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CHARTER

ITD TECHNOLOGY CORPORATION

*(Issued pursuant to the Resolution of the 2026
Annual General Meeting of Shareholders -
Appendix 2)*

Ho Chi Minh City, 07, July, 2026

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OPENING SECTION

This Charter are adopted by **ITD Technology Corporation** and its shareholders pursuant to a valid resolution of the General Meeting of Shareholders officially held on date April 23, 2011, amended and supplemented several times, with the last amendment on... .., 2025.

I. DEFINITIONS

Article 1. Definition

1. In the Charter, the following terms are construed as follows:
 - a. **"The Company"** defined in this Charter shall be **"ITD Technology Corporation"**;
 - b. **"Charter Capital"** means the total aggregate par value of outstanding shares of the Company and as mentioned in Article 6 of this Charter;
 - c. **"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;
 - d. **"The Law on Enterprises"** Pursuant to the Law on Enterprises No. 59/2020/QH14, as amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15;
 - e. **"Law on Securities"** Pursuant to the Law on Securities No. 54/2019/QH14, as amended and supplemented by Law No. 56/2024/QH15;
 - f. **"Vietnam"** means the Socialist Republic of Vietnam;
 - g. **"Establishment Date"** means the date on which the Company is granted the Business Registration Certificate for the first time;
 - h. **"Managers"** are the General Director, Deputy General Directors, Functional Directors, Chief Accountant, and other executives appointed by the Board of Directors;
 - i. **"Dedicated member of the Board of Directors"** refers to a member of the Board of Directors who does not hold any managerial positions within the Company's Executive Body, works on a full-time basis, and exclusively for the Company.
 - j. **"Standing member of the Board of Directors"** refers to a member of the Board of Directors who is designated to facilitate and represent the Board of Directors in handling ad-hoc matters directly related to the responsibilities of the Board and the Company's business operations.
 - k. **"Related Person"** means any individual or organization stipulated in Clause 23 of Article 4 of the Law on Enterprises, in Clause 46 of Article 4 of the Law on Securities;
 - l. **"Shareholder"** means a Shareholder that owns at least one share of the Company;
 - m. **"Major Shareholder"** means a Shareholder as described in Clause 18, Article 4 of the Law on Securities;
 - n. **"Subsidiary"** means an enterprise in one of the following cases: (a) The Company holds over fifty per-cent (50%) of the charter capital of or total ordinary shares

already issued by such enterprise; (b) the Company has the right to control such enterprise through: (i) direct or indirect right of appointment of a majority or all of members of the Board of Directors, the Directors or the General Director of such enterprise; (ii) to decide on amendment and supplement to the Charter of such enterprise; and (iii) other rights under the Law on Enterprises;

o. **"Regulations on Corporate Governance"** means the internal rules on corporate governance prepared by the Board of Directors, approved by the General Meeting of Shareholders and issued by the Board of Directors in order to stipulate the operation and management of the Company in accordance with the legislations time by time;

p. **"Audit Committee"** means the internal audit body under the Board of Directors as stipulated in Point b, Clause 1, Article 137 of the Law on Enterprises;

q.

2. In this Charter, any article or document referred to will include any amendment and supplement or any replacing document of such article or document.

3. Headings (chapters, Articles of this Charter) are used herein for convenience only, and do not affect the nature of the content and structure of the Charter;

4. Words or terms defined in the Law on Enterprises, the Law of Securities (if they do not contradict the subject or context) will have the same meanings in this Charter.

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

Article 2. Name, form, head office, branches, representative offices, operation term of the Company

1. Name of Company

o Vietnamese name: **CÔNG TY CỔ PHẦN CÔNG NGHỆ ITD**

o English name: ITD Technology Corporation

o Trading name: ITD Technology Corporation

o The abbreviated name: ITD Corp.

2. The Company is a shareholding company having legal entity status in compliance with applicable law of Vietnam.

3. The Company's registered head office shall be:

o Address: ITD Building, **No. 1 Sang Tao Street, Tan Thuan Ward, Ho Chi Minh City**

o Telephone: (028) 3 770 1114

o Fax: (028) 3 770 1116

o Email: info@itd.com.vn

- Website: www.itd.com.vn

4. The Company may establish branches and representative offices to to implement the Company's operational objectives in accordance with the decision of the Board of Directors, the Laws and the Charter.
5. Except for early termination in accordance with Clause 1 Article 51, the Company's operation Term shall be indefinite.

Article 3. Legal representative of the Company

1. The Company may have one or more legal representatives. In the case of only one legal representative, the Chairman of the Board of Directors or the General Director is the legal representative of the Company. In the case of more than one legal representative, the Chairman of the Board of Directors and the General Director are naturally the legal representatives of the Company.
2. Powers and duties of the legal representative:
 - a. Represent the Company in exercising the rights and obligations arising from the Company's transactions;
 - b. Represent the Company as a claimant, plaintiff, defendant, person with related rights and obligations before Arbitration, Court, and other rights and obligations as prescribed by law;
 - c. Perform assigned rights and obligations honestly, carefully, and in the best way to ensure the legitimate interests of the Company;
 - d. Be loyal to the interests of the Company; do not abuse position, title and use information, secrets, business opportunities, other assets of the Company for personal gain or to serve the interests of other organizations or individuals;
 - e. Promptly, fully, and accurately notify the Company of the business that they, their Related Persons own or have shares or capital contributions in accordance with the law;
 - f. The Company's legal representative is personally liable for damages to the Company due to violations of the obligations specified in Clauses c, d, e, Section 2 of this Article.

III. OBJECTIVE, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. Objective of the Company

1. The Company's business lines:

No.	Description	Class (By national economic sector)
A. Business		

No.	Description	Class (By national economic sector)
1	Wholesale of electronic and telecommunication equipment and components	4652
2	Wholesale of other construction materials and equipment	4663
3	Retail sale of computers, peripheral units, software and telecommunications equipment in specialized stores	4741
4	Wholesale of other machinery, equipment and machine parts	4659
5	Retail sale of household appliances, beds, cabinets, tables, chairs and similar furniture, lamps and lighting fixtures, other household articles n.e.c. in specialized stores	4759
6	Agents, brokers, auctioneers	4610
7	Wholesale of computers, peripheral equipment and software	4651
B. Installation, repair and design		
8	Installation of industrial machinery and equipment	3320
9	Other telecommunications activities	6190
10	Wired telecommunications activities	6110
11	Electrical system installation	4321
12	Repair of machinery and equipment	3312
13	Specialized design activities	7410
C. Construction		
14	Construction of railways and highways	4210
15	Construction of other civil engineering works	4290
16	Support activities for road transport	5225
D. Real estate business		
17	Real estate business, land use rights owned, used or leased	6810
E. Consulting and scientific and technological activities		
18	Other professional, scientific and technical activities n.e.c.	7490

No.	Description	Class (By national economic sector)
19	Research and experimental development on natural sciences and engineering	7210
20	Computer and computer system management consulting	6202
F. Production		
21	Computer programming	6201
22	Other specialized wholesale n.e.c.	4669
23	Information technology service activities and other computer related activities	6209

When necessary, the Board of Directors decides to transfer or expand the Company's business areas in accordance with legal regulations and carries out related procedures with competent authorities.

2. Objective of the Company:

- a. Profitable business; preserve and develop the capital of shareholders investing in the Company and through the Company investing in other businesses;
- b. Maximize the operational efficiency of the group, including the parent company - Company's subsidiaries system;
- c. Research, apply and develop new technologies in Vietnam to meet social needs, enhance the brand and expand the Company's market share;
- d. Develop new business directions to optimally utilize resources within the Company;
- e. Invest, exercise the rights and obligations of shareholders, contributing members in Company's subsidiaries and associated companies;
- f. The Company may enter into joint ventures with domestic and foreign economic entities to invest in expanding the Company's scope of operations and expand the market when necessary.

Article 5. Scope of Business and Operations of the Company

1. The Company shall be permitted to plan and carry out all business activities in accordance with the provisions of the Charter in compliance with the Law and shall be permitted to take appropriate measures to achieve the objectives of the Company.
2. The Company may carry out business operations in other sectors permitted by the Law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL AND SHARES

Article 6. Charter Capital and Shares

- 1.** The Company's Charter Capital shall be **VND 262,449,950,000** (In words: Two hundred sixty-two billion four hundred forty-nine million nine hundred fifty thousand VND). The total Charter Capital of the Company is divided into **26,244,995** common shares with a par value of 10,000 VND/share.
- 2.** The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with legal regulations.
- 3.** The shares of the Company on the date of approval of this Charter are common shares. The rights and obligations of shareholders holding common shares are specified in Article 12 and Article 13 of this Charter.
- 4.** The Company may issue other types of preferred shares after obtaining approval from 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 common share ownership in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must give a notice of offering which specifies the number of shares to be offered for sale and a reasonable timelimit (not less than twenty one (21) days or other time-limit under the Law) so that Shareholders can order for subscription. The unsubscribed shares shall be decided by the Board of Directors. The Board of Directors may allocate the shares to other Shareholders and other persons in accordance with the conditions and in a manner that the Board of Directors deems appropriate, provided that such conditions are not more favourable than the conditions offered to the existing Shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise stipulated by the Law.
- 6.** The Company may purchase its own shares in any way permitted in the Charter and applicable Law.
- 7.** The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with the provisions of the Law.

Article 7. Share Certificate

- 1.** Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.
- 2.** Share certificates must bear the Company's seal and the signature of the Company's legal representative in accordance with the provisions of the Enterprise Law. Share certificates must clearly state the number and type of shares held by the shareholder, the full name of the shareholder, and other information as prescribed by the Enterprise Law.
- 3.** Within thirty (30) days from the date of submitting a complete application for share transfer as prescribed by the Company, or within thirty (30) days from the date of full payment for the share purchase as prescribed in the Company's share issuance plan,

the share owner shall be issued a share certificate. The share owner shall not be charged by the Company for the cost of printing the share certificate.

4. In cases of increase/decrease in the number of shares, the increase/decrease shall be recorded in the share certificate and bear the seal and signature of the Company's legal representative or an authorized representative of the Company, except for shares deposited at the stock exchange.
5. In case a share certificate is lost, damaged, or destroyed in any other way, the shareholder may be re-issued shares by the Company upon their request. The shareholder's request must include the following information: details of the lost, damaged, or destroyed share certificate; and a commitment to be responsible for any disputes arising from the re-issuance of new shares.

