the Enterprise Law:

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

b) Changes in business lines and sectors;

c) Changes in the Company's management structure;

d) Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;

e) Reorganization or dissolution of the Company.

2. Resolutions shall be adopted when approved by shareholders holding more than 50% of the total voting shares of all attending shareholders, except as provided in Clauses 1, 3 of this Article and Clauses 4, 6 of Article 148 of the Enterprise Law..

3. The voting for the election of members to the Board of Directors and the Supervisory Board must be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Enterprise Law. Accordingly, each shareholder has a total number of votes equivalent to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and the shareholder has the right to allocate all or part of their total votes to one or several candidates. In the event that two or more candidates receive the same number of votes for the final member of the Board of Directors or the Supervisory Board, a re-election shall be conducted among the candidates with equal votes.

The successful candidates for the Board of Directors or Supervisors are determined based on the number of votes from highest to lowest, starting with the candidate receiving the highest number of votes until the required number of members as specified in the Company Charter is reached. In the event that one or more members of the Board of Directors or the Supervisory Board are dismissed or removed by the General Meeting of Shareholders, the shareholder or group of shareholders who nominated those members have the right to nominate other candidates for the Board of Directors or the Supervisory Board as replacements. The General Meeting of Shareholders shall proceed to elect additional members to the Board of Directors and the Supervisory Board from these replacement candidates.

4. Resolutions of the General Meeting of Shareholders adopted by 100% of the total shares with voting rights are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the Company Charter.

Article 22. Authority and Procedure for Collecting Shareholders' Opinions in Writing to Approve Resolutions of the General Meeting of Shareholders

The authority and procedure for collecting shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders are implemented as follows:

2. The Board of Directors has the authority to collect shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for matters stipulated in Clause 2, Article 147 of the Enterprise Law.
3. The Board of Directors must prepare opinion collection forms, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 10 working days before the deadline for returning the opinion collection forms. The requirements and methods for sending the opinion collection forms and accompanying documents are implemented in accordance with Clause 3, Article 18 of this Charter.
3. The opinion collection form must contain the following main contents:
 - a) Name, address of the head office, enterprise code;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, and legal document number of the individual shareholder; name, enterprise code, or legal document number of the organization, address of the head office for organizational shareholders, or full name, contact address, nationality, and legal document number of the representative of the organizational shareholder; the number of shares of each type and the number of voting rights of the shareholder;
 - d) Issues for which opinions are sought to make decisions;
 - e) Voting options including agree, disagree, and no opinion for each issue being consulted;
 - f) Deadline for returning the completed opinion collection form to the Company;

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

4. Shareholders may submit completed opinion ballots to the Company via mail, fax, or email as stipulated below:

a) In the case of mail, the completed opinion ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the shareholder organization. The opinion ballot sent to the Company must be enclosed in a sealed envelope and must not be opened before the vote counting;

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

c) Opinion ballots sent to the Company after the deadline specified in the opinion ballot content or opened in the case of mail and disclosed in the case of fax or email are invalid. Opinion ballots not sent are considered non-participating in the voting.

5. The Board of Directors shall count the votes and prepare the Vote Counting Record under the supervision of the Supervisory Board or shareholders not holding managerial positions in the Company. The Vote Counting Record must contain the following essential contents:

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

b) Purpose and issues requiring opinions for the approval of the resolution;

c) Number of shareholders with the total number of voting/election ballots participating in the voting/election, distinguishing between valid and invalid voting/election ballots and the method of submitting voting/election ballots, accompanied by an appendix of the list of shareholders participating in the voting/election;

d) Total number of votes in favor, against, and abstentions on each issue, total number of votes for each candidate (if any);

e) Issues approved and the corresponding approval voting ratio;

f) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly responsible for the honesty and accuracy of the Vote Counting Record; jointly responsible for any damages arising from decisions approved due to dishonest or inaccurate vote counting.

6. The Vote Counting Record and resolution must be sent to shareholders within fifteen (15) days from the date of vote counting completion. The sending of the Vote Counting Record and resolution may be replaced by posting on the Company's electronic information page within 24 hours from the time of vote counting completion.

7. The completed opinion ballots, Vote Counting Record, approved resolution, and related documents accompanying the opinion ballots must be retained at the Company's head office.

8. A resolution is approved in the form of written shareholder opinion collection if more than 50% of the total voting rights of all shareholders with voting rights agree and is as valid as a resolution approved at the General Meeting of Shareholders.

Article 23. Resolution, Meeting Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and must contain the following essential contents:

- a) Name, address of the head office, enterprise code;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and content of the meeting;
- d) Full name of the Chairperson and the Secretary;
- e) Summary of the meeting proceedings and statements made at the General Meeting of Shareholders on each issue in the meeting agenda;
- f) Number of shareholders and total number of voting ballots of the shareholders attending the meeting, appendix of the registered shareholder list, shareholder representatives attending the meeting with corresponding shares and voting ballots;
- g) Total number of voting ballots for each voting issue, specifying the voting method, total number of valid, invalid, in favor, against, and abstained votes; corresponding percentage of the total voting ballots of the shareholders attending the meeting;
- h) Summary of the election ballots for each candidate (if any);
- i) Issues that have been approved and the corresponding voting approval percentage;
- j) Full name and signature of the Chairperson and the Secretary. In case the Chairperson or the Secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all content as prescribed in this clause. The meeting minutes shall clearly state the refusal of the Chairperson or the Secretary to sign the minutes.

2. The Meeting Minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairperson and the Secretary of the meeting or any other person signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. The minutes prepared in both Vietnamese and foreign languages shall have equal legal effect. In case of any discrepancy between the Vietnamese and foreign language versions, the content in the Vietnamese version shall prevail.

4. The Meeting Minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the conclusion of the meeting; the sending of the vote counting record may be replaced by posting it on the company's website.

5. The Resolution, Meeting Minutes of the General Meeting of Shareholders, appendix of the registered shareholder list with shareholder signatures, authorization documents for meeting attendance, all documents attached to the Minutes (if any), and related documents

accompanying the notice of meeting must be disclosed in accordance with the legal regulations on information disclosure in the securities market and must be kept at the Company's headquarters.

Article 24. Request for annulment of the Resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or meeting minutes of the General Meeting of Shareholders or the vote counting record of the General Meeting of Shareholders, shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law have the right to request the Court or Arbitration to consider and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company Charter, except as provided in Clause 4, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

VII. BOARD OF DIRECTORS

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

1. In the event that candidates for the Board of Directors have been identified, the Company must disclose information related to these candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's website, allowing shareholders to review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as members of the Board of Directors. The information disclosed regarding candidates for the Board of Directors includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions (including Board of Directors positions in other companies);
- e) Interests related to the Company and the Company's related parties;
- f) Other information (if any) as stipulated in the Company Charter;
- g) A public company must disclose information about the companies where the candidate holds a position as a member of the Board of Directors, other management positions, and interests related to the candidate's company (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the Enterprise Law and the Company Charter.

- a) Shareholders or groups of shareholders owning from 10% to less than 20% of the total voting shares may nominate a maximum of one (01) candidate;
- b) Shareholders or groups of shareholders owning from 20% to less than 30% of the total voting shares may nominate a maximum of two (02) candidates;
- c) Shareholders or groups of shareholders owning from 30% to less than 40% of the total voting shares may nominate a maximum of three (03) candidates;
- d) Shareholders or groups of shareholders owning from 40% to less than 50% of the total voting shares may nominate a maximum of four (04) candidates;
- e) Shareholders or groups of shareholders owning from 50% to less than 60% of the total voting shares may nominate a maximum of five (05) candidates;
- f) Shareholders or groups of shareholders owning from 60% to less than 70% of the total voting shares may nominate a maximum of six (06) candidates;
- g) Shareholders or groups of shareholders owning from 70% to less than 80% of the total voting shares may nominate a maximum of seven (07) candidates;
- h) Shareholders or groups of shareholders owning 80% or more of the total voting shares may nominate a maximum of eight (08) candidates.

3. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required by Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions stipulated in Clause 1 and Clause 2, Article 155 of the Enterprise Law and the Company's Charter.

Article 26. Composition and Term of Members of the Board of Directors

- 1. The number of members of the Board of Directors: at least 3 persons.
- 2. The term of members of the Board of Directors shall not exceed 5 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms. In the event that all members of the Board of Directors simultaneously end their term, they shall continue to serve as members of the Board of Directors until new members are elected and assume their duties.