Article 8. Other Securities Certificates

The Company's bond certificates or other securities certificates (excluding offering letters, temporary certificates, and similar documents) issued with the seal and signature of the company's legal representative, unless otherwise specified in the terms and conditions of the issuance.

Article 9. Share of Transfer

1. All shares may be transferred freely unless otherwise stipulated by this Charter and the Law. All share certificates listed or registered on the Stock Exchange may be transferred in accordance with the regulations of the State Securities Commission and the Stock Exchange.
2. Shares that have not been fully paid shall not be transferred and shall not be entitled to related benefits such as dividend rights, rights to receive shares issued to increase charter capital from owner's equity, rights to purchase newly offered shares, and other rights as prescribed by law.

Article 10. Withdrawal of shares

1. In the event a shareholder fails to fully pay the amount due for share purchase on time, the Board of Directors shall notify and reserve the right to request such shareholder to pay the remaining amount plus interest on that amount and any expenses incurred by the Company due to the incomplete payment.
2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of notification), the payment location, and specify that in case of failure to pay as requested, the unpaid shares will be repurchased.
3. If the requests in the aforementioned notice are not fulfilled, including the shareholder's failure to fully pay all due amounts, interest, and related expenses, the Board of Directors has the right to repurchase such shares. The Board of Directors may accept the surrender of repurchased shares as stipulated in Clauses 4, 5, and 6 and in other cases specified in this Charter.
4. Repurchased shares are considered authorized for sale. The Board of Directors may directly or authorize the sale, redistribution, or disposal of repurchased shares to the

former owner or other parties under conditions and in a manner deemed appropriate by the Board of Directors.

5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares but are still liable for all related amounts plus interest at a rate (not exceeding one hundred and fifty percent (150%) of the base interest rate of the State Bank of Vietnam) at the time of repurchase as decided by the Board of Directors, from the repurchase date until the payment date. The Board of Directors has full authority to decide on the compulsory payment of the full share value at the time of repurchase.
6. The repurchase notice shall be sent to the holder of the repurchased shares prior to the repurchase. The repurchase shall remain valid even in case of errors or negligence in sending the notice.

V. ORGANIZATIONAL MANAGERIAL AND SUPERVISORY STRUCTURE

Article 11. Organizational, Managerial and Supervisory Structure

The organizational structure, governance, and control of the Company comprise:

1. General Meeting of Shareholders;
2. Board of Directors, Audit Committee under the Board of Directors; and
3. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Shareholders shall be the owners of the Company and shall have rights and obligations corresponding to the number and classes of shares owned by them. The Shareholders shall only be liable for the debts and other property obligations of the Company to the extent of the amount of capital they have contributed to the Company.
2. A Shareholder who owns ordinary shares shall have the following rights:
 - a. To attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or vote via an online conference, or by casting an electronic vote or by other electronic forms. Each common share has one vote;
 - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. To have pre-emptive rights to purchase newly issued shares in proportion to each shareholder's holding of ordinary shares;
 - d. To freely assign shares which have been paid for in full in accordance with this Charter and the applicable Law;
 - e. Review, look up, and excerpt information about the name and contact address in the list of shareholders with voting rights; request correction of their inaccurate information;

- f. Review, look up, excerpt, or copy the company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g. If the Company is dissolved or goes bankrupt, to receive a part of the remaining assets in proportion to their holding of shares in the Company after the Company has paid creditors and shareholders holding other types of shares of the Company in accordance with the law;
 - h. To request the Company to redeem shares in the cases stipulated in Clause 1 Article 132 of the Law on Enterprises;
 - i. Be treated equally. Each share of the same type gives the owning shareholder equal rights, obligations, and benefits. In the event 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 the shareholders;
 - j. To access to periodic and extraordinary information disclosed by the Company as prescribed by Laws;
 - k. Have their legitimate rights and interests protected; request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Enterprise Law;
 - l. Other rights as stipulated in this Charter and the law.
3. A Shareholder or a group of Shareholders holding more than five percent (5%) of the total ordinary shares shall have the following rights:
- a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law;
 - b. To examine, extract of the minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;
 - c. To request the Board of Directors to inspect each particular issue relating to the management of the Company's operation whenever necessary. The request must be made in writing and must contain the full name, mailing address, nationality, ID number of a Shareholder being an individual; or the name, enterprise/organizational ID number and head quarter of of a Shareholder being an organization; number of shares and total number of shares of the group of Shareholders and their holdings; the issues to be inspected and purpose of the inspection. In this case, the inspection shall be directly carried out and reported to the Board of Directors by the Audit Committee;
 - d. Propose inclusion of the issues in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company no later than three (03) business days before the opening day. The proposal must clearly state the Shareholder's name, the number of each type of share held by the Shareholder, and the proposed agenda item.

- e. Other rights stipulated in this Charter and other provisions of the Law.
- 4. The Shareholder or group of Shareholders that holds at least ten percent (10%) of total ordinary shares is entitled to nominate candidates to the Board of Directors as follows:
 - a. The Shareholder or a group of Shareholders that nominate candidates to the Board of Directors must inform the participating shareholders before the opening of the General Meeting of the Shareholders.
 - b. Depending on the quantity of members of the Board of Directors, the Shareholders or groups of Shareholders prescribed in this Clause may nominate one or more persons as Board of Directors candidates, as decided by the General Meeting of Shareholders. In case the number of candidates nominated by such Shareholders or groups of Shareholders is smaller than the maximum permissible number of candidates specified 11 in the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by Board of Directors and other shareholders.
- 5. The request for convening the General Meeting of Shareholders specified in Clause 3 of this Article must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and registered office address for corporate shareholders; the number of shares and the registration date of shares for each shareholder, the total number of shares held by the shareholder group, and the ownership percentage in the total shares of the company, along with the basis and reasons for the request to convene the General Meeting of Shareholders. The request must be accompanied by documents and evidence of violations by the Board of Directors, the extent of the violation, or decisions made beyond the authorized scope.

Article 13. Obligations of Shareholders

A Shareholder shall have the following obligations:

- 1. Pay in full and on time the number of shares registered to purchase according to the prescribed procedures, be responsible for the debts and other property obligations of the Company within the limit of the capital contributed to the Company.
- 2. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.
- 3. Comply with this Charter and the Corporate Governance Regulations.
- 4. Comply with the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. To protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for

exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a. Attend and vote directly at the meeting.
 - b. Authorize another individual or organization to attend and vote at the meeting.
 - c. Attend and vote via online conference, electronic voting, or other electronic means.
 - d. Send voting ballots to the meeting via mail, fax, or email.

Shareholders may authorize a member of the Board of Directors to represent them at the General Meeting of Shareholders.

7. Provide an accurate address when registering to purchase shares.
8. Be personally responsible when acting on behalf of the company in any form to carry out any of the following actions:
 - a. Violate the law.
 - b. Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
 - c. Pay debts before their due date in anticipation of potential financial risks to the Company.
9. Be personally responsible for the costs when directly or indirectly requesting the convening of the General Meeting of Shareholders with inappropriate reasons or causes.
10. Fulfill other obligations as prescribed by applicable law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders shall be the highest competent authority of the Company and all Shareholders with voting rights. The annual General Meeting of Shareholders shall be organized once every year and must be hold within four (04) months from the end of a fiscal year. The Board of Director may delay the date of conducting the annual General Meeting of Shareholders, but not exceeding six (06) months from the end of the fiscal year. The extraordinary General Meeting of Shareholders may be conducted in addition to the annual General Meeting of Shareholders. The location of the General Meeting of Shareholders is where the chairman participates in the meeting and must be within Vietnam's territory.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and decides on the format of the meeting, either online or at a suitable location, or a combination of both, ensuring compliance with regulations on organizing General Meetings of Shareholders. The annual meeting of the General Meeting of Shareholders shall make decisions on issues stipulated by the Law and the Company's Charter, especially the annual financial statements and the annual business plan of the

Company for the next fiscal year. In case the audit report of the annual financial statement contain qualified opinions, adverse opinions or disclaimers of opinions, the Company shall invite representatives of the accredited audit organization that audited the financial statements of the Company to attend the annual General Meeting of Shareholders and the invited representatives of the accredited audit organization shall attend the annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
 - a. The Board of Directors considers that it is necessary to do so in the interests of the Company.
 - b. When the number of the Board of Directors' members is less than the minimum number of members required by law.
 - c. The number of the Board of Directors' members is reduced more than one third (1/3) compared to the Charter's regulations, or the number of independent members of the Board of Directors is reduced, not meeting the number of minimum members required by law.
 - d. At the request of a Shareholder or a group of Shareholders owning at least five percent (05%) of the total ordinary shares. The request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the relevant Shareholders, or the request can be made in multiple copies, collecting sufficient signatures from the relevant Shareholders.
 - e. Other cases as stipulated by the Law and this Charter.
4. Responsibility to convene an extraordinary meeting of the General Meeting of Shareholders
 - a. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the event stipulated in Clause 3(b) of this Article occurs or from the date of receipt of the request stipulated in Clause 3(d) of this Article or within sixty (60) days from the date on which the event stipulated in Clause 3(c) of this Article occurs. If the Board of Directors fails to convene a General Meeting of Shareholders as provided, the members of the Board of Directors who vote against the convene of the extraordinary General Meeting of Shareholders shall compensate for any damage arising to the Company.
 - b. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders in accordance with Clause 4(a) of this Article, then within the next thirty (30) days, the requesting Shareholder or groups of Shareholders as stipulated in Clause 3(d) of this Article shall have the right to convene an extraordinary meeting of the General Meeting of Shareholders. In this case, the Shareholder or group of Shareholders convening the meeting of the General Meeting of Shareholders, if they consider it necessary, shall have the right to request the

licensing authority who issued the Enterprise Registration Certificate or other competent authority in accordance with the Law to supervise the formality and procedures for convening and conducting a meeting and making decisions of the General Meeting of Shareholders.

- c. Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Enterprise Law.
- 5. All expenses for convening and conducting an extraordinary meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses born by the shareholders for attending the General Meeting of Shareholders, including travel and accommodation costs.