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

The structure of the Board of Directors of a public company must ensure that at least one-third of the total number of Board members are non-executive members. The company shall minimize the number of Board members concurrently holding executive positions within the Company to ensure the independence of the Board of Directors. The total number of independent Board members must comply with the following regulations:

- a) There must be at least 1 independent member if the company has between 3 and 5 Board members;
- b) There must be at least 2 independent members if the company has between 6 and 8 Board members;
- c) There must be at least 3 independent members if the company has between 9 and 11 Board members.

4. A member of the Board of Directors shall cease to be a member in the event of dismissal, removal, or replacement by the General Meeting of Shareholders as stipulated in Article 160 of the Enterprise Law and Clause 3, Article 21 of the Company's Charter.

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

6. Members of the Board of Directors are not required to be shareholders of the Company.

Article 27. Rights and Duties of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide, execute the rights and obligations of the company, except for those rights and obligations within the authority of the General Meeting of Shareholders.

2. The rights and duties of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and duties:

- a) Decide on the strategy, medium-term development plan, and annual business plan of the Company;
- b) Propose the types of shares and the total number of shares authorized for each type;
- c) Decide on the sale of unsold shares within the authorized number of shares for each type, and decide on raising additional capital in other forms;
- d) Decide on the selling price of shares and bonds of the Company;
- e) Decide on the repurchase of shares as stipulated in Clause 1 and Clause 2, Article 133 of the Enterprise Law;
- f) Decide on investment projects and plans within the authority and limits prescribed by law;

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

h) Approval of contracts for purchase, sale, borrowing, lending, and other transactions valued at 25% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Enterprise Law;

i) Election, dismissal, and removal of the Chairperson of the Board of Directors; appointment, dismissal, contract signing, and termination of contracts with the General Director and other key managers as stipulated by the Company Charter; determination of salaries, remuneration, bonuses, and other benefits for such managers; appointment of authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and determination of remuneration and other benefits for such representatives;

k) Supervision and direction of the General Director and other managers in the daily business operations of the Company;

l) Decision on the organizational structure, internal management regulations of the Company, establishment of subsidiaries, branches, representative offices, and investment in or acquisition of shares in other enterprises;

m) Approval of the agenda and materials for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;

n) Submission of the audited annual financial statements to the General Meeting of Shareholders;

o) Recommendation of the dividend rate to be paid; decision on the timing and procedures for dividend payment handling of losses incurred during business operations;

p) Recommendation on the reorganization or dissolution of the Company; petition for the bankruptcy of the Company;

q) Decision on the issuance of the Regulations on the Operation of the Board of Directors, Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; decision on the issuance of the Regulations on the Operation of the Audit Committee under the Board of Directors, and the Regulations on Information Disclosure of the Company;

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

3. The Board of Directors must report to the General Meeting of Shareholders on the performance of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Securities Law.

Article 28. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to fulfill the duties of a Board member and the daily remuneration rate. The Board of Directors estimates the remuneration for each member on a consensus basis. The total remuneration and bonuses for the Board of Directors are determined by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is accounted for as a business expense of the Company in accordance with the legal provisions on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions or serving on committees of the Board of Directors, or performing duties beyond the usual scope of a Board member, may receive additional remuneration in the form of a lump sum, salary, commission, profit percentage, or other forms as determined by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in the performance of their duties as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.
6. Members of the Board of Directors may be insured by the Company for liability, subject to the approval of the General Meeting of Shareholders. This insurance does not cover liabilities related to violations of the law and the Company Charter.

Article 29. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors is elected, dismissed, or removed from among the members of the Board of Directors.
2. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairperson of the Board of Directors has the following rights and obligations:
 - a) Develop the program and operational plan of the Board of Directors;
 - b) Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
 - c) Organize the adoption of resolutions and decisions of the Board of Directors;

- d) Supervise the implementation of resolutions and decisions of the Board of Directors;
- e) Chair meetings of the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Enterprise Law.

4. In the event that the Chairperson of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of resignation or dismissal or removal.

5. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and obligations of the Chairperson. If there is no authorized person or if the Chairperson dies, is missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center, a compulsory education center, escapes from residence, is restricted or loses civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among them to hold the position of Chairperson of the Board of Directors by majority vote until a new decision is made by the Board of Directors.

Article 30. Meeting of the Board of Directors

1. The Chairperson of the Board of Directors is elected at the first meeting of the Board of Directors within 7 working days from the conclusion of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest voting percentage. In the event that there is more than one member with the highest and equal number of votes or voting percentage, the members shall vote by majority to select one among them to convene the meeting of the Board of Directors.

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

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

- a) Upon request of the Supervisory Board or an independent member of the Board of Directors;
- b) Upon request of the General Director or at least five other managers;
- c) Upon request of at least two members of the Board of Directors;
- d) When deemed necessary for the benefit of the Company.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven working days from the date of receiving the request specified in Clause 3 of this Article. If the meeting is not convened as requested, the Chairperson of the Board of Directors

shall be liable for any damages incurred by the Company; the requester has the right to replace the Chairperson in convening the meeting of the Board of Directors.

6. The Chairperson of the Board of Directors or the person convening the meeting must send the notice of meeting no later than three working days before the meeting date. The notice of meeting must specify the time and venue of the meeting, the agenda, issues for discussion, and decisions. The notice of meeting must be accompanied by documents to be used at the meeting and the voting ballot of the member.

The notice of meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company Charter and must ensure delivery to the contact address of each member of the Board of Directors registered with the Company.

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

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be conducted when at least three-fourths of the total members are present. If the meeting convened under this provision does not have the required number of attendees, a second meeting shall be convened within seven days from the date of the first scheduled meeting. In this case, the meeting shall proceed if more than half of the members of the Board of Directors are present.

9. A member of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote as prescribed;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a voting ballot to the meeting via mail, fax, or email.

10. In the case of sending a voting ballot to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one hour before the commencement. The voting ballot shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. Members may authorize another person to attend and vote if approved by the majority of the Board of Directors.

12. A resolution or decision of the Board of Directors shall be adopted if approved by a majority of the attending members; in the event of a tie, the final decision shall rest with the opinion of the Chairperson of the Board of Directors.

Article 31. Committees of the Board of Directors

1. The Board of Directors may establish subordinate committees responsible for development policy, human resources, remuneration, internal audit, and risk management. The number of committee members shall be determined by the Board of Directors, with a minimum of three members, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members should constitute the majority of the committee, and one of these members shall be appointed as the Head of the committee by decision of the Board of Directors. The committee's activities must comply with the regulations of the Board of Directors. A committee resolution shall only be effective when a majority of members attend and vote in favor at the committee meeting.
2. The implementation of decisions by the Board of Directors, or by a subordinate committee of the Board of Directors, must comply with current legal regulations and the provisions of the Company Charter and the Internal Corporate Governance Regulations.

Article 32. Corporate Governance Officer

1. The Board of Directors of the Company must appoint at least one Corporate Governance Officer to assist in corporate governance at the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.
2. The Corporate Governance Officer shall not simultaneously work for an approved auditing organization currently auditing the Company's financial statements.
3. The Corporate Governance Officer shall have the following rights and obligations:
 - a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters related to the Company and shareholders;
 - b) Prepare meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board of Directors or Supervisory Board;
 - c) Advise on the procedures of meetings;
 - d) Attend meetings;
 - e) Advise on the procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
 - f) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;
 - g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
 - h) Serve as the liaison with stakeholders;

- i) Maintain confidentiality of information in accordance with legal regulations and the Company Charter;
- j) Other rights and obligations as prescribed by law.

VIII. CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 33. Organizational Management Structure

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company shall have a Chief Executive Officer and a Chief Accountant. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolution or decision of the Board of Directors.

Article 34. Company Executives

1. Company Executives include the Chief Executive Officer, Chief Accountant, Head of the Secretariat, and Functional Division Directors appointed by the Chief Executive Officer.
2. Pursuant to the proposal of the General Director and with the approval of the Board of Directors, the Company is authorized to recruit other executive officers in quantities and standards appropriate to the Company's structure and management regulations as prescribed by the Board of Directors. The executives are responsible for assisting the Company in achieving the objectives set forth in its operations and organization.
3. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director are determined by the Board of Directors.
4. The salary of the executives is accounted for as a business expense of the Company in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, Dismissal, Duties, and Powers of the General Director

1. The Board of Directors shall appoint one member of the Board of Directors or hire another person as the General Director.
2. The General Director is responsible for the daily business operations of the Company; subject to the supervision of the Board of Directors; and accountable to the Board of Directors and the law for the exercise of assigned rights and obligations.
3. The term of the General Director shall not exceed five years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the Company Charter.
4. The General Director shall have the following rights and obligations:

- a) Decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors;
- c) Organize the implementation of the Company's business plans and investment projects;
- d) Propose organizational structure plans and internal management regulations of the Company;
- e) Appoint, dismiss, and remove management positions within the Company, except for positions under the authority of the Board of Directors;
- f) Decide on salaries and other benefits for employees within the Company, including managers under the appointment authority of the General Director;
- g) Recruit employees;
- h) Propose dividend payment plans or handle business losses;
- i) Other rights and obligations as prescribed by law, the Company Charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of the Board members with voting rights present at the meeting agree and appoint a new General Director as a replacement.