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

- 1. The General Meeting of Shareholders has the following rights and obligations:
 - a. Approving the Company's development orientation;
 - b. Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;
 - c. Elect, dismiss, or remove members of the Board of Directors;
 - d. Deciding to invest in or sell assets with a value from fifty percent (50%) of the total asset value or more recorded in the Company's most recent financial statements;
 - e. Decide revisions to the Company's Charter;
 - f. Approve annual financial statements;
 - g. Decide repurchase of over 10% of shares of each type;
 - h. Consider taking actions against violations committed by members of the Board of Directors and if they cause damage to the Company and its shareholders;
 - i. Decide on the reorganization or dissolution of the Company;
 - j. Deciding the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors;
 - k. Approving the Corporate Governance Regulations; the Regulations on Operation of the Board of Directors;
 - l. Approving the list of approved audit firms; deciding on the approved audit firm to conduct audits of the Company's operations, dismissing the approved auditor when deemed necessary;
 - m. Other rights and obligations as prescribed by law.
- 2. The General Meeting of Shareholders discusses and approves the following matters:
 - a. The Company's annual business plan;
 - b. Audited annual financial statements; setting aside and using funds from profits as proposed by the Board of Directors;

- c. Board of Directors' report on governance and performance of the Board of Directors and each Board of Director' member; adoption of the Audit Committee Report;
- d. Dividend rate for each share type;
- e. Number of Board of Director' members;
- f. Election, dismissal, and removal of Board of Director' members;
- g. Decision on budget or total remuneration, bonuses, and other benefits for the Board of Directors;
- h. Approval of the list of approved audit firms; decision on the approved audit firm to conduct audits of the Company's operations when deemed necessary;
- i. Amendments and supplements to the Company Charter;
- j. Type of shares and number of new shares issued for each share type;
- k. Division, split, consolidation, merger, or conversion of the Company;
- l. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
- m. Decision to invest in or sell assets with a value of fifty percent (50%) or more of the total asset value recorded in the Company's latest financial statement;
- n. Decision to repurchase more than ten percent (10%) of the total sold shares of each type;
- o. Company signing contracts, transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than twenty percent (20%) of the Company's total assets recorded in the latest financial statement;
- p. Granting loans or guarantees to Board of Director' members, General Director, other managers who are not Shareholders, and affiliated individuals and organizations of these entities;

In the case of granting loans or guarantees to affiliated organizations of Board of Director members, General Director, other managers where the Company and that organization are companies in the same group or companies operating in a group of companies, including parent company - subsidiary company, economic group, the Board of Directors shall approve in accordance with the Company Charter;
- q. Contracts, loan transactions, sale of assets with a value greater than ten percent (10%) of the total asset value recorded in the latest financial statement between the Company and Shareholders owning fifty-one percent (51%) or more of the total voting shares or affiliated persons of such Shareholders.
- r. Approval of the Corporate Governance Regulations, the Regulations on Operation of the Board of Directors;
- s. Other matters as prescribed by law and this Charter.

3. Shareholders are not allowed to participate in voting in the following cases:
 - a. Contracts specified in Clause 2 of this Article when that Shareholder or a person related to that Shareholder is a party to the contract;
 - b. Purchase of shares of that Shareholder or of a person related to that Shareholder, except for the case of share repurchase conducted in proportion to the ownership of all Shareholders or the repurchase conducted through order matching or public offering on the Stock Exchange.
4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Proxy Representative

1. Shareholders entitled to attend the General Meeting of Shareholders under the law may authorize their representatives to attend. In the case of more than one appointed representative, the number of shares and votes authorized for each representative must be specified.
 - a. Individual Shareholders of the Company authorize another person to attend the meeting in writing.
 - b. A Company Shareholder, being an organization owning at least ten percent (10%) of the total outstanding common shares, may authorize a maximum of three (03) representatives. Representatives authorized by a Shareholder organization must be granted written authorization in the name of the owner, member, or Shareholder to exercise the rights and fulfill the obligations as stipulated for Shareholders.
2. The authorization for a representative to attend the General Meeting of Shareholders must be in writing, following the Company's template or as stipulated by civil law. The authorization document must clearly state the authorizing Shareholder's name, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the authorization period, and the signatures of both the authorizing party and the authorized party.
 - a. If the authorizing Shareholder is an individual, the authorization must bear the signatures of both the Shareholder and the authorized attendee.
 - b. If the authorizing Shareholder is an organization, the authorization document must bear the signatures of the authorized representative, the legal representative of the Shareholder, and the individual or legal representative of the organization authorized to attend the meeting.
 - c. In other cases, the authorization must bear the signatures of the Shareholder's legal representative and the authorized attendee.

The authorized attendee of the General Meeting of Shareholders must submit the authorization document during registration before entering the meeting room.

3. In cases where a lawyer signs the proxy on behalf of the authorizing party, the proxy is only valid if presented with the Shareholder's power of attorney to the lawyer or a certified copy thereof (if not previously registered with the Company).
4. Except as provided in Clause 3 of this article, the vote of an authorized attendee within the scope of their authorization remains valid in any of the following circumstances:
 - a. The authorizing party has died, has limited civil capacity, or has lost civil capacity.
 - b. The authorizing party has revoked the authorization.
 - c. The authorizing party has revoked the authority of the person who granted the authorization.

This provision shall not apply if the Company receives notification of any of the above events before the commencement of the General Meeting of Shareholders or before the reconvening of the meeting.

Article 17. Changes of rights

1. Resolutions of the General Meeting of Shareholders (in cases specified in Clause 2, Article 15, regarding the Company's share capital being divided into different share classes) to amend or revoke special rights attached to a class of preferred shares are effective when passed by Shareholders representing at least sixty-five percent (65%) of the total votes of all shareholders present at the meeting. A General Meeting of Shareholders resolution that adversely affects the rights and obligations of preferred shareholders is only passed if approved by preferred shareholders of the same class representing at least seventy-five percent (75%) of the total preferred shares of that class present at the meeting, or if approved in writing by preferred shareholders of the same class representing at least seventy-five percent (75%) of the total preferred shares of that class.
2. Such a meeting is only valid with the presence of at least two (02) Shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that class. If the number of participating Shareholders is not adequate, another meeting shall be carried out within thirty (30) days regardless of the number of participating Shareholders of that type of shares (or their Proxy) and the quantity of their shares. At such separate meetings, holders of shares of that class present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at such meetings.
3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20, and 21 of this Charter.
4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

Article 18. Convening, agenda and invitations to the General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.
2. The person who convenes the General Meeting of Shareholders shall perform the following tasks:
 - a. Compile the list of Shareholders eligible to participate in and vote at the General Meeting of Shareholders. Such list shall be prepared no earlier than ten (10) days prior to the date on which the notice of invitation to the General Meeting of Shareholders is sent. The Company shall publish information of the preparation of the list of Shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the book closing date.
 - b. Prepare the meeting agenda and contents.
 - c. Draft resolutions of the General Meeting of Shareholders according to the intended content of the meeting.
 - d. Determine the meeting time and location.
 - e. Make an announcement and send invitations to all shareholders that are eligible to participate in the General Meeting of Shareholders.
 - f. Perform other tasks serving the general meeting.
3. The notice of the General Meeting of Shareholders is sent to all Shareholders by means to ensure it reaches the Shareholder's contact address (including but not limited to methods such as sending by post, fax, email, text message, or other means), and simultaneously published on the information channels of the State Securities Commission, Stock Exchange, and on the Company's website. The notice of the General Meeting of Shareholders must be sent to all Shareholders on the list of Shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting (from the date the notice is sent or validly transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting are sent to Shareholders and/or posted on the Company's website. In case documents are not sent with the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents for Shareholders to access, including:
 - a. Meeting agenda and documents used in the meeting;
 - b. List and details of candidates in the case of electing members of the Board of Directors;
 - c. Voting ballots;
 - d. Proxy form for attending the meeting;
 - e. Draft resolutions for each issue on the meeting agenda.

4. The Shareholder or group of Shareholders mentioned in Clause 3, Article 12 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the Shareholder's full name, permanent address, nationality, ID card number, citizen identification number, passport, or other legal personal identification for individual Shareholders; name, enterprise code, or establishment decision number, head office address for institutional Shareholders; the number and type of shares held by that shareholder; and the issue proposed for inclusion in the meeting agenda.
5. The person who convenes the General Meeting of Shareholders is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:
 - a. The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
 - b. At the time of the proposal, the Shareholder or group of Shareholders does not hold at least five percent (5%) of the common shares as prescribed in Clause 3, Article 12;
 - c. The proposed matter is not within the decision-making authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and this Charter.
6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, unless otherwise provided in Clause 5 of this Article; the proposal will officially be added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.
7. The Board of Directors must prepare the draft of resolution for the contents in the agenda.

Article 19. Conditions for opening the General Meeting of Shareholders

1. The General Meeting of Shareholders is conducted when the number of Shareholders present represents more than fifty percent (50%) of the total voting shares.
2. If the first meeting does not meet the conditions for proceeding as prescribed in Clause 1 of this Article, the notice of the second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders is conducted when the number of Shareholders present represents at least thirty-three percent (33%) of the total voting shares.
3. If the second meeting does not meet the conditions for proceeding as prescribed in Clause 2 of this Article, the notice of the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders is conducted regardless of the total voting shares of the Shareholders present and has the right to decide on all matters that the first General Meeting of Shareholders could approve.

Article 20. Procedures for carrying out and voting at the General Meeting of Shareholders

1. On the date of the General Meeting of Shareholders, the Company must carry out shareholder registration procedures and must perform the registration until all Shareholders entitled to attend the meeting have registered in the following order:
 - a. When conducting shareholder registration, the Company issues each Shareholder or authorized representative with voting rights a voting card, which states the registration number, name of the Shareholder, name of the authorized representative, and the number of voting shares (equivalent to the number of voting shares owned) of that Shareholder. The General Meeting of Shareholders discusses and votes on each matter in the agenda. Voting is conducted by voting in favor, against, and abstaining. At the General Meeting, the cards in favor of the resolution are collected first, the cards against the resolution are collected next, and finally, the total number of votes in favor or against is counted to make a decision. The vote counting results are announced by the Chairman immediately before the closing of the meeting. The General Meeting elects those responsible for counting the votes or supervising the vote count at the suggestion of the Chairman. The number of members of the vote counting board is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;
 - b. Shareholders, authorized representatives of Shareholders who are organizations, or authorized persons arriving after the meeting has commenced have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The chairman of the meeting does not have the responsibility to suspend the meeting to allow late Shareholders to register, and the validity of the contents voted on previously remains unchanged.
2. Election of the chairman, secretary and vote counting committee:
 - a. The Chairman of Board of Directors presides over or authorizes another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. In other cases, the person who signs the convening notice of the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders can elect the chairman of the meeting, and the person with the highest number of votes shall preside over the meeting.
 - b. The chairman shall appoint one (01) or some people as secretaries of the General Meeting of Shareholders.
 - c. The General Meeting of Shareholders shall elect one or some persons to the vote counting committee at the request of the chairman.
3. The meeting agenda and contents shall be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time allocated for each item on the agenda.

4. The chairman of the general meeting has the right to implement necessary and reasonable measures for making sure the General Meeting of Shareholders is kept in order, in accordance with the approved agenda, and reflects the needs of the majority of participants, specifically:
 - a. Arrange seats at the meeting location.
 - b. Ensure safety of the participants.
 - c. Enable Shareholders to participate in (or continue to participate in) the General Meeting of Shareholders. The person who convenes the General Meeting of Shareholders has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.

In a case where the General Meeting of Shareholders takes the above measures, when determining the venue of the meeting, the Board of Directors may:

- a. Notify that the meeting shall be conducted at the venue in the notice and the Chairman of the meeting shall be present there (the “Official Venue of the Meeting”);
- b. Arrange for Shareholders or Proxies who are unable to attend the meeting in accordance with this Article or the persons who want to attend the meeting of the General Meeting of Shareholders at a venue different from the Office Venue of the Meeting can attend the meeting at the same time.

The notice on holding the Meeting shall not be required to state the detailed organizational measures in accordance with this Article.

In this Charter (unless where the context otherwise requires), all Shareholders and Proxies shall be considered to attend the meeting at the Official Venue of the Meeting.

5. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by voting in approve, disapprove, and abstain. The voting results are announced by the Chairman immediately before the closing of the meeting.
6. Shareholders or Proxies who arrive after the meeting has commenced are still registered and have the right to participate in the voting immediately after registration; in this case, the validity of the contents previously voted on remains unchanged.
7. The convener or chairman of the General Meeting of Shareholders has the following rights:
 - a. Request all attendees to undergo inspection or other lawful and reasonable security measures.
 - b. Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the chairman's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or do not comply with security inspection requirements.

8. The chairperson has the right to postpone the General Meeting of Shareholders, even if the maximum registered attendees are present, for a period not exceeding three (03) working days from the intended opening date, and may only postpone the meeting or change the meeting venue in the following circumstances:
 - a. The meeting venue does not have sufficient and convenient seating for all attendees.
 - b. The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote.
 - c. Attendees obstruct or disrupt the order, potentially preventing the meeting from proceeding fairly and legally.

If the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of this clause, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be valid and enforceable.

9. The Company holds a General Meeting of Shareholders at least once annually. The annual General Meeting of Shareholders may not be conducted in writing.

Article 21. Conditions for ratification of resolution of the General Meeting of Shareholders

1. Resolutions on the following matters are passed if approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders present at the meeting, except as provided in Clauses 3, 4 of Article 21 and Clause 1 of Article 17:
 - a. Type of shares and total number of shares of each type.
 - b. Changes in industries, trades, and business lines.
 - c. Changes in the organizational structure of the Company's management.
 - d. Investment projects or sale of assets with a value of fifty percent (50%) 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 are passed when approved by shareholders holding more than fifty percent (50%) of the total voting shares of all shareholders present at the meeting, except as provided in Clauses 1, 3, 4 of Article 21 and Clause 1 of Article 17.
3. The election of members of the Board of Directors must comply with the provisions of Clause 3, Article 148 of the Enterprise Law.
4. In the case of resolutions passed in writing, a resolution of the General Meeting of Shareholders is passed if approved by shareholders holding more than fifty percent (50%) of the total votes of all shareholders with voting rights.
5. Resolutions of the General Meeting of Shareholders passed with one hundred percent (100%) of the total voting shares 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's Charter.

Article 22. Authority and procedures for obtaining Shareholder opinions in writing to pass Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining Shareholder opinions in writing to pass Resolutions of the General Meeting of Shareholders are implemented as follows:

1. The Board of Directors shall have the authority to seek shareholders' approval by written resolution on any matters falling within the decision-making authority of the General Meeting of Shareholders, including but not limited to the matters specified in Clause 2, Article 147 of the Law on Enterprises 2020, whenever it deems such action necessary and in the best interests of the Company.
2. The Board of Directors must prepare voting ballots, draft Resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights at least ten (10) days before the deadline for returning the voting ballots. The requirements and methods for sending voting ballots and accompanying documents are implemented according to the provisions of Clause 3, Article 18 of this Charter.
3. The ballot must include the following main contents:
 - a. Name, address of the headquarters, business registration code;
 - b. Purpose of the consultation;
 - c. Full name, contact address, nationality, personal legal document number for individual Shareholders; name, business registration code or legal document number of the organization, address of the headquarters for institutional Shareholders or full name, contact address, nationality, personal legal document number for representatives of institutional Shareholders; number of shares of each type and number of voting shares of the Shareholder;
 - d. Issues requiring consultation for decision approval;
 - e. Voting options include approved, disapproved, and abstain for each issue;
 - f. Deadline for submitting the completed ballot to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors.
4. The completed ballot must be signed by the individual Shareholder, the authorized representative, or the legal representative of the institutional Shareholder.

Shareholders can submit their completed ballots to the Company by mail, fax, or email as follows:

- a. By mail: The ballot sent to the Company must be in a sealed envelope and no one has the right to open it before the vote counting;
- b. By fax or email: The ballot sent to the Company must be kept confidential until the vote counting.

Ballots submitted to the Company after the deadline specified in the ballot or opened in the case of mail and disclosed in the case of fax or email are invalid. Ballots not submitted are considered abstentions.

5. The Board of Directors counts the votes and prepares the vote counting minutes witnessed by the Audit Committee or by a Shareholder who does not hold the management position. The vote counting minutes must include the following main contents:
 - a. Name, address of the headquarters, business registration code;
 - b. Purpose and issues requiring consultation for resolution approval;
 - c. Number of Shareholders with the total number of voting shares participating in the vote, distinguishing between the number of valid votes and the number of invalid votes and the method of submitting ballots, attached with an appendix listing the participating shareholders;
 - d. Total number of votes in approve, disapprove, and abstent for each issue;
 - e. Approved issues and corresponding approval rates;
 - f. Full name and signature of the Chairman of the Board of Directors, vote counters, and vote counting supervisors.

Members of the Board of Directors, vote counters, and vote counting supervisors are jointly responsible for the honesty and accuracy of the vote counting minutes; jointly liable for damages arising from decisions approved due to dishonest and inaccurate vote counting.

6. The vote counting minutes and Resolution must be sent to Shareholders within fifteen (15) days from the end of the vote counting. Sending the vote counting minutes and Resolution can be replaced by posting them on the Company's website within twenty-four (24) hours from the end of the vote counting.
7. Completed ballots, vote counting minutes, approved Resolutions, and related documents attached to the ballots must be kept at the Company's headquarters;
8. A Resolution is passed in the form of a written Shareholder consultation if it is approved by Shareholders owning more than fifty percent (50%) of the total voting shares of all Shareholders with voting rights and has the same validity as a Resolution passed at the General Meeting of Shareholders.

Article 23. Resolution, 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 written in Vietnamese, may also be written in a foreign language, and must include the following main content:
 - a. Name, address of the head office, business registration code;
 - b. Time and place of the General Meeting of Shareholders;
 - c. Meeting agenda and content;

- d. Full name of the chairperson and secretary;
 - e. Summary of the meeting proceedings and comments made at the General Meeting of Shareholders on each issue on the agenda;
 - f. Number of Shareholders and total votes of Shareholders attending the meeting, appendix of the list of registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;
 - g. Total votes for each voting issue, specifying the voting method, total valid votes, invalid votes, votes in approve, disapprove, and abstent; corresponding percentage of the total votes of Shareholders attending the meeting;
 - h. Issues approved and the corresponding percentage of votes in favor;
 - i. Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes of the meeting, these minutes are valid if signed by all other members of the Board of Directors attending the meeting and include all the content as prescribed in this clause. The minutes clearly state the refusal of the chairperson or secretary to sign the minutes of the meeting.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the minutes are jointly responsible for the truthfulness and accuracy of the content of the minutes.
 3. Minutes prepared in both Vietnamese and a foreign language have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.
 4. The Resolution, Minutes of the General Meeting of Shareholders, appendix of the list of registered shareholders attending the meeting with shareholders' signatures, proxy documents, all documents attached to the Minutes (if any), and relevant documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

Article 24. Demand for cancellation of resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the voting results of the General Meeting of Shareholders, the Shareholder or group of shareholders specified in Clause 3, Article 12 of this Charter has the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 5, Article 21 of this Charter;
2. The content of the resolution violates the law or this Charter.

In case the resolution of the General Meeting of Shareholders is canceled by the decision of the Court or Arbitration, the convener of the canceled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders according to the procedures prescribed in the Law on Enterprises and this Charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination and self-nomination of members of the Board of Directors

1. In the event that the Board of Director' member candidates have been identified, the Company must publish information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's electronic information page so that Shareholders can learn about these candidates before voting. Board of Director' member candidates must have a written commitment to the honesty and accuracy of the published personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a Board of Director' member. Information related to the Board of Director' member candidates to be published includes:
 - a. Full name, Date of birth;
 - b. Work experience;
 - c. Other management positions (including Board of Directors positions at other companies);
 - d. Interests related to the Company and related parties of the Company;
 - e. Other information (If any).
2. A Shareholder or a group of Shareholders owning from 10% or more of the total number of ordinary shares has the right to nominate Board of Director' member candidates. A Shareholder or a group of Shareholders owning from 10% to less than 20% of the total voting shares has the right to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to less than 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate a maximum of eight (08) candidates.
3. In the event that the number of Board of Director member candidates through nomination is still insufficient, the incumbent Board of Directors shall introduce additional candidates, and the supplementary nomination list must be published on the Company's electronic information page at least five (05) days before the opening date of the General Meeting of Shareholders. The additional nomination of members at the General Meeting must ensure the approval rate as prescribed in Clause 2, Article 21 of this Charter.
4. Board of Director' member must meet the standards and conditions as prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the company's charter.