IX. SUPERVISORY BOARD

Article 36. Nomination and Candidacy of Supervisory Board Members (Supervisors)

- 1. The nomination and candidacy of Supervisory Board members shall be conducted in accordance with the provisions of Clause 1, Clause 2, Article 25 of this Charter.
- 2. In the event that the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company Charter, internal corporate governance regulations, and the Supervisory Board's operational regulations. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect Supervisory Board members in accordance with the law.

Article 37. Composition of the Supervisory Board

- 1. The number of members of the Supervisory Board of the Company is three. The term of office for a member of the Supervisory Board shall not exceed five years and may be re-elected for an unlimited number of terms.

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

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an independent auditing firm that audits the Company's financial statements within the preceding three consecutive years.

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

- a) No longer meeting the standards and conditions to be a member of the Supervisory Board as stipulated in Clause 2 of this Article;
- b) Submitting a resignation letter that is accepted;
- c) Other cases as stipulated in this Charter.

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

- a) Failure to complete assigned tasks and duties;
- b) Failure to perform their rights and obligations for six consecutive months, except in cases of force majeure;
- c) Repeatedly or seriously violating the obligations of a member of the Supervisory Board as stipulated by the Enterprise Law and the Company's Charter;
- d) Other cases as per the resolution of the General Meeting of Shareholders.

Article 38. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be based on the majority principle. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field related to the business activities of the enterprise.

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

- a) Convene meetings of the Supervisory Board;
- b) Request the Board of Directors, General Director, and other executive officers to provide relevant information for reporting to the Supervisory Board;
- c) Prepare and sign the report of the Supervisory Board after consulting with the Board of Directors to present to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Supervisory Board

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

1. Propose and recommend to the General Meeting of Shareholders the approval of the list of auditing organizations approved to audit the Company's Financial Statements; decide on the auditing organization approved to inspect the Company's operations, and dismiss approved auditors when deemed necessary.
2. Be accountable to shareholders for its supervisory activities.
3. Monitor the Company's financial situation and compliance with the law in the activities of the members of the Board of Directors, the General Director, and other managers.
4. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
5. In the event of detecting any legal violations or violations of the Company's Charter by members of the Board of Directors, the General Director, or other executive officers, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation, and propose remedial measures.
6. Develop the Charters of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

Report to the General Meeting of Shareholders pursuant to Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law.

Have the right to access the Company's records and documents stored at the headquarters, branches, and other locations; have the right to visit the workplace of the Company's managers and employees during working hours.

Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the Company's management, administration, and business operations.

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

Article 40. Meeting of the Supervisory Board

The Supervisory Board must meet at least twice a year, with at least two-thirds of the Supervisory Board members attending. The Meeting Minutes of the Supervisory Board must be detailed and clear. The recorder and the attending Supervisory Board members must sign the meeting minutes. The meeting minutes of the Supervisory Board must be retained to determine the responsibility of each Supervisory Board member.

The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and address issues that need clarification.

Article 41. Salaries, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members

Salaries, remuneration, bonuses, and other benefits of Supervisory Board members are implemented according to the following regulations:

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

Supervisory Board members are reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

Salaries and operating expenses of the Supervisory Board are accounted for as the Company's business expenses in accordance with the provisions of the law on corporate income tax, other relevant legal provisions, and must be itemized in the Company's annual financial statements.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR, AND OTHER EXECUTIVE OFFICERS

Members of the Board of Directors, Supervisory Board members, the General Director, and other executive officers are responsible for performing their duties, including those as members of the subcommittees of the Board of Directors, honestly and prudently for the benefit of the Company.

Article 42. Responsibility for Honesty and Avoidance of Conflicts of Interest

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

Members of the Board of Directors, Supervisory Board members, the General Director, other managers, and related persons of these members may only use the information obtained by virtue of their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing about transactions between the Company, its subsidiaries, and other companies in which the public company holds more than 50% of the charter capital, with the

same parties or related persons of those parties as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities law on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that benefit themselves or their related persons as stipulated by the Enterprise Law and the Company Charter.