Article 26. Composition and term of Board of Director's member

1. The number of Board of Directors members is at least five (05) and at most eleven (11).
2. The term of the Board of Directors is four (04) years. The term of a Board of Director' member must follow the term of the Board of Directors. Board of Director' member may be re-elected with an unlimited number of terms. An individual may only be elected as an independent Board of Director' member of a company for no more than two (02) consecutive terms. In the event that all Board of Directors members end their terms at the same time, those members shall continue to be Board of Directors members until new members are elected to replace and take over the work.

In the case of an additional election or replacement election of a dismissed or discharged Board of Director' member, the term of the newly elected or replacement member is the remaining term of the Board of Directors.

3. Composition of the Board of Directors is as follow:
 - a. The number of non-executive members of the Board of Directors of a public company shall comply with the following requirements:
 - At least one (01) non-executive member where the Board of Directors consists of from three (03) to five (05) members;
 - At least two (02) non-executive members where the Board of Directors consists of from six (06) to eight (08) members;
 - At least three (03) non-executive members where the Board of Directors consists of from nine (09) to eleven (11) members.
 - b. The total number of independent Board of Director' members must account for at least one-third (1/3) of the total number of Board of Directors, the minimum number of independent Board of Director' members is determined by rounding down.

A member of the Board of Directors may concurrently serve as a member of the Board of Directors and/or a member of the Members' Council of no more than five (05) other companies.

4. A Board of Director member is no longer qualified as a Board of Director' member in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders as follows:
 - a. Not meeting the standards and conditions as prescribed in Article 155 of the Law on Enterprises or being prohibited by law from being a Board of Director' member.
 - b. Submitting a written resignation letter and having it approved.
 - c. Having a mental disorder and having professional evidence proving that the person is not fully capable of civil acts.
 - d. Not participating in the Board of Directors' activities continuously for six months without the Board of Directors' approval, and the Board of Directors decides that this person's position is vacant.

- e. Being dismissed by the Decision of the General Meeting of Shareholders.
 - f. Intentionally providing inaccurate personal information when submitting it to the Company as a Board of Directors candidate.
 - g. Other cases as prescribed by law and this Charter.
5. The appointment of a Board of Director' member must be disclosed in accordance with the law on information disclosure in the securities market.
 6. A Board of Director member may not be a Shareholder of the Company in the following cases:
 - a. Representing the capital of individuals or organizations who are Shareholders of the Company.
 - b. Being an individual with capacity and prestige in society, nominated by the previous term's Board of Directors with a majority of votes or nominated by a Shareholder or a group of Shareholders owning at least ten percent (10%) of the total voting shares.
 7. An independent Board of Director' member must notify the Board of Directors of no longer meeting the standards and conditions as prescribed in Clause 2, Article 155 of the Law on Enterprises and is automatically no longer an independent Board of Director' member from the date of not meeting the standards and conditions. The Board of Directors must notify the case of an independent Board of Director' member no longer meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent Board of Director' members within six (06) months from the date of receiving the notification from the relevant independent Board of Director' member.

Article 27. Rights and Obligations of the Board of Directors

1. Business activities and affairs of the Company must be supervised and directed by the Board of Directors. The Board of Directors shall be the body with full powers to exercise all rights and obligations on behalf of the Company, excluding except the authorities which belongs to the General Meeting of Shareholders.
2. The powers and duties of the Board of Directors shall be stipulated by the Law, this Charter, the Regulations on the Corporate Governance, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:
 - a. To decide the medium-term strategy and development plan and annual business plans of the Company.
 - b. Defining operating objectives based on the strategic objectives approved by the General Meeting of Shareholders.
 - c. Recommendation for share classes and the total number of shares offered for sale for each class.

- d. Decision to sell unsold shares within the authorized offering limit for each share class.
- e. Proposal for the issuance of convertible bonds into shares and warrants allowing holders to purchase shares at a predetermined price.
- f. To decide on the issuance of bonds and other forms of capital mobilization of the Company.
- g. Decision on the offering price of bonds, shares, and convertible warrants of the Company.
- h. Valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and know-how.
- i. Repurchase or acquisition of no more than ten percent (10%) of each share class; Decision on the repurchase or acquisition price of the Company's shares.
- j. Decision on investment plans and projects within the authorized scope and limits as prescribed by law.
- k. Decision on market development, marketing, and technology solutions.
- l. Approval of purchase, sale, loan, borrowing contracts, and other transactions with a value of 30% or more of the total assets recorded in the company's latest financial statements; except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in points m, o, and q, Clause 2, Article 15 of this Charter.
- m. Borrowing and implementation of mortgages, guarantees, indemnities, and compensations for other companies.
- n. Investments not included in the business plan or with an investment value exceeding 10% of the annual business plan value.
- o. Election, dismissal, and removal of the Chairman of the Board of Directors.
- p. Appointment, dismissal, removal, contract signing, and termination of contracts with the General Director and Managers of the Company; deciding on salaries, remuneration, bonuses, and other benefits for these managers.
- q. Decision on the appointment, dismissal, and removal of authorized representatives to exercise ownership of shares or capital contribution in other organizations/enterprises; deciding on salaries, remuneration, bonuses, and other benefits for these individuals. The aforementioned dismissal must not violate the contractual rights of the dismissed individuals (if any).
- r. Decision on the specific salary, remuneration, bonus, and other benefits for each member of the Board of Directors based on the budget or the total remuneration, bonus, and other benefits for the Board of Directors approved by the General Meeting of Shareholders.

- s. Supervising and directing the General Director and Managers of the Company in managing the daily business operations of the Company.
 - t. Resolving the Company's complaints against the Managers as well as deciding on the selection of the Company's representatives to resolve issues related to legal procedures against those managers.
 - u. Appointing and dismissing individuals authorized by the Company as commercial representatives and lawyers of the Company.
 - v. Decision on the organizational structure and internal management regulations of the Company; relocation of the Company's headquarters within Ho Chi Minh City.
 - w. Decision on the establishment and termination of branches or representative offices of the Company.
 - x. Decision on the establishment, merger, division, consolidation, conversion of legal form, and dissolution of Subsidiaries.
 - y. Decision regarding the purchase or sale of shares or capital contributions in other enterprises established in Vietnam or abroad.
 - z. Approve the program and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or obtain opinions for the General Meeting of Shareholders to pass resolutions.
 - aa. Submit the audited annual financial statements to the General Meeting of Shareholders.
 - bb. Report to the General Meeting of Shareholders on the Board of Directors' appointment of the General Director.
 - cc. Decide the interim dividend rate; propose the dividend rate to be paid; decide the time limit and procedures for paying dividends or handling losses incurred during business operations.
 - dd. Propose the reorganization or dissolution of the Company; request bankruptcy of the Company.
 - ee. Decide to issue the Board of Directors operating regulations and the Corporate Governance Charter after approval by the General Meeting of Shareholders; decide to issue the operating regulations of the Audit Committee under the Board of Directors and the Company's information disclosure regulations.
 - ff. Decide on any other business matters or transactions that the Board of Directors deems necessary to obtain approval within the scope of its authority and responsibility to ensure the Company's operations.
 - gg. Other rights and obligations are stipulated in the Law on Enterprises, the Law on Securities, other legal provisions, and the Company's Charter.
3. The Board of Directors must report the results of its operations to the General Meeting of Shareholders as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated

31/12/2020 of the Government detailing the implementation of certain articles of the Law on Securities.

4. Unless otherwise stipulated by law and the Charter, the Board of Directors may authorize employees and other Managers to represent and handle work on behalf of the Company.
5. In the event that a resolution or decision approved by the Board of Directors violates legal provisions, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who approve such resolution or decision shall be jointly and severally liable for such resolution or decision and must compensate the Company for the damage; members who object to the aforementioned resolution or decision are exempt from liability. In this case, the company's shareholders have the right to request the Court to suspend the implementation or annul the aforementioned resolution or decision.

Article 28. Remuneration, salary, bonuses, and other benefits of Board of Director' members.

1. Board of Director members are entitled to remuneration and bonuses based on the Company's operating results and efficiency. This remuneration is divided among the Board of Director' members according to an agreement within the Board of Directors or equally divided in case of no agreement.
2. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each Board of Director member is included in the Company's business expenses according to the provisions of the law on corporate income tax, is shown 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. Board of Director members holding management positions; or permanent/full-time Board of Director' members; or Board of Director' members working in committees or subcommittees of the Board of Directors; or performing other tasks that, in the Board of Directors' view, are outside the normal duties of a Board of Director member, may be paid additionally in the form of a lump-sum payment, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.
5. Board of Director member has the right to be reimbursed for all travel, meal, accommodation, and other reasonable expenses incurred in carrying out their responsibilities as a member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees/sub-committees of the Board of Directors.

Article 29. Chairman, Vice Chairman of the Board of Directors

1. The Board of Directors selects from among its members to elect one (01) Chairman and Vice Chairman (if any) by majority vote.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company.

3. The Chairman of the Board of Directors shall have the following rights and duties:
 - a. To prepare working plans and programs of the Board of Directors.
 - b. Prepare or organize the preparation of programs, content, and documents for meetings; convene, preside over, and chair meetings of the General Meeting of Shareholders and meetings of the Board of Directors.
 - c. The Chairman of the Board of Directors is responsible to ensure that the Board of Directors submit annual financial reports, operational reports of the Company, its audit and inspection reports to the Shareholders at the meeting of the General Meeting of Shareholders.
 - d. Organize the approval of resolutions and decisions of the Board of Directors; sign resolutions and decisions of the Board of Directors on behalf of the Board of Directors.
 - e. Supervise the implementation of resolutions and decisions of the Board of Directors.
 - f. Other rights and obligations as prescribed by the Business Law and the Company's Charter.
4. The Vice Chairman has the same rights and obligations as the Chairman when authorized by the Chairman, but only in the event that the Chairman has notified the Board of Directors of their absence or necessary absence due to force majeure or inability to perform their duties. In the above case, if the Chairman does not appoint a Vice Chairman, the remaining members of the Board of Directors will appoint a Vice Chairman. In the event that both the Chairman and Vice Chairman are temporarily unable to perform their duties for any reason, the Board of Directors may elect another person among them to perform the duties of the Chairman by a majority vote.
5. In the event that the Chairman and/or Vice Chairman of the Board of Directors resigns or is dismissed or relieved of their duties, the Board of Directors must elect a replacement within ten (10) days from the date the Company receives the resignation letter or from the date the Board of Directors approves the decision on dismissal or removal of duties.

Article 30. Meeting of the Board of Directors

1. Initial meeting of the office term of the Board of Directors.

Chairman of the Board of Directors is elected during the first meeting of the Board of Directors and within seven (07) working days after the same Board of Directors is elected. Such meeting shall be convened by the member who received the most votes. If two or more members obtain the same highest number of votes, such members shall elect a person amongst them to convene the meeting by a majority vote to select one (01) person among them to convene the Board of Directors meeting.

2. Regular Board of Directors meeting.

The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, prepare the meeting agenda, determine the appropriate time and venue of the meetings at least five (05) working days before the proposed date of such

meetings. The Chairman may convene a regular meeting of the Board of Directors whenever necessary, but there must be at least one (01) meeting every quarter.

3. Extraordinary Board of Directors meeting.

The Chairman must convene an extraordinary meeting of the Board of Directors when he/she sees necessary for the interests of the Company. In addition, the Chairman of the Board of Directors must convene a meeting of the Board of Directors which shall not be delayed without a legitimate reason, when any of the following subjects makes a written request specifying the purpose of the meeting and the issues to be discussed.

- a. An independent member of the Board of Directors;
- b. The General Director or at least five (05) other Company Managers;
- c. At least two (02) members of the Board of Directors.
- d. At the independent auditor's request to discuss the audit report and the Company's situation.

4. Meetings of the Board of Directors stipulated in Clause 3 of this Article must be conducted within seven (07) working days after the request for the meeting is made. If the Chairman of the Board of Directors does not accept to convene a meeting as requested, then the Chairman must be liable for any damage caused to the Company; the person making the request as referred to in Clause 3 of this Article may himself or herself convene a meeting of the Board of Directors.

5. Venue.

The meeting of the Board of Directors as specified in Clause 1, Clause 2 and Clause 3 of this Article shall be conducted at the registered address of the Company or at another address in 28 Vietnam or abroad as proposed by the Chairman of the Board of Directors and unanimously approved by the Board of Directors.

6. Notice of Board of Directors meeting.

Notice of the Board of Directors meeting must be sent to Board members at least three (03) working days before the meeting. The notice can be sent by invitation letter, mail, fax, email, or other means depending on the circumstances, but must ensure delivery to each Board member's registered address with the Company. The notice must specify the meeting time and location, agenda, matters to be discussed and decided upon, along with accompanying documents and the member's ballot.

7. Minimum number of attendees:

The first Board of Directors meeting is held when at least three-quarters (3/4) of the Board members are present. A Board member is considered present and voting at the meeting when: (i) attending and voting in person; or (ii) through an authorized representative (the authorized representative has the right to attend when approved by all Board members); or (iii) attending and voting via video conference, electronic voting, or other electronic means; or (iv) submitting a ballot to the meeting via mail, fax, or email; or (v) submitting a ballot by other means approved by the majority of members.

If the required number of members is not present, a second meeting shall be convened within seven (07) days of the first scheduled meeting date. In this case, the meeting proceeds if more than half (1/2) of the Board of Directors's members are present.

8. Voting:

- a. Except as provided in point b of this clause, each Board member or authorized representative (if any) attending a Board meeting has one (01) vote;
- b. A Board member may not vote on contracts, transactions, or proposals in which they or their Related Persons have an interest that conflicts or may conflict with the Company's interests. The Board member shall not be counted towards the minimum number of members required for a Board meeting to make decisions on matters where the member is ineligible to vote.

Any Board of Director member benefiting from a contract or transaction stipulated in points a and b, clause 7, Article 38 of this Charter shall be deemed to have a significant interest in such contract or transaction.

- c. As regulated in point b of this clause, when issues arise in a Board of Directors meeting concerning the interests of a Board of Director' member or relating to a member's voting rights, and these issues are not resolved by the voluntary waiver of voting rights by the relevant Board of Director' member, such arising issues shall be submitted to the meeting's chairman for decision.

9. Voting to adopt resolutions.

The Board of Directors approves matters and makes decisions by following the consensus of the majority of Board of Directors members present at the meeting (over fifty percent (50%)); in case of a tie, the final decision rests with the Chairman of the Board of Directors.

10. Declaration of interests.

Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and aware that he/she has an interest in such contract or transaction is responsible to disclose the nature and contents of such interest at the meeting where the Board of Directors considers the signing of such contract or transaction for the first time. Where a member of the Board of Directors is not aware that such member and his/her Related Person have interest at the time a contract or transaction is signed with the Company, such member must publicly announce his/her related interests at the first meeting of the Board of Directors to be held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.

11. Board of Directors meetings may be held via online conference between Board of Directors members when all or some members are in different locations, provided that each participating member can:

- a. Hear every other Board of Director member participating and speaking in the meeting.

- b. Speak to all other participating members simultaneously.

Communication between members can be conducted directly via telephone or other means of communication (including the use of these means at the time of adoption of the Charter or later), or a combination of all these methods. A Board of Director member participating in such a meeting is considered "present" at that meeting. The location of the meeting held under this provision is the location where the largest group of Board of Directors members gathers, or if there is no such group, the location where the meeting Chairman is present.

Decisions adopted in a validly held and conducted telephone meeting are effective immediately upon the conclusion of the meeting but must be confirmed by the signatures of all attending Board of Directors members in the minutes.

Board of Director' members may send their votes to the meeting via mail, fax, or email. In the case of sending votes via mail, the votes must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the commencement of the meeting. Votes are only opened in the presence of all attendees. In the case of sending votes via fax or email, they must be sent before the end of the vote counting.

12. Decision by way of collecting written opinions.

Decision by way of collecting written opinions is passed on the basis of the consent of the majority of members of the Board of Directors who have voting rights. This decision has the same effect and validity as the decision adopted by the members of the Board of Directors at the meeting convened and organized as usual.

13. Minutes of the Board of Directors meeting

- a. Board of Directors meetings must be recorded in minutes and may be audio-recorded, video-recorded, and stored in other electronic forms. Meeting minutes include the following main contents:
 - Name, head office address, business registration code;
 - Time and place of the meeting;
 - Purpose, agenda, and content of the meeting;
 - Full name of each attending member or authorized representative and method of attendance; full name of absent members and reasons for absence;
 - Issues discussed and voted on at the meeting;
 - Summary of each member's comments in the order of the meeting's proceedings;
 - Voting results, clearly stating members who agree, disagree, and abstain;
 - Matters approved and the corresponding approval rate;
 - Full name and signature of the chairperson and minute-taker.
- b. In cases where the chairperson and/or minute-taker refuse to sign the minutes, but if all other Board of Directors members attending the meeting sign and the minutes have complete content as prescribed in point a, clause 13 of this Article, the minutes are still valid.

- c. The chairperson, minute-taker, and signatories of the minutes are responsible for the truthfulness and accuracy of the Board of Directors meeting minutes.
- d. The minutes must be prepared in Vietnamese and can also be prepared in a foreign language. In this case, the minutes in Vietnamese and the foreign language have equal legal validity. If there is a discrepancy in content between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.
- e. Board of Directors meeting minutes and documents used in the meeting must be kept at the Company's head office.

Article 31. Sub-committees of the Board of Directors

- 1. The Board of Directors may establish sub-committees to be in charge of development policies, human resources, compensation and benefits, internal audit, and risk management.
- 2. The number of sub-committee members is decided by the Board of Directors, with a minimum of three (03) people, including members of the Board of Directors and external members.
- 3. Sub-committee activities must comply with the regulations of the Board of Directors. Sub-committee resolutions are only valid when approved by a majority of members attending and voting at the sub-committee meeting.
- 4. The implementation of decisions of the Board of Directors or its sub-committees must comply with current laws and regulations and the provisions of the company's Charter and Corporate Governance Regulations.

Article 32. Audit Committee

- 1. The Audit Committee is a specialized body under the Board of Directors.
- 2. Nomination and election of Audit Committee members:
 - a. The Chairman of the Audit Committee and other members are nominated by the Board of Directors and must not be the Company's Executive Officers.
 - b. The appointment of the Chairman of the Audit Committee and other members must be approved by the Board of Directors at a Board meeting.
- 3. Composition of the Audit Committee:
 - a. The Audit Committee must have at least two (02) members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
 - b. Members of the Audit Committee must have knowledge of accounting, auditing, a general understanding of the law, and the operations of the Company, and must not fall into the following categories:
 - Working in the Company's accounting or finance department;

- Being a member or employee of the audit firm approved to audit the Company's financial statements for the past three (03) consecutive years.
 - c. The Chairman of the Audit Committee must hold a bachelor's degree or higher in one of the fields of economics, finance, accounting, auditing, law, or business administration.
4. Rights and duties of the Audit Committee:
- a. Monitor the accuracy of the Company's financial statements and official disclosures regarding the Company's financial results;
 - b. Review the internal control system and risk management;
 - c. Review transactions with Related Persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval from the Board of Directors or the General Meeting of Shareholders;
 - d. Monitor the Company's internal audit department;
 - e. Recommend the independent auditing firm, audit fees, and terms in the audit contract to the Board of Directors for approval before presenting it to the General Meeting of Shareholders for approval;
 - f. Monitor and evaluate the independence, objectivity, and effectiveness of the auditing firm, especially if the Company uses non-audit services from the auditor;
 - g. Ensure the Company complies with legal regulations, regulatory authorities' requirements, and the Company's internal rules;
 - h. Have access to relevant documents related to the Company's operations and communicate with Board members and Executive Officers to gather information necessary for the Audit Committee's activities;
 - i. Have the right to request a representative of the approved auditing firm to attend and answer questions related to audited financial reports at Audit Committee meetings;
 - j. Use external legal, accounting, or other advisory services as necessary;
 - k. Develop and present risk identification and management policies to the Board of Directors; propose solutions to mitigate risks arising from the Company's operations;
 - l. Prepare written reports to the Board of Directors if Board members or Executive Officers fail to perform their responsibilities as specified by the Law on Enterprises and the Company's Charter;
 - m. Develop the Audit Committee's operational regulations and present them to the Board of Directors for approval;
 - n. Other rights and responsibilities as specified in the Company's Charter, Corporate Governance Regulations, Audit Committee's operational regulations, and legal provisions.