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

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

a) For transactions valued at less than or equal to 25% of the total asset value recorded in the most recent financial statements, the essential terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executive officers, have been reported to the Board of Directors and approved by a majority vote of the non-interested members of the Board of Directors;

b) For transactions valued at more than 25% or transactions leading to a cumulative transaction value within 12 months from the date of the first transaction of 25% or more of the total asset value recorded in the most recent financial statements, the essential terms of this transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executive officers, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the voting ballots of non-interested shareholders.

Article 43. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executive officers who violate their duties, obligations of honesty and diligence, and fail to fulfill their obligations shall be liable for damages caused by their violations.

2. The Company shall indemnify those who have been, are, or may become a party to any claims, lawsuits, or prosecutions (including civil, administrative cases, and not initiated by the Company) if such person has been or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, other executive officers, employees, or authorized representatives of the Company, acting in good faith, diligently for the benefit of the Company, in compliance with the law, and there is no evidence confirming that such person has violated their duties.

3. Indemnification costs include judgment costs, fines, and actual expenses incurred (including attorney fees) in resolving these matters within the legal framework. The Company may purchase insurance for these individuals to avoid the aforementioned indemnification liabilities.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 44. Right to Inspect Books and Records

1. Common shareholders have the right to inspect books and records, specifically as follows:
 - a) Common shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request amendments to incorrect information; review, inspect, make extracts, or copy the Company Charter, Meeting Minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders holding 5% or more of the total common shares have the right to review, inspect, extract minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring Board of Directors' approval, and other documents, except those related to the Company's trade secrets or business secrets.
2. In cases where an authorized representative of shareholders or groups of shareholders requests to inspect books and records, a letter of authorization from the shareholders or groups of shareholders represented by that person or a notarized copy of such authorization must be attached.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executive officers have the right to inspect the Company's shareholder register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.
4. The Company must retain this Charter and any amendments thereto, the Enterprise Registration Certificate, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, Meeting Minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are informed of the storage location of these documents.
5. The Company Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The General Director must prepare a plan for the Board of Directors to approve matters related to recruitment, employee termination, salaries, social insurance, welfare, rewards, and discipline for employees and business executives.
2. The General Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade union organizations in accordance with best management standards, practices, and policies, as stipulated in this Charter, the Company's regulations, and current legal provisions.

XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders decides on the dividend payment rate and form of annual dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or payments related to any class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends in whole or in part in shares, and the Board of Directors shall implement this decision.
4. In cases where dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong (VND). Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred funds according to the bank details provided by the shareholder and the shareholder does not receive the money, the Company shall not be liable for the funds transferred to this shareholder. Payment of dividends for shares listed/registered for trading on the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution to determine a specific date to finalize the shareholder list. Based on this date, those registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, receive notices, or other documents.
6. Other matters related to profit distribution shall be conducted in accordance with the provisions of the law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING STANDARDS AND REGIME

Article 47. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks authorized to operate in Vietnam.
2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in accordance with legal regulations.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company holds accounts.

Article 48. Fiscal Year

The Company's fiscal year shall commence on the first day of January each year and conclude on the thirty-first day of December of the same year. The first fiscal year shall begin on the

date of issuance of the Enterprise Registration Certificate and end on the thirty-first day of December immediately following the date of issuance of such certificate.

Article 49. Accounting Standards and Regime

1. The accounting regime used by the Company shall be the enterprise accounting regime or a specific accounting regime issued and approved by the competent authority.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with legal regulations on accounting and related laws. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as the currency unit in accounting. In cases where the Company primarily conducts economic transactions in a foreign currency, it may choose that foreign currency as the accounting currency unit, bearing responsibility for this choice before the law and notifying the direct tax management authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 50. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with legal regulations. The Company shall disclose the audited annual financial statements in accordance with the legal regulations on information disclosure in the securities market and submit them to the competent state authority.
2. The annual financial statements must include all reports, appendices, and explanatory notes as required by enterprise accounting laws. The annual financial statements must accurately and objectively reflect the Company's operational status.
3. The Company must prepare and disclose semi-annual reviewed financial statements and quarterly financial statements in accordance with the information disclosure regulations on the securities market and submit them to the competent state authorities.