5. Audit Committee meetings:

- a. The Audit Committee must meet at least twice (02) a year. Detailed and clear minutes must be taken and properly stored. The minute-taker and participating members of the Audit Committee must sign the meeting minutes;
- b. The Audit Committee makes decisions by voting during the meetings, or by written consent or other forms as stipulated by the Company's Charter or the Audit Committee's operational regulations. Each member of the Audit Committee has one vote. Decisions of the Audit Committee are passed if they are approved by the majority of members attending the meeting; in case of a tie, the decision will be made based on the Chairman of the Audit Committee's opinion.

6. Report on the activities of independent Board members in the Audit Committee at the Annual General Meeting of Shareholders:

- a. Independent Board members of the Audit Committee must report on their activities at the Annual General Meeting of Shareholders;
- b. The report must include the following:
 - Fees, operational costs, and other benefits of the Audit Committee and each member as stipulated by the Law on Enterprises and the Company's Charter;
 - A summary of the Audit Committee meetings and its conclusions, recommendations;
 - Results of monitoring the financial statements, operations, and financial status of the Company;
 - Report on the evaluation of transactions between the Company, Subsidiaries, companies under the Company's control (over 50% of capital) and Board members, Executive Officers, and related parties; transactions with companies where Board members or Executive Officers are founders or managers within the last three (03) years;
 - Evaluation of the Company's internal control system and risk management;
 - Results of monitoring the Board of Directors and Executive Officers;
 - Evaluation of cooperation between the Audit Committee, Board of Directors, General Director, and Shareholders.

VIII. GENERAL DIRECTOR, EXECUTIVE, AND SECRETARY

Article 33. Organizational structure

The managerial system of the Company must ensure that the managerial apparatus shall be liable to the Board of Directors and shall be under the leadership of the Board of Directors. The Company has one General Director, Deputy General Directors, Functional Directors, and a Chief Accountant appointed by the Board of Directors. The appointment, dismissal, and removal of the above positions must be approved by a Resolution or Decision of the Board of Directors.

Article 34. Executives

1. Executives include the General Director, Deputy General Directors, Functional Directors, Chief Accountant, and other executives appointed by the Board of Directors.
2. At the General Director's recommendation and with the Board of Directors' approval, the Company may recruit other executives in numbers and standards suitable to the Company's organizational structure and management regulations as stipulated by the Board of Directors. Executives are responsible for supporting the Company in achieving its operational and organizational goals.
3. Salaries, remuneration, bonuses, benefits, and other terms in labor contracts for: (i) the General Director will be decided by the Board of Directors; (ii) other Company Executives will be approved by the Board of Directors based on the General Director recommendation.
4. Executives' salaries are included in the Company's business expenses as prescribed by 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 appoints one (01) Board member or hires another person as General Director and will sign a labor contract stipulating salary, remuneration, benefits, and other terms related to the recruitment.
2. The General Director manages the Company's daily business operations; is supervised and directed by the Board of Directors; and is responsible to the Board of Directors and the law for the execution of assigned rights and obligations.
3. The General Director term is four (04) years and is renewable for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company Charter.
4. The General Director has the following rights and obligations:
 - a. Implement the resolutions and decisions of the Board of Directors and the General Meeting of Shareholders.
 - b. Implement the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders.
 - c. Decide on matters related to the Company's daily business operations that are not within the authority of the Board of Directors or the General Meeting of Shareholders.
 - d. Approve purchase, sale, loan, borrowing contracts, and other contracts and transactions with a value of less than 30% of the total asset value recorded in the Company's most recent financial statements; except in cases where the contract or

transaction falls under the decision-making authority of the Board of Directors as prescribed in point 1, clause 2, Article 27 of this Charter.

- e. Propose the number and individuals the Company needs to recruit for the Board of Directors to appoint or dismiss as necessary to implement best management practices and the organizational structure proposed by the Board of Directors, and advise the Board of Directors in deciding on salaries, remuneration, benefits, and other terms of the labor contracts of Executives.
 - f. To consult the Board of Directors to make decisions on the number of employees, wage rate, allowances, benefits, appointments and dismissals and other terms relating to their employment contracts.
 - g. To appoint, discharge, dismiss managers' titles of the Company, except for those subject to the authority of the Board of Directors and General Meeting of Shareholders.
 - h. To propose measures to improve the operation and management of the Company.
 - i. To prepare the mid-term developmental strategy plan and annual business plan to submit to the Board of Directors for approval.
 - j. To make recommendations on methods of paying dividends and dealing with losses in business.
 - k. Carry out all other activities as prescribed by this Charter, the Company's regulations, Board of Directors' resolutions, the General Director's labor contract, and the law.
 - l. Within the scope of his/her duties and authority, the Chief Executive Officer (CEO) may authorize other individuals and/or organizations to perform tasks relating to such duties and authority, as required from time to time.
 - m. The Chief Executive Officer (CEO) may concurrently hold the position of CEO in both a parent company and its subsidiary, including where both the parent company and the subsidiary are listed companies
5. Report to the Board of Directors and Shareholders: The General Director shall be responsible before Board of Directors and the General Meeting of Shareholders for implementing of the assigned duties and powers, and must report to such bodies if so required.
6. The Board of Directors may remove, or dismiss the General Director when at least two-thirds of the members of the Board of Directors vote for it (excluding the votes of a member of the Board of Directors in the case where such member acts as the General Director) and may appoint a new General Director as replacement.
7. The General Director attends Board of Directors meetings as an observer but does not have voting rights unless the General Director is also a Board of Director member.

Article 36. Corporate Secretary

- 1. The Company's Board of Directors must appoint at least one (01) person to serve as Corporate Secretary to support the effective conduct of corporate governance.

2. The Corporate Secretary must have legal knowledge and must not concurrently work for an approved audit organization that is auditing the Company's financial statements.
3. The Board of Directors may dismiss or appoint a Corporate Secretary when necessary, but not in violation of current labor laws.
4. The Corporate Secretary has the following rights and obligations:
 - a. Advise the Board of Directors on organizing the General Meeting of Shareholders according to regulations and related matters between the Company and Shareholders.
 - b. Prepare meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors.
 - c. Advise on meeting procedures.
 - d. Attend meetings.
 - e. Advise on the procedures for establishing resolutions and decisions of the Board of Directors in accordance with legal regulations.
 - f. Provide financial information, copies of minutes of Board of Directors meetings, and other information to Board of Director' members.
 - g. Monitor and report to the Board of Directors on the Company's information disclosure activities.
 - h. Act as a liaison with relevant stakeholders.
 - i. Maintain confidentiality of information in accordance with legal regulations and the Company's Charter.
 - j. Other rights and obligations as prescribed by law and the Company's Charter.

IX. RESPONSIBILITIES OF BOARD OF DIRECTOR' MEMBERS, GENERAL DIRECTOR, AND COMPANY EXECUTIVES

Article 37. Responsibility to be prudent

Members of the Board of Directors, the General Director and the Executive Directors are responsible to perform their duties including those as a member of committees under the Board of Directors in bona fide for the best interests of the Company and with an extent of prudence expected from any prudent peer under similar circumstances.

Article 38. Responsibility to be honest and avoid conflicts of interest

1. Board of Director members, the General Director, and the Company's Executive Officers must disclose relevant interests as prescribed by the Business Law and relevant legal documents.
2. Members of the Board of Directors, the General Director and the Executive Directors shall be obliged to notify the Board of Directors of any interests to which may conflict with those of the Company and to which they may be entitled via other economic legal entities, transactions or individuals.

3. Board of Director members, the General Director, and the Executives are obligated to inform the Board of Directors of all interests that may conflict with the Company's interests, which they may receive through economic entities, transactions, or other individuals.
4. The Company shall not be allowed to grant any loan or guarantee to any member of the Board of Directors, the General Director, the Executive and their Related Person; or to any legal entity in which the above-mentioned persons have financial interests, except where such loan or guarantee has been approved by the General Meeting of Shareholders.
5. A Board of Director member may not vote on a transaction that benefits that member or that member's Related Person as prescribed by the Business Law.
6. Board of Director members, the General Director, the Executives, and their Related Persons may not use or disclose to others inside information to conduct related transactions.
7. A contract or transaction between the Company and one or more Board of Director' members, the General Director, Executives, and individuals or organizations related to these subjects is not invalidated in the following cases:
 - a. For contracts or transactions with a value of less than 20%, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of less than 20% of the total asset value recorded in the most recent financial statement, the important contents of the contract or transaction, as well as the relationships and interests of the Board of Director' member, General Director, and Executives, have been reported to the Board of Directors and approved by the Board of Directors with a majority vote of the Board of Director' members without related interests.
 - b. For contracts or transactions with a value greater than or equal to 20%, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 20% or more of the total asset value recorded in the most recent financial statement, the important contents of the contract or transaction, as well as the relationships and interests of the Board of Director' member, General Director, and Executives, have been disclosed to the Shareholders and approved by the General Meeting of Shareholders with the votes of Shareholders without related interests.

Article 39. Responsibility for loss and compensation

1. Members of the Board of Directors, the General Director and the Executive who breach the obligations and responsibilities for honesty and prudence or fail to fulfil their obligations with due diligence and professional capability must be responsible for any damages caused by their breaches.
2. The Company shall pay compensation to any person who has been, is, or is likely become a related party in any claim, suit, or legal proceeding (including civil and administrative cases other than those initiated by the Company) if such person was or

is a member of the Board of Directors, the General Director, the Executive Directors, the employee of the Company, or an Authorized Representative of the Company, or such person acted or is acting at the request of the Company, provided that such person acted honestly, prudently and diligently in the best interests or without countering the best interests of the Company in compliance with Law and that there is no evidence that such person committed a breach of his/her responsibilities.

3. Indemnification expenses include judgment costs, penalties, actual payments incurred (including legal fees) when resolving these matters within the legal framework. The Company may purchase insurance for these individuals to avoid the aforementioned indemnification responsibilities.

X. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY

Article 40. Right to investigate books and records

1. The Shareholder have the rights to access the Company's documents and records. To be specific:
 - a. The Shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, meeting minutes and resolutions of the General Meeting of Shareholders.
 - b. A Shareholder or a group of shareholders holding from five percent (05%) or more of the total common shares has the right to examine, access, extract the book of minutes and resolutions of the Board of Directors, biannual and annual financial statements, contracts and transactions subject to approval by the Board of Directors and other documents, except for documents related to the Company's trade secrets.
2. In cases where an authorized representative of a Shareholder or a group of shareholders requests to inspect books and records, they must enclose a power of attorney from the Shareholder or the group of shareholders they represent, or a notarized copy of this power of attorney.
3. Members of the Board of Directors, the General Director and the Executive shall have the right to inspect the Company's shareholder register book, the list of Shareholders and other books and records of the Company for any purposes relating to their positions on the condition that the information must be treated as confidential.
4. The Company shall keep this Charter and its amendments and additions, the Enterprise Registration Certificate, regulations, documents proving asset ownership, meeting minutes and resolutions of the General Meeting of Shareholders, meeting minutes and resolution of the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books, and any other documents in accordance with the Law at the head office of the Company or another location, provided that the Shareholders and business registration authorities are informed of the location where these documents are retained.
5. The Company's Charter must be published on the Company's website.

XI. EMPLOYEES AND TRADE UNIONS

Article 41. Employees and Trade Unions

1. The General Director must prepare a plan for the Board of Directors to approve the matters relating to recruitment, dismissal of employees, salary, social insurance, welfare, rewards and discipline applicable to employees and the Executive.
2. The General Director must prepare a plan in order for the Board of Directors to approve the matters relating to the relationship between the Company and trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the regulations of the Company, and applicable law.

XII. PROFIT DISTRIBUTION

Article 42. Profit Distribution

1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the method of annual dividend payment from the Company's retained profits.
2. As stipulated by the Law on Enterprises, the Board of Directors may decide mid-term dividends advances upon considering such advance payment conforms to the Company's profitability.
3. The Company shall not pay interest on dividend payments or on payments relating to any class of shares.
4. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends by shares, and the Board of Directors shall be the body implementing such decision.
5. Where any dividend payment or other payments relating to one class of shares shall be made in cash, the Company must make such payment in Vietnamese dong. The payment may be made directly or via banks based on the bank details provided by the Shareholders. If the Company makes a bank transfer based on the exact banking detail provided by a Shareholder but such Shareholder cannot receive money, the Company shall not be liable for amount which it has transferred to the Shareholder entitled to such amount. Dividend payments for shares listed on the Stock Exchange can be made through a securities company or the Vietnam Securities Depository.
6. With approval of the Shareholders at the General Meeting of Shareholders, the Board of Directors may decide and announce that the owners of ordinary share certificates shall have the right to choose to receive their dividends in ordinary shares instead of dividends in cash. These additional shares will be recorded as paid-up shares of which the buying prices are determined equivalent to the cash amounts payable for cash dividends paid in cash according to the most accurate computations.
7. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors passes a resolution to determine a specific date as the last registration date to exercise shareholder rights of the Company (also known as the record date). Based on such date, any person who has registered as a Shareholder or owner of other securities shall be entitled to receive dividends, interest, profit distribution, receive share certificates, notices or other documents.
8. Other matters relating to profit distribution shall be implemented in accordance with Law.

XIII. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING REGIME

Article 43. Bank accounts

1. The Company will open bank account(s) at one or more Vietnamese banks or at the branches of the foreign banks permitted to operate in Vietnam.
2. With the prior approval of the competent authority, if necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company will make all payments and accounting transactions via its Vietnamese dong accounts or foreign currency accounts at the bank where the Company opened such accounts.

Article 44. Reserve funds

The Company sets up reserve funds in accordance with current legal regulations, such as:

1. Science and Technology Fund for the purpose of:
 - a. Creating financial resources to fund the Company's science and technology activities through research, application and development, and technological innovation leading to product, service and solution innovation and improvement.
 - b. Achievements from the research process are the premise for creating quality products that meet the increasing needs of society and enhance the Company's competitive advantage.
 - c. Priority is given to sponsoring new science and technology application research projects with challenging nature and a trial and evaluation period of less than 03 years.
2. Development Investment Fund for the purpose of:
 - a. Creating capital for the Executives to be proactive in researching, applying new technology products and solutions, and implementing investment projects to expand the scale of production and business or in-depth investment of the company with an implementation and capital recovery period of more than 03 years.
 - b. Provision for losses due to natural disasters or fire.
3. Financial reserve funds and other funds (if any).

The appropriation and use of Reserve Funds are reported and submitted to the Board of Directors for approval at the last periodic meeting of the year; the Development Investment Fund is reported by the Board of Directors and submitted to the General Meeting of Shareholders for approval at the annual meeting.

Article 45. Fiscal year

The Company's fiscal year begins on April 1st annually and ends on March 31st annually.

Article 46. Accounting regime

1. The Company's accounting regime uses Vietnam Accounting Standards (VAS) or other specific accounting regimes issued by competent authorities and approved by the Ministry of Finance.

2. The Company maintains accounting books in Vietnamese and keeps accounting records in accordance with accounting laws and related regulations. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as its accounting currency.

XIV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 47. 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 publishes the audited annual financial statements according to regulations on information disclosure in the securities market and submits them to competent state agencies.
2. Annual financial statements must include all reports, appendices, and explanations as prescribed by law on enterprise accounting. The annual financial statements must reflect truthfully and objectively the Company's operational status. If the Company is a parent company, in addition to the parent company's annual financial statements, it must also include the consolidated financial statements of the Company and its Subsidiaries at the end of each fiscal year.
3. The Company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to competent state agencies.
4. Audited annual financial statements, reviewed semi-annual financial statements, and quarterly financial statements must be published on the Company's website.
5. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, reviewed semi-annual reports, and quarterly financial statements during the Company's working hours, at the Company's headquarters, and must pay a reasonable fee for copying.

Article 48. Annual report

The Company must prepare and publish an Annual Report in accordance with the regulations of the law on securities and the securities market.

XV. COMPANY AUDIT

Article 49. Audit

1. The General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms and authorizes the Board of Directors to decide to select one of these units to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors. The independent audit firm conducting the audit for the Company must be an audit firm approved by the State Securities Commission.
2. The Company must prepare and submit an annual financial statement to the independent auditing company after the end of each fiscal year.
3. The independent auditing company shall inspect, certify and make a report on the annual financial statements which reflects the income and expenditure of the Company, and shall prepare an audit report and submit the same to the Board of Directors within three (03) months from the end of a fiscal year.

4. A copy of the audit report must be sent with the annual financial statement of the Company.
5. The auditor or a representative of the audit firm may be invited to attend the Annual General Meeting of Shareholders to express their opinion at the General Meeting of Shareholders on matters related to the annual financial statements in case the audit report contains material exceptions.

XVI. SEAL

Article 50. Seal

1. Seal includes physical seal or seal in the form of digital signatures as prescribed by regulations of law on electronic transactions.
2. The Board of Directors decides the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director use and manage the seal in accordance with current law.

XVII. TERMINATION OF OPERATIONS AND LIQUIDATION

Article 51. Termination of Operations

1. The Company may be dissolved or its operations terminated in the following cases:
 - a. The Company's operating term expires without a decision to extend it.
 - b. A competent court of Vietnam declares the Company bankrupt in accordance with current law.
 - c. The Business Registration Certificate is revoked.
 - d. Dissolution before the deadline according to a resolution or decision of the General Meeting of Shareholders.
 - e. Other cases as prescribed by law.
2. The early dissolution of the Company (including any extended period) shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Directors. The decision on dissolution must be notified to, or must be approved by (if so required) the competent body in accordance with the regulations.

Article 52. Resolving Deadlocks between Board Members and Shareholders

Unless otherwise provided in this Charter, Shareholders holding more than half of the outstanding shares with voting rights in the election of Board members have the right to file a complaint with the court to request dissolution on one or more of the following grounds:

1. The Board members disagree in managing the Company's affairs, resulting in a failure to achieve the required number of votes as prescribed for the Board of Directors to operate.
2. The Shareholders disagree and cannot achieve the required number of votes as prescribed to elect members of the Board of Directors.
3. There is internal disagreement and two or more factions of Shareholders are divided, making dissolution the most beneficial option for all Shareholders.

Article 53. Liquidation

1. When there is a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee prepares its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation are prioritized by the Company for payment before other debts of the Company.
2. The Liquidation Committee shall be responsible to report its dates of establishment and commencement of operation to the business registration authority. From such point of time, the Liquidation Committee will represent the Company in all work relating to the liquidation before a Court and the administrative authorities.
3. Proceeds from the liquidation shall be disbursed in the following order:
 - a. Expenses of liquidation;
 - b. Salaries, severance allowances, social insurance, and other employee benefits under the collective labor agreement and signed labor contracts;
 - c. Tax debts;
 - d. Other debts of the Company;
 - e. After all the debts from (a) to (d) above have been paid, the balance shall be distributed to Shareholders. Payment of the preferential shares shall be given priority.

XVIII. INTERNAL DISPUTE RESOLUTION

Article 54. Internal Dispute Resolution

1. In the event of any dispute or complaint related to the Company's operations, the rights and obligations of Shareholders as prescribed by the Enterprise Law, the Company Charter, other legal regulations, or agreements between:
 - a. Shareholders and the Company;
 - b. Shareholders and the Board of Directors, General Director, or Executives;

The involved parties shall attempt to resolve such disputes through negotiation and conciliation. Except where such dispute concerning the Board of Directors or the Chairman of the Board of Directors, such Chairman will preside over any meeting for dispute resolution and shall require each party to present the actual factors relating to the dispute within fifteen (15) working days from the date of the arising. If the conflict concerns the Board of Directors or the Chairman of the Board, either party may request appointment of an independent expert who shall act as an arbitrator for the dispute resolution.

2. If no conciliation decision is reached within six (06) weeks from the start of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may bring the dispute to Arbitration or Court.
3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of Court costs shall be made according to the Court's ruling.

XIX. CHARTER SUPPLEMENT AND AMENDMENT

Article 55. Company Charter

1. Any supplement or amendment to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In the event that any legal regulations related to the Company's operations are not mentioned in this Charter, or in the event of new legal regulations that differ from the provisions of this Charter, those legal regulations shall automatically apply to govern the Company's operations.

XX. EFFECTIVE DATE

Article 56. Effective Date

1. This Charter, consisting of XX items and 56 articles, was unanimously approved by the General Meeting of Shareholders of ITD Technology Corporation on 23/04/2011, has been amended and supplemented several times, with the last amendment on 07/07/2026, and the full text of this Charter is hereby approved.
2. The Charter is made in 10 copies, having equal value, and must be kept at the Company's headquarters.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors, or at least one-half (1/2) of the total members of the Board of Directors, or the General Director, or a person authorized by the General Director.

Full name and signature of the Company's legal representative

GENERAL DIRECTOR

NGUYEN VINH THUAN