Article 51. Annual Report

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

XVI. COMPANY AUDIT

Article 52. Audit

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

2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders and receive notices and other information related to the General Meeting of Shareholders and is allowed to express opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 53. Company Seal

1. The seal includes seals made at a seal engraving facility or seals in the form of digital signatures as prescribed by electronic transaction laws.
2. The Board of Directors decides on the type, quantity, form, and content of the Company's seal, including branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) Expiration of the operational term recorded in the Company Charter without a decision to extend;
 - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c) Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Tax Administration Law;
 - d) Other cases as prescribed by law.
2. The early dissolution of the Company (including extended terms) is decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 55. Extension of Operations

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven months before the expiration of the operational term to allow shareholders to vote on the extension of the Company's operations as proposed by the Board of Directors.
2. The operational term is extended when shareholders representing 65% or more of the total voting rights of all shareholders attending the General Meeting of Shareholders agree.

Article 56. Liquidation

1. At least six months prior to the expiration of the Company's operational term or following a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three members, including two members appointed by the General Meeting of Shareholders and one member appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operational regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be prioritized for payment by the Company before other debts.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the commencement date of operations. From that point, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order:
 - a) Liquidation expenses;
 - b) Salary debts, severance allowances, social insurance, and other employee benefits as per the collective labor agreement and signed labor contracts;
 - c) Tax debts;
 - d) Other debts of the Company;
 - e) The remainder, after settling all debts from items (a) to (d) above, shall be distributed to shareholders. Preferred shares shall be prioritized for payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal Dispute Resolution

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

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

The parties involved shall endeavor to resolve such disputes through negotiation and/or mediation. Except in cases where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson shall preside over the dispute resolution process and request each party to present information related to the dispute within fifteen (15) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request the Supervisory Board to appoint an independent expert to mediate the dispute resolution process.

2. If no resolution is reached through mediation or negotiation within six weeks from the commencement of the mediation or negotiation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to arbitration at the Vietnam International Arbitration Center alongside the Vietnam Chamber of Commerce and Industry (VIAC) in accordance with the arbitration rules of this Center or to the Court.

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

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 58. Company Charter

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

2. In cases where the law provides for matters related to the Company's operations not addressed in this Charter, or where new legal provisions differ from the terms of this Charter, such provisions shall be applied to regulate the Company's operations.

XXI. EFFECTIVE DATE

Article 59. Effective Date

1. This Charter, comprising 21 sections and 59 articles, was unanimously approved by the General Meeting of Shareholders of U&I Logistics Corporation on March 1, 2024, at the 2024 General Meeting of Shareholders, and the full text of this Charter is hereby approved to take effect.

2. The Charter is made in 02 copies, each having equal legal value, and must be kept at the head office of the Company.

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

4. Copies or extracts of the Company's Charter shall be valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of Board members.



NGUYEN XUAN PHUC

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

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APPENDIX TO THE AMENDED COMPANY CHARTER
U&I LOGISTICS CORPORATION

(Amended and supplemented as of 25 March 2024)

- Pursuant to the Enterprise Law No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2020;
- Pursuant to Resolution No. 02/2024/NQ-DHĐCD of the General Meeting of Shareholders dated 01 March 2024;
- Pursuant to the Charter on the organization and operation of U&I Logistics Corporation approved on 01 March 2024;
- Pursuant to Resolution No. 03/2024/NQ-HĐQT dated 25 March 2024 of the Board of Directors regarding the completion of the share issuance and increase of charter capital;

Article 1. Amendments and Supplements to the Company Charter

Clause 1, Article 6, Chapter IV of the Company Charter is amended and supplemented as follows:

“The charter capital of the Company is VND 720,000,000,000 (In words: Seven hundred and twenty billion Vietnamese dong).

The total charter capital of the Company is divided into 72,000,000 shares, each having a par value of VND 10,000 per share.”

Article 2. This Appendix constitutes an integral and inseparable part of the Charter of U&I Logistics Corporation approved on 01 March 2024. All other provisions of the Charter shall remain unchanged and continue to be in full force and effect.

Article 3. Effectiveness

- The amendments and supplements to the Company Charter set forth in Article 1 herein shall take effect as of 25 March 2024.
- This Charter and the Appendix to the Charter shall be executed by the Legal Representative of the Company.
- Any certified true copies or extracts of the Charter and its Appendix must bear the signature of the Legal Representative or an Authorized Representative.

Binh Duong, 25 March 2024

U&I LOGISTICS CORPORATION
LEGAL REPRESENTATIVE

